



**THE WESTERN INDIA
C O T T O N S L T D**

65th Annual Report
2019 - 2020

**THE WESTERN INDIA
C O T T O N S L T D**

**Registered Office & Mills
Pappinisseri - 670 561, Kannur**

Directors

Shri P K Shameem	Managing Director
Shri R S Nair	Director
Shri A Ramachandra Shetty	Director
Shri A K Shereif	Director
Shri T T P Mahamood	Director
Smt Nadeera Shameem	Director

Statutory Auditors

M/s. Varma & Varma
Chartered Accountants
“Kavil” Temple Road, Talap,
Kannur- 670 002

Bankers

- 1) The ICICI Bank Ltd.
- 2) The Federal Bank Ltd.
- 3) The Bank of India
- 4) The State Bank of India
- 5) The IDBI Bank



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DIRECTORS' REPORT 2019-2020

FINANCIAL SUMMARY

Your Directors have pleasure in presenting their report and audited accounts for the financial year 2019-2020.

(Rs. In lakhs)

	2019-20	2018-19
Sales/Other Operating Income	344.60	354.10
Other Income	181.64	130.43
Gross Income	526.24	484.53
Profit before Tax	73.68	100.56
Provision for Taxation / Deferred Tax	-10.83	-30.85
Profit/Loss for the year	62.85	69.72
Add: Loss brought forward	2008.84	2078.56
Accumulated Loss as on 31st March	1945.99	2008.84

REVIEW OF OPERATIONS

Despite best efforts, owing to the unusual adverse market condition and with a conventional and limited product profile incapable of meeting the modern requirement as catered by the readymade market, sales revenue of trading operation resulted in Rs. 344.60 lakhs during the year, which is about Rs.10 lakhs less than the previous year. The rent income during the year stood at Rs. 155.36 lakhs and miscellaneous income at Rs. 26.28 lakhs resulting in total revenue during the year of Rs. 526.24 lakhs which is an increase of Rs.41.71 lakhs more than last year. Having given on lease the entire area developed as godown, the income on rent increased to Rs.155.36 lakhs. One more very old building was taken up for modernization and upgradation to bring it to the expected level of a godown which together at the current rate of rent might fetch about an additional Rs.4 lakhs per month. Thus with the normal expenses for maintenance and repair of existing godowns and the additional repair expenses for the building now undertaken, the total repair expenses during the year totals to Rs. 36.66 lakhs. This along with normal expenses towards fixed overheads and other related aspects as for an ongoing Company, the operational results ended in a profit of Rs.62.85 lakhs.

In regard to trading, the problem of uncertainty of demand for our limited conventional products is accelerated by availability of cheap and duplicate products flooding the market more so during the festival seasons. Despite our best efforts to achieve consistency of monthly sale of Rs. 40 lakhs, even the benefit of festival and season related sales was not available during the year and hence the average monthly sales income stood at to Rs 28.71 lakhs against the last year average of Rs. 29.5 lakhs which is evident from the following statement.

Period	Sale value	Average sale value per month
2018-19	Rs. 354 Lakhs	Rs.29.5 Lakhs
2019-20	Rs. 344 Lakhs	Rs. 28.7 lakhs

In the distinctly developed culture of preference for readymade items even for normal ware, which often are available on reduced rates on frequent reduction sales, the merely bleached mull items bear lowest priority in demand and are used presently for exceptional occasions as traditional ware. Also the number of players as competitors to our products is increasing every day mainly from Tamil Nadu. Despite confronting such significant challenges emanating from a deficient



product profile and proliferation of competitors with cheap items and shocking decline in textile business, your Company has been able to achieve a sales turnover of Rs. 344 lakhs, which is far insufficient to attain a breakeven.

In the past the Company had the benefit of some orders for specially made up items both internal and export oriented, demanding intricate specifications which were executed through the inbuilt technological competence of the Company. During the year there was virtually no export of any made up items. The income from internal special products sales during the year stood at Rs.77.66 lakhs.

In regard to **renting of godown space** in the Mill premises, considering the present trend of lean trading activities the immediate alternative has been to generate some income from godown renting of the large built up area in the Mill premises by carrying out essential repairs in the existing old buildings to suit minimum godown facilities. Recordically the buildings appear to have been constructed about 80 years ago with wood and tiled roofs which were maintained mainly from the point of view of preventing leakage and changing broken tiles and battens. Even this minimum maintenance was not done since 2003 after suspension of manufacturing activities of the Mill, which is being attended to during the last five years. Despite these adversities more and more space was rented during the year resulting in an income of Rs.155.36 lakhs.

The Company continues its honest efforts to achieve an average monthly sale of about Rs.40 lakhs, which alone in the present circumstances enable a breakeven and a comfortable surplus in trading operation. Despite the limited trading activities, the Company has to meet the huge operational expenses including expenses related to an ongoing Company.

In the background of the Company's strategic initiative and healthy management outlook all out efforts would be made to increase the sales and rent income.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED DURING THE END OF FINANCIAL YEAR AND THE DATE OF THE REPORT.

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2020 and the date of the Directors' Report i.e. 06.10.2020.

However, a portion of the land originally included the sales document was not handed over to the Company and hence not in our possession. To acquire the same the Company had to approach the court in 1990 and after considerable legal process through the Subordinate Court, single Bench of the High Court and the Division Bench of the High Court, the land was ordered to be handed over to the Company. The entire area consisting of about 9.3 acres is divided as per the High Court approved schedule into A, B, C and D of which on filing an execution petition, A, C and D have been handed over to the Company. As there is some construction in a small portion of schedule B, which is 3.99 acres, the Court is issuing notice to the occupants and will be handed over to the Company afterwards. The case is pending for finalization in the Sub- Court, Kannur and has not been taken up for hearing for quite some time now owing to the effect of Covid - 19.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY UPGRADATION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

The report required to be made pursuant to section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 is given in Annexure A to this report.

DIRECTORS:

Your Company has six Directors including the Managing Director and a Woman Director and **three Independent Directors** which is 50% of the Board strength.

All the Directors have filed Form MBP-1 regarding disclosure of concern or interest in any Company as required under Section 184(1) read with Rule 9(1) of the Companies Act, 2013.

RETIREMENT OF DIRECTORS:

Shri.T T P Mahamood (DIN No. 00411005) has to retire by rotation and is eligible for re-appointment. The Board reviewed his performance and recommended his reappointment for consideration of the Members.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS BY THE BOARD

In terms of the provisions of Schedule IV (Para VII) and section 134(3) (p) of the Companies Act, 2013, performance evaluation of the Independent Directors shall be done annually by the Board of Directors. An evaluation of the Independent Directors was conducted by the Board on 12-08-2020 in the absence of the concerned Directors. The Chairman of the Review Committee made a note of the result of such review and recorded.

PERFORMANCE REVIEW OF NON-INDEPENDENT DIRECTORS AND THE CHAIRMAN BY INDEPENDENT DIRECTORS.

In terms of the provisions of schedule IV (Para VIII) of the Companies Act, 2013, Independent Directors shall hold an Annual Meeting without the attendance of Non- Independent Directors and members of the Management and review the performance of Non-Independent Directors including the Chairman. Accordingly a review was held by the Independent Directors on 12-08-2020 and their opinion minuted and placed before the Board of Directors.

PERSONNEL:

There were no employees drawing remuneration in excess of the limits specified under section 134 of the Companies Act 2013 read with Rules of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, during the year under report.

APPOINTMENT OF KMP

Shri. Suneed Hashir is appointed as the Chief Financial Officer of the Company with effect from 01.01.2015

CONTRACT WITH RELATED PARTIES

There is no instance of any contract with related parties reportable during the year under review.

CORPORATE GOVERNANCE

Your Company is committed to adopting excellent corporate governance practices. It believes that proper corporate governance is not just a requirement for regulatory compliance, but also a facilitator for enhancement of stakeholders' value. The details of your Company's corporate governance practices are given in this Annual Report as a separate section, under Report on Corporate Governance as Annexure 'B'.

EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return in Form MGT 9 forms part of this Report and is given at Annexure 'C'.



DIRECTORS RESPONSIBILITY STATEMENT:

Your Directors hereby confirm:

1. That in the preparation of Accounts for the period ended 31st March 2020; applicable accounting standards have been followed along with proper explanation relating to material departures, wherever necessary.
2. That 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 for the financial year ended 31st March 2020 and of the profit/loss of the Company for that period.
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
4. That the statements of Profit and Loss and Balance Sheet have been prepared on a going concern basis.
5. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.

The Company has an elaborate internal financial controls and processes policy in place which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. These controls and processes are applied strictly and reviewed periodically. The Company has not revised any Financial Statements or Board's report during the preceding three years. The Company has not maintained any charges with the MCA.

AUDITORS:

In the 64th Annual General Meeting held on 26.9.2019, the shareholders have approved appointment of M/s Varma & Varma, Chartered Accountants, Kannur as Statutory Auditors of the Company to hold office for a period of three consecutive years from conclusion of the 64th AGM of the Company till the conclusion of the 67th AGM to be held in 2022.

INSURANCE:

The Company's assets have been adequately insured.

DIVIDEND:

Though your Company has earned small amounts of operational profits during the years 2010-2011 onwards and Rs. 69.72 lakhs in 2018-19 and Rs. 62.85 lakhs in 2019-20, owing to accumulated losses of Rs. 1945.99 lakhs as on 31st March 2020, no dividend could be declared under the Companies Act. Also, as the Company has huge accumulated loss, which is not set off in full against the current profits, there is no amount to be carried to reserves.

CORPORATE SOCIAL RESPONSIBILITY

Though your Company is not covered by Corporate Social Responsibility as per the Companies Act 2013, yet in its culture of being actively involved in social responsibilities, emphasis will continue to be laid on this aspect.



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

Nil

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSEL) ACT, 2013.

All employees of the Company having gone on voluntary retirement, the small scale trading activity is conducted with less than ten number of contract male employees. An Internal Complaints Committee is constituted to redress complaints if any received regarding sexual harassment. The Company has not received any complaint of sexual harassment during the year 2019-20.

ACKNOWLEDGEMENT

Your Directors place on record their thanks and appreciation to the employees of the Company at all levels, shareholders, agents and other business associates for their dedication and contribution to the Company's operations.

Your Directors place on record their thanks to The ICICI Bank Ltd., The Federal Bank Ltd., The State Bank of India, The Bank of India and The IDBI Bank for their valuable co-operation and support to the Company.

On behalf of the Board

P K Shameem
Managing Director

A K Shereif
Director

Place: Kannur
Date: 06.10.2020



Annexure - A to Directors Report

Particulars required as per Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988.

CONSERVATION OF ENERGY (Not applicable for the year ended 31.03.2019 and 31.03.2020 as there were no manufacturing activities.)

FORM B

FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF RESEARCH AND DEVELOPMENT (R&D), TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION.

Though the Company is not in the field of manufacturing, yet the Company avails of internet facility and contributes to various Textile Technology publications which render the latest technological aspects and research outcome in the textile industry

FOREIGN EXCHANGE EARNINGS AND OUTGO

1.	Activities relating to Export initiatives taken to increase exports and development of new export markets for products and services	Steps are being taken to increase exports by exploration through internet facilities
2.	Expenditure in Foreign Exchange	
	A) Used on account of travelling	NIL
	Activities relating to Exports	
	- On import of spares etc	NIL
	- Others (Commission)	NIL
	Total	NIL
3.	B) Total Earnings in foreign exchange	
	- On Account of sales	NIL

On behalf of the Board

P K Shameem
Managing Director

A K Shereif
Director

Place: Kannur
Date: 06.10.2020

ADDENDUM TO THE DIRECTORS' REPORT

Basis for Qualified Opinion

As stated in the report of the Statutory Auditors dated 25.08.2020 to the members as qualification, the expenditures incurred in i)repairs and maintenance of existing buildings Rs.32,55,445/- ii)Capital additions to office building Rs.4,76,565/- and iii)Capital additions to warehouse building & work in progress Rs.15,74,150/- are supported by company's own vouchers which are acknowledged by the recipients and duly approved by the Chief Financial Officer

Considering the present trend of very lean trading activities resulting in continuous losses, the immediate alternative has been to generate income from godown renting by carrying out critical repairs in the existing structures, which are more than 80 years old, to suit the minimum godown facilities by which the life of the buildings has been enhanced by another 15 to 20 years. By the efforts made on repairing the old buildings the rental income during the year increased to Rs 155.36 Lakhs from Rs.127.61 Lakhs in the previous year. This income will further increase in the coming year once the work in hand, continued from last year is completed.

The work consisted of replacement / repair of roofs, repair / replacement of the floor where from heavy machinery items were removed, patching of floor and walls of the building and frequent leakages and roofing sheet replacement which cannot be pre-assessed. Hence none of the work could have been given on contract basis as these are patch work on buildings and no particular skilled worker can be engaged continuously as the total work requires different skill.

The repair work involved large numbers of unskilled and skilled labour spread over a period of a full year. In this process there is no other method by which the labour could be paid other than by the Company's own vouchers as no temporary workers are willing to accept payment through instruments. As stated in the Statutory Auditors report to the members all vouchers have been properly described, receipted and accounted.

This is an exceptional situation and without any alternative and the result is evident from the increase in rental income.

