

**29th
Annual Report
2020-2021**



VIPPY SPINPRO LIMITED



Board of Directors	:	Shri Piyush Mutha (Managing Director) Shri Praneet Mutha (Director) Shri Mangalore Maruthi Rao (Whole Time Director) Shri Subhash Kocheta (Independent Director) Shri Raghuram Krishnamurthy (Independent Director) Smt. Deepa Sudhir Mekal (Independent Director/Woman Director)
Chief Financial Officer	:	Shri Hassan Ali
Company Secretary	:	Ms. Ayushi Solanki
Auditors	:	M/s R.S. Bansal & Co. Chartered Accountants
Banker	:	HDFC Bank Limited
Registered Office	:	414, City Centre, 570, M.G. Road, Indore-452001(M.P.) Phone: 0731-2546710
Works Office	:	14-A, Industrial Area A.B. Road, Dewas-455001(M.P.) Phone Nos.: 07272-258251/258252/405352 Fax No. 07272-400121
Registrar & Share Transfer Agent	:	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex Pardeshipura, Indore -452010 (M.P.) Email: ankit_4321@yahoo.com Ph. 0731-2551745-46 Fax.0731- 4065798

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**NOTICE**

NOTICE is hereby given that the 29th Annual General Meeting of the Members of the Company will be held on Monday 30th day of August, 2021 at 11:30 A.M. through two-way Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) for which purposes the registered office of the Company situated at 414, City Center, 570, M.G. Road, Indore – 452001 (M. P.) shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2021 and Reports of the Board of Directors and Auditors thereon, and in this regard, to consider, and if thought fit, to pass, with or without modification(s), if any, the following resolutions as an Ordinary Resolution:
“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. To appoint a Director in place of Shri Praneet Mutha (DIN-00424250) who retires by rotation and being eligible, offers himself for re-appointment, and in this regard, to consider, and if thought fit, to pass, with or without modification(s), if any, the following resolutions as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Praneet Mutha (DIN-00424250), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending 31st March, 2022, and in this regard, to consider, and if thought fit, to pass with or without modification(s), if any, the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s M. Goyal & Co., Cost Accountants, Jaipur (Registration No.000051) appointed as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of Cost Records of the Company for the financial year ending 31st March, 2022, be paid the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) in addition to out of pocket and/or travelling expenses as may incur in carrying out their duties as Cost Auditors, and the same is hereby ratified and approved.
RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
4. To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof, for the time being in force), the consent of the Members be and is hereby accorded for the re-appointment of Shri Piyush Mutha (DIN-00424206), as a Managing Director for the period of One (1) year with effect from 01.04.2021 to 31.03.2022 on the terms and conditions of appointment including remuneration as mentioned in the statement annexed to the notice convening this meeting.
RESOLVED FURTHER THAT the remuneration as set out in the statement be paid as maximum remuneration to Shri Piyush Mutha.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, reduce, alter or vary the terms of remuneration in such manner from time to time as the Board may deem fit .

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such act, deeds, matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper.”

5. To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder consent of members of the Company be and is hereby accorded to Shri Subhash Kocheta (DIN: 0059610), Independent Director of the Company to continue to hold office of Independent Director of the company till his current tenure of appointment which ends on 30.09.2024 notwithstanding that Mr. Subhash Kocheta will attain age of 75 years on 01.09.2021.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such act, deeds, matters and other things, as they may in their absolute discretion deem necessary expedient usual and proper.”

6. To consider, and if thought fit, to pass, with or without modification(s), if any, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Deepa Sudhir Mekal (DIN-0522280), who was appointed as an Independent Director of the Company at the Annual General Meeting held on 27 September 2017 and her tenure is expiring on 30th March, 2022 not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.”

Dewas

25th June, 2021

CIN: L01710MP1992PLC007043

Registered Office:414, City Centre, 570, M.G. Road,

Indore- 452001 (M.P.) Tele: 0731-2546710

Email : admin@vippyspinpro.com

Website : www.vippyspinpro.com

**By Order of the Board of Directors
For Vippy Spinpro Limited**

**Piyush Mutha
Managing Director
(DIN 00424206)**

**Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05th May, 2020 and General circular No. 02/2021 dated 13th January, 2021, SEBI Circular dated 12th May, 2020 and 15th January, 2021 physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vippyspinpro.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 20/2020 dated May 5, 2020 and MCA Circular No. 02/2021 dated 13th January, 2021.
8. The recorded transcript of the forthcoming AGM on 30th August, 2021, shall also be made available on the website of the Company www.vippyspinpro.com.
9. All documents referred to in the accompanying Notice and the Statement can be obtained for inspection by writing to the Company at its email ID admin@vippyspinpro.com till the date of AGM.



10. The Register of Directors and Key Managerial Personnel, the Register of Contract or Arrangements, has been made available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send their requests to admin@vippspinpro.com.
11. The register of members and share transfer books will remain closed from Tuesday, 24th August, 2021 to Monday, 30th August, 2021 (both days inclusive) for the purpose of Annual General Meeting.
12. Members are requested to notify immediately any change of address to their depository Participant (DPs) in respect of their electronic share accounts and to the Company's Registrar and Share Transfer Agent (RTA), M/s. Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore-452010(M.P.), in respect of their physical share folio, if any
13. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.
14. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
15. Pursuant to the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Corporate Governance, the information about the Directors proposed to be appointed/ re-appointed at the Annual General Meeting is given in the Annexure to the Notice.
16. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto.
17. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
18. Mr. Shilpesh Dalal, Practising Company Secretary (Membership No. F5316, COP No. 4235) appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
19. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.vippspinpro.com, and website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com not later than 48 hours of the conclusion of the Meeting.
20. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH.13.
21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his/her vote at the Annual General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorize agency.



The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

The Member attending the AGM who have not already cast their vote by remote e-voting on the day of the AGM will be provided by NSDL.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again.

22. The remote e-voting period commence on Friday, 27th August, 2021 at 10.00 a.m. and ends on Sunday, 29th August, 2021 at 5.00 p.m.

Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 23rd August, 2021, may opt for remote e-voting and cast their vote electronically.

A person, whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.

Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

Members may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

At the end of remote e-voting period, the facility shall forthwith be blocked

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 27th August, 2021 at 10.00 A.M. and ends on Sunday, 29th August, 2021 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting there after. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd August, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd August, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. 022- 23058738 or 022-23058542-43
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.'
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shilpeshdalal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to admin@vippspinpro.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to admin@vippspinpro.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at admin@vippyspinpro.com. The same will be replied by the company suitably.

Dewas

25th June, 2021

CIN: L01710MP1992PLC007043

Registered Office: 414, City Centre, 570, M.G. Road,

Indore- 452001 (M.P.) Tele: 0731-2546710

Email : admin@vippyspinpro.com

Website : www.vippyspinpro.com

**By Order of the Board of Directors
For Vippy Spinpro Limited**

**Piyush Mutha
Managing Director
(DIN 00424206)**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO.3**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s M. Goyal & Co., Cost Accountants, Jaipur (Registration No.000051) as Cost Auditors of the company to conduct the audit of Cost Records of the Company for the financial year 2021-2022 at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) in addition to out of pocket and/or travelling expenses as may incur in carrying out their duties as Cost Auditors. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends the said resolutions set out at item no. 3 of the notice for your approval by Ordinary Resolution.

ITEM NO.4

The Nomination and Remuneration Committee has considered and approved the terms, conditions including remuneration and recommended to the Board of Directors for the re-appointment of Shri Piyush Mutha (DIN-00424206) as a Managing Director for the period of One (1) year with effect from 01.04.2021 to 31.03.2022. The Board of Directors has considered that under his dynamic leadership, initiatives and directions, the Company has benefited in its overall operations since he is Managing Director of the Company. He is the key factor behind the overall growth and success of the Company. His devotion, vision and experience are essential for the continuing growth of the Company. The Board of Directors at their meeting held on 25th March, 2021, subject to approval of members in ensuing Annual General Meeting, approved re-appointment of Shri Piyush Mutha as a Managing Director on the following terms and conditions including remuneration:

1. Basic Salary: Maximum of Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousands) per month.
2. Perquisites:
 - i. Expenses pertaining to Gas, Electricity, Water, furnishings and other utilities including repairs will be borne/reimbursed by the Company on actual and subject to maximum Rs. 3,00,000/- per annum.
 - ii. Medical Reimbursement: Reimbursement of medical expenses including insurance premium for medical incurred for self and his family not exceeding Rs. 2,00,000/- per annum.
 - iii. Club Fees: Fees in respect of two clubs not exceeding Rs. 50,000/- per annum.
 - iv. Personal Accident Insurance: Premium not exceeding Rs.25,000/- per annum.
 - v. Assignment of Insurance Policy: Assignment of Insurance Policy in favour of Shri Piyush Mutha, if any, subject to maximum amount Rs. 5,00,000/-.

All the above perquisites shall be interchangeable, i.e. any excess in a particular perquisite & benefit may be permissible by a corresponding reduction in one or more of the other perquisite(s).
- vi. Other following perquisites which shall not be considered in computing the value of perquisites:
 - (a) Mobile & Telephone: Free Mobile & Telephone facility at residence for official use.
 - (b) Car(s) with Driver(s): Free Use of Car(s) with Driver(s) for official use.



3. In addition to the perquisites as aforesaid, Shri Piyush Mutha shall also be entitled to the following benefits which shall not be considered for the purpose of calculation of maximum permissible remuneration:
 - (a) Contribution to Provident Fund, Superannuation Fund to the extent not taxable under the Income Tax Act, 1961 and Gratuity as per rules of the Company.
 - (b) Encashment of leave at the end of tenure to the extent not taxable under Income Tax Act, 1961.
4. Reimbursement of expenses: Reimbursement of all expenses incurred by Shri Piyush Mutha during the course of and in connection with the business of the Company.
5. Sitting Fees: No Sitting Fee shall be paid to Shri Piyush Mutha for attending the Meetings of Board of Directors of the Company or any Committees thereof;
6. Shri Piyush Mutha shall be entitled to get any loan from the Company as per rules of the Company.

Shri Piyush Mutha is interested in the resolution set out at item no. 4 of the Notice as a Managing Director and also interested to the extent of his shareholding interest in the Company. Shri Praneet Mutha, Director, being relative is interested in the resolution and also interested to the extent of his shareholding interest in the Company.

The Promoter and Promoter Group, Piyush Mutha HUF, and Mrs. Usha Mutha, Mrs. Priti Mutha & Mr. Parth Mutha being relatives of Shri Piyush Mutha, are interested to the extent of shareholding interest in the Company.

Save and except the above none of the other Directors/Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends resolution, as set out in item no. 4 of the notice for your approval by Special Resolution as required in section II of Part II of Schedule V of the Companies Act, 2013 because the said remuneration exceeds the limits as specified in Section II of Part II of Schedule V of the Companies Act, 2013.

The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

1. Nature of Industry: The Company is engaged in manufacturing of cotton yarn.
2. Date or expected date of commencement of commercial production:
The Company had commenced commercial production on 18th October, 1993.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

Financial year ended	(₹ in Lakhs)	
	March 31, 2021	March 31, 2020
Income		
Revenue from Operations	8757.39	11066.00
Other Income	37.88	63.06
Total Revenue	8795.27	11129.06
Less: Expenses other than Finance cost and Depreciation	8064.54	10414.78
Profit before finance cost, depreciation & amortization, and tax	730.73	714.28
Less: Finance Costs	31.29	79.70



Less: Depreciation and amortization expenses	156.05	181.33
Profit before Tax	543.40	453.25
Less: Tax Expenses	146.63	74.63
Profit after tax for the year	396.77	378.62
Other Comprehensive Income/(Loss) for the year	11.21	(11.80)
Total Comprehensive Income for the year	407.98	366.82

5. Foreign Investments or Collaborators if any: N.A.

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details: Shri Piyush Mutha is an MBA and B.E. Shri Piyush Mutha is Director of the Company since 01st April, 1992. He is a Managing Director of the Company since 01st May, 2001. He has over 28 years of experience in the industry and business. He is skillfully steering the Company business during his tenure.
2. Past Remuneration: The total remuneration including perquisites paid to Shri Piyush Mutha during the period 01.04.2019-31.03.2020 and 01.04.2020-31.03.2021 was Rs. 11294321/- & Rs. 10776186/- respectively.
3. Recognition or awards: Nil.
4. Job Profile and his suitability: Shri Piyush Mutha exercises substantial power of management subject to the superintendence, control and direction of the Board of Directors of the Company. He is responsible for the operations and affairs of the Company. He has rich experience in conceptualizing, planning, directing and implementing business decision and translates them in terms of business growth. Under his dynamic leadership, initiatives and directions, the Company has benefited in its overall operations. He is the key factor behind the overall growth and success of the Company. His devotion, vision and experience are essential for continuing growth of the Company. Taking into consideration his qualifications and experience, Shri Piyush Mutha is best suited for the responsibilities assigned to him.
5. Remuneration Proposed: As stated in the explanatory statement at item no. 4 of the notice.
6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the remuneration packages paid to similar level appointees in similar cotton yarn companies operating in India.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Shri Piyush Mutha is one of the promoters of the Company and he is holding 8.89% shares of the Company. Apart from this, he doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company. Shri Piyush Mutha is interested as a Managing Director and also interested to the extent of his shareholding interest in the Company. Shri Praneet Mutha, Director, being relative is interested and also interested to the extent of his share holding interest in the Company.

The Promoter and Promoter Group, Piyush Mutha HUF, and Mrs. Usha Mutha, Mrs. Priti Mutha & Mr. Parth Mutha being relatives of Shri Piyush Mutha, are interested to the extent of shareholding interest in the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits: external and unexpected circumstances beyond the control of management, viz, general economic meltdown, fluctuation in price of raw material, sharp volatility in the prices of textiles products and other factors putting pressure on profits of the Company.



2. Steps taken or proposed to be taken for improvement: Company has taken the following steps for improvement in performance:
 - (i) Development of New Export Markets
 - (ii) Focus on Value added product
 - (iii) Training program for employees
 - (iv) Continuous product development and cost reduction
3. Expected increase in productivity and profits in measurable terms: With the aforesaid measures taken by the Company, the productivity and profitability of the Company is expected to increase in coming years.

IV. DISCLOSURES

The required disclosures have been made in Report on Corporate Governance forms part of Director's Report.

ITEM NO. 5

In compliance of Section 149 of the Companies Act 2013 Shri Subhash Kocheta was re-appointed on Board as an Independent Director of the Company at Annual General Meeting held on 30.09.2019 for a fixed term of 5 years i.e. up to 30.09.2024. Currently Shri Subhash Kocheta is member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

In terms of Regulation 17 (1A) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015-

“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

Shri Subhash Kocheta is attaining age of 75 years on 01.09.2021, as per the requirement of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 a Special Resolution is required to be passed seeking the approval of shareholders for continuation of his directorship in the Company.

He is having vast experience of 41 years in the areas of Finance, Trade and Industry. The Board is of opinion that his background, experience and contribution made during his tenure is beneficial and in the interest to the Company, His opinions and suggestions in the past have proven to be beneficial for the company therefore it is desirable to continue his service as Independent Director of the Company.

Except Shri Subhash Kocheta none of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, whether financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

The Board of Directors recommend the Special Resolution set forth in Item No. 5 for approval of the Members.

ITEM NO. 6

Smt. Deepa Sudhir Mehal (DIN-05222280) was appointed as the Independent Director of the Company pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the applicable provisions of the erstwhile Listing Agreement with the Stock Exchanges, at Annual General Meeting held on 27th September, 2017 to hold office for 5 consecutive years for a term up to 30th March, 2022.



Based on the recommendation of the Nomination and Remuneration Committee, the Board considered her background and experience and contributions made by her during her tenure, the association of Smt. Deepa Sudhir Mekal would be beneficial to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Smt. Deepa Sudhir Mekal as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company from 01st April, 2022.

Smt. Deepa Sudhir Mekal has given her consent to act as Independent Directors of the Company and has furnished necessary declarations to the Board of Directors that she meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company Smt. Deepa Sudhir Mekal is not disqualified to be re-appointed as Directors under Section 164 of the Companies Act, 2013 and has given her consent to act as Directors of the company.

Smt. Deepa Sudhir Mekal do not hold by herself or for any other person on a beneficial basis, any shares in the Company. She is not related to any other Director of the Company.

In the opinion of the Board, Smt. Deepa Sudhir Mekal fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Director and she is independent from the management.

Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Except Smt. Deepa Sudhir Mekal none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 6 of the Notice.

The Board of Directors recommends the said resolutions set out at item no. 6 of the notice for your approval by Special Resolution.

Dewas

25th June, 2021

CIN: L01710MP1992PLC007043

Registered Office: 414, City Centre, 570, M.G. Road,

Indore- 452001 (M.P.) Tele: 0731-2546710

Email : admin@vippyspinpro.com

Website : www.vippyspinpro.com

**By Order of the Board of Directors
For Vippy Spinpro Limited**

**Piyush Mutha
Managing Director
(DIN 00424206)**



Details of the Director seeking appointment/re-appointment in the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

1) Shri Piyush Mutha

Name of Director	Shri Piyush Mutha
Director Identification Number	00424206
Date of Birth	23.04.1969
Nationality	Indian
Date of Appointment	01.04.1992
Qualification	MBA & BE
Expertise in specific functional area	He has over 28 years' experience in the cotton industry and business. He has rich experience in conceptualizing, planning, directing and implementing business decisions.
Disclosure of relationship between directors inter-se	He is brother of Shri Praneet Mutha, Director of the Company
Name of other listed companies in which he holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	NIL
Number of Shares held in the Company	521750

2) Shri Praneet Mutha

Name of Director	Shri Praneet Mutha
Director Identification Number	00424250
Date of Birth	11.09.1971
Nationality	Indian
Date of Appointment	19.12.2000
Qualification	M.COM
Expertise in specific functional area	Ha has vast experience in the field of Finance and Marketing. He has more than 25 years' experience in cotton industry and other industries.
Disclosure of relationship between directors inter-se	He is brother of Shri Piyush Mutha, Managing Director of the Company
Name of other listed companies in which he holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	NIL
Number of Shares held in the Company	521050

**3) Smt. Deepa Sudhir Mekal**

Name of Director	Smt. Deepa Sudhir Mekal
Director Identification Number	05222280
Date of Birth	07/10/1956
Nationality	Indian
Date of Appointment	27/09/2017
Qualification	BA
Expertise in specific functional area	Risk Management and Accounting
Disclosure of relationship between directors inter-se	NIL
Name of other listed companies in which she holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which she is Director	NIL
Number of Shares held in the Company	NIL

**DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting the 29th Annual Report together with the Audited Financial Statement of the Company for the financial year ended 31st March, 2021.

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	2020-21	2019-20
Income		
Revenue from Operations	8757.39	11066.00
Other Income	37.88	63.06
Total Revenue	8795.27	11129.06
Less: Expenses other than Finance cost and Depreciation	8064.54	10414.78
Profit before finance cost, depreciation & amortization, and tax	730.73	714.28
Less: Finance Costs	31.29	79.70
Less: Depreciation and amortization expenses	156.05	181.33
Profit before Tax	543.40	453.25
Less: Tax Expenses		
Current Tax	150.54	114.41
Deferred Tax (Assets)/Liabilities	(3.91)	(39.78)
Profit for the year	396.77	378.62
Other Comprehensive Income	11.21	(11.80)
Total Comprehensive Income	407.98	366.82
Earning per equity share		
Basic	6.76	6.45
Diluted	6.76	6.45

PERFORMANCE REVIEW & COMPANY AFFAIRS

The Company's total revenue for the year under review amounted to Rs. 8795.27 Lakhs as compared to Rs. 11129.06 Lakhs of the previous year. The Profit before Tax for the year under review amounted to Rs. 543.40 Lakhs as compared to Rs. 453.25 Lakhs of the previous year. The Profit after Tax for the year under review amounted to Rs. 396.77 Lakhs as compared to Rs. 378.62 Lakhs of the previous year. The Company is engaged in the manufacturing of cotton yarn for different applications by Rotor Spinning.

GLOBAL PANDEMIC – COVID-19

The COVID-19 outbreak & resultant nation-wide lock down imposed by the Government of India from 24th March, 2020 till the end of May 2020 has caused Pan-India disruption of businesses. Since, the Company is manufacturer of cotton yarn it was not allowed to operate the plant in lockdown, only operations of commodities or services classified as an essential products were allowed. Due to non-operation in the first quarter our company reported loss of Rs. 128.19 Lakhs.

Further, after the end the lockdown the operations of the Company were resumed and gradually the profitability & revenues of company grown at stable pace. Despite the prevailing situation your Company performed reasonably well in the current financial year and your Board is confident about the adequate management of the liquidity and financial position of the Company and its ability to meet its obligations in the ordinary course of business.



In the mid of March, 2021, the State government and District administration authorities again imposed lockdown due to sudden resurgence of Covid-19. But this time, the Industrial Sector is allowed to operate and the Company's business is not expected to impact much as Company's plant is operational.

RESERVES

There is no amount proposed to be transferred to any Reserve.

DIVIDEND

With a view of conserving resources, your Directors do not recommended any dividend for the year under review.

LISTING OF THE SHARES

The Equity Shares of the Company are presently listed at BSE Ltd. Further the Company has paid listing fees to BSE Ltd. for the year 2021-2022.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards read with requirements set out under schedule III to the act have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a going concern basis;
- the Directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Itisha Sahu resigned from the post of Company Secretary of the Company w.e.f. 31st December, 2020.

The Board regretfully report the sad demise of Shri Mohan Jain, who served as Non-Executive Independent Director of the Company from 29.09.2014 to 16.02.2021. The Board further express their heartfelt condolences for his untimely death and wishes to put on record, their sincere and deep appreciation for his valuable guidance and contribution from time to time in building up the Company's growth.

He had more than 50 years of experience in finance, production and marketing in textile sector. He was a textile veteran. His knowledge, background was very beneficial for the company and His immense contribution in the Company's success can never be forgotten.

Further, Ms. Ayushi Solanki appointed as a Company Secretary & Compliance Officer of the Company w.e.f. 25th March, 2021.

During the year under review, Shri Piyush Mutha (DIN-00424206) was re-appointed as a Managing Director of the



Company for a period of one (1) years w.e.f. 01.04.2021, subject to approval of members in ensuing Annual General Meeting.

It is to be noted that, the members of the Company at the Annual General Meeting held during the year, have approved the re-appointment of Shri Mangalore Maruthi Rao (DIN-00775060) as a Whole Time Director of the Company, for a term of 2 (Two) years w.e.f. 28th October, 2020 .

The Company has received the necessary declarations from each Independent Director under Section 149(7) of the Act that he/she meets the criteria of independence laid down in Section 149(6) of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. The Board have taken on record these declarations after undertaking the due assessment of the veracity of the same.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Shri Praneet Mutha (DIN- 00424250), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for his re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on date are-Shri Piyush Mutha, Managing Director, Shri Mangalore Maruthi Rao, Whole Time Director, Shri Hassan Ali, Chief Financial Officer and Ms. Ayushi Solanki , Company Secretary.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management.

BOARD EVALUATION

The Company has duly approved Nomination and Remuneration policy prescribing inter-alia the criteria for appointment, remuneration and performance evaluation of the directors. As mandate by Section 134 & 178 read with Schedule IV of the Act and Regulation 25 of the SEBI (LODR) Regulations, 2015 as applicable on the Company. The Independent Director in their separate meeting held on 27th February, 2021 have reviewed the performance of Non-Independent Directors and Board as a whole alongwith review of quality, quantity and timeliness of flow of information between Board and management and expressed their satisfaction over the same.

Further, the Board, in its meeting held on 05th February, 2021 also reviewed the performance of the Board, its Committees and all Individual Directors of the Company and expressed its satisfaction over the performance of the Board its Committees and Individual Directors. Furthermore Board is of the opinion that Independent Directors of the Company are person of high repute, integrity & possess the relevant expertise & experience in their respective field.

INSURANCE

Assets of the Company are adequately insured.

DEPOSIT

During the year under review, your Company has not accepted any deposits from public, pursuant to Section 73 and 74 of the Companies Act, 2013 & the Deposit Rules made there under.

NO DEFAULTS

The Company has not defaulted in payment of interest and/or repayment of loans to any of the financial institutions



and/or banks during the year under review.

SUBSIDIARIES, ASSOCIATE & JOINT VENTURE COMPANIES

Company does not have any subsidiaries, associates companies & joint venture companies.

RELATED PARTY TRANSACTIONS

The Company has not entered into any material contracts, with the related parties during the year 2020-21 and other contracts or arrangements were in the ordinary course of business on arm's length basis. Therefore, there is no particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 which needs to disclose in the prescribed form AOC-2 and may be treated as not applicable. However, the particulars of contracts or arrangement with related parties have been disclosed in the note no. 37 of the financial statements for the year ended under review.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. All the transactions are properly authorized and recorded. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting in financial statements. The Internal Audit is conducted by outside auditing firms which evaluate the functioning and quality of internal controls and check; and provides assurance of its adequacy and effectiveness. The Internal Audit Reports are actively reviews by the Audit Committee and adequate remedial measures, if any, are taken. The Internal Audit Reports are also reviews by the Board of Directors periodically. During the year, no reportable material weaknesses in the design or operations were observed.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT PLAN

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. Your Company recognizes that the risk is an integral part of business and is committed to managing the risk in proactive and efficient manner. The Company had adopted Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management.

The management is however, of the view that none of the risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case of any of these risks materialize. The risk management framework is reviewed periodically by the Board and Audit Committee. The details of risks and other concerns are included in the Management Discussion and Analysis Report which is the part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Management Discussion and Analysis Report is appended to and forms part of this Report.

CORPORATE GOVERNANCE

The Company has always strived to maintain appropriate standards of good Corporate Governance. The Report on Corporate Governance as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report. The requisite certificate from Company Secretary in Practice confirming compliance of the conditions of Corporate Governance is attached to report on Corporate Governance.

PARTICULARS OF LOAN GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN UNDER SECTION 186 OF COMPANIES ACT, 2013

During the year, there are no loans given, investments made, guarantee given or security provided by the Company under



Section 186 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are provided in ANNEXURE -I to this Report.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the detail forming part of annual return in Form No. MGT-9 is annexed to this report as ANNEXURE – II. The annual return for the financial year 2020-21 is uploaded on the website of the Company.

MEETING OF DIRECTORS

During the year under review, our Board met Nine (9) times. The details of the number of meetings of the Board during the year forms part of the Report on Corporate Governance. During the year under review One (1) meeting of Independent Directors was held on 27th February, 2021.

Committees of the Board

The Board of Directors has the following committees:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination & Remuneration Committee
4. Corporate Social Responsibility Committee

The details of the committees along with their composition, number of the meetings and attendance at the meetings are provided in the Report on Corporate Governance.

NOMINATION & REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013, the rules made there under and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and for determination of their remuneration. The salient features of Nomination & Remuneration Policy are stated in the Corporate Governance Report. The Nomination & Remuneration Policy duly approved by the Board has been posted on the Company's website www.vippyspinpro.com and annexed herewith as ANNEXURE-III to this Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism / Whistle Blower Policy to report genuine concerns or grievances. The vigil mechanism provides for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. Besides, as per the requirement of SEBI (Prohibition of Insider Trading) Regulations as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company ensures to make employees aware of such Whistle –Blower Policy to report instances of leak of unpublished price sensitive information. This policy may be accessed on the Company's website, at weblink: <http://www.vippyspinpro.com/Whistle-Blower-Policy.pdf>.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as



ANNEXURE -IV to this Report.

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirement under Section 135 of Companies Act, 2013, and the rules made thereunder, read with schedule VII of the Companies Act, 2013, the Company has constituted CSR Committee and framed Policy for CSR indicating the activities to be undertaken by the Company. The CSR policy of the Company has been updated in Board Meeting dated 14th May, 2021 which is annexed herewith as ANNEXURE- V. The Company had undertaken CSR activities in the areas of promoting education, Health Care including Preventive Health Care also undertaken in area of promoting and ensuring environmental sustainability through prevention of flora and fauna.

The annual report on CSR activities, as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed herewith as ANNEXURE- VI to this Report.

CREDIT RATINGS

The details on Credit Rating are set out in Corporate Governance Report, which forms part of this report.

AUDITORS

Statutory Auditors

M/s R.S. Bansal & Co., Chartered Accountants (Firm Registration No.000939C), were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 27th September, 2017, for a term of 5 consecutive years. They have confirmed that they are not disqualified from continuing as auditors of the Company.

The Auditors Report does not contain any qualification, reservation or adverse remark or disclaimer, and no explanation on part of the Board of Directors is called for.

Cost Auditor

The Board of Directors have appointed M/s M. Goyal & Co., Cost Accountants, Jaipur, (Registration No.000051) as Cost auditors of the Company to conduct audit of the cost accounting records of the Company for the year 2020-21. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Board seeks ratification at the ensuing Annual General Meeting of the remuneration payable to the cost Auditors for the financial year 2021-22.

Secretarial Auditor

The Secretarial Audit Report for the financial year ended 31st March, 2021 issued by M/s Shilpesh Dalal & Co., Practising Company Secretary is annexed herewith as ANNEXURE-VII to this report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer, and no explanation on part of the Board of Directors is called for.

The Board re-appointed M/s Shilpesh Dalal & Co. Practising Company Secretary, to conduct Secretarial Audit for the year 2021-22.

Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, M/s R.K. Saklecha & Associates, Chartered Accountants was appointed as an Internal Auditor of the Company for the financial year 2021-22.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has a Prevention of Sexual Harassment Policy in force in terms of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The objective of this policy is to ensure a safe, secure and



friendly work environment where employees will deliver their best without any inhibition, threat of fear. The company has constituted Internal Complaints Committee as per the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No complaints were reported during the year under review under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

COMPANY POLICY FOR PROMOTION OF EMPLOYMENT OF YOUTH COMING FROM THE UNDER-PRIVILEGED/DISADVANTAGED SECTION OF THE SOCIETY

The people are recruited in the Company on the basis of their qualification/eligibility and merits without any discrimination against their gender, religion, caste, colour, ancestry, marital status, nationality and disability, and among equally qualified individuals, preference are given to people from the disadvantaged groups. The Company also conducts training programme from time to time for up-skilling, training of employees from socially disadvantaged sections of society.

ENVIRONMENT & SOCIAL CONCERN

Your Company is committed to build business with save energy and save environment. In line of this, the Company had set up the wind mill and solar panels that generates electricity and contributed to displace emissions from the nation's coal-fired power plants and eliminates the nation's major source of acid rain, reduce total emissions of CO₂.

Your Company is committed to the sustainable use of all natural resources and minimizes waste at source and recycles where possible. Considering the scarcity of natural resources, the Company continue to maintain "Rain Water Harvesting System" at the factory premises at Dewas. The 8040 sq meters of roof area has been covered under the rain water harvesting and approx. 7758.5 cubic meters of water has been collected at factory premises at Dewas, resulting in saving water and recharging the five bore wells consequently.

In memory of founder Late Shri Prakash Mutha, during the year, Company has involved in inspirable activities in the area around the plant situated at Dewassuch as giving bicycle, school dress, education material and distributed prizes to the meritorious students. Total 28 Students got such benefit during the year.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which have occurred after 31st March, 2021 till the date of this report.

There has been no change in the nature of the business of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India. The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

GENERAL

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

- Details relating to deposits covered under chapter V of the Companies Act, 2013
- Issue of shares during the year
- 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.

Your Directors further state that:

- The accounts and cost records as required to be made and maintained by the Company as specified under sub-



section (1) of Section 148 of the Companies Act, 2013, were made and maintained by the Company during the year 2020-21.

- In terms of the provisions of Section 134(3)(ca) of the Companies Act, 2013, there were no fraud committed against the Company by any person under Section 143(12) during the year 2020-21. Further that there were no frauds which needs to be reported by the Auditors of the Company to the Central Government.

ACKNOWLEDGEMENTS

Your Directors would like to gratefully acknowledge all stakeholders of the Company viz: customers, dealers, suppliers, banks, shareholders and other business associates for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company's well-being.

Place: Dewas
Date: 25th June, 2021

For and on behalf of the Board of Directors
Vippy Spinpro Limited

Piyush Mutha
Managing Director
(DIN-00424206)

Praneet Mutha
Director
(DIN-00424250)

**ANNEXURE-I****Details of conservation of energy, technology absorption, foreign exchange earnings and outgo****a) Conservation of energy**

(i)	the steps taken or impact on conservation of energy	(a) 125 KVVR Capacitors i.e. 5 No. old capacitors replaced by new on to maintain power factor. (b) 71 old tubes light were replaced with energy saving LED tubes light. (c) 70 Meter Aluminium Armd. Cable 95Sqmm x 3.5 core replaced for maintain power stable & power saving. (d) Installed 2.2 kw drive on Dustex flap motor to regulate speed and energy saving
(ii)	the steps taken by the company for utilizing alternate sources of energy	NIL
(iii)	the capital investment on energy conservation equipments	NIL

B) Technology absorption

(i)	the efforts made by the Company towards technology absorption	NIL
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
(iii)	The information regarding imported technology (imported during the last three years)-	NIL
	(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	NIL
(iv)	the expenditure incurred on Research and Development	NIL

c) Foreign exchange earnings and Outgo

Particulars	Year ended 31.03.2021 (Rs. in Lakhs)
Foreign exchange earned in terms of Actual inflows (FOB) basis	107.94
Foreign exchange outgo in terms of Actual outflows basis	7.18

Place: Dewas
Date: 25th June, 2021

For and on behalf of the Board of Directors
Vippy Spinpro Limited

Piyush Mutha
Managing Director
(DIN-00424206)

Praneet Mutha
Director
(DIN-00424250)

**Annexure-II****FORM MGT-9****EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2021

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

I.	REGISTRATION AND OTHER DETAILS	
i	CIN	L01710MP1992PLC007043
ii	Registration Date	01.04.1992
iii	Name of the Company	Vippy Spinpro Limited
iv	Category/Sub-category of the Company	Company Limited by Shares/Non govt. Company/Public Company
v	Address of the Registered office & contact details	414, City Centre, 570, M.G Road, Indore 452001 (M.P.), Phone: 0731-2546710
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore-452010 (M.P.) Ph.0731- 2551745-46, Fax.0731- 4065798
II	PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY	
	All the business activities contributing 10% or more of the total turnover of the company	As per Attachment A
II	PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATES COMPANIES	
		NA
IV	SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)	
i	Category-wise Shareholding	As per Attachment B
ii	Shareholding of Promoters	As per Attachment C
iii	Change in Promoters Shareholding	As per Attachment D
iv	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment E
v	Shareholding of Directors and Key Managerial Personnel	As per Attachment F
V	INDEBTEDNESS	
	Indebtedness of the Company including interest outstanding/accrued but not due for payment	As per Attachment G
IV	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	
i	Remuneration to Managing Director, Whole-time Directors and/ or Manager	As per attachment H
ii	Remuneration to other Directors	As per Attachment I
iii	Remuneration to Key Managerial Personnel other than MD/ Manager/WTD	As per Attachment J
VII	PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES	
		As per Attachment K

**Attachment A****II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the turnover of the Company are given below:

SI No.	Name & Description of main product services	NIC Code of the product/service	% to total turnover of the company
1.	Preparation & spinning of Cotton Yarn	13111	100%

Attachment B**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)****(I) Category- wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2020)				No. of Shares held at the end of the year (As on 31.03.2021)				% change during the year
	Demat	Physical	Physical	Total	Demat	Physical	Physical	Total	
A. Promoters									
(1) Indian									
(a) Individual/HUF	3204690	0	3204690	54.59	3204690	0	3204690	54.59	0.00
(b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	620148	0	620148	10.56	700526	0	700526	11.93	1.37
(e) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1):-	3824838	0	3824838	65.16	3905216	0	3905216	66.53	1.37
(2) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total	3824838	0	3824838	65.16	3905216	0	3905216	66.53	1.37
Shareholding of Promoter									
(A) = (A)(1) + (A)(2)									



B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	3800	3800	0.06	0	3800	3800	0.06	0.00
(b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (B)(1):-	0	3800	3800	0.06	0	3800	3800	0.06	0.00
(2) Non Institutions									
(a) Bodies corp.									
(i) Indian	4748	11600	16348	0.28	6470	11600	18070	0.31	0.03
(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(i) Individual shareholders holding nominal share capital up to Rs. 1 Lakhs	723855	746820	1470675	25.05	672051	739420	1411471	24.05	-1.00
(ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs	358967	0	358967	6.12	339349	0	339349	5.78	-0.34
(c) Others									
(i) NRI	29681	165000	194681	3.32	24857	164000	188857	3.22	-0.10
(ii) Clearing Member	691	0	691	0.01	3237	0	3237	0.06	0.05



Sub Total (B)(2):-	1117942	923420	2041362	34.78	1045964	915020	1960984	33.41	-1.37
Total Public Shareholding (B)= (B)(1)+(B)(2)	1117942	927220	2045162	34.84	1045964	918820	1964784	33.47	-1.37
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	4942780	927220	5870000	100.00	4951180	918820	5870000	100.00	0.00

Attachment C
IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)
(ii) Shareholding of Promoters

SI No.	Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2020)			Shareholding at the end of the year (As on 31.03.2021)			% change in Share holding during the year	
		No of Shares	% of total Shares of the Company	% of Shares pledged encumbered to total Shares	No of Shares	% of total Shares of the Company	% of Shares pledged encumbered to total Shares		
1	Usha Mutha	681768	11.61	0.00	681768	11.61	0.00	0.00	
2	Piyush Mutha	521750	8.89	0.00	521750	8.89	0.00	0.00	
3	Praneet Mutha	521050	8.88	0.00	521050	8.88	0.00	0.00	
4	Sunita Mutha	468400	7.98	0.00	468400	7.98	0.00	0.00	
5	Vippy Industries Ltd.	518086	8.83	0.00	598464	10.20	0.00	0.00	1.37
6	Rahul Mutha HUF	339142	5.78	0.00	339142	5.78	0.00	0.00	0.00
7	Chandrakala Mutha	259550	4.42	0.00	259550	4.42	0.00	0.00	0.00
8	Vimal Chand Manmal Mutha HUF	194250	3.31	0.00	194250	3.31	0.00	0.00	0.00
9	Priti Mutha	106896	1.82	0.00	106896	1.82	0.00	0.00	0.00



10	Piyush Mutha HUF	104491	1.78	0.00	104491	1.78	0.00	0.00
11	Sungem Impex Pvt. Ltd	102062	1.74	0.00	102062	1.74	0.00	0.00
12	Srishti Mutha	4393	0.07	0.00	4393	0.07	0.00	0.00
13	Parth Mutha	3000	0.05	0.00	3000	0.05	0.00	0.00
	Total	3824838	65.16	0.00	3905216	66.53	0.00	1.37

Attachment D
IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)
(iii) Change in Promoters' Shareholding

Sr. No.	Name	Shareholding at the Beginning (As on 01.04.2020)/ end of the year (31.03.2021)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
		No of shares	% of total Shares of the company				No of shares	% of total Shares of the company
1.	Vippy Industries Ltd	518086	8.83	01.04.2020				
				03.04.2020	586	Purchase	518672	8.84
				10.04.2020	111		518783	8.84
				24.07.2020	3473		522256	8.90
				31.07.2020	2528		524784	8.94
				07.08.2020	9420		534204	9.10
				14.08.2020	1199		535403	9.12
				21.08.2020	1662		537065	9.15
				28.08.2020	1509		538574	9.17
				04.09.2020	1572		540146	9.20
				11.09.2020	3026		543172	9.25
				18.09.2020	3407		546579	9.31
				23.09.2020	499		547078	9.32
				25.09.2020	541		547619	9.33
				30.09.2020	959		548578	9.34
				02.10.2020	2263		550841	9.38
				09.10.2020	725		551566	9.40
				30.10.2020	1500		553066	9.42
				06.11.2020	6269		559335	9.53
				13.11.2020	899		560234	9.54
				20.11.2020	804		561038	9.56
				27.11.2020	1330		562368	9.58



			04.12.2020	935		563303	9.60
			11.12.2020	357		563660	9.60
			19.02.2021	2500		566160	9.64
			26.02.2021	6048		572208	9.75
			05.03.2021	1620		573828	9.77
			12.03.2021	3531		577359	9.83
			19.03.2021	11124		588483	10.02
			26.03.2021	4042		592525	10.09
			31.03.2021	5939		598464	10.20
		518086	31-03-2021			598464	10.20

Attachment E
IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)
(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No.	Name	Shareholding at the Beginning (As on 01.04.2020)/ end of the year (31.03.2021)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
		No of shares	% of total Shares of the company				No of shares	% of total Shares of the company
1.	Mahendra Girdharilal	170211	2.90	01.04.2020		Nil movement during the year	170211	2.90
		170211	2.90	31.03.2021				
2.	Sangeetha S. Subramanian	138445	2.36	01.04.2020		Nil movement during the year	138445	2.36
		138445	2.36	31.03.2021				
3.	Kewal Pravinchand Gudhaka	20000	0.34	01.04.2020		Nil movement during the year	20000	0.34
		20000	0.34	31.03.2021				
4.	Kusum Agrawal*	19208	0.33	01.04.2020				
				24.04.2020	1	Purchase	19209	0.33
				08.05.2020	1	Purchase	19210	0.33
				05.06.2020	1	Purchase	19211	0.33
				19.06.2020	10	Purchase	19221	0.33
				29.06.2020	-39	Sale	19182	0.33



				07.08.2020	-500	Sale	18682	0.32
				14.08.2020	-110	Sale	18572	0.32
				04.12.2020	-290	Sale	18282	0.31
				11.12.2020	-101	Sale	18181	0.31
				18.12.2020	-200	Sale	17981	0.31
				31.12.2020	90	Purchase	18071	0.31
				08.01.2021	-210	Sale	17861	0.30
				15.01.2021	-600	Sale	17261	0.29
				22.01.2021	-160	Sale	17101	0.29
				29.01.2021	-148	Sale	16953	0.29
				05.02.2021	-209	Sale	16744	0.29
				12.02.2021	-101	Sale	16643	0.28
				19.02.2021	-83	Sale	16560	0.28
				26.02.2021	-731	Sale	15829	0.27
				05.03.2021	-1275	Sale	14554	0.25
				12.03.2021	-1810	Sale	12744	0.22
				19.03.2021	-3502	Sale	9242	0.16
				26.03.2021	-3759	Sale	5483	0.09
				31.03.2021	-1000	Sale	4483	0.08
		4483	0.08	31.03.2021			4483	0.08
5.	Madhuben U Patel	11203	0.19	01.04.2020				
				12.06.2020	-410	Sale	10793	0.18
		10793	0.18	31.03.2021			10793	0.18
6.	Pankaj Bhadrilal Shah*	8324	0.14	01.04.2020				
				19.03.2021	-432	Sale	7892	0.13
				26.03.2021	-1450	Sale	6442	0.11
		6442	0.11	31.03.2021			6442	0.11
7.	Srinivasa Reddy Annam	7999	0.14	01.04.2020		Nil movement during the year		
		7999	0.14	31.03.2021			7999	0.14
8.	Balasubramaniam P#	6000	0.10	01.04.2020				
				01.04.2020	6000	Purchase	6000	0.10
				22.01.2021	2000	Purchase	8000	0.14
		800	0.14	31.03.2021	8000			0.14



9.	Keshav Garg#	1	0.00	01.04.2020				
				22.01.2021	5988		5989	0.10
				05.02.2021	1800		7789	0.13
				12.02.2021	200		7989	0.14
		7989	0.14	31.03.2021			7989	0.14
10.	Paras Kumar Jain	7680	0.13	01.04.2020		Nil movement during the year		
		7680	0.13	31.03.2021			7680	0.13
11.	Prasanna Kumar V	7200	0.12	01.04.2020		Nil movement during the year		
		7200	0.12	31.03.2021			7200	0.12
12.	M/S SBI Capital Markets Ltd.#	7000	0.12	01.04.2020		Nil movement during the year		
		7000	0.12	31.03.2021			7000	0.12
13.	Sarita DilipKole#	7000	0.12	01.04.2020		Nil movement during the year		
		7000	0.12	31.03.2021			7000	0.12
14.	Samir Mahendra Shah#	6800	0.10	01.04.2020		Nil movement during the year		
		6800	0.12	31.03.2021			6800	0.12

Note: *Ceased to be in the list of Top 10 shareholders as on 31-03-2021. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2020.