On Behalf of the Board

P K Shameem
Managing Director

A K Shereif
Director

Place: Kannur
Date: 06.10.2020



ANNEXURE - B**REPORT ON CORPORATE GOVERNANCE**

The Board of Directors is pleased to present the Report on the compliance of Corporate Governance for the financial year ending 31st March 2020.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company firmly believes in and has consistently endeavoured to practice good Corporate Governance. The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, professionalism and accountability in all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, customers, suppliers, the government and the lenders.

BOARD OF DIRECTORS:

During the year under report, the Board comprised of Executive, Independent and Non-Executive Directors including a Woman Director. The Independent and Non-Executive Directors bring fresh air of independent judgment in the Board's deliberations and decisions.

Composition and category of Directors is as follows:

Category	Name of Directors/DIN
Executive Director	Shri P K Shameem -01218800
Non-Executive Director	Shri T T P Mahamood-00411005
Non-Executive Director	Smt. Nadeera Shameem - 07138353
Independent Director	Shri A Ramachandra Shetty -01215461
Independent Director	Shri R S Nair - 00860125
Independent Director	Shri A K Shereif -02368732

BOARD MEETINGS AND ATTENDANCE:

Five Board meetings were held in the year 2019-2020 on the following dates:

Sl.No	Date of Meeting	Board Strength	No. of Directors attended
1	28.05.2019	6	6
2	09.08.2019	6	5
3	26.09.2019	6	5
4	14.11.2019	6	6
5	13.02.2020	6	6

The Agenda and the papers for consideration at the Board meeting are circulated well in advance of the meeting. Adequate information is circulated as part of the Board paper and is also made available at the Board meeting to enable the Board to take informed decisions. Attendance of each Director at the Board meeting and last Annual General Meeting (AGM) and the number of Companies and Committees where he/she is Director/Member are given below: None of the Directors is disqualified. Necessary disclosures have been made by the Directors stating that they do not hold any membership in more than 10 Committees or Chairmanship of more than 5 Committees.

Name of the Director	Attendance		No. of other Directorships and Committee memberships		
	Board Meeting	Last AGM	Other Directorship Including Pvt Ltd.Cos.	Other Committee Membership	Other Committee Chairmanship
P K SHAMEEM	5	Yes	1	None	None
A K SHEREIF	5	Yes	None	None	None
R S NAIR	5	Yes	1	None	None
A RAMACHANDRA SHETTY	3	Yes	3	None	None
T T P MAHAMOOD	5	Yes	2	None	None
NADEERA SHAMEEM	5	Yes	None	None	None

Audit Committee:

The Audit Committee was reconstituted on 13/01/2007 with Shri R S Nair, as Chairman and Shri Ramachandra Shetty and Shri P K Shameem as members.

The role, terms of reference and the authority and power of the Audit Committee are in conformity with the requirements of the Companies Act, 2013.

The essential functions of the Committee include review of systems and procedures, overseeing the functioning of internal audit, and the effectiveness of controls and regulatory compliances. It also reviews with management the Company's financial statements, and financial reporting process, disclosure of financial information and observations of auditors before submission to the Board. It recommends the appointment of Statutory Auditors and their fees.

The Committee may -

Investigate any activity within its terms of reference.

Seek information from any employee.

Obtain outside legal or other professional advice,

Secure attendance of outsiders with relevant expertise, if considered necessary.

The Committee held four meetings during the year,

The attendance of the members at the Audit Committee meeting held during the year were as follows:

- | | |
|--------------------------------------|---|
| (1) Shri R.S.Nair | 4 |
| (2) Shri A.Ramachandra Shetty | 3 |
| (3) Shri P.K.Shameem | 4 |
| (4) Shri A.K.Shereif (Board Nominee) | 1 |

For one meeting in the leave of absence of a regular member.

Nomination and Remuneration Committee:

The Company has a detailed Nomination and Remuneration Policy which is posted in the Company's website.

The Company's Nomination and Remuneration Committee consists of the following:

1. Shri A Ramachandra Shetty - Chairman
2. Shri R S Nair
3. Shri A K Shereif



The terms of reference of the Remuneration Committee are:

1. To decide all elements of the remuneration package of all the Whole-Time Directors, i.e. salary, benefits, bonus, stock options, pension, etc.
2. To look into service contracts, notice period, severance fees etc.

The remuneration approach of the Company is positioned to rewarding and retaining high potential performers taking into account remuneration levels prevailing in comparable companies and the competitive requirements of the business. The Committee met once during the year.

Meeting of Independent Directors

The Company's three Independent Directors reviewed

- a. The performance of non-independent Directors, the Chairperson of the Board and the Board as a whole;
- b. 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.

Their opinion is recorded and noted by the Board.

DETAILS OF REMUNERATION TO NON- EXECUTIVE DIRECTORS

The Non-Executive Directors received a sitting fee of Rs.10, 000/- per Board Meeting and Rs.10,000/- per Committee Meeting with effect from August 2015.

REMUNERATION TO THE MANAGING DIRECTOR

A consolidated salary of Rs.1 Lakh per month was paid to the Managing Director from October 2019 totaling to Rs.6 Lakhs for the financial year 2019-20

DETAILS OF THE REMUNERATION PAID TO THE DIRECTORS FOR THE YEAR 2019-20

[Sitting fees for]

	BOARD MEETING	AUDIT COMMITTEE MEETING	TOTAL
P K SHAMEEM	—	—	—
A K SHEREIF	50,000	10,000	60,000
R S NAIR	50,000	40,000	90,000
A RAMACHANDRA SHETTY	30,000	30,000	60,000
T.T.P. MAHAMOOD	50,000	—	50,000
NADEERA SHAMEEM	50,000	—	50,000
TOTAL	2, 30,000	80,000	3,10,000

NUMBER OF SHARES HELD BY DIRECTORS:

The Shareholding of the Directors as on 31.03.2020 is given below:

1	Shri P K Shameem	3,26,277
2	Shri T T P Mahamood	22,400
3	Smt. Nadeera Shameem	70,200

STOCK OPTIONS AND PECUNIARY RELATIONSHIP:

No stock option has been given to any of the Directors.

STOCK OPTIONS TO EMPLOYEES

The Company does not have a scheme for grant of stock option to employees.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Grievance Committee has been constituted with the following members.

- 1) Ramachandra Shetty, Chairman.
- 2) P K Shameem, Member
- 3) T T P Mahamood, Member

Shareholders'/ Investors' Grievance Committee is authorised to:

1. Deal with all investor related issues including redressal of complaints from shareholders relating to transfer of shares, non- receipt of balance sheet etc.
2. To delegate such powers to company's officers, as may be necessary, including powers to approve transfers, transmissions, authenticate share certificates and to take other actions in relation to Shareholder related matters.

There were no complaints/grievances from shareholders during the year

Name and designation of Compliance Officer: Shri. Suneed Hashir, Chief Financial Officer

GENERAL BODY MEETINGS

Last three Annual General Meeting held

<i>AGM</i>	<i>Year</i>	<i>Location</i>	<i>Time</i>
62 nd	26 th Sept 2017	Regd. Office of the Company at Pappinisseri 670 561	11.00 AM
63 rd	29 th Sept 2018	Regd. Office of the Company at Pappinisseri 670 561	11.00AM
64 th	26 th Sept 2019	Regd. Office of the Company at Pappinisseri 670 561	11.00 AM

DETAILS OF SPECIAL RESOLUTIONS PASSED AT AGM DURING THE LAST THREE YEARS.

62nd AGM held on 26/09/2017: ONE-

Appointment of Shri. A.K.Shereif as Independent Director.

63rd AGM held on 29/09/2018: NIL

64th AGM held on 26.09.2019: Three

Appointments of Shri R.S.Nair and Shri A Ramachandra Shetty as Independent Directors and remuneration to Managing Director

POSTAL BALLOT

During the year under report there was no business which had to be conducted through postal ballot.

DISCLOSURES ON RELATED PARTY TRANSACTIONS, COMPLIANCE, WHISTLE BLOWER POLICY AND FRAUD.

Disclosures on materially significant related party transactions ie transaction of the company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

- i. During the year, the Company had not entered into any transaction with any of the related parties, which were in conflict with the interest of the Company.
- ii. Whistle Blower policy and affirmation that no personnel has been denied access to the Audit Committee.



The Company has a **WHISTLE BLOWER POLICY** which has been communicated to the employees. The policy provides a mechanism for employees to report their concerns about unethical behavior, actual or suspected, fraud or violation of company's code of conduct and provides safeguards against victimization of employees who avail the mechanism.

No **fraud** by the Company or against the Company was either detected or reported during the year under review.

MEANS OF COMMUNICATION

Immediately after the approval by the Board of Directors, the financial results are posted in the Company Website. Communication agenda is focused on indicating developments pertaining to our trading business emerging from sales agents, customers, suppliers and staff through top management to the Board and downward through the same channels. Free and frank communication is at all time encouraged.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting 2020: 28-12-2020 Financial Calendar { Tentative }	
a) Date of Book Closure	19-12-2020 to 28-12-2020 (both days inclusive)
b) Financial Results	<u>Result for the Period</u> <u>Expected date of Completion</u>
	First Quarter 15 th August 2020
	Second Quarter & Half yearly 30 th November 2020
	Third Quarter 14 th February 2021
	Audited Financial Results 28 th May 2021
c) Listing in Stock Exchanges	NA

Name of Depositories with whom the Company has entered into Agreement:

National Securities Depository Ltd. (NSDL)

ISIN Code INE-078F01017

4th Floor, "A" Wing, Trade World,

Kamala Mills Compound

Senapati Bapat Marg, Lower Parel,

Mumbai 400 013

Ph.4972964-70, 4972980, Fax 91 22497 2993, 497 2979

E mail:info@nsdl.co.in

Central Depository Services (India) Ltd.,

ISIN Code INE – 078F01017

Phiroze Jeejeebhoy Towers

16th Floor, Dalal Street

Mumbai 400 001

Ph.227233333, Fax 22722072

Registrar and Transfer Agents

(Share Transfer and communication regarding Share Certificates, Dividends and change of Address)

M/s. Cameo Corporate Services Ltd.,

Subramanian Building, Vth Floor,

No.1 Club House Road

Chennai 600 002

Tel. No.04428460390 (6 lines)

Fax no.044 28460129

E mail: cameo@cameoindia.com

Contact person Mr P.Muralidharan, Asst. Manager (Shares)

The physical transfer of shares, which was handled by the company directly, has also been handed over to the Registrars and Transfer Agent/s Cameo Corporate Services, Chennai as per direction of SEBI.

Shareholders may contact/write to the Secretarial Department of the Company for assistance / information when required.

Confirmation of Code of Conduct

All the Members of the Board and senior managerial personnel have affirmed compliance with the Code of Conduct framed by the Company.

The above report was adopted by Board of Directors at their meeting held on 12.08.2020

Statement of Declaration given by Independent Directors

All the three Independent Directors Shri R.S.Nair , Shri Ramamachandra Shetty and Shri A.K.Shreif gave declaration in terms of section 149(7)of the Company's Act that they meet the criteria of independence as provided u/s149(6)of the Company's Act.

Certificate of CEO and CFO

The Certificate of CEO and CFO on review of Financial Statements for the financial year ended on 31.03.2020 addressed to the Board was noted by the Board of Directors.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

1) Industry Structure and Development:

The Indian Textile Industry suffers from lack of stability in availability of raw material, high input cost and cost of conversion and low technology. The cheap goods coming from China and other neighboring countries in volumes have affected the overall business. Only Companies having latest technology with mass production capacity and strength of capital can survive.

2) Risk Management

The Board of Directors take special care in envisaging and when occurred managing risks that affect the financial health and performance of the Company. On reviewing the reports, especially the quarterly performance results, the Audit Committee and the Board scrutinize the risks that affected the performance of the Company and remedial measures suggested. Through the quality system practiced in the past by the Company, the staff is well trained in foreseeing possible inconsistencies in operations and brings to the notice of the top management. The risk management is keenly practiced through all processes of operations.



3) Risks, Concerns, Opportunities, and Threats.

The prices of raw materials were shooting up without any corresponding increase in the price of the finished products. The increase in cost of power, fuel, licence fees and taxes by the Government resulted in increased cost of products. The high cost of cotton affects the price of the finished products and hence is beyond the reach of the common man. This has affected the cotton textile business of small Companies adversely.

Despite such adversities, the Company has been able to make its presence felt in the market though comparatively in a smaller way, which is attributable to its long standing reputation, credibility and quality orientation.

The rent income during the year really came to the rescue of operational needs of the Company. Continuous efforts are on hand to increase the rent income by improving, including adding and modernizing, the godown facilities.

4) Segment-wise or Product-wise Performance Outlook

Trading operations could be carried out in a large scale only by considerably increasing the product profile from its present very few items of conventional bleached mull. This involves very high pitch of financing and risk bearing owing to stiff competition, for which resources have to be found. Immediate possibility of borrowing is ruled out in view of the present performance level of the Company. May be with the expected increase in rent income which has proven to be an encouraging source, increasing the product profile can be considered

5) Industrial Relations

As manufacturing operations in the Mill have been suspended, there were no dealings with the factory employees.

6) Internal Financial Control System

The Company has a well defined internal financial control system. Transactions are authorized and correctly reported. Control Systems are periodically reviewed by the Management and the Audit Committee. The Board is of the view that the existing control methods are operating satisfactorily and monitoring procedures are in place under the present policy of Internal Financial Control and Procedures.