Not in the list of Top 10 shareholders as on 01-04-2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2021.

**Attachment F****IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)****(v) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	Name	Shareholding at the Beginning (As on 01.04.2020)/ end of the year (31.03.2021)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.2020 to 31.03.2021)	
		No of shares	% of total Shares of the company				No of shares	% of total Shares of the company
1.	Shri Piyush Mutha (Promoter /Managing Director)	521750	8.89	01.04.2020		Nil movement during the year		
		521750	8.89	31.03.2021			521750	8.89
2.	Shri Mohan Jain (Independent Director*)	0	0.00	01.04.2020		Nil holding/ movement during the year		
		0	0.00	16.02.2021			0	0.00
3.	Shri Mangalore Maruthi Rao (Whole Time Director)	0	0.00	01.04.2020		Nil holding/ movement during the year		
		0	0.00	31.03.2021			0	0.00
4.	Shri Praneet Mutha (Promoter / Non Executive Director)	521050	8.88	01.04.2020		Nil movement during the year		
		521050	8.88	31.03.2021			521050	8.88
5.	Shri Subhash Kocheta (Independent Director)	0	0.00	01.04.2020		Nil holding/ movement during the year		
		0	0.00	31.03.2021			0	0.00
6.	Shri Raghuram Krishnamurthy (Independent Director)	0	0.00	01.04.2020		Nil holding/ movement during the year		
		0	0.00	31.03.2021			0	0.00



7.	Smt. Deepa Sudhir Mehal (Independent Director/ Woman Director)	0	0.00	01.04.2020		Nil holding/ movement during the year		
		0	0.00	31.03.2021			0	0.00
8.	Ms. Itisha Sahu**	0	0.00	01.04.2020		Nil holding/ movement during the year		
		0	0.00	31.12.2020			0	0.00
9	Ms. Ayushi Solanki#	0	0.00	25.03.2021		Nil holding/ movement during the year		
		0	0.00	31.03.2021			0	0.00
10.	Shri Hassan Ali	0	0.00	01.04.2020		Nil holding/ movement during respective period		
		0	0.00	31.03.2021			0	0.00

* Due to sad and sudden demise of Shri Mohan Jain, Independent Director of the Company his office as director ceased w.e.f. 16.02.2021.

**Resigned as Company Secretary w.e.f. 31.12.2020.

Appointed as Company Secretary w.e.f. 25.03.2021.

**Attachment G****V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

Particulars		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	852.16	-	-	852.16
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	1.22	-	-	1.22
	Total (i+ii+iii)	853.38	-	-	853.38
Change in Indebtedness during the financial year					
.	Addition	-	-	-	-
.	Reduction	527.58			527.58
	Net Change	(527.58)	-	-	(527.58)
Indebtedness at the end of the financial year					
i)	Principal Amount	324.59	-	-	324.59
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	0.62	-	-	0.62
	Total (i+ii+iii)	325.21	-	-	325.21

**Attachment H****VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****(I) Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sr. No.	Particulars of Remuneration	Name of MD/WTD		Total Amount (Rs. In Lakhs)
1	Gross salary	Piyush Mutha (MD)	Mangalore Maruthi Rao (WTD)	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	85.88	3.94	89.82
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1.41	-	1.41
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	-Others(specify)	-	-	-
5	Others, please specify (PF & other funds)	20.48		20.48
	Total I (1+2+3+4+5)	107.77	3.94	111.71
	Ceiling as per the Act	Remuneration was paid Rs. 111.71Lakhs exceed the limit (i.e., 10% as specify under Companies Act, 2013) which was approved by the members in accordance with the section 197 read with schedule V of the Companies Act, 2013.		

**Attachment I****VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****(ii) Remuneration to other directors**

Sr. No.	Particulars of Remuneration	Name of MD/WTD					Total Amount (In Rs.)
		Mohan Jain#	Subhash Kocheta	Raghuram Krishnamurthy*	Deepa Sudhir Mekal	Praneet Mutha	
1.	Independent Director						
	• Fee for attending board/ committee meeting	2000	2000	-	2500	-	6500
	• Commission	-	-	-	-	-	-
	• Other, please specify	-	-	-	-	-	-
	Total ii (1)	2000	2000	-	2500	-	6500
2.	Other Non-Executive Directors						
	• Fee for attending board/ committee meeting	-	-	-	-	4500	4500
	• Commission	-	-	-	-	-	-
	• Other, please specify	-	-	-	-	-	-
	Total ii (2)	2000	2000	-	2500	4500	1100
	Total ii (1 + 2)	2000	2000	-	2500	4500	11000
	Ceiling as per act	Within the Limit as specified under Companies Act, 2013.					
	Total Managerial Remuneration (being total of i and ii)	Rs. 111.82 Lakh					
	Overall Ceiling as per the Act	1.Remuneration paid to Executive Directors were above the limit (i.e., 11 % of the profit calculated as per Section 198 of the Companies Act, 2013) 2.Sitting Fees paid to Non-Executive Directors were within the limit as specified under Companies Act, 2013.					

#Due to demise of Shri Mohan Jain, Independent Director of the Company his office as director ceased w.e.f. 16.02.2021.

*Shri Raghuram Krishnamurthy waived off his right to receive Sitting Fees for attending Board Meeting w.e.f. 08.04.2019.

**Attachment J****VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****(iii) Remuneration to Key Managerial Personnel Other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amounts (₹ In Lakhs)
		Itisha Sahu (Company Secretary)*	Ayushi Solanki (Company Secretary)#	Hassan Ali (Chief Financial Officer)	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income tax Act, 1961	2.56	0.06	2.53	5.15
	(b) Value of perquisites u/s 17(2) of the Income -tax act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of Income -tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit -Others(specify)	- - -	- - -	- - -	- - -
5.	Others, please specify (PF)	0.13	0.00	0.15	0.28
	Total (C) (₹ In Lakhs)	2.69	0.06	2.68	5.43

* Resigned w.e.f. 31.12.2020

#Appointed w.e.f. 25.03.2021

**Attachment K****VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

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

Place: Dewas
Date: 25th June, 2021

For and on behalf of the Board of Directors
Vippy Spinpro Limited

Piyush Mutha
Managing Director
(DIN-00424206)

Praneet Mutha
Director
(DIN-00424250)

**ANNEXURE-III****NOMINATION & REMUNERATION POLICY****INTRODUCTION**

The Nomination and Remuneration Policy adopted by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee in compliance of Section 178 of the Companies Act, 2013, read along with applicable rules thereto & Regulation 19 of SEBI (LODR) Regulations, 2015 as amended from time to time.

The Policy has been formulated by Nomination and Remuneration Committee & approved by the Board of Directors.

APPLICABILITY

This policy is applicable to:

- a. Directors (Executive, non-Executive and Independent)
- b. Key Managerial Personnel (KMP)
- c. Senior Management Personnel
- d. Other employees as may be decided by the Committees (“NRC”)

BRIEF OVERVIEW UNDER COMPANIES ACT 2013 AND SEBI (LODR) REGULATIONS, 2015

{Section 178 & Companies [Meetings of Board and its Powers] Rules, 2014 and Regulation 19 of SEBI (LODR) Regulations, 2015}

- Constitution of the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors .
- The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director’s performance.
- The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and senior management personnel i.e. employees at one level below the Board including functional heads.
- The Nomination and Remuneration Committee shall, while formulating the policy ensure that:—
 - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Such policy shall be disclosed in the Board's report.

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.



- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and, any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of the independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

CRITERIA FOR DETERMINING THE FOLLOWING

Qualifications for appointment of Directors (including Independent Directors)

- Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service.
- Their financial or business literacy/skills.
- Their industrial experience.
- Appropriate other qualification/experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

Positive attributes of Directors (including Independent Directors)

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.



- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Criteria for appointment of KMP/Senior Management

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.
- To adhere strictly to code of conduct.

EVALUATION

The Evaluation will be done on the following parameters:

(i) Board

Evaluation criteria for evaluation of Board inter- alia shall covers: Composition in light of business complexities and statutory requirements; establishment of vision, mission, objectives and values for the Company; laying down strategic road map for the Company, growth attained by the Company; providing leadership and directions to the Company and employees; effectiveness in ensuring statutory compliances and discharging its duties/responsibilities towards all stakeholders; identification, monitoring & mitigation of significant corporate risks; composition of various committees, laying down terms of reference and reviewing committee's working etc.

(ii) Chairperson of the Company

Evaluation criteria for evaluation of Chairperson of the Company are: providing guidance and counsel in strategic matters; providing overall direction to Board towards achieving Company's objectives; effectiveness towards ensuring statutory compliances; maintain critical balance between the views of different Board Members; ensuring maximum participation and contribution by each Board Member; monitoring effectiveness of Company's governance practices; conducting Board and Shareholders meetings in effective and orderly manner etc.

(iii) Committees of the Board

Committees of the Board shall be evaluated for their performance based on: effectiveness in discharging duties and functions conferred; setting up and implementation of various policies, procedures and plans, effective use of committee's powers as per terms of reference, periodicity of meetings, attendance and participation of Committee members, providing strategic guidance to the Board on various matters coming under committee's purview etc.

(iv) Executive Directors

The performance of Managing Director, Chief Executive Officer and other Executive Directors, if any, shall be evaluated on the basis of achievement of performance targets/ criteria given to them by the Board from time to time.

(v) Non-Executive Directors including Independent Directors

The performance of Non-Executive Directors including Independent Directors shall be evaluated based on: Objectivity & constructivity while exercising duties, providing independent judgment on strategy, performance, risk management and Board's deliberations; devotion of sufficient time for informed decision making; exercising duties in bona fide manner; safeguarding interest of all shareholders; upholding ethical standards of integrity & probity; updating knowledge of the Company & its external environment ; fulfillment of the independence criteria of Independent Director and their independence from the management etc.

The Board has carried out performance evaluation of its own , the Board Committees and of the Independent Directors, whereas at a separate meeting Independent Directors evaluated performance of the Non Independent



Directors, Board as whole. All the Non-executive and Independent Directors having wide experience in their field. Their presence on the Board is advantageous and fruitful in taking business decisions.

POLICY RELATING TO REMUNERATION OF DIRECTORS, KMP & SENIOR MANAGEMENT PERSONNEL

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.

No director/KMP/ other employee is involved in deciding his or her own remuneration and the trend prevalent in the similar industry, nature and size of business is kept in view and given due weightage to arrive at a competitive quantum of remuneration & It is to be ensured that relationship of remuneration to the performance is clear & meets appropriate performance benchmarks which are unambiguously laid down and communicated.

- Improved performance should be rewarded by increase in remuneration and suitable authority for value addition in future.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
 - Responsibilities and duties;
 - Time & efforts devoted; Value addition;
 - Profitability of the Company & growth of its business;
 - Analyzing each and every position and skills for fixing the remuneration yardstick;
 - Standards for certain functions where there is a scarcity of qualified resources;
 - Ensuring tax efficient remuneration structures;
 - Ensuring that remuneration structure is simple and that the cost to the Company (CTC) is not shown inflated and the effective take home remuneration is not low;
 - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are complied.
- Whenever, there is any deviation from the Policy, the justification /reasons should also be indicated / disclosed adequately.

REVIEW

The policy shall be reviewed by the Nomination & Remuneration Committee and the Board, from time to time as may be necessary.

Place: Dewas
Date: 25th June, 2021

For and on behalf of the Board of Directors
Vippy Spinpro Limited

Piyush Mutha
Managing Director
(DIN-00424206)

Praneet Mutha
Director
(DIN-00424250)

**ANNEXURE-IV****DISCLOSURE ON MANAGERIAL REMUNERATION****1. Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21.

Name	Designation	Ratio of remuneration to the median employees' remuneration
Shri Piyush Mutha	Managing Director	69
Shri Mangalore Maruthi Rao	Whole Time Director	2.69

Remuneration excludes provision for gratuity.

2. Percentage increase in remuneration of each Director and Key Managerial Personnel in the financial year 2020-21

Name	Designation	Increase/ (Decrease) in Remuneration (%)
Shri Piyush Mutha	Managing Director	(4.59)
Shri Mangalore Maruthi Rao	Whole Time Director	(6.19)
Shri Hassan Ali	Chief Financial Officer	0.37
Ms. Itisha Sahu*	Company Secretary	-
Ms. Ayushi Solanki**		-

* Resigned w.e.f. 31.12.2020.

** Appointed w.e.f. 25.03.2021, therefore the remuneration figure is not comparable.

3. The percentage increase/ decrease in the median remuneration of employees in the financial year 2020-21 is 3.98%.**4. The number of permanent employees on the rolls of Company:**

There were 91 permanent employees on the roll of Company as on 31st March, 2021.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration

Average percentile increase in the salaries of employee other than the Managerial personnel in the Financial Year 2020-21 was -0.91% and the increase in the salary of the Managerial personnel was -10.41%.

There is no direct relationship between the average increase in remuneration and Company performance. The Company takes various things like inflation, market trend and other related issue at the time of increase in remuneration of the employee. The Individual Performance is also one of the major criteria in increase of remuneration.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.

7. Details of employees as per rule 5(2) read with rule 5 (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:



a) Name of the top 10 employees in terms of remuneration drawn during the financial year 2020-21

Sr. No	Name of Employee	Designation of the Employee	Remuneration received (in ₹)	Nature of employment whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Shri Piyush Mutha	Managing Director	107.77 Lakhs	Permanent Employee	B.E & MBA, 26 years Experience	Re-appointment for one (1) years w.e.f. 01.04.2020	52	-	He is brother of Shri Praneet Mutha, Director of the Company
2	Shri Ashwani Kamra	Assistant Vice President (Operation)	11.27 Lakhs	Permanent Employee	B.Tech (Textile), 27 years	02.12.2012	51	Ginni Filaments Ltd.	-
3	Shri Chandra Shekhar Sharma	Assistant General Manager (Commercial)	8.11 Lakhs	Permanent Employee	B.Com, 27 years	15.10.2011	53	Pratibha Syntex Ltd	-
4	Shri Arvind Deshmukh	Assistant General Manager (Production)	7.56 Lakhs	Permanent Employee	Diploma in Electronics & Textile, 22 years	30.07.2006	51	Sanjay Gandhi Cooperative Spinning Mills	-
5	Shri Neeraj Verma	Manager (Electrical)	5.62 Lakhs	Permanent Employee	B.Tech (Electrical & Electronics), 19 Years	05.11.2019	56	Gujrat Ambuja Export Ltd.	-
6	Shri Raju Gupta	Manager (P&A)	5.27 Lakhs	Permanent Employee	Master in Personnel Management, 14 years	25.12.2013	42	SEL Manufacturing Company Ltd.	-



7	Shri Sanjeev Kumar Gupta	Manager (Production)	5.21 Lakhs	Permanent Employee	B.E. (Mech.), 24 Years	01.06.1999	51	Sulony Fibre Glass Pvt. Ltd.	-
8	Shri Rajendra Pal Singh	Manager (Maintenance)	5.13 Lakhs	Permanent Employee	Diploma in Mech, 25 years	01.09.1998	47	Swastik Spintex Ltd.	-
9	Shri Sanjay Kumar Dubey	Joint Manager (Production)	5.08 Lakhs	Permanent Employee	Diploma in Textile Technology, 26 years	20.06.2005	52	Skumars National wide Ltd	-
10	Shri Anil Tiwari	Manager (Material)	4.54 Lakhs	Permanent Employee	Diploma in Material Management, 34 years	23.04.2007	55	KM Crown Welding Consumable	-

- b) During the financial year, Shri Piyush Mutha, Managing Director received remuneration in excess of Rupees One Crore and Two Lakhs or more per annum.
- c) During a part of the financial year, Shri Piyush Mutha, Managing Director received remuneration in excess of Rupees Eight Lakhs and Fifty Thousand or more per month.
- d) During the year or a part thereof, none of the employees received remuneration in excess of that drawn by the Managing Director or Whole Time Director and holds himself or along with his spouse and dependent children, 2% or more of the equity shares of the Company.

Place: Dewas
Date: 25th June, 2021

**For and on behalf of the Board of Directors
Vippy Spinpro Limited**

**Piyush Mutha
Managing Director
(DIN-00424206)**

**Praneet Mutha
Director
(DIN-00424250)**

**ANNEXURE-V****CORPORATE SOCIAL RESPONSIBILITY POLICY****1. TITLE AND APPLICABILITY**

The document describes the Corporate Social Responsibility Policy (“CSR Policy”) of Vippy Spinpro Limited (“The Company”). It includes the Company’s vision, mission and other relevant attributes of Corporate Social Responsibility.

In terms of the provision of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“CSR Rule”), the Company has formulated and adopted this Corporate Social Responsibility (“CSR”) Policy.

The CSR Policy shall be guided by The Company’s corporate philosophy of respect for the individual and the society at large.

Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, requires the Company to constitute a CSR Committee of Directors, adopt a CSR Policy, spend at least 2% of its average net profit made during the immediately preceding three financial years towards CSR activities as set out in Schedule VII to the Companies Act, 2013 and confirm compliance thereof in the Annual Report.

Accordingly, the Board of Directors at its Meeting held on 14th May, 2021 reviewed, approved and updated the Company’s CSR Policy.

2. CSR OVERVIEW

“Corporate Social Responsibility” (CSR) is a way of conducting business, by which corporate entities visibly contribute to the social good. The essence of CSR is to integrate economic, environmental and social objectives with the company’s operations and growth. CSR is the process by which an organization thinks about and evolves its relationships with society for the common good and demonstrates its commitment by giving back to the society for the resources it used to flourish by adoption of appropriate business processes and strategies.

The main objective of CSR policy is to make CSR a key business process for sustainable development of society. In its endeavors to mutually achieve the said objective, the Act stipulates the provisions regarding mandatory adherence to the Corporate Social Responsibility practices by the prescribed classes of companies.

3. OBJECTIVE

Corporate Social Responsibility is a form of corporate self-regulation integrated into a business model. Therefore, the Policy will function as a built-in, self-regulating mechanism whereby the business will monitor and ensure its active compliance with the spirit of law, ethical standards and national norms.