7) Material Development in Human Resources and Industrial Relations including number of people employed:

Owing to the suspension of manufacturing operations since 2003 the Company's business is restricted to outsourcing the products on a far reduced scale. The operations are conducted through less than 10 nos. of staff from an office located in the town. The Staff are well trained under the umbrella of ISO, experienced and highly exposed to quality assurance and marketing strategy.

8) Discussion on Financial performance with regard to operational performance.

Despite best efforts, owing to the unusual adverse market condition with a conventional and limited product profile, sales revenue of trading operation resulted in just Rs. 3.45 crores during the year.. The rent income during the year stood at Rs. 155.36 lakhs and miscellaneous income at Rs. 26.27 lakhs Thus the total revenue during the year stood at Rs. 5.26 crores which is 41.71 lakhs more than the previous year and after meeting expenses towards fixed overheads and other related aspects as for an ongoing Company including maintenance of buildings in the Mill premises, resulted in a profit of Rs.62.85 lakhs,.

9) Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectation or predictions may be forward looking. These results are based on certain assumptions and expectation of future events. Actual results may however differ materially from those expressed or implied. Important factors that could make a difference to the Company's future operations include demand, raw material cost and availability, finished goods prices, changes in Govt. regulations and Tax laws, economic conditions within India and the countries with which the Company had business contacts and other environmental factors over which the Company does not have any control. Also the godown spaces leased out could not be a source of continuous income unless the buildings and facilities are restructured to suit the renewed requirement of modern godowns, which involves considerable investment.

10) Regulatory Compliance:

The Company has taken adequate steps to ensure compliance with various statutory and regulatory stipulations and guidelines.

11) Information on non Mandatory requirements:

1. The Company has not issued any Shares, GDR\ADR\Warrants or any convertible Instruments
2. The Company is not maintaining a separate office for the Chairman

On behalf of the Board

P K Shameem
Managing Director

A K Shereif
Director

Place: Kannur
Date: 06.10.2020



ANNEXURE - C

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31-03-2020

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

I. REGISTRATION AND OTHER DETAILS:

- i) **CIN:-** L17115KL1954PLC001709
- ii) **Registration Date:** 06/09/1954
- iii) **Name of the Company:** WESTERN INDIA COTTONS LIMITED
- iv) **Category / Sub-Category of the Company:** Public Limited Company/ Limited by Shares
- v) **Address of the Registered office and contact details:** PAPPINISSERI- 670561, KANNUR DISTRICT, KERALA.
Tel no.: 0497 2761353, email: wicottonltd@gmail.com
- vi) **Whether listed company - NO**
- vii) **Name, Address and Contact details of Registrar and Transfer Agent,**
M/s. Cameo Corporate Services Ltd. Subramanian Building, No.1 Club House Road, Chennai-600 002,
Tel no.: 044 28460390 (6 lines) Fax no.: 044 28460129
Contact Person : Mr P.Muralidharan, Assistant Manager (Shares)

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Textile products	17115	68.9%
2	Warehousing activity	99531213	31.1%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name And Address of The Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1		NA			
2					

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

(i) Category-wise Share Holding

Name of the Company : THE WESTERN INDIA COTTONS LIMITED
 Face Value : 10/-
 Paid up Shares as on 01-Apr-2019 : 4493280
 Paid-up Shares as on 31-Mar-2020 : 4493280
 For the Period from : April 1, 2019 to March 31, 2020

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	Indian									
a	Individuals/Hindu Undividedfamily	1427430	1679130	3106560	69.1379	1502130	1677730	3179860	70.7692	1.6313
b.	Central Government/ State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Bodies corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Financial institutions/Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any other									
	Sub - Total (A)(1)	1427430	1679130	3106560	69.1379	1502130	1677730	3179860	70.7692	1.6313
2.	Foreign									
a	Individuals (Non-resident individuals/foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Bodies corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any other									
	Sub - Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Share holding of promoter and Promoter group (A) = (A)(1)+(A)(2)	1427430	1679130	3106560	69.1379	1502130	1677730	3179860	70.7692	1.6313
B.	PUBLIC SHAREHOLDING									
1.	Institutions									
a	Mutual funds/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Financial institutions/banks	0	100000	100000	2.2255	0	100000	100000	2.2255	0.0000
c.	Central Government/ State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Insurance companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Foreign institutional investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	Foreign benturecapital investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	Any other									
	Sub - Total (B)(1)	0	100000	100000	2.2255	0	100000	100000	2.2255	0.0000
2.	Non-institutions									
a	Bodies corporate	3800	5100	8900	0.1980	11700	5100	16800	0.3738	0.1758
b.	Individuals -									
	I. Individual shareholdersholding nominal share capitalupto Rs. 1 Lakh	70000	553900	623900	13.8851	64300	495400	559700	12.4563	-1.4288



Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
	II. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	281020	186700	467720	10.4093	281020	176000	457020	10.1711	-0.2381
C.	Qualified foreign investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
D.	Any other									
	Hindu undivided families	200	0	200	0.0044	0	0	0	0.0000	-0.0044
	Non resident Indians	5200	180800	186000	4.1395	5000	174900	179900	4.0037	-0.1357
		5400	180800	186200	4.1439	5000	174900	179900	4.0037	-0.1402
	Sub - Total (B)(2)	360220	926500	1286720	28.6365	362020	851400	1213420	27.0052	-1.6313
	Total Public Shareholding (B) = (B)(1)+(B)(2)	360220	1026500	1386720	30.8620	362020	951400	1313420	29.2307	-1.6313
	Total (A)+(B)	1787650	2705630	4493280	100.0000	1864150	2629130	4493280	100.0000	0.0000
C	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and promoter group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total custodian (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Grand Total (A)+(B)+(C)	1787650	2705630	4493280	100.0000	1864150	2629130	4493280	100.0000	0.0000

IV. SHARE HOLDING PATTERN**(Equity Share Capital Breakup as percentage of Total Equity) (Contd.)****ii) Shareholding of promoters****Name of the Company: THE WESTERN INDIA COTTONS LIMITED**

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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 share	
1	VALLI MUTHURAMAN	240000	5.3413	0.0000	240000	5.3413	0.0000	0.0000
2	SHAMEEM P K	235167	5.2337	0.0000	308467	6.8650	0.0000	1.6313
2	P K SHAMEEM	13010	0.2895	0.0000	13010	0.2895	0.0000	0.0000
3	THE ESTATE OF P V RM KULANDAYAN CHETTIAR	158000	3.5163	0.0000	158000	3.5163	0.0000	0.0000
3	T T P MOHAMMED	22400	0.4985	0.0000	22400	0.4985	0.0000	0.0000
4	THEIVANAI RATHNA RAMANATHAN	124800	2.7774	0.0000	124800	2.7774	0.0000	0.0000
5	R.MUTHATHA	120000	2.6706	0.0000	120000	2.6706	0.0000	0.0000
6	NIDHYARAJESHWARI GUHANJTI: JAYALAKSHMI RAMANATHAN	114000	2.5371	0.0000	114000	2.5371	0.0000	0.0000
7	VISALAKSHI RAMANTHAN	109000	2.4258	0.0000	109000	2.4258	0.0000	0.0000
7	VISALAKSHI RAMANTHAN	11000	0.2448	0.0000	11000	0.2448	0.0000	0.0000
8	P K SALEEM	102477	2.2806	0.0000	102477	2.2806	0.0000	0.0000
9	DIVYA ANJALI RAMANATHAN	102090	2.2720	0.0000	102090	2.2720	0.0000	0.0000
9	DIVYA ANJALI RAMANATHAN	110	0.0024	0.0000	110	0.0024	0.0000	0.0000
10	JEYALAKSHMI RAMANATHAN	87800	1.9540	0.0000	87800	1.9540	0.0000	0.0000
11	P K NASREEN	76038	1.6922	0.0000	76038	1.6922	0.0000	0.0000
11	P K NASREEN	2700	0.0600	0.0000	2700	0.0600	0.0000	0.0000
12	K SP SUBRAMANIAN	72000	1.6023	0.0000	72000	1.6023	0.0000	0.0000
13	P K SAFIA UMMA	70810	1.5759	0.0000	70810	1.5759	0.0000	0.0000
14	NADEERA SHAMEEM	62900	1.3998	0.0000	62900	1.3998	0.0000	0.0000
14	NADEERA SHAMEEM	6700	0.1491	0.0000	6700	0.1491	0.0000	0.0000
14	NADEERA SHAMEEM	600	0.0133	0.0000	600	0.0133	0.0000	0.0000
15	P K RAZIA	62400	1.3887	0.0000	62400	1.3887	0.0000	0.0000
15	RAZIA P K	21838	0.4860	0.0000	21838	0.4860	0.0000	0.0000
16	VELLACHI RAMANATHAN	50000	1.1127	0.0000	50000	1.1127	0.0000	0.0000
17	SUNEED HASHIR	48500	1.0793	0.0000	48500	1.0793	0.0000	0.0000
17	SUNEED HASHIR	1700	0.0378	0.0000	1700	0.0378	0.0000	0.0000
18	P K MAYAN	43670	0.9718	0.0000	43670	0.9718	0.0000	0.0000
19	P K MOHAMMED	43630	0.9710	0.0000	43630	0.9710	0.0000	0.0000



Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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 share	
20	P K NAFEESA UMMA	42320	0.9418	0.0000	42320	0.9418	0.0000	0.0000
21	UMAYAL.R.	41800	0.9302	0.0000	41800	0.9302	0.0000	0.0000
22	TARIQ ALI SHAMEEM	40500	0.9013	0.0000	41700	0.9280	0.0000	0.0267
22	TARIQ ALI SHAMEEM	1200	0.0267	0.0000	0	0.0000	0.0000	-0.0267
23	P K FAIZAL MOIDU	39778	0.8852	0.0000	39778	0.8852	0.0000	0.0000
24	ABDULLA FAHAD MOIDU	39778	0.8852	0.0000	39778	0.8852	0.0000	0.0000
25	A K MARIYU	33210	0.7391	0.0000	33210	0.7391	0.0000	0.0000
26	P K HASHIM	25330	0.5637	0.0000	25330	0.5637	0.0000	0.0000
26	HASHIM P K	16442	0.3659	0.0000	16442	0.3659	0.0000	0.0000
27	K SUBRAMANIAN	24000	0.5341	0.0000	24000	0.5341	0.0000	0.0000
28	SEETHA SUBRAMANIAN	24000	0.5341	0.0000	24000	0.5341	0.0000	0.0000
29	P K NASEEM	23670	0.5267	0.0000	23670	0.5267	0.0000	0.0000
30	A K HARRIS	23000	0.5118	0.0000	23000	0.5118	0.0000	0.0000
31	AZRAA SHAMEEM	22700	0.5051	0.0000	22900	0.5096	0.0000	0.0044
31	AZRAA SHAMEEM	12535	0.2789	0.0000	12535	0.2789	0.0000	0.0000
31	AZRAA SHAMEEM	200	0.0044	0.0000	0	0.0000	0.0000	-0.0044
31	AZRAA SHAMEEM	15	0.0003	0.0000	15	0.0003	0.0000	0.0000
32	T T P MAYAN	22400	0.4985	0.0000	22400	0.4985	0.0000	0.0000
33	T T P ALI	22400	0.4985	0.0000	22400	0.4985	0.0000	0.0000
34	SHAHEEN HASHIR	21600	0.4807	0.0000	21600	0.4807	0.0000	0.0000
34	SHAHEEN HASHIR	2000	0.0445	0.0000	2000	0.0445	0.0000	0.0000
35	MEHEDI HASHIR	20000	0.4451	0.0000	20000	0.4451	0.0000	0.0000
35	MEHEDI HASHIR	9700	0.2158	0.0000	9700	0.2158	0.0000	0.0000
36	Y ABDULLA KUNHI	20000	0.4451	0.0000	20000	0.4451	0.0000	0.0000
36	Y ABDULLA KUNHI	2700	0.0600	0.0000	2700	0.0600	0.0000	0.0000
37	K M MOHAMMOOD	20000	0.4451	0.0000	20000	0.4451	0.0000	0.0000
38	FARZANA MOIDU	19888	0.4426	0.0000	19888	0.4426	0.0000	0.0000
39	SHABREEN HASHIR	19800	0.4406	0.0000	19800	0.4406	0.0000	0.0000
39	SHABREEN HASHIR	2000	0.0445	0.0000	2000	0.0445	0.0000	0.0000
40	A K MUNEER	18500	0.4117	0.0000	18500	0.4117	0.0000	0.0000
41	P K ZAREENA	17900	0.3983	0.0000	17900	0.3983	0.0000	0.0000
42	P K WAHEEDA	17900	0.3983	0.0000	17900	0.3983	0.0000	0.0000
43	P K RAFIA	16650	0.3705	0.0000	16650	0.3705	0.0000	0.0000
43	RAFIYA P K	8221	0.1829	0.0000	8221	0.1829	0.0000	0.0000
44	K M KUTTIBI	16480	0.3667	0.0000	16480	0.3667	0.0000	0.0000
45	MOHAMED P K	16442	0.3659	0.0000	16442	0.3659	0.0000	0.0000
45	P K MOHAMED	13330	0.2966	0.0000	13330	0.2966	0.0000	0.0000

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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 share	
46	HARIS P K	16442	0.3659	0.0000	16442	0.3659	0.0000	0.0000
46	P K HARIS	13330	0.2966	0.0000	13330	0.2966	0.0000	0.0000
47	MAYAN P K	16442	0.3659	0.0000	16442	0.3659	0.0000	0.0000
47	P K MAYAN	13330	0.2966	0.0000	13330	0.2966	0.0000	0.0000
47	P K MOHAMMED MAYAN	6000	0.1335	0.0000	6000	0.1335	0.0000	0.0000
48	P K NAFEESA UMMA	15190	0.3380	0.0000	15190	0.3380	0.0000	0.0000
49	T KAMARUNNISSA	14206	0.3161	0.0000	14206	0.3161	0.0000	0.0000
50	UMAIBAN	12000	0.2670	0.0000	12000	0.2670	0.0000	0.0000
51	P P KUNHIBI	12000	0.2670	0.0000	12000	0.2670	0.0000	0.0000
51	P P KUNHIBI	5200	0.1157	0.0000	5200	0.1157	0.0000	0.0000
52	P K NAFEESA UMMA	11700	0.2603	0.0000	11700	0.2603	0.0000	0.0000
53	P K NAFEESA UMMA	11600	0.2581	0.0000	11600	0.2581	0.0000	0.0000
54	P K SAJIDHA	11565	0.2573	0.0000	11565	0.2573	0.0000	0.0000
55	P K BABIDHA	11565	0.2573	0.0000	11565	0.2573	0.0000	0.0000
56	P K SHARMIN	11565	0.2573	0.0000	11565	0.2573	0.0000	0.0000
57	T T P KAYYU	11220	0.2497	0.0000	11220	0.2497	0.0000	0.0000
58	A K AYISUMMA	10000	0.2225	0.0000	10000	0.2225	0.0000	0.0000
59	Y MOIDEEN RIZWAN	10000	0.2225	0.0000	10000	0.2225	0.0000	0.0000
59	YENEPOYA MOIDEEN RIZWAN	2200	0.0489	0.0000	2200	0.0489	0.0000	0.0000
60	Y MOHAMMED FARHAD	10000	0.2225	0.0000	10000	0.2225	0.0000	0.0000
60	YENEPOYA MOHAMED FARHAD	2200	0.0489	0.0000	2200	0.0489	0.0000	0.0000
61	Y ZULEKHA NIZAT	10000	0.2225	0.0000	10000	0.2225	0.0000	0.0000
62	K M AYSHA	10000	0.2225	0.0000	10000	0.2225	0.0000	0.0000
63	K M AMINA	10000	0.2225	0.0000	10000	0.2225	0.0000	0.0000
64	K M KUTTIBI	10000	0.2225	0.0000	10000	0.2225	0.0000	0.0000
65	JAMEELA P K	8221	0.1829	0.0000	8221	0.1829	0.0000	0.0000
65	P K JAMEELA	6650	0.1479	0.0000	6650	0.1479	0.0000	0.0000
66	NIDHYA RAJESWARI GUHAN	6000	0.1335	0.0000	6000	0.1335	0.0000	0.0000
66	NIDHYA RAJESWARI GUHAN	2700	0.0600	0.0000	2700	0.0600	0.0000	0.0000
67	P K MOHAMMED MEHABOOB	6000	0.1335	0.0000	6000	0.1335	0.0000	0.0000
68	A S JASMIN	5500	0.1224	0.0000	5500	0.1224	0.0000	0.0000
68	JASMINE HARRIS	1000	0.0222	0.0000	1000	0.0222	0.0000	0.0000
69	ARACHAM VEETIL HAJARABI	5455	0.1214	0.0000	5455	0.1214	0.0000	0.0000
70	A K NIZAR	5000	0.1112	0.0000	5000	0.1112	0.0000	0.0000



Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total share	
71	JASMIN MUNEER	5000	0.1112	0.0000	5000	0.1112	0.0000	0.0000
72	P P FERZANA	4900	0.1090	0.0000	4900	0.1090	0.0000	0.0000
73	SHAMEEM P KJT1 : NADEERA SHAMEEM	4800	0.1068	0.0000	4800	0.1068	0.0000	0.0000
74	P K AMINA	4000	0.0890	0.0000	4000	0.0890	0.0000	0.0000
75	A K NAFEESA	4000	0.0890	0.0000	4000	0.0890	0.0000	0.0000
76	A K IMTHIAS	4000	0.0890	0.0000	4000	0.0890	0.0000	0.0000
77	A K UMMULAIMA	4000	0.0890	0.0000	4000	0.0890	0.0000	0.0000
78	K P MOIDEEN KUTTY	3180	0.0707	0.0000	3180	0.0707	0.0000	0.0000
79	K P UNNIKKAMMOO	3180	0.0707	0.0000	3180	0.0707	0.0000	0.0000
80	K P IBRAYAN	3180	0.0707	0.0000	3180	0.0707	0.0000	0.0000
81	K P MAYAN	3180	0.0707	0.0000	3180	0.0707	0.0000	0.0000
82	P K SAYEEDA	3000	0.0667	0.0000	3000	0.0667	0.0000	0.0000
83	P K FAIZAL	3000	0.0667	0.0000	3000	0.0667	0.0000	0.0000
84	P P UMMER KUTTY	2700	0.0600	0.0000	2700	0.0600	0.0000	0.0000
84	P P UMMER KUTTY	200	0.0044	0.0000	200	0.0044	0.0000	0.0000
85	K P PATHUMMAKUTTY	2440	0.0543	0.0000	2440	0.0543	0.0000	0.0000
86	K P KUNHAMINA UMMA	2420	0.0538	0.0000	2420	0.0538	0.0000	0.0000
87	K P MARIYAM	2420	0.0538	0.0000	2420	0.0538	0.0000	0.0000
88	PARAVATHI ACHI. RM	2400	0.0534	0.0000	2400	0.0534	0.0000	0.0000
89	TARIQ ALI SHAMEEMJT1: NADEERA SHAMEEM	1500	0.0333	0.0000	1500	0.0333	0.0000	0.0000
90	K P MAYANJT1: FARIDA MAYAN	1000	0.0222	0.0000	1000	0.0222	0.0000	0.0000
91	MARIAM MOHAMMED	1000	0.0222	0.0000	1000	0.0222	0.0000	0.0000
92	M K RIYAZ	560	0.0124	0.0000	560	0.0124	0.0000	0.0000
93	M K IMITIAZ	560	0.0124	0.0000	560	0.0124	0.0000	0.0000
94	M K HARIS	560	0.0124	0.0000	560	0.0124	0.0000	0.0000
95	M K ASHRAF	560	0.0124	0.0000	560	0.0124	0.0000	0.0000
96	M K AFSAL	560	0.0124	0.0000	560	0.0124	0.0000	0.0000
97	TARIQ ALI SHAMEEMJT1: (BY F&G P K SHAMEEM)	500	0.0111	0.0000	500	0.0111	0.0000	0.0000
98	M K AYSHA	500	0.0111	0.0000	500	0.0111	0.0000	0.0000
99	FATHIMA PARVEEN	350	0.0077	0.0000	350	0.0077	0.0000	0.0000
100	MUJEEBA MUKTHAR	350	0.0077	0.0000	350	0.0077	0.0000	0.0000
101	K P MOIDEEN KUTTYJT1: M SAJYTHA	300	0.0066	0.0000	300	0.0066	0.0000	0.0000
102	K P MARIYAM	200	0.0044	0.0000	200	0.0044	0.0000	0.0000
103	A K IBRAHIM	50	0.0011	0.0000	50	0.0011	0.0000	0.0000

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)
(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):
Name of the Company : THE WESTERN INDIA COTTONS LTD

Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	ESTATE OF KL RAMANATHAN				
	At the beginning of the year 30-Mar-2019	216160	4.8107	216160	4.8107
	At the end of the Year 31-Mar-2020	216160	4.8107	216160	4.8107
1	ESTATE OF KL RAMANATHAN				
	At the beginning of the year 30-Mar-2019	114000	2.5371	114000	2.5371
	At the end of the Year 31-Mar-2020	114000	2.5371	114000	2.5371
2	KERALA STATE INDUSTRIAL DEVL CORPORATION				
	At the beginning of the year 30-Mar-2019	100000	2.2255	100000	2.2255
	At the end of the Year 31-Mar-2020	100000	2.2255	100000	2.2255
3	TAKEOFF ENTERPRISES LTD				
	At the beginning of the year 30-Mar-2019	100000	2.2255	100000	2.2255
	At the end of the Year 31-Mar-2020	100000	2.2255	100000	2.2255
4	VELLACHI R				
	At the beginning of the year 30-Mar-2019	50000	1.1127	50000	1.1127
	At the end of the Year 31-Mar-2020	50000	1.1127	50000	1.1127
5	ESTATE OF KL.VALLIAMMAI ACHI				
	At the beginning of the year 30-Mar-2019	36360	0.8092	36360	0.8092
	At the end of the Year 31-Mar-2020	36360	0.8092	36360	0.8092
6	SUVARNA RAJU JAMBHALE				
	At the beginning of the year 30-Mar-2019	28500	0.6342	28500	0.6342
	At the end of the Year 31-Mar-2020	28500	0.6342	28500	0.6342
7	M A HARIS				
	At the beginning of the year 30-Mar-2019	12000	0.2670	12000	0.2670
	At the end of the Year 31-Mar-2020	12000	0.2670	12000	0.2670
8	RM SUBBIAH				
	At the beginning of the year 30-Mar-2019	10700	0.2381	10700	0.2381
	Sale 14-Jun-2019	-10700	0.2381	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
8	R M SUBBIAH				
	At the beginning of the year 30-Mar-2019	4400	0.0979	4400	0.0979
	Sale 14-Jun-2019	-4400	0.0979	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000
8	R M SUBBIAH				
	At the beginning of the year 30-Mar-2019	2700	0.0600	2700	0.0600
	Sale 14-Jun-2019	-2700	0.0600	0	0.0000
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000



Sl No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No of shares	% of total shares of the company	No of shares	% of total shares of the company	
9	AYSHA NAZNEEN					
	At the beginning of the year 30-Mar-2019	10000	0.2225	10000	0.2225	
	At the end of the Year 31-Mar-2020	10000	0.2225	10000	0.2225	
10	SALEEM C T					
	At the beginning of the year 30-Mar-2019	9500	0.2114	9500	0.2114	
	Sale 14-Jun-2019	-9500	0.2114	0	0.0000	
	At the end of the Year 31-Mar-2020	0	0.0000	0	0.0000	
11	CAMEO CORPORATE SERVICES LTD WIC EXIT OFFER ESCROW AC					
	At the beginning of the year 30-Mar-2019	1100	0.0244	1100	0.0244	
	Purchase 05-Apr-2019	1000	0.0222	2100	0.0467	
	Purchase 12-Apr-2019	400	0.0089	2500	0.0556	
	Purchase 19-Apr-2019	200	0.0044	2700	0.0600	
	Purchase 10-May-2019	800	0.0178	3500	0.0778	
	Purchase 21-Jun-2019	1800	0.0400	5300	0.1179	
	Purchase 28-Jun-2019	200	0.0044	5500	0.1224	
	Purchase 05-Jul-2019	200	0.0044	5700	0.1268	
	Purchase 08-Nov-2019	200	0.0044	5900	0.1313	
	Purchase 15-Nov-2019	600	0.0133	6500	0.1446	
	Purchase 03-Jan-2020	200	0.0044	6700	0.1491	
	Purchase 10-Jan-2020	2000	0.0445	8700	0.1936	
	Purchase 14-Feb-2020	300	0.0066	9000	0.2002	
		At the end of the Year 31-Mar-2020	9000	0.2002	9000	0.2002



v) **Shareholding of Directors and Key Managerial Person of the company:**

Sl No	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	P K SHAMEEM	252977	5.630%	326277	7.261%
2	T T P MAHAMOOD	22400	0.499%	22400	0.499%
3	R S NAIR	NIL	NIL	NIL	NIL
4	A RAMACHANDRA SHETTY	NIL	NIL	NIL	NIL
5	A K SHEREIF	NIL	NIL	NIL	NIL
6	NADEERA SHAMEEM	70200	1.562%	70200	1.562%
7	SUNEED HASHIR	50200	1.117%	50200	1.117%

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial year		0		0
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		0		0
Change in Indebtedness during the financial year				
*Addition				
*Reduction				
Net Change				
Indebtedness at the end of the financial year				
iv) Principal Amount		0		0
v) Interest due but not paid				
vi) Interest accrued but not due				
Total (i+ii+iii)	-	0		0



VI. REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S.No.	Particulars of Remuneration	Name of the Persons	
		P.K.SHAMEEM	Total amount
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000
	(b) Value of perquisites u/s 17(2) Income - Tax Act 1961	0.00	0.00
	(c) Profits in Lieu of salary under section 17(3) of the Income-Tax Act , 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission -as % of the Profits - others, Specify.	0.00	0.00
5	Others, Please specify	0.00	0.00
	Total (A)	6,00,000	6,00,000
	Ceiling as per Act	NA	NA

B. Remuneration to other directors:

1	Independent Directors	R.S. Nair	A.R. Shetty	A.K. Shereif	T.T.P. Mahamood	Nadeera Shameem	Total Amount
	Fee for attending board meetings/ Committee meetings	90,000	60,000	60,000	—	—	2,10,000
	Commission	—	—	—	—	—	0.00
	Others, please specify	—	—	—	—	—	0.00
	Total (1)	90,000	60,000	60,000	—	—	2,10,000
2.	Other than executive Directors						
	Fee for attending board meetings/ Committee meetings	—	—	—	50,000	50,000	1,00,000
	Commission	—	—	—	0.00	0.00	0.00
	Total (2)	—	—	—	50,000	50,000	1,00,000
	Total (B)= (1+2)	90,000	60,000	60,000	50,000	50,000	3,10,000
	Total Managerial Remuneration	—	—	—	—	—	3,10,000
	Overall Ceiling as per Act	—	—	—	—	—	—

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

SNo	Particulars of Remuneration	Name of the persons	
		SUNEED HASHIR	TOTAL AMOUNT
1	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4,90,000	4,90,000
	(b) Value of perquisites u/s 17(2) Income Tax Act 1961	0.00	0.00
	(c) Profits in Lieu of salary under section 17(3) of the Income-Tax Act , 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission -as % of the Profits - others, Specify.	0.00	0.00
5	Others, Please specify	0.00	0.00
	Total (A)	4,90,000	4,90,000

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		NIL			
Penalties	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS		NIL			
Penalties	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT		NIL			
Penalties	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

On behalf of the Board

Kannur
06.10.2020

Managing Director

INDEPENDENT AUDITOR'S REPORT

To the Members of Western India Cottons Limited
Kannur

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the financial statements of Western India Cottons Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss, the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the ‘*Basis for Qualified Opinion*’ section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31st, 2020, and its profit and changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As stated in Note No. 37 of financial statements, expenditure incurred during the year towards wages paid to daily labourers engaged by the company to carry out Repairs and Maintenance of existing buildings amounting to Rs.32,55,445/- and for undertaking capital additions to buildings amounting to Rs.4,76,565/- and for additions to buildings under Capital Work-In Progress amounting to Rs.15,74,150/- are supported by the company’s own vouchers which are acknowledged by the recipients and duly approved by the management.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the ‘*Auditor’s Responsibilities for the Audit of the Financial Statements*’ section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

We draw attention to Note No 40 to the financial statements which describes the impact of the COVID-19 pandemic on the operations and financial position of the company and the continuing uncertainties.