The main objective of this Policy is to set guiding principles for carrying out CSR activities by the Company and also to set up process of execution, implementation and monitoring of the CSR activities to be undertaken by the Company.

4. CSR COMMITTEE**i. Composition:**

The Corporate Social Responsibility committee (CSR Committee) shall consist of three or more directors, out of which one shall be Independent Director.

ii. Role: the CSR Committee, inter alia shall

a) Formulate and recommend to the Board the CSR Policy and any amendments thereof which shall indicate the activities to be undertaken by the Company as specified in schedule VII of the Companies Act, 2013;

b) Recommend the amount of expenditure to be incurred on the activities, as per CSR Policy;

c) Be responsible for implementation and monitoring the CSR projects or programs or activities of the Company;



- d) Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- iii. Meetings: The CSR Committee shall meet as and when necessary
- iv. Sitting Fees: No sitting fees shall be payable for attending CSR Committee.
- v. Quorum: Quorum of meeting of CSR Committee shall be one third of the total strength or two directors, whichever is higher.
- iv. The CSR Committee may invite Executives, Advisors, representatives of Social Organizations, Auditors of the Company and such other person(s) as it may consider necessary to attend the meeting.
- v. The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following namely:-
- a) The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
- b) The manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4.
- c) The modalities of utilization of funds and implementation schedules for the projects or programmes.
- d) Monitoring and reporting mechanism for the projects or programmes and
- e) Provided that Board may alter such plan at any time during the financial year as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.
- f) Details of need and impact assessment, if any, for the projects undertaken by the company

5. LIST OF ACTIVITIES /PROJECTS

The Company shall undertake any of the following Activities/Projects or such other activities/projects as may be notified by the Ministry of Corporate Affairs from time to time as a part of the Corporate Social Responsibility(CSR):

- i. Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promoting of sanitation and making available safe drinking water;
- ii. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- v. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries: promotion and development of traditional arts and handicrafts;
- vi. Measures for the benefit of armed forces veterans, war widows and their dependents, central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- vii. Training to promote rural sports, nationally recognized sports, and olympic sports;
- viii. Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizens Assistant and Relief in Emergency Situation Fund (PM Cares Fund) any other fund set up by the Central Government for socio-economic development and relief and welfare of the Schedule Castes, the Schedule Tribes, other backward classes, minorities and women;
- ix. a). Contribution to incubators or research and development projects in the field of science, technology,



engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and

b). Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).]

- x. Rural development projects;
- xi. Slum area development;

Explanation.- For the purposes of this item, the term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

- xii. Disaster management, including relief, rehabilitation and reconstruction activities.

The provisions of the Companies Act, 2013 and CSR Rules made thereafter shall have overriding effect *Vis-à-Vis* the provisions of this policy.

Periodic review of this policy shall be done to ensure its continued suitability, adequacy and efficacy.

6. FUNDING

In line with extent provisions of Section 135 of the Companies Act, 2013 and requirements laid down in the Companies (CSR Policy) Rules, 2014; 2 % of the average net profit of the Company made during the three immediately preceding financial years will be allocated for CSR activities.

CSR budget for the relevant financial year shall be approved by the Board.

5% of annual CSR Budget will be kept as reserve for emergency like disaster, calamity, etc. If the same remains unutilized, it may be used in the last quarter of the financial year for the other activities mentioned in Schedule VII of the Companies (CSR Policy) Rules, 2014.

The Company may build CSR capacities of their own personnel as well as those of their implementing agencies through Institutions with established track records of at least 3 financial years but such expenditure shall not exceed 5% of the total CSR expenditure of the Company in one financial year.

Any surplus arising out of the CSR projects or programs or activities shall not form part of the Business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

If the Company fails to spend, the amount stated hereinabove, then reason for not spending shall be stated in the Directors Report and if the unspent amount is not related to an ongoing project, it shall be transferred to Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. Further if unspent amount is related to an ongoing project shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

When the Company spends amount in excess of its requirement, such excess amount may be set off against the



requirement to spend under sub-section (5) of Section 135 up to immediate succeeding 3 financial years after passing Board Resolution to that effect.

7. IMPLEMENTATION OF CSR ACTIVITIES

The Company may undertake CSR Activities either directly by itself or through a registered trust or registered society or any company established by the Company, its holding or subsidiary company or associate company under Section 8 of the Act for such non-for-profit objectives.

Provided that the Company can carry out the CSR Activities through such other institutes having an established track record of 3 (three) years in undertaking the CSR Activities.

The Company may collaborate with other companies for undertaking the CSR Activities subject to fulfillment of separate reporting requirements as prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014 (the rules).

The Company should make CSR Contribution through the entities as mentioned in sub-rule 1 of rule 4 but the entity shall have Unique CSR Registration Number on or after 01st April, 2021.

The scope of this policy will extend to activities as stated under Schedule VII of the Companies Act, 2013, as presently in force. The scope of the policy to also include all additional and allied matters, as will be notified by Ministry of Corporate Affairs or such other body, as appointed/notified by Central or State Government, from time to time for this purpose.

CSR programs will be undertaken by the Company to the best possible extent within the defined ambit of the identified Project/Program.

The time period/duration over which a particular program will be spread, will depend on its nature, extent of coverage and the intended impact of the program.

The process for implementation of CSR programs will involve the following steps:

Identification of programs will be done by means of the following:

- i. Need identification studies by the Senior Management/Professional Institutions/agencies.
- ii. Receipt of proposals/ requests from District Administration/local Govt. etc.
- iii. Suggestion from the Board of Directors/Senior Management level.
- iv. Detailed assessment survey.

The Company shall give preference to the local areas and areas where the Company operates. However, this shall not bar the Company from pursuing its CSR objects in other areas.

8. MONITORING AND FEEDBACK

The administration of the CSR policy and execution of CSR Projects/programs and activities shall be carried out under the overall superintendence and guidance of an internal monitoring group (herein after CSR Team) formed for this purpose.

The internal monitoring group/CSR Team shall consistof:

- I. Managing Director
- ii. Executive Director
- iii. Chief Financial Officer of the Company
- iv. HR unithead
- v. Company Secretary

The CSR Team shall submit its report to CSR Committee formed under the Act.

CSR Team will try to obtain feedback from beneficiaries about the programs implemented at the area.

CSR initiatives of the Company will be reported in the Annual Report of the Company & the Board is Report in compliance with Section 135 of the Act, and rules made there under.

**9. PROCEDURE FOR CSR ACTIVITIES**

The Committee shall recommend the Board suitable CSR Activities to be undertaken during for the financial year along with the detailed plan, modalities of execution, implementation schedule, monitoring process and amount to be incurred on such activities;

The Board shall give its approval based on the recommendation of the Committee and in compliance of this policy;

The Committee, after approval, shall submit its report giving status of the CSR Activities undertaken, Expenditure incurred and such other details as may be required by the Board.

10. EXCLUSION

The CSR Activities shall not include any activity undertaken by the Company in pursuance of normal course of business of the Company.

The Company shall not make any payment directly or indirectly to Political Party (ies) for CSR Activities.

The CSR projects or programs or activities that benefit only the employees of the Company and their families shall not be considered as CSR activities in accordance with Section 135 of the Act.

Any surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company but should be added in the CSR Fund.

11. ALLIED MATTERS

With regard to CSR activities, Boards Report to state such particulars as stated under Companies (Corporate Social Responsibility) Rules, 2014.

The Company shall display such particulars relating to CSR Policy and activities undertaken there under as stated under Companies (Corporate Social Responsibility) Rules, 2014.

12. GENERAL

In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to CSR Committee. In all such matters, the interpretation & decision of the Committee shall be final.

Any or all provisions of the CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time.

The CSR Committee reserves the right to modify, add, or amend any of provisions of this policy subject to approval of the Board.

Place: Dewas
Date: 25th June, 2021

For and on behalf of the Board of Directors
Vippy Spinpro Limited

Piyush Mutha
Managing Director
(DIN-00424206)

Praneet Mutha
Director
(DIN-00424250)

**ANNEXURE-VI****THE ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

[Pursuant to Section 135 of the Companies Act, 2013 and Companies(Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline of the company's CSR Policy, including overview of projects or programmes proposed to be undertaken:

In accordance with the provisions of the Companies Act, 2013 and rules made there under, the company had framed its CSR Policy to carry out its CSR activities in accordance with schedule VII of the Act. The CSR Policy annexed as Annexure-V to this report. The CSR policy may be assessed on the company's website at www.vippyspinpro.com

The Company believes in conducting its business responsibly, fairly and in a most transparent manner. It continuously seeks ways to bring about an overall positive impact on the society and environment where it operates and as a part of its social objectives.

The main objective of the CSR Policy of the Company is to lay down guidelines to make CSR a key business process for sustainable development of the society and the environment in which it operates.

During the year, the Company as part of its CSR activities provided a grant towards promoting education and environment sustainability. The CSR Committee is the governing body that articulates the scope of CSR activities and ensures compliance with the CSR Policy including overview of the projects undertaken.

2. The Composition of the CSR Committee:

S. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Piyush Mutha	Chairman - Managing Director	2	2
2.	Shri Praneet Mutha	Member - Non-Executive Non-Independent Director	2	2
3.	Smt. Deepa Sudhir Mehal	Member - Independent Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

<https://www.vippyspinpro.com/Composition%20of%20Committee.pdf>

<https://www.vippyspinpro.com/Corporate%20Social%20Responsibility%20Policy.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable**5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**



S. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
--------	----------------	---	--

- 6. Average net profit of the company as per Section 135(5): Rs. 5,14,96,952/-
- 7. (a) Two percent of average net profit of the company as per section 135(5): 10,29,939/-
 - (b) Surplus arising out of CSR Projects or programmes or activities of the previous financial years: Nil
 - (c) Amount required to be set off for the financial year, if any: Nil
 - (d) Total CSR Obligation for the financial year (7a+7b-7c): 10,29,939/-
- 8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
10,38,000/-	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation Direct (Yes/ No).	Mode of Implementation- Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

**(c) Details of CSR amount spent against other than ongoing projects for the financial year:**

(1) Sl. No.	(2) Name of the Project.	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Amount spent for the project (in Rs.).	(7) Mode of implementation - Direct (Yes/No).	(8) Mode of implementation - Through implementing agency	
				State.	District.			Name	*CSR Registration number.
1.	Promoting Education in Tribals	Promoting education etc. {Clause. (ii)}	Yes	Indore, MP		88,000/-	No	Friends of Tribals Society	NA
2.	Promoting Education in school	Promoting education etc. {Clause. (ii)}	PAN: INDIA	PAN: INDIA		25,000/-	No	CRY Foundation	NA
3.	Promoting in school	Promoting {Clause. (ii)}	Yes	District Mandleshwar, Khargon and Karhi (Region of MP)		8,75,000/-	No	Shri Kanwartara Chhajer Parmarthik Nyas	NA
4.	Promoting and ensuring environmental sustainability	Promoting and ensuring environmental sustainability & promoting conservation of natural resources & maintaining quality of soil, air and water {Clause (iv)}	Yes	Ujjain, MP		50,000/-	No	Roopantaran Samajik Evam Jankalyan Sanstha	NA
	Total					10,38,000/-			

* The requirement of having mandatory CSR Registration number applicable for CSR Contribution made on or after 01.04.2021, so it is not applicable for CSR expenditure made under current year i.e. FY 2020-21.

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 10,38,000/-

(g) Excess amount for set off, if any



Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	1,029,939/-
(ii)	Total amount spent for the Financial Year	1,038,000/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	8,061/-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	8,061/-

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
NA	NA	NA	NA	NA	NA	NA	NA

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
S. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing.
NA	NA	NA	NA	NA	NA	NA	NA	NA

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: NA
- (a) Date of creation or acquisition of the capital asset(s): NA
- (b) Amount of CSR spent for creation or acquisition of capital asset: NA
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc: NA
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): NA
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

For and on behalf of the Board of Directors
Vippy Spinpro Limited

Place: Dewas
Date: 25th June, 2021

Piyush Mutha
Managing Director
(DIN-00424206)

Praneet Mutha
Director
(DIN-00424250)

**ANNEXURE-VII****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2021**

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

To,

The Members,

Vippy Spinpro Limited
414, City Centre, 570, M.G. Road,
Indore-452001

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Vippy Spinpro Ltd. for the financial year ended on 31st March, 2021 according to the provisions of:

The Companies Act, 2013 (the Act) and the rules made thereunder;

1. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
2. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
3. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the Audit Period, as there was no such transaction)
4. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period, as there was no such transaction);
 - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period, as there was no such transaction)



- (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period, as there was no such transaction)
- (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period, as there was no such transaction).
- (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period, as there was no such transaction).
- (ix) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as applicable from time to time.

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

- (i) Secretarial Standards on Board and General Meetings, as issued by the Institute of Company Secretaries of India.
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulations, (LODR).

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

I further report that on the representation made by the Company and its Officer for system and mechanism formed by the Company for compliances, and examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws/acts specifically applicable to the Company:

- (i) The Factories Act, 1948
- (ii) Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, Compensation etc.;
- (iii) Labour Welfare Acts of State.
- (iv) Acts prescribed under Direct and Indirect Taxes
- (v) The Competition Act, 2002
- (vi) The Negotiable Instruments Act, 1881
- (vii) Environment Laws
- (viii) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further the changes in the composition of the Board of directors that took place during the year under review, were carried out in compliance with relevant provisions of the Act.

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



I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Shilpesh Dalal & Co.,
Company Secretary**

**Date: 25th June, 2021
UDIN: F005316C000509985**

**Shilpesh Dalal
(Proprietor)
M.No. FCS-5316
C.P. No. 4235
Indore**

This report is to be read with my letter of even date which is annexed as 'Annexure-A' and forms an integral part of this report



ANNEXURE-A

To,
The Members,
Vippy Spinpro Limited
414, City Centre,
570, M.G. Road,
Indore-452001

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of systems and procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For, Shilpesh Dalal & Co.,
Company Secretary**

Date: 25th June, 2021

SHILPESH DALAL
(Proprietor)
M.No. FCS-5316
C.P. No. 4235
Indore

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Vippy Spin Pro Limited
414, City Centre, 570, M.G Road,
Indore MP 452001 IN

I have examined the relevant registers, records, forms, returns and disclosure received from the Directors of Vippy Spin Pro Limited having CIN: L01710 MP1992 PLC 007043 and having registered office at 414, City Centre, 570, M.G. Road, Indore MP 452001 IN (here in after referred to as 'the Company'), produced be formed by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) stat us at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I here by certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Shilpesh Dalal & Co.,
Company Secretary**

**Place: Indore
Date: 25th June, 2021
UDIN: F005316C000617290**

Shilpesh Dalal
(Proprietor)
M.No. FCS-5316
C.P. No. 4235

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****ECONOMY-OVERVIEW**

IMF's World Economic Outlook in April 2021 projects Global growth is projected at 6% in 2021, moderating to 4.4% in 2022. The projections for 2021 and 2022 are stronger than in the October 2020 WEO. The upward revision reflects additional fiscal support in a few large economies, the anticipated vaccine-powered recovery in the second half of 2021, and continued adaptation of economic activity to subdued mobility. High uncertainty surrounds this outlook, related to the path of the pandemic, the effectiveness of policy support to provide a bridge to vaccine-powered normalization, and the evolution of financial conditions.

Although recent vaccine approvals have raised hopes of a turnaround in the pandemic later this year, renewed waves and new variants of the virus pose concerns for the outlook. Amid exceptional uncertainty, the global economy is projected to grow 5.5% in 2021 and 4.2% in 2022.

INDUSTRY STRUCTURE AND DEVELOPMENT

The global textile industry was estimated to be around USD 920 billion, and it is projected to witness a CAGR of approximately 4.4% during the forecast period to reach approximately USD 1,230 billion by 2024, according to a recent report.

According to the WTO, India is the third-largest textile manufacturing industry and holds an export value of more than USD 30 billion. India is responsible for more than 6% of the total textile production, globally, and it is valued at approximately USD 150 billion.

The textile and apparel industry in India is the second largest employer in the country providing employment to 45 million people.

The domestic textiles and apparel industry contributes 13% to the country's industrial production. It caters the domestic as well as the global market, accounting for 12% of the country's export earnings (Source: Invest India). Development in country's infrastructure, corporate tax rate cut, favorable policies for MSMEs and easing labour laws make the entire value chain of textile and apparel space exciting. The vast availability of the raw material and skilled labour enables producers to rationalize the cost. Even, the end-user industries ride high on the favorable demographics, increasing retail outlets and rise in the buying spree through e-commerce websites. Since the industry provides employment to about 105 Million people, the Government's attention to push this sector, always remains high on priority

The Company is engaged in the manufacturing of cotton yarn for different applications by Rotor Spinning. Rotor Spinning is economical, since the process is very short, consumes less energy and other substantial cost benefits in the choice of raw material in comparison to Ring Spinning especially in coarse counts. The Company is also engaged in generation of power through Wind Mill & Solar Panels for captive consumption.

OPPORTUNITY AND THREATS**Opportunity**

Cotton prices declined post COVID-19 induced lockdown due to the fear of downswing in consumption. This created a greater opportunity for yarn makers to either stock cotton in bulk and increase their margins or pass down the cost benefits to end-user industries to increase their volumes. The India's growing population has been a key drive of textile consumption growth in the country. This also works as demand driver due to changing taste and preferences in the urban part of India. India enjoys a comparative advantage in terms of skilled manpower and in cost of production. The future for the Indian textile industry looks promising, sustained by strong domestic consumption. The Indian Government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100% FDI in the Indian textiles sector under the automatic route.



Companies could also explore emerging product categories such as medical textiles (surgical gloves, personal protective masks, gowns, wipes, etc.) and other textile items required for healthcare facilities like hospital bed sheets, mattresses etc. With countries' increased focus on healthcare, medical textiles is likely to see a surge in demand.

Threats

China has almost eliminated its COVID-19 cases. This has enabled their textile players to operate their facilities flexibly. So, any demand from the overseas market can easily be met by China. However, the downside risk still persists owing to the sentiments of 'boycott Chinese products' all around the globe.

The prevailing economic condition has a major impact on individuals buying power and the level of income related uncertainties that determine investment risk taking capabilities.

SEGMENTWISE PERFORMANCE

The Company generates power through wind mill & solar panels for captive use. Hence no Segment reported.

OUTLOOK

The COVID-19 impact on the economy will last for a longer period. However, the containment efforts and measures are expected to decrease gradually. The recovery speed and the probability of the vaccine will play a crucial role in the overall recovery. Additionally, economy-supporting sectors have been encouraged to resume their functioning by the Government for stabilizing the economy.

RISK AND CONCERNS

The Company had adopted Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The volatility in price of cotton which is raw material for the Company, volatility in oil prices in international market and non -availability of skilled manpower are the major threats to the company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements all its operations and such systems are continuously reviewed and upgraded. All the transactions are properly authorized and recorded. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Internal Audit is conducted by outside auditing firms which evaluate the functioning and quality of internal controls and check; and provides assurance of its adequacy and effectiveness. The Internal Audit Reports are actively reviews by the Audit Committee and adequate remedial measures, if any, are taken. The Internal Audit Reports are also reviews by the Board of Directors periodically. During the year, no reportable material weaknesses in the design or operations were observed.

OPERATIONAL & FINANCIAL PERFORMANCE**OPERATIONAL PERFORMANCE**

(Qty. in MT.)

Particulars	2020-2021	2019-2020
Production	6825.45	8766.365
Sales	6900.98	8666.067

**FINANCIAL PERFORMANCE**

(₹ in Lakhs)

Particulars	2020-2021	2019-2020
Income		
Revenue from Operations	8757.39	11086.00
Other Income	37.88	63.06
Total Revenue	8795.27	11129.06
Less: Expenses other than Finance cost and Depreciation	8064.54	10414.78
Profit before finance cost, depreciation & amortization, and tax	730.73	714.28
Less: Finance Costs	31.29	79.70
Less: Depreciation and amortization expenses	156.05	181.33
Profit before Tax	543.40	453.25
Less: Tax Expenses		
Current Tax	150.54	114.41
Deferred Tax (Assets)/Liabilities	(3.91)	(39.78)
Profit for the year	396.77	378.62
Other Comprehensive Income	11.21	(11.80)
Total Comprehensive Income	407.98	366.82
Earning per equity share		
Basic	6.76	6.45
Diluted	6.76	6.45

The Company's total revenue for the year under review amounted to Rs. 8795.27 Lakhs as compared to Rs. 11129.06 Lakhs of the previous year. The Profit before Tax for the year under review amounted to Rs. 543.40 Lakhs as compared to Rs. 453.25 Lakhs of the previous year. The Profit after Tax for the year under review amounted to Rs. 396.77 Lakhs as compared to Rs. 378.62 Lakhs of the previous year

KEY FINANCIAL RATIOS AND PERFORMANCE

Ratio	2020-21	2019-20	% Change Increase/ (decrease)}	Explanation in case change is more than 25%, as compared to previous year
Inventory Turnover	3.08	3.77	(0.69)	-
Interest Coverage Ratio	17.16	5.90	11.26	-



Current Ratio	5.38	3.64	1.74	-
Debt Equity Ratio	0.019	0.037	(0.02)	-
Debtors Turnover ratio	4.62 times	5.74 Times	(1.12) Times	-
Operating Profit Margin	6.13%	4.25%	1.88%	-
Net Profit Margin	4.53%	3.42%	1.11%	-
Return on Net worth	8.24%	8.59%	-0.35%	-
EPS	6.76	6.45	0.31	-

MATERIAL DEVELOPMENT IN HUMAN RESOURCE AND INDUSTRIAL RELATIONS

The Company believes that employee plays a pivotal role in achieving a competitive advantage. The Company provides them an environment, where each employee is motivated to contribute his best to achieve the Companies objective. The focus of all aspects of Human Resource Development is on developing a superior workforce so that the organization and individual employee can achieve their work goals. The Company has a progressive HR policy for helping employees to develop their organization skills, knowledge and abilities to achieve greater efficiency. The Industrial Relations of the Company with its personnel has continued to be cordial and friendly during the year. The Company has 91 permanent employees as on the roll of the Company as on 31st March, 2021.