Our opinion is not modified in respect of this matter.

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 Board of Directors Report including Annexures to Board’s Report but does not include the financial statements and our auditor’s report thereon. The management report is expected to be made available to us after the date of this auditor’s report.

Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the management report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under 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, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's 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 scepticism throughout the audit. We also:

- a) 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.

- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) 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.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 except as stated in Basis for Qualified Opinion section above;



- b) Except for the possible effects of the matters described in the Basis for Qualified section above, 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, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164(2) of the Act;
- f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion section above;
- 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 read with Schedule V of the Act;

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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 on its financial position in its Ind AS financial statements – Refer Note no. 33 to the Ind AS 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 were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For **VARMA & VARMA**
(FRN:004532S)

Sd/-
Prasanth D Pai
Chartered Accountant
(M.No.: 217750)
Chartered Accountant
UDIN:20217750AAA AHM4453
[M. No: 217750]

Place: Kannur
Date: 25-08-2020



**“ANNEXURE A” REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING
“REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS”
OF OUR INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE
FINANCIAL STATEMENTS OF WESTERN INDIA COTTONS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2020**

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) We are informed that fixed assets of the Company are physically verified by the management in accordance with a phased programme at reasonable intervals and that no material discrepancies have been noticed on such verification.
(c) According to the information and explanations given to us, the records of the Company examined by us and based on the details of land and buildings furnished to us by the Company, the title deeds of immovable properties are held in the name of the Company.
2. We are informed that the physical verification of inventory has been conducted by the management at the year end and that no material discrepancies were noticed on such verification.
3. According to the information and explanations given to us and the records of the Company examined by us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the reporting requirements under clauses (iii) (a) to (c) of paragraph 3 of the Order are not applicable.
4. According to the information and explanations given to us and the records of the Company examined by us, the Company has not granted any loans or given any guarantee or security for which the provisions of section 185 and 186 of the Act are applicable and the Company has complied with the provisions of section 186 of the Act in respect of investments made by it.
5. The Company has not accepted any deposits from the public during the year and hence, the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable.
6. To the best of our knowledge and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148 (1) of the Act for the Company at this stage.
7. (a) As per the information and explanations furnished to us and according to our examination of the records of the Company, except for certain instances of delays in depositing provident fund, income tax, goods and service tax and employees state insurance the Company has been generally regular in depositing undisputed statutory dues as applicable to the Company to the appropriate authorities during the year.

There are no arrears of undisputed statutory dues outstanding at the last day of the financial year for a period of more than six months from the date on which they become payable except the following.



Name of Statute	Nature of Dues	Amount Pending (in Rs.)	Period to which the amount relates.	Amount remitted subsequent to 31-03-2020 (in Rs)
Goods and Service Tax Act, 2017	GST& interest	1,12,286	2017-18	1,12,286
	GST& interest	1,33,234	2018-19	1,33,234
	GST	8,190	Aug. 2019	8,190

(b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of Income Tax that have not been deposited on account of any dispute as at March 31, 2020, are as follows:

Name of Statute	Nature of dues	Amount (in Rs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax	Income tax and interest	55,69,129/-	2010-11 (Assessment Year 2011-12)	Commissioner of Income Tax (Appeals), Kozhikode.

8. In our opinion and according to information and explanation given by the management, the Company has not taken any loans from financial institution or borrowings from Government or raised any money by way of issue of debentures and hence reporting requirements under clause (viii) of paragraph 3 of the order are not applicable.
9. According to the information and explanations given to us and the records of the Company examined by us, no moneys were raised by way of initial public offer or further public offer (including debt instruments) and no term loans have been availed by the Company.
10. During the course of our examination of the books and records of the Company carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have been informed of any such case by the management.
11. According to the information and explanations given to us and the records of the Company examined by us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi Company. Accordingly, the reporting requirements under clause (xii) of paragraph 3 of the Order are not applicable.
13. According to the information and explanations given to us and the records of the Company examined by us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in Note 33 to the financial statements as required by Accounting standard-18.
14. According to the information and explanations given to us and the records of the Company examined by us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.



15. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non-cash transactions with directors or persons connected with the directors. Accordingly, the reporting requirement under clause (xv) of paragraph 3 of the Order is not applicable.
16. According to the information and explanations given to us and the records of the Company examined by us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting requirement under clause (xvi) of paragraph 3 of the Order is not applicable.

For **VARMA & VARMA**
(FRN:004532S)

Sd/-

Prasanth D Pai

Chartered Accountant

(M.No.: 217750)

Chartered Accountant

UDIN:20217750AAAAHM4453

[M. No: 217750]

Place: Kannur
Date: 25-08-2020



**“ANNEXURE B” REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING
“REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS”
OF OUR INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE IND
AS FINANCIAL STATEMENTS OF WESTERN INDIA COTTONS LIMITED
FOR THE YEAR ENDED 31ST MARCH 2020**

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

We have audited the internal financial controls with reference to financial statements reporting of Western India Cottons Limited (“the Company”) as of March 31, 2020 in conjunction with our audit of the 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 system with reference to financial statements reporting 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 and deemed to be 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 system with reference to financial statements 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 system with reference to financial statements reporting included obtaining an understanding of internal financial controls system with reference to financial statements reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls with reference to Financial Statements Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Indian Accounting Standards (Ind AS)



prescribed under section 133 of the Act. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements 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 with reference to financial statements 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.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the Company's Internal financial controls over financial reporting: -

As described in the '*Basis for Qualified Opinion*' section of our report above, during the year majority of work of repairs and additions to building has been carried out the company itself, instead of third-party contractors. Payment to workers are supported by the company's own vouchers which are acknowledged by the recipients and duly approved by the management

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a possibility that a material misstatement of the company's financial statements will not be prevented or detected on timely basis.

In our opinion, to the best of our information and according to the explanation given to us, except for the possible effect of the material weaknesses described above, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements reporting and such internal financial controls system which reference to financial statements reporting were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements 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.

We have considered the material weakness identified and reported above in determining the nature, timing and extent of audit tests applied in our audit of the financial statements of the company for the year ended 31st March 2020.

For **VARMA & VARMA**
(FRN:004532S)

Sd/-

Prasanth D Pai

Chartered Accountant

(M.No.: 217750)

Chartered Accountant

UDIN:20217750AAAAM4453

[M. No: 217750]

Place: Kannur

Date: 25-08-2020

THE WESTERN INDIA COTTONS LTD, PAPPINISSERI-670561
BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note No.	As at 31.03.2020 (Rs)	As at 31.03.2019 (Rs)
ASSETS			
I) Non Current assets			
(1) Property, Plant and Equipment	4A	34,27,581	30,82,861
(2) Capital work-in-progress	4B	42,37,084	-
(3) Investment Property	4C	5,09,10,970	5,16,25,027
(4) Financial Assets			
(i) Investments	5	27,792	67,176
(ii) Loans	6	2,01,846	2,09,824
(5) Deferred Tax Asset (Net)	7	2,08,327	93,987
(6) Other non current assets	8	1,30,948	1,19,495
Total current assets		5,91,44,548	5,51,98,370
II) Current assets			
(1) Inventories	9	93,00,695	98,79,783
(2) Financial Assets			
(i) Trade receivables	10	71,77,649	74,15,731
(ii) Cash and cash equivalents	11	31,14,563	69,35,131
(iii) Other financial assets	12	1,31,000	1,19,500
(3) Other Current Assets	13	7,46,398	10,73,619
Total current assets		2,04,70,305	2,54,23,764
TOTAL ASSETS		7,96,14,853	8,06,22,134
(B) EQUITY AND LIABILITIES			
(I) Equity			
(1) Equity Share Capital	14	4,92,94,360	4,92,94,360
(2) Other Equity	15	1,41,87,406	79,32,485
Total Equity		6,34,81,766	5,72,26,845
(II) Liabilities			
(1) Non-current liabilities		-	-
(2) Current liabilities			
(i) Financial Liabilities			
(a) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	16	2,20,000	-
Total outstanding dues of other than micro enterprises and small enterprises	16	96,98,666	1,72,45,304
(b) Other financial liabilities	17	43,25,102	36,62,807
(ii) Other current liabilities	18	10,64,719	8,97,439
(iii) Current tax liability(net)	19	8,24,600	15,89,739
Total current liabilities		1,61,33,087	2,33,95,289
Total Liabilities		1,61,33,087	2,33,95,289
TOTAL EQUITY AND LIABILITIES		7,96,14,853	8,06,22,134
Summary of significant accounting policies	2		

The accompanying notes are an integral part of financial statements (1 to 40)

For and on behalf of the Board of Directors

Western India Cottons Limited

P K Shameem
Managing Director
[DIN: 01218800]

A K Shereif
Director
[DIN: 02368732]

Suneed Hashir
Chief Financial
Officer

As per our report of even date attached
For **VARMA & VARMA**
(FRN: 004532S)

Prasanth D Pai
Chartered Accountant
[M. No: 217750]

Place: Kannur
Date: 12.08.2020

Place: Kannur
Date: 25.08.2020

**THE WESTERN INDIA COTTONS LTD
PAPPINISSERI-670561**

**STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31ST MARCH 2020**

	Note No	For the year ended 31 st March 2020 (Rs)	For the year ended 31 st March 2019 (Rs)
I Revenue from Operations	20	34,459,734	35,410,244
II Other Income	21	18,164,301	13,042,571
III Total Income (I+II)		52,624,035	48,452,815
IV Expenses			
(i) Cost of materials consumed	22	21,185,790	25,102,496
(ii) Purchases of stock-in-trade	23	1,022,670	1,381,678
(iii) Changes in Inventories of finished goods, work in progress and stock in trade	24	242,991	(2,011,435)
(iv) Employee Benefit Expense	25	5,775,074	4,818,575
(v) Depreciation expense	26	854,613	850,507
(vi) Finance Costs	27	95,400	8,742
(vii) Other Expenses	28	16,079,206	30,923,765
Total Expenses (IV)		45,255,744	61,074,328
V Profit/(loss) before exceptional items and tax		7,368,291	(12,621,513)
VI Exceptional Items	29	-	22,677,344
VII Profit/(loss) before tax (V+VI)		7,368,291	10,055,830
VIII Tax expense			
(i) Current Tax	30	(1,834,870)	(3,580,440)
(ii) Deferred Tax		105,367	496,600
(iii) Tax expense for the preceeding year		646,544	-
IX Profit/(loss) for the period (VII+VIII)		6,285,332	6,971,991
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(i) Equity instruments through Other Comprehensive Income		(39,384)	(36,792)
(ii) Tax impact on above item		8,973	15,400
X Other Comprehensive Income		(30,411)	(21,392)
XI Total Comprehensive income for the year (IX+X)		6,254,921	6,950,599
XII Earnings per share-			
Equity share of nominal value Rs 10 each			
Basic and Diluted	31	1.40	1.55

For and on behalf of the Board of Directors
Western India Cottons Limited

P K Shameem **A K Shereif** **Suneed Hashir**
Managing Director Director Chief Financial
[DIN: 01218800] [DIN: 02368732] Officer

Place: Kannur
Date: 12.08.2020

As per our report of even date attached
For VARMA & VARMA
(FRN: 004532S)

Prasanth D Pai
Chartered Accountant
[M. No: 217750]

Place: Kannur
Date: 25.08.2020

THE WESTERN INDIA COTTONS LTD, PAPPINISSERI-670561
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020

A. Equity Share Capital

	Numbers	Amount (Rs.)
As at 1 April 2018	4,493,280	44,932,800
Changes in equity share capital during the year	-	-
As at 31 March, 2019	4,493,280	44,932,800
Changes in equity share capital during the year	-	-
As at 31 March, 2020	4,493,280	44,932,800

B. Other Equity

	Reserves and Surplus				Items of other comprehensive income	Total
	Capital Reserve	Securities Premium	Revaluation Reserve	Retained Earnings		
Balance as at 1st April 2018	126,086,860	32,570,199	50,190,367	(207,856,332)	(9,208)	981,886
Profit for the year	-	-	-	6,971,991	-	6,971,991
Other Comprehensive Income (net of tax)	-	-	-	-	(21,392)	(21,392)
Total Comprehensive income for the year	-	-	-	6,971,991	(21,392)	6,950,599
Balance as at 31st March 2019	126,086,860	32,570,199	50,190,367	(200,884,341)	(30,600)	7,932,485
Profit for the year	-	-	-	6,285,332	-	6,285,332
Other Comprehensive Income (net of tax)	-	-	-	-	(30,411)	(30,411)
Total Comprehensive income for the year	-	-	-	6,285,332	(30,411)	6,254,921
Balance as at 31st March 2020	126,086,860	32,570,199	50,190,367	(194,599,009)	(61,011)	14,187,406

(in Rs.)