CAUTIONARY STATEMENT

Statement in the “Management Discussion and Analysis” describing the Company’s objectives, estimates, expectations or projections may be “forward looking statements” within the meaning of applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

**REPORT ON CORPORATE GOVERNANCE****1. The Company's Philosophy**

Your Company is committed to attain the highest standard of Corporate Governance by placing emphasis on transparency, accountability, integrity and to promote ethical conduct throughout the organization with the main object to enhance the value of all stakeholders.

Report on Corporate Governance for the year ended 31st March, 2021, in terms of Regulation 34(3) read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is set out below.

2. Board of Directors**Composition and Attendance**

The Company has total Six (6) Directors out of which Three (3) Independent Non-Executive Directors, One (1) Non-Executive Promoter Director, One (1) Executive Promoter Director and One (1) Non Independent Executive Director, and it meets the stipulated requirement.

The details of Board composition, attendance of Directors at the Board Meetings and at the last Annual General Meeting held during the year and the number of directorship and committee chairmanship/membership held by the Directors in other companies are given below.

Name	Category	Attendance		Total No of Directorship in other Public companies incorporated in India	No of committees positions #held in other Public companies incorporated in India	
		Board Meeting	Last AGM		Chairman	Member
Shri Piyush Mutha	Promoter/ Managing Director	9	Yes	1	-	1
Shri Mangalore Maruthi Rao	Whole Time Director	7	Yes	-	-	-
Shri Praneet Mutha	Promoter/ Non- Executive Director	9	Yes	1	-	-
Shri Subhash Kocheta	Independent Director	4	No	-	-	-
Shri Raghuram Krishnamurthy	Independent Director	4	Yes	-	-	-
Smt. Deepa Sudhir Mekal	Independent Director/ Woman Director	4	Yes	-	-	-

Note: Office of Shri Mohan Jain (DIN: 00395584), Independent Director of the Company ceased w.e.f. 16.02.2021 due to his demise.

Only Audit Committee and Stakeholders Relationship Committee have been considered.



As detailed in the table above, none of the Directors is a member of more than 10 board-level committees of companies in which they are Directors, nor Chairman of more than five such committees, as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Financial year ended 31st March, 2021, total Nine (9) meetings of Board of Directors were held on 29.06.2020, 18.07.2020, 19.09.2020, 23.10.2020, 01.01.2021, 05.02.2021, 16.02.2021, 27.02.2021, 25.03.2021. Maximum gap between two meetings was less than 120 days.

There has been no pecuniary transaction or relationship between the Company and its Non-Executive Directors during the year ended 31st March, 2021 apart from paying sitting fees. All Independent Directors are fulfill the conditions as stipulated in the SEBI (LODR) Regulations, 2015 and are independent from the management of the Company

Board Expertise and Attributes

The Board comprises directors that bring a wide range of skills, expertise and experience which enhance overall board effectiveness.

The Nomination and Remuneration Committee of Directors assess and recommend to the board, core skill sets require by Directors to enable Board to perform its oversight function effectively. This process also helps to identify skill gaps.

The identified skills and domain expertise required by the directors of the Corporation include leadership and strategic thinking, risk management, legal and regulatory compliance, corporate governance, consumer behavior, sales and marketing, information technology, data analytics, and proficiency in economics, finance, accounting & audit and industry experience. The directors of the Corporation have mapped their skills based on the board skills matrix.

Sr. no.	Name	Designation	Core Skill/ Expertise/ Competencies available with the Board
1	Shri Piyush Mutha	Managing Director	Leadership, Finance, Legal and Regulatory compliances, Corporate Governance, Data Analytics,
2	Shri Mangalore Maruthi Rao	WholeTime Director	Strategic Thinking, Consumer Behavior, Data Analytics, Industry Expertise.
3	Shri Praneet Mutha	Non-executive-non-independent director	Sales and Marketing, Consumer Behavior, Information Technology, Proficiency in economic.
4	Shri Subhash Kocheta	Independent Director	Risk Management, Industry Expertise.
5	Shri Raghuram Krishnamurthy	Independent Director	Data Analytics, Proficiency in Economics.
6	Smt. Deepa Sudhir Mekal	Independent Director	Risk Management and Accounting.

The Company has received the necessary declarations from each Independent Director under Section 149 (7) of the Act that he/she meets the criteria of independence laid down in Section 149(6) of the Act and Regulation 16 (1) (b) read with Regulation 25(8) of the SEBI Listing Regulations. The Board has taken on record these declarations after undertaking the due assessment of the veracity of the same.

No Director is related to any other Director except Shri Piyush Mutha and Shri Praneet Mutha who are related to each other.



Number of shares held by Non-Executive Directors as on 31st March, 2021:

Name	No. of Shares held	%
Shri Praneet Mutha	521050	8.88
Shri Subhash Kocheta	-	-
Shri Raghuram Krishnamurthy	-	-
Smt. Deepa Sudhir Mekal	-	-

Familiarization Programme:

The Company has put in place a system to familiarize its Independent Directors with the Company, covering the area as:- nature of the industry in which Company operates, business model of Company, roles, rights & responsibilities of the Independent Directors etc. The details of programme for familiarization is placed on the website of the Company at www.vippyspinrpo.com.

Appointment/re-appointment of Director:

Particulars of Directors seeking appointment/re-appointment are given in the Annexure, annexed to the notice for the ensuing Annual General Meeting.

During the year under review, the members of the Company at the Annual General Meeting held during the year, have approved the re-appointment of Shri Piyush Mutha (DIN: 00424206) as Managing Director of the Company for a period of 1 year w.e.f. 01.04.2020 to 31.03.2021 and re-appointment of Shri Mangalore Maruthi Rao (DIN-00775060) as a Whole Time Director of the Company, for a term of 2 (Two) years w.e.f. 28th October, 2020.

Board Procedures:

The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to discharge its overall responsibilities and provide the Management with the strategic direction catering to exigency of long term shareholders value. The Board reviews periodically compliance report of all laws applicable to the Company, and takes steps to rectify instance of non-compliance, if any.

All information as required under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 were placed before the Board of Directors.

Apart from receiving sitting fees, Independent Directors do not have any material relationship or transaction with the Company, its promoters, its directors, and its senior management which may affect independence of directors.

Separate Meeting of the Independent Directors:

The meeting of Independent Directors held on 27th February, 2021, without the attendance of Non-Independent Directors and members of Management. The following issues were discussed in detail:

- i) reviewed the performance of non-independent directors and the Board as a whole;
- ii) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Code of Conduct:

The Company had laid down a Code of Conduct for all Board Members and Senior Management Personnel of the



Company. The Code of Conduct is available on the website of the Company www.vippyspinpro.com. All the Board Members and Senior Management Personnel have affirmed compliances with the Code of Conduct, as on 31st March, 2021.

A declaration by Managing Director regarding compliance by the Board Members and Senior Management Personnel, with the said Code of Conduct is enclosed and form part of this report.

3. Audit Committee

Composition and Attendance

The Audit Committee comprises of three members, two of them are independent- non-executive directors and one is Executive Director. The Committee composition meets with the requirements of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Committee have relevant experience in financial matters.

During the year under review, Four (4) meeting of Audit Committee were held on 29.06.2020, 18.07.2020, 23.10.2020 and 05.02.2021.

As on 31st March, 2021, the composition of the Audit Committee and details of meeting attended by the members are as under:

Name	Position	Category	No. of Meetings during the year	
			Held	Attended
Smt. Deepa Sudhir Mekal#	Chairman	Independent Director	4	2
Shri Piyush Mutha	Member	Managing Director	4	4
Shri Subhash Kocheta**	Member	Independent Director	4	0

Company Secretary acts as Secretary to the Audit Committee.

Smt. Deepa Sudhir Mekal appointed as Chairman of the Audit Committee meeting w.e.f. 27.02.2021.

** Shri Subhash Kocheta appointed as member of Audit Committee w.e.f. 27.02.2021.

Note: Due to demise of Shri Mohan Jain, Independent Director he ceased to be Chairman of the audit committee w.e.f. 16.02.2021.

**Terms of reference**

Role of the Audit Committee shall include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment/re-appointment, remuneration and terms of appointment of Statutory Auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - (a) matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustment made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) qualification/modified opinion(s) in the draft audit report;
- Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- Approving or subsequently modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertaking or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control system;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;



- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing the functioning of the Vigil Mechanism/Whistle Blower Policy;
- Approving the appointment of chief financial officer after assessing the qualifications, experience and background etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee;
- Reviewing the financial statements, in particular, the investments made by the unlisted subsidiaries, if any.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances /investments existing as on the date of coming into force of this provision, if any.

The Company has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions(as defined by the audit committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal Audit Reports relating to internal control weakness; and
- The appointment, removal and terms of remuneration of the chief internal auditor.
- Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulations 32(1) of SEBI Listing Regulations.
 - (b) Annual statement of funds utilized for purpose other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

The Audit Committee Meetings are usually held at the works Office of the Company and the Audit Committees invites the CFO, Internal Auditor & Statutory Auditors, and Managing Director.

4. Nomination & Remuneration Committee

**Composition and Attendance**

The Nomination & Remuneration Committee comprises of three members who are Independent-non-executive directors. The Committee composition meets with the requirements of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, Two (2) meeting of Nomination & Remuneration Committee were held on 29.06.2020 and 25.03.2021.

As on 31st March, 2021, the composition of the Nomination & Remuneration Committee and details of meeting attended by the members are as under:

Name	Position	Category	No. of Meetings during the year	
			Held	Attended
Shri Raghuram Krishnamurthy	Chairman	Independent Director	2	0
Shri Subhash Kocheta	Member	Independent Director	2	2
Smt. Deepa Sudhir Mekal	Member	Independent Director	2	2

Company Secretary acts as Secretary to the Nomination & Remuneration Committee.

Terms of reference

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- Removal should be strictly in terms of the applicable law/s and in compliance of principles of natural justice.
- Formulation of criteria for evaluation of Independent Directors and the Board.
- Devising a policy on the Board diversity.
- Recommend to the Board, remuneration including salary, perquisite and commission to be paid to the Company's Executive Directors on an annual basis or as may be permissible by laws applicable.
- Recommend to the Board, the Sitting Fees payable for attending the meetings of the Board/Committee thereof, and any other benefits such as Commission, if any, payable to the Non- Executive Directors.
- Setting the overall Remuneration Policy and other terms of employment of Directors, wherever required.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of the independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

Apart from the above, the Nomination & Remuneration Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.



5. Board Evaluation

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other Individual Directors. The Policy is in consonance with the existing industry practice.

The said policy sets out criteria for performance evaluation of Board, Executive Directors, Non-Executive Directors including Independent Directors, Chairperson of the Company and Board's Committees.

Performance Evaluation of Board, Committees & Directors

The Independent Directors of the Company shall hold at least one meeting in a year, without attendance of non-independent Directors and members of management.

The Independent Directors in the meeting shall:

- (i.) Review the performance of non-independent directors and the Board as a whole;
- (ii.) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- (iii.) Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The performance evaluation of its own, the Board Committees and of the Independent Directors shall be carried by the Board.

The evaluation of Independent Directors shall be carried out by the entire Board excluding the Director being evaluated.

In accordance with Schedule IV of the Companies Act, 2013, the extension or continuance of the term of appointment of Independent Directors would be determined based on their evaluation.

Criteria for Evaluation of the Board & their Committees and Directors

The criteria for evaluation of performance of the Board, Executive Directors, Non-Executive Directors including Independent Directors, Chairperson of the Company and Board's Committees is detailed in Nomination and Remuneration Policy of the Company.

The Salient features of Nomination and Remuneration Policy of the Company are forming part of this report.

6. Director Remuneration

a) The Company did not have any pecuniary relationship or transactions with non-executive directors during the year ended 31st March, 2021 except for payment of sitting fees.

b) Criteria of making payment to non-executive director

The following is the Criteria of making payment to non-executive director

- Sitting fees are paid to Non-Executive Directors of the Company for attending of meeting of the Board of Directors.

c) Remuneration to Directors

(i) the details of remuneration paid to Directors for the year ended 31st March, 2021 are as under



Name of Director	Designation	Salary (Rs.)	Perquisites and other benefits (Rs.)	PF& other Fund (Rs.)	Bonus (Rs.)	Pension (Rs.)	Stock Option (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Shri Piyush Mutha	Promoter/ Managing Director	8587500	141186	2047500	-	-	-	-	10776186
Shri Mangalore Maruthi Rao	Whole Time Director	393750	-	-	-	-	-	-	393750
Shri Praneet Mutha	Promoter/ Non-Executive Director	-	-	-	-	-	-	4500	4500
Shri Mohan Jain*	Independent Director	-	-	-	-	-	-	2000	2000
Shri Subhash Kocheta	Independent Director	-	-	-	-	-	-	2000	2000
Shri Raghuram Krishnamurthy	Independent Director	-	-	-	-	-	-	-	-
Smt. Deepa Sudhir Mekal	Independent Director/ Woman Director	-	-	-	-	-	-	2500	2500

* *Office of Shri Mohan Jain as Independent Director of the Company ceased w.e.f. 16.02.2021 due to his demise.*

- (ii). Details of fixed component and performance linked incentives along with performance criteria:
Fixed component given as above. Presently no performance linked incentives are given by the Company.
- (iii). Service contracts, notice of period, severance fees:
There is no severance fees prescribed by the Company. The notice period is 1 month from either side.
- (iv). Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: N.A.

The Company had adopted Remuneration Policy annexed as **Annexure-III** to the Directors Report.

7. Stakeholders Relationship Committee

The Stakeholders Relationship Committee comprises of three members, two of them are Independent-Non-Executive Directors and one is Non-Independent-Non-Executive Director. The committee composition and terms of reference meet the requirements of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

**Terms of reference**

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc..
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Secretarial Department of the Company and the Registrar and Share Transfer Agents (Ankit Consultancy Pvt. Ltd. Indore) attend all grievances of the Shareholders/Investors received directly or through SEBI, Stock Exchange, Ministry of Company Affairs, Registrar of Companies, etc.

During the year under review, four (4) meetings of Stakeholders Relationship Committee were held on 29.06.2020, 18.07.2020, 23.10.2020 and 05.02.2021.

Composition and Attendance

The composition of the Stakeholders Relationship Committee and attendance by members as on 31st March, 2021 is as under:

Name	Position	Category	No. of Meetings during the year	
			Held	Attended
Smt. Deepa Sudir Mokal*	Chairman	Independent Director	4	2
Shri Praneet Mutha	Member	Non-Executive, Non-Independent Director	4	4
Shri Subhash Kocheta#	Member	Independent Director	4	-

* *Smt. Deepa Sudhir Mokal Appointed as Chairman of Committee w.e.f. 27.02.2021.*

Shri Subhash Kocheta appointed as Member of Committee w.e.f. 27.02.2021.

Company Secretary acts as Secretary to the Stakeholders Relationship Committee.

[a] Name and Designation of Compliance Officer :

Ms. Ayushi Solanki

Company Secretary

Email-id- cs@vipppspinpro.com

[b] Details of number of complaints received and replied/resolved during the year are as under:



No. of Investor complaints pending at the beginning of year	No. of Investor complaints received during the year	No. of Investor complaints disposed of during the year	No. of Investor complaints unresolved at the end of year
0	1	1	0

The number of pending share transfer request as on 31st March, 2021 is Nil.

In compliance of regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has submitted the statement for investor complaints on quarterly basis to the BSE Ltd.

8. Corporate Social Responsibility Committee

Composition and Attendance

The Corporate Social Responsibility Committee comprising three members, One of them is Managing Director, One is Non-Executive-Non-Independent Director and One is Independent Director. The quorum for the CSR Committee Meeting is two members.

During the year under review, Two (2) meeting of CSR Committee were held on 01.01.2021 and 25.03.2021.

As on 31st March, 2021, the composition of the CSR Committee and details of meeting attended by the members are as under:

Name	Position	Category	No. of Meetings during the year	
			Held	Attended
Shri Piyush Mutha	Chairman	Managing Director	2	2
Shri Praneet Mutha	Member	Non-Executive-Non-Independent Director	2	2
Smt. Deepa Sudhir Mekal	Member	Independent Director	2	2

Terms of reference

The broad terms of reference of Corporate Social Responsibility (CSR) Committee include inter-alia formulating and recommending to the Board a CSR policy, recommending amount of expenditure to be incurred on CSR activities, recommending activities/projects/programs to be undertaken by the Company towards CSR, approve the areas where CSR activities can be adopted, update the Board of Directors on the amount of expenditure incurred by the Company towards CSR and monitoring the implementation of the CSR policy and Business Responsibility guiding principal suggested by SEBI from time to time.

9. General Body Meeting

The details of Annual General Meeting held in last three years are given below:



Year	Annual General Meeting (AGM)	Day, Date & Time	Venue
2019-20	28th	Wednesday, 30th day of September, 2020 at 11:30 A.M.	Through Video Conferencing (“VC”) or Other Audio Visual Means (“OVAM”)
2018-19	27th	Monday, 30th day of September, 2019 at 9.30 a.m.	Hotel Amar Vilas, 1 Chandra Nagar, A.B. Road, Opp. Sony World, Indore-452010 (M.P.)
2017-18	26th	Saturday, 29th day of September, 2018 at 9.30 a.m.	Hotel Amar Vilas, 1 Chandra Nagar, A.B. Road, Opp. Sony World, Indore-452010 (M.P.)

The following are the special resolutions passed at the Annual General Meeting held in the last three years:

AGM held on	Special Resolutions passed	Summary
30.09.2020	Yes	<ol style="list-style-type: none"> To alter the Article of Association of the Company by deletion of Clause 117, 118 of Article of Association. Re- appointment of Shri Mangalore Maruthi Rao (DIN-00775060), as a Whole Time Director for a period of two (2) years w.e.f 28.10.2020. Re-appointment of Shri Piyush Mutha (DIN-00424206), as a Managing Director for the period of One (1) year with effect from 01.04.2020 to 31.03.2021
30.09.2019	Yes	<ol style="list-style-type: none"> Re- appointment of Shri Mangalore Maruthi Rao (DIN-00775060), as a Whole Time Director for a period of two (2) years w.e.f 28.10.2018. Re-appointment of Shri Piyush Mutha (DIN-00424206), as a Managing Director for the period of One (1) year with effect from 01.04.2019 to 31.03.2020 Shri Subhash Kocheta re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company Shri Raghuram Krishnamurthy re-appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company Shri Mohan Jain appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years
29.09.2018	No	Nil



Extra Ordinary General Meeting: No Extra Ordinary General Meeting of the Company was held during the last three years.

Passing of resolution by postal ballot:

During the year under review, there was no special resolution was passed through Postal Ballot. None of the business proposed to be transacted in the ensuing Annual General Meeting require passing Special Resolution through postal ballot.

10. Means of Communication

The Company communicates with the shareholders at large through its Annual Report, and filing report & returns with Statutory Bodies like the Registrar of Companies and Stock Exchange. The Quarterly Results / Half Yearly / Audited Annual Financial Results are published in English (Pioneer) and Hindi (Swadesh) Newspapers.

The Quarterly Results / Half Yearly / Audited Annual Financial Results, Shareholding Pattern, Quarterly Report on Corporate Governance etc. & other official news releases, if any, are also made available at the Company's website www.vippyspinpro.com.

The Company has designated the following exclusive e-mail Id for the convenience of investors: admin@vippyspinpro.com.

No presentation was made to the Institutional Investors or to the Analysts during the year under review.

11. General Shareholders Information

(a) Annual General Meeting

Day, Date & Time	Monday, 30 th August, 2021 at 11.30 a.m.
Venue	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
Financial Calendar for F.Y. 2021-22	
1st Quarter Results	July 2021 (3rd week)
2nd Quarter Results	October 2021 (3rd week)
3rd Quarter Results	January 2022 (3rd week)
4th Quarter Audited Results and Audited Annual Financial Statements for the FY 2020-21	May 2022 (2nd week)
Date of Book Closure	Tuesday, 24th August, 2021 to Monday, 30th August, 2021 (both days inclusive)
Dividend Payment Date	No Dividend has been proposed by Board of Director of the Company for the year 2020-21.
Listing of Securities on the Stock Exchanges & payment of listing fees.	BSE Ltd. (BSE) Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai -400051
Stock Code/Symbol	Scrip Code: 514302 Scrip ID : VIPPYSP
ISIN Number	INE660D01017



(b) **Financial Year:** 01st April, 2020 to 31st March, 2021.

(c) **Listing on Stock Exchange and Stock code**

As on 31st March, 2021 the equity shares of the Company were listed on Bombay Stock Exchange (BSE), Stock Code: 514302

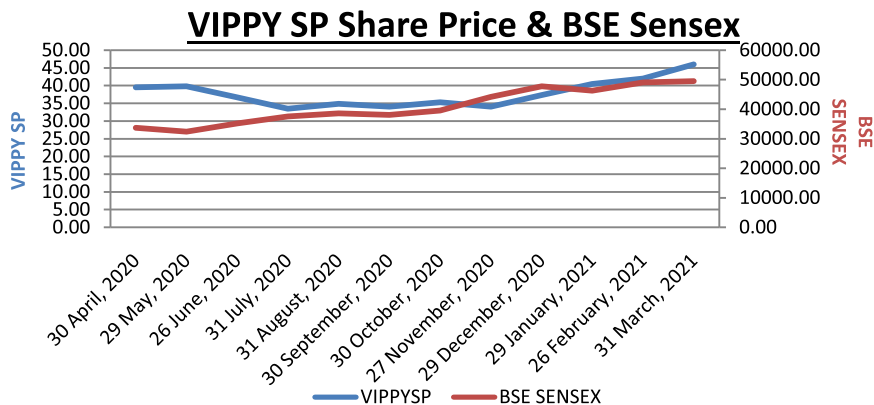
The listing fee has been paid to BSE for the financial year 2020-21.

(d) **Market Price Data**

The monthly high and low quotation of shares at the BSE Ltd., Mumbai during the year ended 31st March, 2021 are as under:

Month	High (in Rs.)	Low (in Rs.)
April, 2020	39.5	32.95
May, 2020	39.8	37
June, 2020	36.65	30.55
July, 2020	33.45	30.1
August, 2020	34.8	29.95
September, 2020	34	33
October, 2020	35.3	31.05
November, 2020	34	32
December, 2020	37.35	33.8
January, 2021	40.45	36.2
February, 2021	42	37.8
March, 2021	46	40

(e) **Performance of Company's Equity Share's price in comparison to BSE Sensex:**



**(f) Distribution of Shareholdings as on 31st March, 2021**

Distribution	No. of share holders	%	No. of Shares	%
Upto 100	6423	78.99	615728	10.49
101-200	514	6.32	100132	1.71
201-300	180	2.21	52192	0.89
301-400	100	1.23	39146	0.67
401-500	446	5.48	222531	3.79
501-1000	291	3.58	234616	4.00
1001-2000	110	1.35	160424	2.73
2001-3000	18	0.22	45014	0.77
3001-4000	3	0.04	11991	0.20
4001-5000	18	0.22	88097	1.50
5001-10000	12	0.15	83257	1.42
10000 and above	16	0.20	4216872	71.84
TOTAL	8131	100	5870000	

(f) Distribution of Shareholdings as on 31st March, 2021

Category	No. of Shares Held	Percentage of Shareholding
Promoter and Promoter group		
Individual	3204690	54.59
Bodies Corporates	700526	11.93
Public Shareholding		
Institution	3800	0.06
Non-Institutions	1960984	33.41
Grant Total	5870000	100.00

(h) Registrar and Share Transfer Agents of the Company

Ankit Consultancy Pvt. Ltd.
60, Electronic Complex, Pardeshipura, Indore-452010 (M.P.)
Ph. 0731-2551745-46, Fax.0731-4065798
e-mail: ankit_4321@yahoo.com
Time: 10.00 a.m. to 6.00 p.m.

**(i) Share Transfer System**

The transfer of shares in physical form are completed & returned within time from the date of receipt thereof provided all the documents are in order and in respect of shares held in dematerialized mode, the transfer take place instantly between the transferor and transferee at the depository participant(s) through which electronics debit/credit of the accounts are involved. In compliance with the Listing Regulation, a Practising Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

(j) Dematerialization of Shares and Liquidity: details of shares under dematerialized and physical mode as on 31st March,2021 are as under:

Particulars	As on 31st March, 2021	
	No. of Equity Shares	% percentage
National Securities Depository Ltd.(NSDL)	3851430	65.61
Central Depository Services (India) Ltd.(CDSL)	1099750	18.74
Total Dematerialized	4951180	84.35
Physical	918820	15.65
TOTAL	5870000	100

As stipulated by SEBI, a qualified Practising Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Bombay Stock Exchange where the company's shares are Listed, the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

(k) Outstanding global depository receipts or American depository receipts or warrant or any convertible instruments, conversion date and likely impact on equity

There are no GDRs/ ADRs/ Warrants outstanding as on 31st March, 2021.

(l) Disclosures with respect to demat suspense account/unclaimed suspense account: N.A.**(m) Commodity price risk or foreign exchange risk and hedging activities-**

The Company has robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company. The price of the products of the Company are market driven and is fixed based on the prevailing market price. In respect of foreign exchange commitments hedging has been made.

(n) Details of Credit Rating obtained by the Company

Name of Credit Rating Agency: Credit Analysis & Research Ltd.



Facilities	Amount	Rating	Remark
Long-Term/Short term Bank Facilities	22.30	CARE BBB+/ CARE A2 (Triple B plus, Outlook : Stable/ A Two	Reaffirmed
Total Facilities	22.30 (Rs. Twenty two Crore Thirty Lakh Only)		

(o) Plant Location

The Company's plant located at 14-A, Industrial Area, A.B Road, Dewas 455001(M.P.)

(p) Address for correspondence

Works Office:	Works Office:
14-A, Industrial Area A.B. Road, Dewas 455001(M.P.) Phone Nos.: 07272-258251/258252/405352 Fax No. 07272-40012 website : www.vippyspinpro.com Email: admin@vippyspinpro.com	414, City Centre, 570, M.G. Road, Indore – 452001(M.P.) Phone: 0731-2546710

12. Disclosures

- The Company has not entered into any transaction of material nature with related parties that may have potential conflict with the interest of the Company at large. The particulars of contracts/arrangement/ transactions with related parties have been disclosed in the Notes to the Financial Statements of the Company forming part of the Annual Report. The Company had adopted a policy on Related Party Transactions and the same is displayed on the website of the Company, Weblink: <http://www.vippyspinpro.com/Related-Party-Transaction-Policy.pdf>.
- The Company has complied with all requirement specified under SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or the Stock Exchange or any statutory authority for non-compliance of any matter related to the capital markets during the last three years.
- The Company had adopted a Whistle Blower Policy to provide a vigil mechanism to Directors, employees for reporting illegal & unethical behavior. It also provides adequate safeguards against the victimization of employees who avail of this mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases. Besides, as per the requirement of SEBI (Prohibition of Insider Trading) Regulations as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company ensures to make employees aware of such Whistle –Blower Policy to report instances of leak of unpublished price sensitive information The details of the said mechanism has been disclosed on the website of the Company, at weblink:<http://www.vippyspinpro.com/Whistle-Blower-Policy.pdf>. During the year under review, no employee was denied access to the Audit Committee.



- In preparation of the financial statements, the Company has followed the Indian Accounting Standards(Ind AS).
- There are no subsidiaries of the company. The policy for determination of materiality, which has been put up on the website of the Company atweblink:[http:// www.vippyspinpro.com/ Policy % 20 for % 20 Determination % 20 of %20% 20 Materiality.pdf](http://www.vippyspinpro.com/Policy%20for%20Determination%20of%20Materiality.pdf).
- Commodity price risk and commodity hedging risk.- The Company has robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact. The price of the products of the Company are market driven and is fixed based on the prevailing market price. In respect of foreign exchange commitments hedging has been made.
- There were no complaints received during the financial year under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- Total fees i.e.Rs. 2,70,000/- paid for all services to statutory auditor during the financial year.
- The Senior Management Personnel of the Company have confirmed to the Board of Directors that they do not have any personal interest relating to material, financial and commercial transactions entered into with the Company that may have a potential conflict with the interests of the Company at large.
- There has been no instance of non-compliance of any requirement of corporate governance report as specified in paras (2) to (10) of schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Company complies with all the mandatory requirement and also complied following non-mandatory requirements as specified in part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as follows:
 - Modified opinion(s) in Audit Report: During the year under review, there were no audit qualifications in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unqualified financial statements.
 - Reporting of Internal Auditor: Reporting by Internal Auditor directly to the Audit Committee.
 - The Company has complied with all the requirement of Corporate governance, as specified in regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- 13. The certificate from Company Secretary in Practice confirming compliance of the conditions of corporate governance requirements as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is attached to this report.
- 14. Management discussion and Analysis:** The Management Discussion and Analysis Report forms part of Directors Report.
- 15. CEO/CFO Certification**

The Managing Director and CFO have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for financial year 2020-21 is attached with this report. The Managing Director and CFO of the company also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

**16. Insider Trading**

The Company had revised 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for Prevention of Insider Trading' pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct for Prevention of Insider Trading is applicable to all Designated Persons and immediate relatives of Designated Persons. The Code ensures the prevention of trading in Company's Shares by person having access to unpublished price sensitive information in relation to the Company. The same is displayed on the website of the Company.

**For and on behalf of the Board of Directors
Vippy Spinpro Limited**

Place: Dewas

Date: 25th June, 2021

**Piyush Mutha
Managing Director
(DIN-00424206)**

**Pranet Mutha
Director
(DIN-00424250)**

**MD/ CFO CERTIFICATION**

The Board of Directors

Vippy Spinpro Limited

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Vippy Spinpro Ltd. ("the Company") to the best of our knowledge and belief certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2021 and to best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Dewas

Date: 25th June, 2021

Piyush Mutha
Managing Director

Hassan Ali
Chief Financial Officer

DECLARATION

As per the requirements of Regulation 26 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that member of the Board of Directors and Senior Management Personnel, affirmed that they have complied with the Code of Conduct of Board of Directors and Senior Management for the year ended 31st March, 2021.

Place: Dewas

Date: 25th June, 2021

Piyush Mutha
Managing Director

**INDEPENDENT AUDITORS' REPORT**

To
The Members of Vippy Spinpro Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Vippy Spinpro Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2021, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the aforesaid financial statements in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics issued by ICAI. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the following matters to be the 'Key Audit Matters' to be communicated in our report.

Key Audit Matter	Auditor's Response
<p>Contingent liabilities in respect of litigations of labour court not acknowledged as Debt (Note No. 31).</p> <p>The Company has materially uncertain labour litigation under dispute which involves significant judgment to determine the possible outcome of these disputes. The Company's assessment is supported by the facts of matter, their own judgment, past experience, and advices from legal consultants wherever considered necessary. Accordingly, unexpected adverse outcomes may significantly impact the Company's reported profit and the Balance Sheet.</p> <p>We determined the above area as a Key Audit Matter in view of associated uncertainty relating to the outcome of these matters.</p>	<p>Our audit approach involved: -</p> <ol style="list-style-type: none"> a. Understanding the current status of the litigations of labour disputes; b. Examining communication received from various Authorities/ Judicial forums and follow up action thereon; c. Evaluating the merit of the subject matter under consideration with reference to available independent legal advice; and d. Review and analysis of evaluation of the contentions of the Company through discussions, collection of details of the subject matter under consideration and the likely outcome.

**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 Company's Annual Report such as Directors' Report, Management Discussion & Analysis Report, etc., but does not include the financial statements and our auditors' report thereon.

- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India and 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 and Board of Directors are 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 the 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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



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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in-

- (i) planning the scope of our audit work and in evaluating the results of our work; and
- (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1) As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement



of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the IndAS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
 - h) With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations as at 31st March 2021 on its financial position in its financial statements - Refer Note 31 to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There was no amount required to be transferred to the Investor Education and Protection Fund by the Company.
- 2) As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure A” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For R. S. Bansal & Company
Chartered Accountants
FRN: 000939C

Place: Dewas
Date: June 25, 2021
ICAI UDIN - 21075344AAAACO7110

(CA. Vijay Bansal)
Partner
M No. 075344

**Annexure - A to the Independent Auditor's Report**

As referred to in our Independent Auditor's Report of even date to the members of Vippy Spinpro Limited for the year ended March 31, 2021

(i) Fixed Assets:

- a. As informed to us, the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. The entire records have been maintained on computer system.
- b. As informed and explained to us, the management, during the year, has physically verified the items of the fixed assets of the company at reasonable interval and no material discrepancies were noticed on such physical verification.
- c. As per the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company. In respect of immovable properties been taken on lease and disclosed as fixed asset in the Ind AS financial statements, the lease agreements are in the name of the company, where the company is the lessee in the agreement.

(ii) Inventory:

- a. As informed and explained to us the inventory has been physically verified during the year by the management at regular intervals.
- b. In our opinion and according to the information and explanation given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. In our opinion and according to the information given to us, the company has maintained proper records of its inventories. No material discrepancies have been noticed on physical verification of stock.

(iii) Loans granted:

As per the information and explanation given to us, the company has not granted secured/unsecured loans to companies, firms, LLPs or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.

(iv) Loan, Investment and Guarantees:

As per information and explanation given to us, the company has not granted any loan or given any guarantee on such loans covered under Section 185 of the Companies Act, 2013 and the company has complied with the provision of Section 186 of the Companies Act, 2013 in respect of investment made.

(v) Public Deposit:

In our opinion and as per the information and explanation given to us, the company has not accepted any deposits from the public within the meaning of Section 73 to 76 of the Act and rules framed there under to the extent notified. Therefore, the provisions of Section 73 to 76 of the Act are not applicable to the company.

(vi) Cost Records:

We have broadly reviewed the books of accounts maintained by the company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Act in respect of products where, the maintenance of cost records has been specified, and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determine whether they are accurate or complete.

**(vii) Statutory Dues:**

- a. According to the information and explanation given to us, and the records of the company examined by us, in our opinion, the company is generally regular in depositing undisputed statutory dues relating to Provident Fund, Employees' State Insurance, Income Tax, Duties of Customs, Goods and Service Tax, Cess and other material statutory dues as applicable to it with appropriate authorities. There are no undisputed statutory dues payable which are outstanding as at 31st March 2021 for a period of more than 6 months from the date they became payable.
- b. According to the information given to us, and the records of the company examined by us, there are no dues of Income tax, Sales Tax, Custom duty, Excise duty, Value added tax, Goods and Service Tax, Cess, Professional tax and other statutory liabilities which have not been deposited with appropriate authorities on account of any dispute other than mentioned below:

S. No.	Name of the Statute (Nature of the Dues)	Forum where Matter is pending	Period to which the amounts relates	Amount (in ₹)
1.	M.P. Industrial Relation Act	Hon'ble M.P High Court	2014 - 15 to 2020 - 21	9,24,195/-

(viii) Default in repayment of dues to Financial Institutions, Banks, Government or debenture holders:

According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings to any bank. The Company did not have dues to the financial institutions, government and to the debenture holders.

(ix) Utilization of Term Loans and Initial/Further Public offer:

According to the information and explanations given to us, and based on documents provided to us, term loans availed by the company were, prima-facie, applied by the company for the purposes for which the loans were obtained. However, the company has not raised any moneys by way of initial public offer and further public offer (including debt instruments) during the year ended March 31, 2021.

(x) Fraud Noticed or Recorded:

During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.

(xi) Managerial Remuneration:

According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) Nidhi Company:

The company is not a chit fund or a Nidhi mutual benefit fund/ society. Therefore, the provisions of clause (xii) of the said order is not applicable to the company.

(xiii) Transaction with Related Parties:

According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where



applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Ind AS.

(xiv) Preferential Allotment/Private Placement:

According to the information and explanations give to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Hence, reporting under this clause of the Order is not applicable to the company.

(xv) Non-Cash Transactions:

According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into any non-cash transactions with directors or persons connected with him. Hence, reporting under this clause of the Order is not applicable to the company.

(xvi) Registration with Reserve Bank of India:

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

For R.S. Bansal & Company
Chartered Accountants
FRN: 000939C

Place: Dewas
Date: June 25, 2021

(CA. Vijay Bansal)
Partner
M No. 075344

**Annexure - B to the Independent Auditor's Report****Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Vippy Spinpro Limited, ("the company"), as of 31st March 2021 in conjunction with our audit of the IndAS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Statements

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures



of the company are being made only in accordance with authorizations of management and directors of the company;

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For R.S. Bansal & Company
Chartered Accountants
FRN: 000939C

Place: Dewas
Date: June 25, 2021

(CA. Vijay Bansal)
Partner
M No. 075344

**BALANCE SHEET AS AT 31ST MARCH, 2021**

	Note No.	As at March 31, 2021	(₹ in Lakhs) As at March 31, 2020
ASSETS			
Non - Current Assets			
(a) Property, Plant and Equipment	2	1,099.89	1,256.61
(b) Capital work - in - progress		-	-
(c) Investment Property	3	4.56	5.03
(d) Financial assets			
(i) Investments	4	28.19	22.52
(ii) Loans	5	81.48	71.12
(iii) Other financial assets	6	25.91	24.51
(e) Other non - current assets	7	0.18	0.18
Sub-total Non-current Assets		1,240.21	1,379.97
Current Assets			
(a) Inventories	8	2,671.09	2,212.71
(b) Financial assets			
(i) Trade receivables	9	1,719.96	2,067.72
(ii) Cash and cash equivalents	10	15.90	16.05
(iii) Other financial assets	11	1.80	1.38
(c) Other current assets	12	139.29	156.89
Sub-total Current Assets		4,548.04	4,454.75
TOTAL - ASSETS		5,788.25	5,834.72
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	13	587.00	587.00
(b) Other Equity	14	4,227.08	3,819.09
Sub-total Equity		4,814.08	4,406.09
Liabilities			
Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	18.00	90.00
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)	16	110.11	113.86
Sub-total Non-current Liabilities		128.11	203.86
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	234.53	690.16
(ii) Trade payables			
A.Total Outstanding dues of micro enterprises and small enterprises	18	39.10	34.82
B.Total Outstanding dues of creditors other than micro enterprises and small enterprises	18	99.00	65.59
(iii) Other financial liabilities	19	400.42	383.26
(b) Other current liabilities	20	17.91	18.15
(c) Provisions	21	23.36	32.46
(d) Current tax liabilities (Net)	22	31.74	0.33
Sub-total Current Liabilities		846.06	1,224.77
TOTAL - EQUITY AND LIABILITIES		5,788.25	5,834.72

Significant Accounting Policies

1

The accompanying notes form an integral part of the financial statements

As per our report of even date attached

For R.S. Bansal & Company**Chartered Accountants****Firm's Registration Number: 000939C****For and on behalf of the Board of Directors****(CA. Vijay Bansal)****Partner****Membership No. 075344****Dewas****June 25, 2021**Piyush Mutha
Managing DirectorPraneet Mutha
DirectorAyushi Solanki
Company SecretaryHassan Ali
Chief Financial Officer

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2021****(₹ in Lakhs)**

	Note No.	For the year ended 31.03.2021	For the year ended 31.03.2020
INCOME			
Revenue from operations	23	8,757.39	11,066.00
Other income	24	37.88	63.06
Total Income		8,795.27	11,129.06
EXPENSES			
Cost of material consumed	25	6,272.30	8,528.36
Purchases of Stock - in - Trade		-	63.89
Changes in inventories of Finished goods, work - in -progress and Stock - in - trade	26	62.61	(75.95)
Employee benefits expense	27	342.02	362.45
Finance Cost	28	31.28	79.70
Depreciation & amortization expenses	2	156.05	181.33
Other Expenses	29	1,387.61	1,536.03
Total Expenses		8,251.87	10,675.81
Profit before exceptional items & tax		543.40	453.25
Exceptional Items		-	-
Profit before tax		543.40	453.25
Tax expenses:			
(1) Current tax			
Current year		155.50	114.50
Earlier years		(4.96)	(0.09)
(2) Deferred tax		(3.91)	(39.78)
Total Tax Expense		146.63	74.63
Profit after Tax for the year		396.77	378.62
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit/(loss)		-	-
(ii) Income tax relating to items that will be reclassified to profit/(loss)		-	-
B. (i) Items that will not be reclassified to profit/(loss)		11.38	(24.58)
(ii) Income tax relating to items that will not be reclassified to profit/(loss)		(0.16)	12.78
Other Comprehensive Income for the Year		11.21	(11.80)
Total Comprehensive Income for the year (Comprising Profit/(Loss) and Other Comprehensive Income for the year)		407.98	366.82
Earning per equity share of nominal value of ₹10/- each	30		
(1) Basic (₹)		6.76	6.45
(2) Diluted (₹)		6.76	6.45