For and on behalf of the Board of Directors
Western India Cottons Limited

P K Shameem
 Managing Director
 [DIN: 01218800]
 Place: Kannur
 Date: 12.08.2020

Suneed Hashir
 Chief Financial
 Officer

As per our report of even date attached
 For **VARMA & VARMA**
 (FRN: 004532S)

Prasanth D Pai
 Chartered Accountant
 [M. No: 217750]

Place: Kannur
 Date: 25.08.2020



THE WESTERN INDIA COTTONS LTD
PAPPINISSERI-670561
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31ST MARCH, 2020

	For the year ended 31 st March, 2020 (Rs.)	For the year ended 31 st March, 2019 (Rs.)
A. Cash flow from operating activities		
Profit before tax	7,368,291	10,055,830
Adjusted for:		
(+) Depreciation and amortization expense	854,613	850,507
(-) Liabilities no longer required written back	(2,613,712)	(10,802)
(-) Provision no longer required written back	(6,643)	(225,001)
(+) Sundry debit balances written off	14,423	18,759
(+) Provision for Bad and Doubtful Advances		-
(+) Provision for Doubtful Debts		2,375,970
Operating profit before working capital changes	5,616,972	13,065,263
Adjusted for:		
(Increase)/Decrease in Trade Receivables and Other Asset	542,548	(787,726)
(Increase)/ Decrease in Inventories	579,088	(2,343,432)
Increase/(Decrease) in Trade Payables and Other Liabilities	(4,332,415)	1,632,583
Cash generated from operating activities	2,406,193	11,566,688
Income Tax Paid (Net)	(1,953,465)	(2,632,274)
Net cash flows generated from operating activities	452,728	8,934,414
B. Cash flow from Investing Activities		
Payments for property, plant and equipment & Investment property	(485,275)	(1,754,486)
(+)Capital work-in-progress	(3,788,020)	861,362
Net cash used in investing activities	(4,273,295)	(893,124)
C. Cash flow from financing activities		
Repayment of borrowing	-	(1,900,000)
Net Cash used in Financing Activities	-	(1,900,000)
Net Increase/(Decrease) In Cash and Cash Equivalents (A+B+C)	(3,820,568)	6,141,290
Opening Cash and Cash Equivalents	6,935,131	793,841
Closing Cash and Cash Equivalents	3,114,563	6,935,131

Refer note no. 11 for details of components of Cash and Cash Equivalents

For and on behalf of the Board of Directors
Western India Cottons Limited

P K Shameem **A K Shereif** **Suneed Hashir**
 Managing Director Director Chief Financial
 [DIN: 01218800] [DIN: 02368732] Officer
 Place: Kannur
 Date: 12.08.2020

As per our report of even date attached
 For **VARMA & VARMA**
 (FRN: 004532S)
Prasanth D Pai
 Chartered Accountant
 [M. No: 217750]
 Place: Kannur
 Date: 25.08.2020

Notes forming part of the Financial Statements for the year ended 31st March, 2020

1 General Information

The Western India Cottons Limited ('the Company') is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is situated at papinisseri-670 561, Kannur, Kerala

The Company is engaged interalia in the business of Manufacturing and trading in textile products mainly of processed cotton, made ups, bed sheet and others caters to domestic market. Company also engaged in renting of godown space.

The Board of Directors approved the financial statements for the year ended March 31, 2020 and authorised for issue on August 12, 2020

2 Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated

2.1 Basis of preparation and presentation

a) Statement of Compliance with Ind AS

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

b) Basis of Measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments below) as required by relevant Ind AS

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule II to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.

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

The financial statements are presented in Indian Rupees, which is the functional currency of the company and the currency of the primary economic environment in which the company operates

c) Use of Estimates and Judgments:

In the preparation of financial statements, the management makes estimates, judgments and assumptions in conformity with the Generally Accepted Accounting Principles in India. Such estimates, judgments and assumptions are made on reasonable and prudent basis taking into account all available information. However actual results could differ from these estimates, judgments and assumptions and such differences are recognized in the



period in which results are ascertained. The estimates, judgments and underlying assumptions are reviewed on an ongoing basis.

The following are significant management judgements in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Evaluation of indicators for impairment of assets

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Useful lives of depreciable/amortisable assets

Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment.

Fair value measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Income Taxes

The company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax.

A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period. Also refer to Note no. 32.

Allowance for credit losses on receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered credit reports and other related credit information for its customers to estimate the probability of default in future and has taken into account estimates of possible effect from the pandemic relating to COVID-19.

Estimation of uncertainties relating to the global health pandemic from COVID-19

The company / firm has taken into account the possible impact of COVID -19 in preparation of Financial Statements including its assessment of liquidity and going concern assumption, recoverable values of its financial and non financial assets, impact on revenues, etc. Company

has given rent concession during the year as given in note no. 21.1 during the Lockdown declared by Government. Based on an assessment of the present situation, the management does not anticipate the requirement to make any further adjustments in the accounts at this stage on account of the above. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

2.2 **Property, plant and equipment**

a) **Recognition and measurement**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by management. Subsequent expenditures relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. Parts of an item of property, plant and equipment that have a cost that is significant in relation to the total cost of the asset are identified on initial recognition. These parts are depreciated on the basis of their separate useful lives. All repairs and maintenance are charged to the statement of profit and loss during the financial year in which they are incurred

b) **Depreciation**

In case of the company, Depreciation on property, plant and equipments is provided on Straight Line Method based on the useful lives prescribed in Schedule II of the Companies Act, 2013 based on a review of the management at the year end.

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

d) An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

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

2.3 **Investment Property**

Properties that are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Company, are classified as investment property. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably.



Depreciation on investment properties is provided on Straight Line Method based on the useful lives prescribed in Schedule II of the Companies Act, 2013 based on a review of the management at the year end. In the case of building component of investment property useful life range to 30 years.

2.4 **Impairment of non-financial assets**

At each reporting date, the company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset 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 recognised in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognised are accordingly reversed in the statement of profit and loss.

2.5 **Inventories**

Inventories are valued at lower of cost and net realisable value. Raw materials, Finished goods & stock-in-trade are valued at cost under FIFO basis after providing for diminution in the value of damaged/slow moving items. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.6 **Employee benefits**

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, Employee Benefits.

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Short-term employee benefits

Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

2.7 **Revenue**

a) **Revenue from contract with customers**

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations are satisfied at a point of time or over a period of time. Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and Goods and Service Tax.

Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/ discounts

b) Dividend and interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Dividend income from investments is recognised when the shareholder's right to receive payment has been established

2.8 Leases

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

2.9 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.10 Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. These are material items of income or expense that have to be shown separately due to their nature or incidence.

2.11 Income Taxes

Income tax expense comprises current and deferred income tax. 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.

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to



apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognised as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to setoff the recognised amounts and where it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternate Tax ('MAT') paid in accordance with the Indian tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal tax in the future. Accordingly, it is recognised as an asset in the Balance Sheet when it is probable that the future economic benefit associated with it flow to the entity and the asset can be measured reliably. The entity reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the entity will be able to utilise that credit.

2.12 **Provisions, Contingent Liabilities and Contingent Assets**

Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets

A contingent asset is a possible asset arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realisation of the income is virtually certain. However the same are disclosed in the financial statements where an inflow of economic benefit is possible.

2.13 **Earnings / (Loss) per Share (EPS)**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. Ordinary shares that will be issued upon the conversion of a mandatorily convertible instrument are included in the calculation of basic earnings per share from the date the contract is entered into.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company (after adjusting for interest on the convertible preference shares, if any) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

2.14 **Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cash at bank, deposits held at call with financial institutions, 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

2.15 **Financial instruments**

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial asset is also adjusted.

Subsequent measurement

i. Debt instruments at amortised cost

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

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

In limited circumstances cost is considered an appropriate estimate of fair value if insufficient more recent information is available to measure fair value or if there is wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.

De-recognition of financial assets

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the



difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

The Company applies approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

Subsequent measurement

These liabilities includes borrowings and deposits. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

2.16 Fair value measurement

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

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

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

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

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

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

3 Changes in Accounting Standard and recent accounting pronouncements:

On 24th July, 2020 Ministry of Corporate Affairs has carried out amendments to the following accounting standards through Companies (Indian Accounting Standards) Amendment Rules, 2020. Company assess that following accounting standards which are not yet applied are not expected to have a material effect on the entity in the current period and on reasonably foreseeable future transactions :

1. Ind AS 1 - Presentation of Financial Statements
2. Ind AS 8 - Accounting Policies, changes in accounting estimates and errors
3. Ind AS 10 - Events after reporting period
4. Ind AS 103 - Business Combination
5. Ind AS 107 - Financial Instruments disclosures
6. Ind AS 109 - Financial Instruments
7. Ind AS 116 - Leases



THE WESTERN INDIA COTTONS LTD, PAPPINISSERI-670561

Notes to financial statements for the year ended 31st March, 2020

(All amounts in Indian Rupees)

4A Property, plant and equipment

Particulars	Freehold Land	Building	Plant & Machinery	Furniture & Fixtures	Computers	Electrical Fittings	Vehicles	Total
Gross carrying amount								
Cost as at April 01, 2018	2,455,093	-	114,841	22,409	73,883	346,651	567,555	3,580,432
Additions	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-
At March 31, 2019	2,455,093	-	114,841	22,409	73,883	346,651	567,555	3,580,432
Additions	-	485,275	-	-	-	-	-	485,275
Disposals	-	-	-	-	-	-	-	-
At March 31, 2020	2,455,093	485,275	114,841	22,409	73,883	346,651	567,555	4,065,707
Accumulated Depreciation								
At April 01, 2018	-	-	-	2,521	31,098	108,196	205,432	347,247
Charge for the year	-	-	-	1,454	7,331	35,895	105,643	150,323
Disposals	-	-	-	-	-	-	-	-
At March 31, 2019	-	-	-	3,975	38,429	144,091	311,075	497,570
Charge for the year	-	3,831	-	1,454	2,113	35,895	97,263	140,556
Disposals	-	-	-	-	-	-	-	-
At March 31, 2020	-	3,831	-	5,429	40,542	179,986	408,338	638,126
Net book value								
At March 31, 2020	2,455,093	481,444	114,841	16,980	33,341	166,665	159,217	3,427,581
At March 31, 2019	2,455,093	-	114,841	18,434	35,454	202,560	256,480	3,082,861

4B Capital work in progress

	Capital work in progress
Gross carrying amount	
At April 01, 2018	861,362
Additions	-
Capitalised during the year	861,362
At March 31, 2019	-
Additions	4,237,084
Capitalised during the year	-
At March 31, 2020	4,237,084

4C. Investment Property

Particulars	Freehold Land	Building	Total
Gross carrying amount			
Gross carrying amount			
Deemed cost as at April 01, 2018	42,885,419	8,950,449	51,835,868
Additions	-	1,754,486	1,754,486
Disposals	-	-	-
At March 31, 2019	42,885,419	10,704,935	53,590,354
Additions	-	-	-
Disposals	-	-	-
At March 31, 2020	42,885,419	10,704,935	53,590,354
Accumulated Depreciation			
At April 01, 2018	-	1,265,143	1,265,143
Charge for the year	-	700,184	700,184
Disposals	-	-	-
At March 31, 2019	-	1,965,327	1,965,327
Charge for the year	-	714,057	714,057
Disposals	-	-	-
At March 31, 2020	-	2,679,384	2,679,384
Net book value			
At March 31, 2020	42,885,419	8,025,551	50,910,970
At March 31, 2019	42,885,419	8,739,608	51,625,027
Fair Value*			
At March 31, 2020	68,476,718	8,275,577	76,752,295
At March 31, 2019	68,476,718	8,275,577	76,752,295

* The Fair value is based on valuation report furnished by the independent valuer, which is subject to review in every four years. Fair value of land of 723 cents under re-survey no. 214/1B & 214/4 has been taken as per fair value notified by Government of Kerala. Additions during the year are also considered as additions to fair value.