1

Significant Accounting Policies**The accompanying notes form an integral part of the financial statements**

As per our report of even date attached

For R.S. Bansal & Company**Chartered Accountants****Firm's Registration Number: 000939C****For and on behalf of the Board of Directors****(CA. Vijay Bansal)****Partner****Membership No. 075344****Dewas
June 25, 2021**Piyush Mutha
Managing DirectorPraneet Mutha
DirectorAyushi Solanki
Company SecretaryHassan Ali
Chief Financial Officer

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2021**

		(₹ in Lakhs)	
Particulars		Year ended 31st March 2021	Year ended 31st March 2020
A.	CASH FLOW FROM OPERATING ACTIVITIES:		
	Profit before income tax	543.40	453.25
	Adjustments for		
	Depreciation and amortisation expense	156.05	181.33
	Loss/(Profit) on sale of Fixed Assets	0.51	-
	Financial Charges	31.29	79.70
	Dividend Income	-	-
	Interest Income	(20.07)	(50.16)
	Prior period Adjustment	4.96	0.09
	Profit on sale of shares	-	-
	Reclassification of remeasurement of employee benefits	5.71	(4.65)
	Operating Profit before working capital changes	721.85	659.55
	Adjustment for working capital changes:		
	(Decrease)/Increase in Trade payables and other Liabilities	45.52	(177.96)
	(Increase)/Decrease in Inventories	(458.38)	743.80
(Increase) in Trade Receivable	347.76	(278.93)	
(Increase) in Financial and Other Assets	5.42	329.36	
(Increase) in Current Investment	-	-	
Cash generated from operations	662.16	1,275.82	
Income taxes paid	124.09	127.21	
Net cash inflow from operating activities	538.07	1,148.61	
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Payments for property, plant and equipment	(7.87)	(19.23)
	Proceeds from sale of investments	-	-
	Proceeds from sale of property, plant and equipment	8.50	68.81
	Dividends received	-	-
	Interest received	20.07	50.16
Net cash outflow from investing activities	20.70	99.75	
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Proceeds from borrowings	(455.64)	(1,080.60)
	Repayment of borrowings	(72.00)	(75.02)
	Interest paid	(31.29)	(79.70)
	Dividends paid to company's shareholders	-	-
	Net cash inflow (outflow) from financing activities	(558.92)	(1,235.32)
	Net increase (decrease) in cash and cash equivalents	(0.15)	13.04
	Cash and cash equivalents at the beginning of the financial year	16.05	3.01
Cash and cash equivalents at the end of the year	15.90	16.05	

Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

As per our report of even date attached

For R.S. Bansal & Company

Chartered Accountants

Firm's Registration Number: 000939C

For and on behalf of the Board of Directors

(CA. Vijay Bansal)

Partner

Membership No. 075344

Dewas

June 25, 2021

Piyush Mutha
Managing Director

Praneeet Mutha
Director

Ayushi Solanki
Company Secretary

Hassan Ali
Chief Financial Officer

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2021****A. Equity Share Capital**

(₹ in Lakhs)

Particulars	Equity Share Capital
As at March 31, 2020	587.00
Changes in equity share capital during the year	-
As at March 31, 2021	587.00

B. Other Equity

(₹ in Lakhs)

Particulars	Reservers and Surplus			Equity Instrument through OCI	Total
	Capital Reserve	General Reserves	Retained Earnings		
Balance as at 31 March 2019	5.80	25.00	3,396.11	25.37	3,452.28
Profit for the year	-	-	378.62	-	378.62
Other Comprehensive Income	-	-	(4.65)	(7.15)	(11.80)
Balance as at 31 March 2020	5.80	25.00	3,770.07	18.22	3,819.09
Profit for the year	-	-	396.77	-	396.77
Other Comprehensive Income	-	-	5.71	5.50	11.21
Balance as at 31 March 2021	5.80	25.00	4,172.55	23.72	4,227.08

As per our report of even date attached

For R.S. Bansal & Company**Chartered Accountants****Firm's Registration Number: 000939C****(CA. Vijay Bansal)****Partner****Membership No. 075344****For and on behalf of the Board of Directors****Dewas****June 25, 2021**Piyush Mutha
Managing DirectorPraneet Mutha
DirectorAyushi Solanki
Company SecretaryHassan Ali
Chief Financial Officer

**Notes forming part of the Financial Statements****Note 1: Company Overview, Basis of preparation and Significant Accounting Policies****(A) Company Overview**

"Vippy Spinpro Limited ("Vippy" or "the Company") was incorporated in 1992, as a public limited company under the provisions of the Companies Act, 1956. The Company is domiciled in India having registered office at 414, City Centre, 570, M.G. Road, Indore, Madhya Pradesh - 452001 and listed on the Bombay Stock Exchange (BSE).

The Company is mainly engaged in the manufacturing of cotton yarn. The Company specializes in slub yarns, fancy yarns, multi count yarns and multi twist yarns, waxed yarn plied yarn etc. The factory is situated at Dewas, with close proximity to Indore, a main commercial city of Madhya Pradesh. The company has an ISO Certification, certified by Bureau Veritas ISO 9001:2008 since 2004.

(B) Basis of Preparation of Financial Statements**(i) Statement of Compliance:**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Basis of Preparation:**a) Compliance with Ind AS**

These financial statements comprising of Balance Sheet, Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and Statement of Cash Flows as at March 31, 2021 have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements have been approved for issue by the Company's Board of Directors at their meeting held on June 25, 2021. These financial statements are presented in Indian Rupees (INR), which is also the functional and presentation currency.

b) Historical cost convention

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

- Certain financial assets and liabilities that are measured at fair value;
- Defined benefit plans where plan assets are measured at fair value;

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

- c) The financial are presented in Indian Rupee ("INR") and all value are rounded off to the nearest lakh as per the requirement of Schedule III, except when otherwise indicated.

**© Significant Accounting Policies****(i) Fair value measurement**

Certain accounting policies and disclosures of the company require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The assumptions made in the measuring fair values is included in the following:

- investment property
- financial instruments

(ii) Revenue Recognition

Sales of products are recognised when control of the products has transferred based on the agreed terms. Sales are net of returns, trade discounts, rebates and goods and service tax (GST) as applicable.

Export incentives are recognised when the right to receive the credit is established in respect of the exports made and where there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

Interest income is recognised using the effective interest rate method.

Insurance claims are accounted for on the basis of claim admitted/expected to be admitted to the extent that there is no uncertainty in receiving the claim.

Dividend income is recorded when the right to receive payment is established.

(iii) Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

(iv) Property, plant and equipment (PPE)

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes



professional fees related to the acquisition of PPE and for qualifying assets, borrowing costs capitalised in accordance with the company's accounting policy.

Own manufactured PPE is capitalised at cost including an appropriate share of overheads. Administrative and other general overhead expenses that are specifically attributable to construction or acquisition of PPE or bringing the PPE to working condition are allocated and capitalised as a part of the cost of the PPE.

PPE not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

Depreciation is recognised using straight line method and WDV method so as to write off the cost of the assets (other than freehold land and properties under construction) less their residual values over their useful lives specified in Schedule II to the Companies Act, 2013, or in the case of assets where the useful life was determined by technical evaluation, over the useful life so determined. Depreciation method is reviewed at each financial year end to reflect the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of use full life/ residual value is accounted on prospective basis.

Where cost of a part of the asset ("asset component") is significant to total cost of the asset and useful life of that part is different from the useful life of the remaining asset, useful life of that significant part is determined separately and such asset component is depreciated over its separate use full life.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use.

Freehold land is not depreciated.

The estimated useful life of Property, Plant and Equipment is mentioned below:

Asset Class	Estimated Useful Life (Years)
Building	30
Plant & Machinery	15
Furniture and Fixtures	10
Computers	3
Office equipment	5
Vehicles	10
Wind Mill	22
Solar	15
Leasehold Land	Lease period

(v) Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.



The Company depreciates investment properties on a straight-line basis over the useful life of the asset as specified in the table above.

Any gain or loss on disposal of an investment property is recognised in the Statement of Profit and Loss.

The fair values of investment property is disclosed in the notes accompanying these financial statements. Fair values are determined by an independent valuer who holds recognised and relevant professional qualification.

(vi) Leases

The Company recognises right of use assets under lease arrangements in which it is the lessee. Rights to use assets owned by third parties under lease agreements are capitalised at the inception of the lease and recognised on the balance sheet. The corresponding liability to the lessor is recognised as a lease obligation. The carrying amount is subsequently increased to reflect interest on the lease liability and reduced by lease payments made. For calculating the discounted lease liability, the lessee's incremental borrowing rate is used. The incremental borrowing rate is calculated at the rate of interest at which the Company would have been able to borrow for a similar term and with a similar security the funds necessary to obtain a similar asset in a similar market.

Finance costs are charged to the income statement so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

Variable rents are not part of the lease liability and the right of use asset. These payments are charged to the income statement as incurred. If modifications or reassessments occur, the lease liability and right of use asset are re-measured. Right of use assets are depreciated over the shorter of the useful life of the asset or the lease term.

(vii) Inventories

Raw materials, work in progress, stores and spares and finished goods are valued at the lower of cost or net realizable value.

Cost of raw materials and stores and spares comprises cost of purchases. Cost is determined on weighted average basis.

Cost of work in progress and finished goods comprises direct materials, direct labour and an appropriate share of manufacturing overheads.

Cost of Inventories comprises of costs of purchase, cost of conversion, duties and taxes (other than those refundable), inward freight and all other costs incurred in bringing them to their respective present location and condition.

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

(viii) Statement of Cash Flows

A) Cash and Cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.



B) Statement of Cash Flows is prepared in accordance with the Indirect Method prescribed in the relevant Accounting

(ix) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains/(losses).

Borrowings are classified as current financial liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of along-term loan arrangement on or before the end of there porting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(x) Finance Cost

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

(xi) Foreign Currency Translation

(1) Functional and presentation currency:

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(2) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

**(xii) Employee Benefits****a) Short term obligations:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short-term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

b) Post-employment obligations:

The Company operates the following post-employment schemes.

1. Defined benefit plans (gratuity)

The Company has unfunded defined benefit gratuity plan for employees. Recognition and measurement of Defined Benefit plans:

The cost of providing defined benefits is determined using the Projected Unit Credit method with actuarial valuations being carried out at each reporting date. The defined benefit obligations recognized in the Balance Sheet represent the present value of the defined benefit obligations.

All expenses represented by current service cost, past service cost, if any, and net interest on the defined benefit liability/ (asset) are recognized in the Statement of Profit and Loss. Re-measurements of the net defined benefit liability/ (asset) comprising actuarial gains and losses are recognized in Other Comprehensive Income. Such re-measurements are not reclassified to the Statement of Profit and Loss in the subsequent periods.

The Company presents the above liability/ (asset) as current and non-current in the Balance Sheet as per actuarial valuation by the independent actuary.

2. Defined contribution plans such as provident fund

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(xiii) Dividend Distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the Company's shareholders.

(xiv) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share, is the net profit for the period. The weighted average number equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**(xv) Tax Expenses**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, to unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income.

Provision for Income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income- tax Act, 1961 and Revised Income Computation and Disclosure Standards (ICDS) of the Income-tax Act,1961.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to off set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(xvi) Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, there coverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

(xvii) Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an out flow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but



only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liability is disclosed in the case of:

- a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- a present obligation arising from past events, when no reliable estimate is possible;
- a possible obligation arising from past events, unless the probability of outflow of resources is remote.

Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

(xviii) Financial Instruments

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

Financial Assets

Initial Recognition and Measurement

At initial recognition, all financial assets are measured at fair value. Such financial assets are subsequently classified under following three categories according to the purpose for which they are held. The classification is reviewed at the end of each reporting period.

(a) Financial Assets at Amortised Cost

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, the year subsequently measure data mortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortisation is included as interest income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

(b) Financial Assets at Fair value through Other Comprehensive Income

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss, if any, are recognised in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

(c) Financial Assets at Fair value through Profit or Loss

At the date of initial recognition, financial assets are held for trading, or which are measured neither at Amortised Cost nor at Fair Value through OCI. There fore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in the Statement of Profit and Loss.

Investment in Equity Shares

Investments in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through other Comprehensive Income.

**Investments in Mutual Funds**

Investments in Mutual Funds are accounted for at cost. Any subsequent fair value gain or loss is recognized through Profit or Loss Account.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- (a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- (b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected life time losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the port folio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full life time ECL is used.

Financial Liabilities**Initial Recognition and Measurement**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent Measurement

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities':

(a) Financial Liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

(b) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

De-recognition of Financial Instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial



liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Derivative Financial Instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(xix) Significant Accounting Judgments, Estimates and Assumptions

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements which have significant effect on the amounts recognized in the financial statement:

a. Income taxes

Judgment of the Management is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The company reviews at each balance sheet date the carrying amount of deferred tax assets and liabilities. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

b. Contingencies

Judgment of the Management is required for estimating the possible out flow of resources, if any, in respect of contingencies/claim/litigations against the company as it is not possible to predict the outcome of pending matters with accuracy.

c. Allowance for uncollected accounts receivable and advances

Trade receivables are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management seems them not collectible. Impairment is made on ECL, which are the present value of the cash shortfall over the expected life of the financial assets.

d. Provisions

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgment to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

e. Defined Benefit Plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These Includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.



NOTE 2

PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/AMORTISATION				NET CARRYING AMOUNT		
	AS AT 01.04.2020	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	RE-CLASSIFICATION TO INVESTMENT PROPERTY	AS AT 31.03.2021	UP TO 01.04.2020	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	RECLASSIFICATION TO INVESTMENT PROPERTY	AS AT 31.03.2021	AS AT 31.03.2021
Freehold Land	6.50	-	-	-	6.50	-	-	-	-	-	6.50
Leasehold Land	5.51	-	-	-	5.51	0.57	0.14	-	-	0.71	4.80
Building	227.19	-	-	-	227.19	69.80	15.56	-	-	85.36	141.83
Windmill	149.91	-	-	-	149.91	45.11	11.28	-	-	56.39	93.52
Plant & Machinery	1,070.45	7.33	6.50	-	1,071.28	524.59	91.66	3.67	-	612.58	458.70
Computers	7.19	0.14	-	-	7.32	3.57	1.43	-	-	5.00	2.33
Furniture & Fixtures	1.95	0.41	-	-	2.35	0.76	0.08	-	-	0.84	1.51
Vehicles	42.06	-	17.22	-	24.84	23.85	3.71	11.03	-	16.53	8.31
Office Equipments	0.22	-	-	-	0.22	-	-	-	-	-	0.22
Solar	500.89	-	-	-	500.89	87.00	31.72	-	-	118.72	382.17
Total Property, Plant and Equipment	2,011.86	7.87	23.71	-	1,996.02	755.25	155.58	14.71	-	896.13	1,099.89

PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/AMORTISATION				NET CARRYING AMOUNT		
	AS AT 01.04.2019	PURCHASE DURING THE YEAR	DEDUCTION DURING THE YEAR	RE-CLASSIFICATION TO INVESTMENT PROPERTY	AS AT 31.03.2020	UP TO 01.04.2019	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	RECLASSIFICATION TO INVESTMENT PROPERTY	AS AT 31.03.2020	AS AT 31.03.2020
Freehold Land	6.50	-	-	-	6.50	-	-	-	-	-	6.50
Leasehold Land	5.51	-	-	-	5.51	0.43	0.14	-	-	0.57	4.94
Building	293.82	-	59.73	6.91	227.19	54.07	17.61	-	1.88	69.80	157.39
Windmill	149.91	-	-	-	149.91	33.83	11.28	-	-	45.11	104.80
Plant & Machinery	1,062.42	16.97	8.94	-	1,070.45	411.32	113.27	-	-	524.59	545.85
Computers	5.07	2.11	-	-	7.19	2.69	0.88	-	-	3.57	3.62
Furniture & Fixtures	1.99	0.10	0.14	-	1.95	0.68	0.08	-	-	0.76	1.18
Vehicles	32.06	10.00	-	-	42.06	17.51	6.34	-	-	23.85	18.21
Office Equipments	0.22	-	-	-	0.22	-	-	-	-	-	0.22
Solar	500.89	-	-	-	500.89	55.28	31.72	-	-	87.00	413.89
Total Property, Plant and Equipment	2,058.40	29.17	68.81	6.91	2,011.86	575.80	181.33	-	1.88	755.25	1,256.61

2.1. Refer Note Nos. 15.1, and 17.1 for the details in respect of certain property, plant and equipments hypothecated/ mortgaged as security for borrowing.

2.2. Additions during the year include Rs. 0.04 lakh (previous year: Rs.0.25 lakh) being borrowing cost capitalised in accordance with Indian Accounting Standard (Ind AS) 23 on "Borrowing Costs".

**NOTE 3****INVESTMENT PROPERTY**

(₹ in Lakhs)

Reconciliation of carrying amount

PARTICULARS	As at March 31, 2021
Gross Carrying Amount	
Balance As at 1 April 2020	6.91
Balance As at 31 March 2021	6.91
Accumulated Depreciation	
Balance As at 31 March 2020	1.88
Depreciation for the year	0.47
Closing accumulated depreciation at the year ended 31 March 2021	2.35
Balance As at 31 March 2021	2.35
Carrying Amounts	
As at 31 March 2020	5.03
As at 31 March 2021	4.56

Note 3.1

The fair value of investment property is ₹ 93.83 Lakh and the same has been determined by an external independent property valuer having appropriate recognised professional qualifications. The fair value measurement for investment property has been categorised as Level 2 fair value based on the inputs to the valuation technique used for determining the fair value of the property was based on the prevailing market price of similar property in the same locality. Rental income of investment property amounting to ₹ 3.38 Lakh has been recognised in the Statement of Profit and Loss [Other income - Refer Note No. 24]



Note 4 INVESTMENTS		(₹. in Lakhs)			
Particulars	Face Value per share	As at March 31, 2021		As at March 31, 2020	
		No. of Shares	Value	No. of Shares	Value
Investment (Quoted)					
Equity Instruments (At FVOCI)					
Asit C. Metha Financial Services Ltd.	10	20,000	14.68	20,000	10.60
Punjab National Bank	2	36,860	13.51	36,860	11.92
Aggregate amount of Quoted Investments and Market Value thereof			28.19		22.52
Net Value of Investments			28.19		22.52
Note 5 LOANS					
Security Deposits					
(a) Secured, Considered good			-		-
(b) Unsecured, Considered good			81.48		71.12
			81.48		71.12
Note 6 OTHER FINANCIAL ASSETS - NON CURRENT					
Other bank balances					
Deposits with original maturity for more than 12 months			25.91		24.51
			25.91		24.51
Note 7 OTHER NON - CURRENT ASSETS					
Capital Advances			-		-
Security deposit			0.18		0.18
			0.18		0.18
Note 8 INVENTORIES					
Raw Material			2,272.07		1,740.86
Work-in-progress			68.51		51.73
Finished Goods			222.75		302.14
Stores & Spares			107.76		117.99
			2,671.09		2,212.71
Note 9 TRADE RECEIVABLES					
(a) Secured, Considered Good			-		-
(b) Unsecured, Considered Good			1,719.96		2,067.72
Less : Allowance for Bad Debts			-		-
			1,719.96		2,067.72
Note 10 CASH & CASH EQUIVALENTS					
Balance With Banks (Current Account)			14.52		15.39
Cash on Hand			1.38		0.66
			15.90		16.05
Note 11 OTHER FINANCIAL ASSETS					
Advances to Staff			1.62		1.20
Others			0.18		0.18
			1.80		1.38



		(₹ in Lakhs)	
		As at March 31, 2021	As at March 31, 2020
Note 12	OTHER CURRENT ASSETS		
	Advance to suppliers and service providers	6.60	7.24
	Balance with Government Authorities	121.82	133.00
	Other Receivable	1.73	7.85
	Prepaid Expenses	9.14	8.80
		139.29	156.89
Note 13	EQUITY SHARE CAPITAL		
	Authorized Share Capital		
	70,00,000 (Previous year 70,00,000) Equity shares, ₹ 10/- each	700.00	700.00
		700.00	700.00
	Issued, Subscribed and Fully Paid Up Shares		
	58,70,000 (Previous year 58,70,000) Equity shares, ₹ 10/- each fully paid up	587.00	587.00
		587.00	587.00

Note No 13.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period March 31, 2021:

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	58,70,000	587.00	58,70,000	587.00
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Number of shares at the end	58,70,000	587.00	58,70,000	587.00

Note No 13.2: Terms/rights attached to equity shares:

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

Note No 13.3: The details of shareholders holding more than 5% shares in the Company:

Name of the shareholder	As at March 31, 2021		As at March 31, 2020	
	No. of shares held	% held	No. of shares held	% held
Smt. Usha Mutha	6,81,768	11.61%	6,81,768	11.61%
Smt. Sunita Mutha	4,68,400	7.98%	4,68,400	7.98%
Shri Piyush Mutha	5,21,750	8.89%	5,21,750	8.89%
Shri Praneet Mutha	5,21,050	8.88%	5,21,050	8.88%
Shri Rahul Mutha HUF	3,39,142	5.78%	3,39,142	5.78%
Vippy Industries Ltd.	5,98,464	10.20%	5,18,086	8.83%

Note 14 OTHER EQUITY

Reserves & surplus*

Capital Reserve #	5.80	5.80
General Reserves ##	25.00	25.00
Retained earnings ###	4,172.55	3,770.07
Other Comprehensive Income (OCI)		
-Fair Value of Equity Investments through OCI	23.72	18.22
	4,227.08	3,819.09



Capital Reserve: It represents the gains of the capital nature.