Income from Investment properties

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Leave and License Fee from letting out	15,536,826	12,761,791
Direct operating expenses :		
Repairs and maintenance	3,666,807	3,824,937
Building Tax	20,796	12,000
Commission on rent	214,440	295,818
Income arising from investment properties before depreciation	11,634,783	8,629,036
Depreciation	714,057	700,184
Income arising from investment properties (net)	10,920,726	7,928,852



5. Investments

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
<u>Fair value through Other Comprehensive Income</u>		
Quoted Equity Instrument		
Investment in Equity Instruments (refer note 5.1 below) (1,440 Equity shares of Rs. 10/- each fully paid up including 540 bonus shares (Previous year 1,440 shares)in IDBI Bank Ltd.)	27,792	67,176
Total	27,792	67,176
Aggregate amount of quoted investments and market value thereof	27,792	67,176
Aggregate amount of unquoted investments	-	-
Aggregate amount of impairment in the value of investments	-	-

Refer Note.34 for information about fair value measurement of Investment.

6. Loans

Particulars	Non Current	
	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Unsecured Considered Good:		
Security Deposits	201,846	209,824
Total	201,846	209,824

7. Deferred Tax Assets (Net)

Particulars	Non Current	
	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Deferred tax asset	813,609	845,487
Less : Deferred Tax Liability	(605,282)	(751,500)
Net Deferred Tax Asset	208,327	93,987

7.1. The balance comprises temporary difference attributable to :

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Allowance for doubtful Debts- trade receivables	775,035	831,266
Brought forward business Loss	15,380	-
Change in fair value of investment in equity	23,194	14,221
Total Deferred Tax Asset	813,609	845,487
Plant, Property and Equipment	(605,282)	(751,500)
Total Deferred Tax Liabilities	(605,282)	(751,500)
	208,327	93,987

Movement in deferred tax assets/(liabilities)

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Opening balance	93,987	(418,013)
Tax asset / (liability) recognized in Statement of Profit and Loss	105,367	496,600
Tax asset / (liability) recognized in OCI	8,973	15,400
Closing balance	208,327	93,987

8. Other Non current Assets

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Unsecured and Considered Good:		
Prepaid building tax	130,948	119,495
Total	130,948	119,495

9. Inventories

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Raw materials	1,047,662	1,383,759
Finished goods	7,410,231	7,288,338
Stock in trade	842,802	1,207,686
Total	9,300,695	9,879,783

9.1 Method of valuation of Inventories - See note 2.5 of summary of significant accounting policies

9.2 Write down made towards slow moving and non moving inventories is Nil (2018-19: 6,45,582/-). Inventory value shown above are net of write down amount. These were recognised as an expense during the year through the changes in value of inventories of work-in- progress, stock-in-trade and finished goods in statement of profit or loss.

10. Trade Receivables

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Secured and considered good:		
a) Debts outstanding for a period exceeding six months	337,265	149,220
b) Other Debts	1,833,542	1,591,396
Unsecured and considered good:		
a) Debts outstanding for a period exceeding six months	391,226	370,095
b) Other Debts	4,615,616	5,305,020
Unsecured-credit impaired		
a) Debts outstanding for a period exceeding six months	2,980,904	2,867,044
b) Other Debts	-	121,179
Total	10,158,553	10,403,954
Less: Provision for Doubtful Debts	(2,980,904)	(2,988,223)
Total	7,177,649	7,415,731



The Company uses a provision matrix to determine impairment loss on portfolio of its trade receivable. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward- looking estimates. At regular intervals, the historically observed default rates are updated and changes in forward-looking estimates are analysed. Also, company provides 100% provision for specific impairment identified irrespective of its ageing. The company estimates the following matrix at the reporting date:

Particulars	Ageing		
	366-720 days	721-1095 days	more than 1095 days
Default Rate	20%	30%	100%

*Refer note 35 for information about credit risk and market risk of trade receivables.

**Maturity profile is as per note 35

11. Cash and cash equivalents

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Cash and Cash equivalents:		
Balance with Banks:		
- In current account	3,097,725	6,896,282
Cash on hand	16,838	38,849
Total	3,114,563	6,935,131

12. Other financial assets

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Loans to employees	131,000	119,500
Total	131,000	119,500

13. Other current assets

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Unsecured, considered good:		
Prepaid expenses	58,970	57,396
Balance with tax authorities	274,562	43,083
Advance to Suppliers	3,810	41,555
Other current assets	409,056	931,585
Total	746,398	1,073,619

14. Share Capital

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
<u>Authorised shares</u> 60,00,000 Equity shares of Rs. 10/- each (Previous year 60,00,000 Shares)	60,000,000	60,000,000
<u>Issued shares</u> 52,74,080 Equity shares of Rs 10/- each (Previous Year 52,74,080 Equity Shares)	52,740,800	52,740,800
<u>Subscribed and Paid up:</u> 44,93,280 Equity shares of Rs10 each (Previous year 44,93,280 Equity Shares)	44,932,800	44,932,800
<u>Forfeited Shares</u> Amount paid up on 7,80,800 equity shares of Rs.10 each forfeited for non payment of allotment money (Previous year 7,80,800 shares)	4,361,560	4,361,560
	49,294,360	49,294,360

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

Equity Shares	As at March 31, 2020		As at March 31, 2019	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
At the commencement of the year	4,493,280	44,932,800	4,493,280	44,932,800
Add: shares issued	-	-	-	-
Outstanding at the end of the year	4,493,280	44,932,800	4,493,280	44,932,800

(b) Details of shareholders holding more than 5% shares of each class of shares in the Company:

Particulars	As at March 31, 2020		As at March 31, 2019	
	Number of shares	% holding	Number of shares	% holding
Equity shares of INR 10 each fully paid				
Valli Muthuraman	240,000	5.34%	240,000	5.34%
Shameem P K	321,477	7.15%	265,987	5.92%
Estate of KL Ramanathan	330,160	7.35%	330,160	7.35%

c) Terms/ rights attached to equity shares

The Company has one class of equity shares referred to as equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the residual 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.

15. Other Equity

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Capital Reserve	126,086,860	126,086,860
Securities Premium	32,570,199	32,570,199
Revaluation Reserve	50,190,367	50,190,367
Retained Earnings	(194,599,009)	(200,884,341)
Equity Instruments through Other Comprehensive Income	(61,011)	(30,600)
Total	14,187,406	7,932,485

For movement of other equity, also refer statement of changes in equity.

15.1. Nature and purpose of reserves

a) Capital reserve

Capital reserve includes the following:

Particulars	Amount in Rs
Remission of Secured Loan	72,233,759
Capital Profit on sale of Asset	51,738,101
Central Subsidy	1,500,000
State Subsidy	615,000
	126,086,860

b) Securities Premium

The amount received in excess of the par value of equity shares has been classified as securities premium.

c) Revaluation Reserve

Revaluation Reserve reflects balance of revalued amount of Land and building adjusted against its depreciation till financial year 2013-14

d) Retained earnings

Retained earnings represent the amount of accumulated losses of the Company.

e) Equity Instruments through Other Comprehensive Income

It represents remeasurement of equity instruments fair valued through other comprehensive income.

16. Trade Payables

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Total outstanding dues of micro enterprises and small enterprises	220,000	-
Total outstanding dues of other than micro enterprises and small enterprises	9,698,666	17,245,304
Total	9,918,666	17,245,304

16.1 There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2020 and March 31, 2019. This information as required to be disclosed under Micro Small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

16.2 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available Information with Company is as under :

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
i) Principal amount remaining Unpaid as at the end of accounting year	-	-
ii) Interest due on above and remaining unpaid as at the end of accounting year	-	-
iii) Amount of Interest paid along with amount of payment made to supplier beyond the appointed day	-	-
iv) Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under this act.	-	-
v) Interest accrued and remaining unpaid	-	-
vi) Amount of further Interest remaining due and payable in succeeding years	-	-

16.3 Trade payables includes dues to Related party (refer note no. 33)

17. Other Current Financial Liabilities

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Rent Deposits	3,778,295	3,640,347
Trade Deposit	22,460	22,460
Capital Creditors	524,347	-
Total	4,325,102	3,662,807

18. Other current liabilities

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Other payables		
Statutory dues	725,406	480,385
Advance from customers	-	106,438
Others	339,313	310,616
Total	1,064,719	897,439

19. Current tax liabilities(net)

Particulars	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Current taxation (net of advance payment)	824,600	1,589,739
Total	824,600	1,589,739

20. Revenue from Operations

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Revenue from contracts with customers:		
Sale of products	34,459,734	35,410,244
Total	34,459,734	35,410,244

20.1.

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Revenue from contracts with customers:		
(1) Sale of Cloth & Dhothi		
(a) Domestic sales	34,459,734	35,410,244
(b) Export sales	Nil	Nil
(2) Others	Nil	Nil

Company disaggregates revenue from contracts with customers by nature of Products and geography. The company believe that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cashflows are affected by industry, market and other economic factors.

21. Other Income

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Leave and Licence Fee (see note 21.1 below)	15,536,826	12,761,791
Interest income	7,120	44,977
Liabilities no longer required written back	2,613,712	10,802
Provision no longer required written back	6,643	225,001
Total	18,164,301	13,042,571

21.1. The company has given rent concession of Rs. 2,41,566 (*Previous year- NIL*) during the year.

22. Cost of Materials Consumed

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Inventory at the beginning of the year	1,383,759	1,051,762
Add: Purchases	20,849,693	25,434,494
Less: Inventory at the end of the year	(1,047,662)	(1,383,759)
Total	21,185,790	25,102,496

23. Purchase of stock-in-trade

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Purchase of Dothi	746,600	749,180
Purchase of Lungi	193,050	546,718
Purchase of Made ups	83,020	85,780
Total	1,022,670	1,381,678

24. Changes in Inventories of finished goods, work in progress and stock in trade

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Opening Stock:		
Finished Goods	7,288,338	5,189,153
Stock In Trade	1,207,686	1,295,436
	8,496,024	6,484,589
Closing Stock:		
Finished Goods	(7,410,231)	(7,288,338)
Stock In Trade	(842,802)	(1,207,686)
	(8,253,033)	(8,496,024)
Total	242,991	(2,011,435)

25. Employee Benefit Expense

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Salaries and wages	5,316,840	4,343,566
Bonus	63,583	68,122
Contribution to Provident and other funds	205,837	277,520
Welfare expenses	188,814	129,367
Total	5,775,074	4,818,575

26. Depreciation and amortisation expense

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Depreciation of tangible assets (refer note 4A)	140,556	150,323
Depreciation of Investment Properties (refer note 4C)	714,057	700,184
Total	854,613	850,507



27. Finance Costs

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Interest Others	-	560
Interest on delayed payment of statutory dues	95,400	8,182
Total	95,400	8,742

28. Other Expenses

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Processing Charges	5,830,963	6,276,216
Consumption of stores and spares	-	98,773
Consumption of packing materials	160,865	194,272
Packing Charges	264,754	137,412
Freight Inward	312,904	367,382
Power and Fuel	238,786	241,560
Rent	121,134	114,869
Building repairs	3,666,807	14,720,600
Sundry repairs	158,394	20,932
Maintenance of Vehicles	636,505	709,623
Insurance	54,647	30,548
Rates, Taxes and licence fees	132,416	81,557
Printing and stationery	256,254	300,244
Postage, telegram and telephone	258,036	380,622
Travelling expenses	642,762	784,493
Rebate	129,402	147,928
Advertisement expenses	22,960	240,424
Membership fees	-	29,861
Subscriptions, books and periodicals	14,575	29,509
Directors sitting fees	310,000	320,000
Auditor's Remuneration (refer note no. 28.1 below)	220,000	200,000
Internal Audit Fee	-	35,000
Legal Expenses	14,500	102,000
Professional and consultancy charges	657,072	841,850
Donations	15,000	64,611
Office Expenses	568,660	544,993
Sundry debit balances written off	14,423	18,759
Provision for Doubtful Debts	-	2,375,970
Bad debts written off	676	8,039
Amount adjusted against existing provision	(676)	(8,039)
Bank charges	10,913	13,386
Miscellaneous expenses	210,410	201,697
Brokerage and Commission	665,467	776,996
Freight/Carriage outwards	3,715	10,603
Selling Expenses	486,882	511,075
	16,079,206	30,923,765

28.1 Payments to Auditors

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
As auditor		
Statutory audit fee	220,000	200,000
	220,000	200,000

29. Exceptional Items

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Proceeds from case with KSEB (refer note no. 29.1 below)	-	22,677,344
	-	22,677,344

29.1 Based on an order of the Hon Supreme Court confirming the award of compensation from Kerala State Electricity Board (KSEB) determined earlier, the company has taken credit for a sum of Rs 2.27 Crores in the Statement of Profit & Loss Account as Exceptional Item, being the amount actually received from KSEB in respect of such claims through Hon'ble High Court of Kerala.