General Reserve: The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirement to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.

Retained earnings include remeasurement of net defined benefit plan

*For movement, refer statement of changes in equity.

		(₹ in Lakhs)	
Note 15	BORROWINGS - NON CURRENT	As at <u>March 31, 2021</u>	As at <u>March 31, 2020</u>
	Secured		
	Term Loan		
	From Banks:		
	HDFC Bank	<u>18.00</u>	<u>90.00</u>
		<u>18.00</u>	<u>90.00</u>

Note 15.1: Term Loan from HDFC Bank:

- i) Term loan from HDFC Bank secured against Solar Panel.
- ii) The Term loan is repayable as under:

Term Loan	No. of Instalments	Periodicity	Installment
HDFC Bank	20	Quarterly	18

- iii) The Company has not made any default as at the reporting date in repayment of term loan installment and interest.

Note 16	DEFERRED TAX LIABILITIES		
	Opening Balance	113.86	166.42
	Add/Less: Difference between written down value of fixed assets as per the Companies Act, 2013 and Income tax Act, 1961	(3.91)	1.33
	Less: Deferred tax liability reversed	-	(41.11)
	Add/Less: Equity Instruments designated at FVOCI	0.16	(12.78)
		<u>110.11</u>	<u>113.86</u>

Note 17	BORROWINGS - CURRENT		
	Secured		
	From Bank		
	Working Capital Facilities	<u>234.53</u>	690.16
		<u>234.53</u>	<u>690.16</u>

Note No. 17.1: Working capital facilities from HDFC Bank:

- i) Working capital facilities, fund based of ₹ 2200.00 Lakh and non fund based of ₹ 30.00 Lakh (Previous year ₹ 2200.00 Lakh and ₹ 30.00 lakh) is secured by hypothecation of stock of raw material, finished goods, semi finished goods, work in progress/process, stores and spares, packing materials and books debts. (ii) first pari passu charge on all the Company's current assets. The above said working capital facilities is also collaterally secured by way of personal guarantee of 2 (two) directors of the Company.
- ii) The Company has not made any default with respect to working capital facilities as at the reporting date.
- iii) Working capital facilities carries interest @ 7.75%.



		(₹ in lakhs)	
		As at	As at
		March 31, 2021	March 31, 2020
Note 18	TRADE PAYABLES		
	Current		
	Dues of micro and small enterprises	39.10	34.82
	Others	99.00	65.59
		<u>138.10</u>	<u>100.41</u>
Note 19	OTHER FINANCIAL LIABILITIES		
	Current Maturities of Long Term Debt*	72.00	72.00
	Employee salary and other payable	17.04	15.34
	Liabilities for expenses	311.38	294.94
	Sundry Creditors For Capital Goods	-	0.98
		<u>400.42</u>	<u>383.26</u>
	Note 19:1* Term loan from HDFC Bank:		
	i) Term loan from HDFC Bank secured against Solar Panel.		
	ii) The Term loan is repayable as under:		(₹ in Lakhs)
	Term Loan	No. of Instalments	Periodicity
	HDFC Bank	20	Quarterly
			Installment
			18
	iii) The Company has not made any default as at the reporting date in repayment of term loan installment and interest.		
Note 20	OTHER CURRENT LIABILITIES		
	Advances From Customers	3.57	6.20
	Statutory Dues Payable	14.34	11.95
		<u>17.91</u>	<u>18.15</u>
Note 21	PROVISIONS		
	Provision for Employee Benefits	23.36	32.46
		<u>23.36</u>	<u>32.46</u>
Note 22	CURRENT TAX LIABILITIES (NET)		
	Provision for taxation (net of tax payment)	31.74	0.33
		<u>31.74</u>	<u>0.33</u>



		(₹ in lakhs)	
		March 31, 2021	March 31, 2020
Note 23	REVENUE FROM OPERATION		
	Sales of Product	8,746.85	11,054.54
	Other Operating Revenue		
	Scrap Sales	10.54	11.46
		<u>8,757.39</u>	<u>11,066.00</u>
Note 24	OTHER INCOME		
	Interest Income	20.08	50.17
	Net Gain/Loss on Liquid Fund	11.82	9.02
	Provision no longer required	-	1.19
	Other Income	2.60	0.99
	Rent Income	3.38	1.69
		<u>37.88</u>	<u>63.06</u>
Note 25	COST OF MATERIALS CONSUMED		
	Material Consumed :		
	Opening Stock	1,740.86	2,535.16
	Add: Purchases	6,803.51	7,734.06
		<u>8,544.37</u>	<u>10,269.22</u>
	Less Closing Stock	2,272.07	1,740.86
		<u>6,272.30</u>	<u>8,528.36</u>
Note 26	CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE		
	<u>FINISHED GOODS</u>		
	Opening Stock of FG	292.55	194.20
	Closing Stock of FG	218.46	292.55
	Change in Stock of Finished Goods (A)	<u>74.09</u>	<u>(98.35)</u>
	<u>WORK IN PROGRESS</u>		
	Opening Stock of WIP	51.73	77.43
	Closing Stock of WIP	68.51	51.73
	Change in Stock of Work in Progress (B)	<u>(16.78)</u>	<u>25.70</u>
	<u>Saleable Waste</u>		
	Opening Stock	9.59	6.29
	Closing Stock	4.29	9.59
	Change in Stock of Saleable Waste (C)	<u>5.30</u>	<u>(3.30)</u>
	(A)+(B)+(C)	<u>62.61</u>	<u>(75.95)</u>
Note 27	EMPLOYEE BENEFIT EXPENSES		
	Salaries, Wages and Bonus	291.43	309.78
	Contribution to Provident and other funds	46.51	48.07
	Staff Welfare Expenses	4.08	4.60
		<u>342.02</u>	<u>362.45</u>



		(₹ in lakhs)	
		March 31, 2021	March 31, 2020
Note 28	FINANCE COST		
	Interest	29.62	73.13
	Bank charges	1.66	6.57
		<u>31.28</u>	<u>79.70</u>
Note 29	OTHER EXPENSES		
	Advertisement	0.53	2.72
	Consumption of Stores and Spares	104.75	82.44
	Directors' Sitting Fees	0.11	0.15
	Directors' Travelling	0.80	9.57
	Export Expenses	10.89	10.22
	Freight on sales	168.86	182.22
	Insurance Charges	16.49	18.44
	Lease Rent	0.08	0.08
	Legal & Professional Fee	20.23	17.72
	Membership Fees and Subscription	1.46	1.19
	Miscellaneous expenses	153.81	169.04
	CSR Exps	10.38	10.49
	Packing Material and Expenses	193.35	254.73
	Payment to Auditor (Refer Note 29.1 below)	2.95	2.50
	Power & Fuel	560.75	577.66
	Rates & Taxes	2.09	17.21
	Repairs & Maintenance:		
	Building	9.57	3.09
	Plant & Machinery	29.28	31.31
	Sales Commission	101.23	145.25
		<u>1,387.61</u>	<u>1,536.03</u>
Note 29.1	Payment to Auditors		
	Statutory Audit Fees	2.70	2.25
	Cost Audit fees	0.25	0.25
		<u>2.95</u>	<u>2.50</u>
Note 30	EARNING PER SHARE		
	(A) Profit attributable to Equity Shareholders	396.77	378.62
	(B) No. of Equity Share outstanding during the year	58,70,000	58,70,000
	(C) Face Value of each Equity Share (₹)	10	10
	(D) Basic & Diluted earning per Share (₹)	6.76	6.45
Note 31	CONTINGENT LIABILITIES		
	As on March 31, 2021 Contingent Liabilities amounts to ₹ 10.21 lakh (Previous Year ₹ 8.79 lakh)		
	Labour litigation - ₹ 9.24 Lakh and Bank Guarantee ₹ 0.97 Lakh		

**Note 32 INCOME TAX****(₹ in Lakhs)****The major components of income tax expense for the year ended March 31, 2021**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Current tax		
Current tax on profit for the year	155.50	114.50
Adjustments for the current tax of prior periods	(4.96)	(0.09)
Deferred Tax		
Deferred tax liabilities/ (assets)	(3.91)	(39.78)
	<u>146.63</u>	<u>74.63</u>

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before income tax expense	543.40	453.25
Tax Rate	25.168%	25.168%
Tax at the Indian tax rate	136.76	114.07
Tax Effect of :		
Effect of previous year adjustments	(4.96)	(0.09)
Effect of non deductible expenses	14.85	1.50
Effect of reversal of opening DTL for change in income tax rate	-	(41.11)
Others	(0.02)	0.26
Income Tax Expenses	<u>146.63</u>	<u>74.63</u>

Recognised Deferred tax Assets/ (Liabilities)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
A		
WDV of Fixed Assets as per Income Tax Act	661.09	802.73
WDV of Fixed Assets as per Companies Act	1,097.95	1,255.13
Deferred Asset/(Liability) of Depreciation	(436.86)	(452.40)
Total Deferred Asset/(Liability) on Timing Difference	(436.86)	(452.40)
Closing Deferred Tax Asset/(Liability)	(109.95)	(113.86)
Less: Opening balance of Deferred Tax Asset/ Liability	(113.86)	(153.64)
Recognised in P&L For the year	3.91	39.78
B		
Opening Balance of Deferred Tax liability on Equity Instrument	-	(12.78)
Add: Recognised in OCI for the year	(0.16)	12.78
Closing Balance of Deferred Tax Asset/(Liability)	(0.16)	-
Total Deferred Tax Asset/(Liability)	<u>(110.11)</u>	<u>(113.86)</u>

**Note 33 CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The group monitors capital on the basis of the following gearing ratio:

Particulars	(₹ in Lakhs)	
	As at March 31, 2021	As at March 31, 2020
Debt (Total Borrowings)	324.53	852.16
Total Equity	4814.08	4406.09
Cash and cash equivalents, other bank balances and liquid investments	70.00	63.09
Net debt equity ratio	0.05	0.18

Note 34 EMPLOYEE BENEFITS

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below:

(i) Defined Contribution Plan

Contribution to Defined Contribution Plan includes Provident Fund and Superannuation Fund. The expenses recognised for the year are as under:

Particulars	(₹ In Lakhs)	
	2020-21	2019-20
Employer's Contribution to Provident Fund	24.64	27.36
Employer's Contribution to Superannuation Fund	10.80	10.80

(ii) Defined Benefit Plan**Gratuity:**

The disclosure required as per Ind AS 19 "Employees Benefits" issued by the Institute of Chartered Accountants of India (ICAI) and as specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and based on the report generated by Life Insurance Corporation of India (LIC) is as under.

The following tables set out the funded status of the gratuity and the amounts recognised in the Company's financial statements as at 31 March 2021 and 31 March 2020.

Sr.No.	Particulars	(₹ In Lakhs)	
		2020-21	2019-20
I	Changes in present value of obligations		
	Present value of obligations as at the beginning of year	77.33	66.32
	Interest cost	5.61	4.97
	Current Service Cost	4.76	4.13
	Benefits Paid	(4.57)	(2.75)
	Actuarial Loss /(gain) on obligations	(5.71)	4.65
	Present value of obligations as at the end of year	77.42	77.33
II	Changes in the fair value of plan assets		
	Fair value of plan assets at the beginning of year	84.93	75.31
	Expected return on plan assets	6.30	5.62
	Contributions	5.95	6.65
	Benefits paid	(4.57)	(2.75)
	Actuarial gain on Plan assets	-	-
	Fair value of plan assets at the end of year	92.60	84.83



(₹ in Lakhs)

III Change in the present value of the defined benefit obligation and fair value of plan assets		
Present value of obligations as at the end of the year	77.42	77.33
Fair value of plan assets as at the end of the year	92.60	84.83
Net (liability) / asset recognized in balance sheet	(15.18)	(7.49)
IV Expenses Recognised in statement of Profit & Loss		
Current Service cost	4.76	4.13
Interest Cost	5.61	4.97
Expected return on plan assets	(6.30)	(5.62)
Expenses recognised in statement of Profit & Loss Account	4.07	3.49
In Other Comprehensive Income		
Actuarial (gain)/Loss for the year -Obligation	(5.71)	4.65
Actuarial gain for the year - plan assets	-	-
Total actuarial (gain)/ loss included in other comprehensive income	(5.71)	4.65
Assumption		
Discount Rate	7.00%	7.25%
Salary Escalation	7.00%	8.00%

Note 35 CORPORATE SOCIAL RESPONSIBILITIES

In accordance with the provisions of the section 135 of the Companies Act, 2013 and rules made there under, the expenditure incurred on CSR during the year are as under:

(₹ In Lakhs)

S. No.	Particulars	2020-21	2019-20
i)	Gross amount required to be spent by the company during the year	10.30	10.39
ii)	Amount Spent during the year :		
a)	Directly	-	-
b)	Indirectly	10.38	10.49
	Balance to be spent/(excess)	<u>(0.08)</u>	<u>(0.10)</u>

Note 36 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to credit risk, liquidity risk, market risk and price risk.

(A) Credit Risk

Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

Credit Risk Management

For financial assets the Company has an investment policy which allows the Company to invest only with counterparties having high credit ratings or with higher credentials. The Company reviews the creditworthiness of these counterparties on an ongoing basis. Another source of credit risk at the reporting date is from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The Company has provisioning policy for expected credit losses. There is no credit risk in bank deposits which are demand deposits.

(B) Liquidity Risk

The Company manages liquidity risk by maintaining adequate surplus, banking facilities and reserve borrowings facilities by continuously monitoring forecasts and actual cash flows. The Company has a system of forecasting next twelve months cash inflow and outflow and all liquidity requirements are planned. Trade and other payables are plugged as per credit terms and paid accordingly. All payments are made along due dates and requests for early payments are entertained after due approval and availing early payment discounts.



(₹ in Lakhs)

(C) Market Risk**Interest Rate Risk Exposure**

The Company is exposed to various types of borrowings as stated in Note Nos. 15 and 17 respectively. The Company's exposure to interest rate risks at the end of the reporting period is as follows:

(₹ In Lakhs)

Particulars	As at March 31, 2021		As at March 31, 2020	
	Amount	% of Total	Amount	% of Total
Fixed Rate Borrowings	-	-	-	-
Variable Rate Borrowings	324.53	100.00%	852.16	100.00%
Total Borrowings	324.53	100.00%	852.16	100.00%

Sensitivity Analysis on Rate Borrowings

The Company is exposed to various types of borrowings as stated in Note Nos. 15 and 17, respectively. The sensitivity analysis demonstrates a reasonably possible change in the interest rates, with all other variables held constant for the year ended March 31, 2021 and March 31, 2020, every 0.25% increase in the interest would decrease the company's profit approximately by Rs. 0.92 Lakhs and Rs. 1.86 Lakhs respectively. A 0.25% decrease in the interest rate would lead to an equal but opposite effect.

(D) Price Risk

The Company is exposed to price risk in basic ingredients of Company's raw material and is procuring finished components and bought out materials from vendors directly. The Company monitors its price risk and factors the price increase in pricing of the products.

Note 37 Related party disclosures as required under Ind AS 24, "Related Party Disclosures", are given below:

a) Name of the related party and description of relationship:

S.No.	Related Parties	Nature of Relationship
(i)	Shri Piyush Mutha	Managing Director (Key Management Personnel)
(ii)	Shri Mangalore Maruthi Rao	Whole time Director (Key Management Personnel)
(iii)	Shri Praneet Mutha	Director
(iv)	Shri Mohan Lal Jain*	Independent Director
(v)	Shri Subhash Kocheta	Independent Director
(vi)	Shri Raghuram Krishnamurthy	Independent Director
(vii)	Mrs. Deepa Sudhir Mekal	Independent Director
(viii)	Vippy Industries Ltd.	Entity in which Key Managerial person's relative having significant influence
(ix)	Hassan Ali	Chief Financial Officer (Key Management Personnel)
(x)	Ayushi Solanki**	Company Secretary (Key Management Personnel)
(xi)	Itisha Sahu***	Company Secretary (Key Management Personnel)

* Office of Shri Mohan Lal Jain, Independent Director of the company ceased w.e.f. 16.02.2021 due to his death.

** Ms. Ayushi Solanki appointed as Company Secretary of the Company w.e.f. 25.03.2021

*** Ms. Itisha Sahu resigned from the post of Company Secretary of the company w.e.f. 31.12.2020



(₹ in Lakhs)

b) Detail of transactions during the year with related parties.

S.No.	Related Parties	Nature of Transactions during the year	2020-21	2019-20
(i)	Vippy Industries Ltd.	Rent received	3.38	1.69
		Employee Benefits for Key Management Personnel & other Directors		
(ii)	Shri Piyush Mutha	Remuneration Paid:		
		Remuneration	85.88	90.00
		Provident Fund	9.68	10.80
		Superannuation fund	10.80	10.80
		Perquisite	1.41	1.34
(iii)	Shri Mangalore Maruthi Rao	Remuneration	3.94	4.20
(iv)	Shri Praneet Mutha	Sitting fees	0.05	0.05
(v)	Shri Mohan Lal Jain *	Sitting fees	0.02	0.02
(vi)	Shri Subhash Kocheta	Sitting fees	0.02	0.04
(vii)	Shri Raghuram Krishnamurthy	Sitting fees	-	-
(viii)	Mrs. Deepa Sudhir Mokal	Sitting fees	0.03	0.04
(ix)	Hassan Ali	Remuneration	2.68	2.65
(x)	Ayushi Solanki**	Remuneration	0.06	-
(x)	Itisha Sahu***	Remuneration	2.69	2.77

* Office of Shri Mohan Lal Jain, Independent Director of the company ceased w.e.f. 16.02.2021 due to his death.

** Ms. Ayushi Solanki appointed as Company Secretary of the Company w.e.f. 25.03.2021

*** Ms. Itisha Sahu resigned from the post of Company Secretary of the company w.e.f. 31.12.2020

c) Balances at end of the year with related parties.

(₹ in Lakhs)

S.No.	Related parties	Nature of Transactions during the year	As at March 31, 2021	As at March 31, 2020
(i)	Vippy Industries Ltd.	Rent Due	0.31	0.61

Note 38 Disclosures under Section 22 of the Micro, Small and Medium Enterprises Development Act 2006

(₹ in Lakhs)

S.No.	Particulars	As at March 31, 2021	As at March 31, 2020
(i)	Principal amount remaining unpaid to any supplier as at the end of the accounting year	39.10	34.81
(ii)	Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii)	The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day		
(iv)	The amount of interest due and payable for the year	-	-
(v)	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi)	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

**Note 39 FAIR VALUE MEASUREMENT**

The fair value of Financial instrument as of March 31, 2021 and March 31, 2020 were as follows:

(₹ in Lakhs)

Particulars	March 31, 2021	March 31, 2020	Fair value Hierarchy	Valuation Technique
Assets-				
Investment in Equity Instruments through OCI	28.19	22.52	Level-1	Quoted Market Price
Total	28.19	22.52		

The management assessed that Cash and Cash equivalents, loans, other balances with Banks, trade receivables, trade payables and other current liabilities/assets approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note 40 ESTIMATION OF UNCERTAINTIES RELATING TO GLOBAL HEALTH PANDEMIC COVID -19

Continuing spread of COVID-19 has affected the economic activity across the globe including India. This impact on the business will depend upon future developments that cannot be predicted reliably at this stage. However based on the preliminary estimates the Company does not anticipate any major challenge in meeting its financial obligations, on the long-term basis. Further the company is not exposed to any further risk over and above the provisions already made as at year ended 31st March 2021. However the company will closely monitor any material changes in future economic conditions impacting its business.

Note 41 Previous period figures have been regrouped and reclassified wherever considered necessary to confirm to this year's classifications.

Significant Accounting Policies**(Note No.1)****The accompanying notes form an integral part of the financial statements**

As per our report of even date attached

For R.S. Bansal & Company**Chartered Accountants****Firm's Registration Number: 000939C****(CA. Vijay Bansal)****Partner****Membership No. 075344****For and on behalf of the Board of Directors****Dewas****June 25, 2021**

Piyush Mutha
Managing Director

Praneet Mutha
Director

Ayushi Solanki
Company Secretary

Hassan Ali
Chief Financial Officer