30. Income Tax Expenses**I. Tax expense recognised in the statement of Profit and Loss**

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Current Tax:		
Current tax on profit for the year	1,834,870	3,580,440
Total Current Tax	1,834,870	3,580,440
Deferred Tax:		
Origination and reversal of temporary differences	(110,499)	(702,835)
Change in respect of Deferred tax for earlier year	5,132	206,235
Total Deferred Tax	(105,367)	(496,600)
Tax expense for the preceeding year		
Excess income tax expense recognised in FY 2018-19	(646,544)	-
Tax expense /(credit) for the year	1,082,959	3,083,840

II. Tax on Other Comprehensive Income

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Deferred Tax:		
(Gain)/loss on equity instruments through other comprehensive income	(10,240)	(10,235)
Change in respect of Deferred tax for earlier year	1,267	(5,165)
Total (Gain)/loss on equity instruments through other comprehensive income	(8,973)	(15,400)



Reconciliation of effective income tax rate

A reconciliation of income tax expense applicable to accounting profits/(loss) before tax at the statutory income tax rate to recognised income tax expense for the year indicated are as follows:

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Accounting profit / (loss) before tax for the year ended	7,368,291	10,055,830
Statutory income tax rate (%)	26.00%	27.82%
Tax at Indian statutory income tax rate	1,915,756	2,797,532
<u>Tax effect on expenses not deductible for tax purposes</u>		
Depreciation claimed in books of account not eligible under Income tax	68,143	69,054
Permanent Disallowances under income tax	12,733	27,476
Additional Deductions allowable under Income Tax	(256,881)	
Additional/ (reversal) of provision for Income tax for prior periods	(646,544)	-
Tax losses for which no deferred income tax was recognised	-	(16,457)
Change in deferred tax balances due to the change in Indian Income tax rates from 27.82 to 26% (Previous year from 25.75% to 27.82%)	5,132	206,235
Deferred tax asset on Tax losses not recognised earlier now recognised	(15,380)	-
Income Tax Expense reported in statement of profit and loss	1,082,959	3,083,840

There are certain income-tax related legal proceedings which are pending against the Company. Potential liabilities, if any have been adequately provided for, and the Company does not currently estimate any probable material incremental tax liabilities in respect of these matters.

31. Earnings per share

Particulars	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
Profit after Tax	6,285,332	6,971,991
Profit attributable to equity share holders	6,285,332	6,971,991
Weighted average number of Equity Shares outstanding during the year	4,493,280	4,493,280
Earnings per share (Basic/ diluted) - in Rs 10 each	1.40	1.55

The Company has not issued any instruments that are potentially dilutive in nature.

32. Contingent Liabilities and Commitments

(to the extent not provided for)

	Balance as at 31-03-2020 (Rs.)	Balance as at 31-03-2019 (Rs.)
Contingencies		
Claims against the company not acknowledged as debts are as follows:		
a) Relating to Income Tax demand for the assessment year 2011-12 disputed in appeal.	5,262,541	5,262,541
b) Relating to Kerala Value Added Tax for the year 2016-17 disputed in appeal.	-	137,782

* Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities. Based on discussions with the solicitors/favourable decisions in similar cases/legal opinions taken by the Company, the management believes that the Company has a good chance of success in above mentioned matters and hence no provision there against is considered necessary.

33. Related party disclosures**List of Related Parties:**

<u>Party</u>	<u>Relation</u>
Shri P.K. Shameem	Managing Director
Shri Suneed Hashir	Key Managerial Person

Details of transactions entered into with related parties along with balances as at year end are as given below:

	Key management personnel and director	
	Year ended 31-03-2020 (Rs.)	Year ended 31-03-2019 (Rs.)
A. Transactions during the year		
<u>Remuneration paid</u>		
Shri Suneed Hashir	480,000	438,000
Shri P.K. Shameem	600,000	-
<u>Repayment of interest free loan</u>		
Shri P.K. Shameem	-	1,900,000
	1,080,000	2,338,000

Remuneration to Key management personnel

The remuneration of key managerial personal of the company are set out below in aggregate for each of the categories specified in IndAS 24 Related Party Disclosures.

The receivables from and payable to related parties as at March 31, 2020 and March 31, 2019 are set out below

	Balance as at 31-03-2020 (Rs.)	Balance as at 01-04-2019 (Rs.)
<u>Payable to</u>		
Shri P.K. Shameem	90,000	-
Suneed Hashir	33,200	38,000
	123,200	38,000

34 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's financial assets and financial liabilities.

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

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

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

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

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2020:

Company's financial assets measured at fair value as at March 31, 2019 (In Rs.)

Particulars	Carrying amount as at March 31, 2019	Fair value		
		Level I	Level II	Level III
Financial assets at fair value:				
Investments (Non-current) (Note 5)	67,176	67,176	-	-
Total	67,176	67,176	-	-

Company's financial assets measured at fair value as at March 31, 2020 (In Rs.)

	Carrying amount as at March 31, 2020	Fair value		
		Level I	Level II	Level III
Financial assets at fair value:				
Investments (Non-current) (Note 5)	27,792	27,792	-	-
Total	27,792	27,792	-	-

Notes:-

1. Carrying value of trade receivables, trade payables, security deposits, loans to employees and cash and cash equivalents are considered to be the same as their fair value, due to their short term in nature.
2. The fair value of investment in equity shares were calculated based on quoted market prices in active markets for identical assets.

35 Financial risk management objectives and policies

The Company's principal financial liabilities comprise trade and security deposits. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include investments, trade and other receivables, cash and cash equivalents and security deposits.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the

Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument that will fluctuate because of changes in market prices. Market risk comprises three types of risk i.e. interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, derivatives financial instruments, trade payables.

i) Commodity and related price risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing purchase of grey cloth. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation.

The following table shows the effect of price changes in below said products:

	March 31, 2020 (Rs.)		March 31, 2019 (Rs.)	
	1% Increase	1% Decrease	1% Increase	1% Decrease
Impact on profit before tax				
Grey Cloth	(203,702)	203,702	(238,560)	238,560

(b) Credit risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. The company is exposed to credit risk from its operating activities predominantly trade receivables and other financial assets. For these financial instruments, company generally doesn't have collateral.

(i) Trade Receivables

Customer and vendor credit risk is managed by business through the Company's established policy, procedure and control relating to credit risk management. Outstanding customer receivables are regularly monitored. An impairment analysis is performed for all major customers at each reporting date on an individual basis. The impairment calculations are based on historical data. Trade Receivables generally having a credit period of 30 to 90 days. There is no material expected credit loss based on the past experience. However, the Company assesses the impairment of trade receivables on case to case basis and has accordingly created loss allowance.

(ii) Other financial assets

With regard to all the financial assets with contractual cashflows other than trade receivable, management believes these are quality assets with negligible credit risk. However, the Company assesses the impairment loss on other financial assets on case to case basis and has accordingly created loss allowance.

(iii) Allowance for trade receivables and other financial assets

The Company creates allowance for all unsecured trade receivables based on lifetime expected credit loss. The summary of changes in allowance for doubtful receivables is as below:

	March 31, 2020 (Rs.)	March 31, 2019 (Rs.)
Balance at the beginning of the year	2,988,223	620,293
Impairment loss recognised	(6,643)	2,375,970
Amounts adjusted	(676)	(8,040)
Balance at the end of the year	2,980,904	2,988,223



(c) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The table below summarises the maturity profile of the Company's financial liabilities:

(In Rs)

	Maturities			Total
	Up to 1 Year	1-2 years	Above 2 years	
March 31, 2020				
Current borrowings		-	-	-
Trade payables	9,918,666	-	-	9,918,666
Other financial liabilities	4,325,102			4,325,102
Total	14,243,768	-	-	14,243,768
March 31, 2019				
Current borrowings	-	-	-	-
Trade payables	17,245,304	-	-	17,245,304
Other financial liabilities	3,662,807			3,662,807
Total	20,908,111	-	-	20,908,111

36 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and capital ratios in order to support its business and maximise shareholder value.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital.

	Notes	As at March 31, 2020 (Rs.)	As at March 31, 31, 2019 (Rs.)
Current borrowings		-	-
Less: Cash and cash equivalents	11	(3,114,563)	(6,935,131)
Net Debt/ (Cash)		(3,114,563)	(6,935,131)
Equity share capital	14	49,294,360	49,294,360
Other equity	15	14,187,406	7,932,485
Total capital		63,481,766	57,226,845
Gearing ratio		-5%	-12%

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2020 and March 31, 2019.

37 Expenditure incurred during the year towards wages of daily labourers engaged by the company to carry out Repairs and Maintenance of existing buildings amounting to Rs.32,55,445/- and for undertaking capital additions to Building under Property Plant & Equipments amounting to Rs.4,76,565/- and for additions to Building Work-in-Progress amounting to Rs.15,74,150/- are supported by the company's own vouchers which are acknowledged by the recipients and duly approved by the management.

- 38** During the year 2018-19, Bombay Stock Exchange, vide its order dated 26.06.2018 has compulsorily delisted the company under Securities & Exchange Board of India (Delisting of Equity Shares) Regulations 2009, Securities Contract (Regulations) Act 1956 read with reference to Securities Contract (Regulations) Rules 1957 and Rules, Bye laws & Regulations of BSE Ltd. and accordingly guidelines issued for listed companies by regulators including SEBI are not applicable to the company.
- 39** The company has an internal control system in place, including in relation to internal financial controls over financial reporting, which is commensurate with the nature and size of its operations. These internal controls are reviewed/tested by the management/internal auditors on an ongoing basis and there are no material weakness/deficiencies. Further strengthening of the internal control systems/improvements are being assessed/carried out by the management on a continuing basis.
- 40** The outbreak of COVID-19 pandemic and the consequent lock-down restrictions imposed by the Governments have affected the financial operations of the company more particularly for periods commencing from the last week of the financial year ended 31st March 2020. However, with such restrictions being increasingly relaxed from the last week of April 2020 in many areas, the operations of the company have since been improving. In view of continuing uncertainties, the extent of impact on the company's operations and financial position would depend on several factors including the steps taken by the Governments and the company to mitigate the same.

The company has considered the possible impact of all known events arising from the pandemic COVID -19 in preparation of the Financial Statements, including its assessment of liquidity and going concern assumption, recoverable values of its assets, impact on revenues and expenses and all other key aspects as at the Balance Sheet date. Based on an assessment of the present situation, the management does not anticipate the requirement to make any further adjustments in the accounts at this stage on account of the above. Given the continuing uncertainties associated with the pandemic, the management will continue to monitor the position based on future conditions. Also see note no. 2.1.(c) on estimation of uncertainties relating to the global health pandemic from COVID-19.

41 Previous year figures

Figures have been rounded off to the nearest rupees. Previous year figures, unless otherwise stated are given within brackets.

(Signatures to Note 1 to 41)

For and on behalf of the Board of Directors

Western India Cottons Limited

P K Shameem **A K Shereif** **Suneed Hashir**
 Managing Director Director Chief Financial
 [DIN: 01218800] [DIN: 02368732] Officer

Place: Kannur
 Date: 12.08.2020

As per our report of even date attached

For **VARMA & VARMA**
 (FRN: 004532S)

Prasanth D Pai
 Chartered Accountant
 [M. No: 217750]

Place: Kannur
 Date: 25.08.2020



THE WESTERN INDIA COTTONS LTD

Regd. Office: Pappinisseri-670561 Kannur

CIN: L17115KL1954PLC001709 TEL: 0497 2761353, Email: wicottonltd@gmail.com

Notice of 65th Annual General Meeting

Notice is hereby given that the 65th Annual General Meeting of the Members of The Western India Cottons Ltd., will be held at the Company's Registered Office at Pappinisseri on Monday, the 28th day of December 2020, at 11.00 AM to transact the following business.

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31.03.2020 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To re-appoint Mr. TTP Mahamood (DIN: 00411005) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Mr. Puthiya Kottal Shameem (DIN: 01218800) who is above the age of Seventy (70) Years, as Managing Director of the Company for a period of Five years with effect from 09-08-2020 at a remuneration of Rs. 1,00,000/- per month. An upward revision in the remuneration can be considered during the period of 5 years subject to recommendations of the Nomination and Remuneration Committee and approval of the Members.

FURTHER RESOLVED THAT the overall managerial remuneration payable to Mr. Puthiya Kottal Shameem (DIN: 01218800) Managing Director shall be such amount as may be fixed by the Board from time to time on recommendation of the nomination and remuneration Committee & Audit Committee but not exceeding Rs. 24 Lakhs per annum at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/altered /revised within said overall limit, in such manner as may be required during aforesaid period of 5(Five) years.

FURTHER RESOLVED THAT any of the Directors of the company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary proper or desirable and settle any question, difficulty or doubt that may arise in the said regard

By order of the Board
For **The Western India Cottons Ltd,**
Managing Director
Puthiya Kottal Shameem
(DIN: 01218800)

Date: 06.10.2020

Place: Kannur

Note:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 of the Notice, is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members attending the Annual General Meeting are requested to bring along with them their copies of the Annual Report, as the same will not be distributed at the meeting and should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
4. The Register of Members and Share Transfer Book of the Company will remain closed from 19th December 2020 to 28th December 2020 both dates inclusive.
5. Intimation of any change in address of members holding shares in physical mode should be informed immediately to the Company’s Share Transfer Agents :
M/s Cameo Corporate Services Ltd
“Subramanian Building”, No.1 Club House Road
Chennai - 600 002, Phone: 044 28460390
6. Members are also requested to inform the Company their e-mail address for communication, including Annual Report electronically.
7. Voting Through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014 the Company shall provide members facility to exercise their right to vote at the 65th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited, (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on < Tuesday, the 22nd December 2020 at 9.00 A.M > and ends on < Thursday, the 24th December 2020 at 5.00 P.M >. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Friday, the 18th December, 2020> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Please follow all steps from sl. no. (i) To sl. no. (xix) Above, to cast vote.

Voting at AGM:

- i) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- ii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

General

- a) The remote e-voting period commences on Tuesday the 22nd December, 2020 at 9.00 A.M. and ends at 5.00 P.M on Thursday the 24th December. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 18th December, 2020 may cast their vote electronically. The remote e-voting module shall be blocked by CDSL for e-voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares on the cut-off date i.e. Friday 18th December, 2020 may obtain the login ID and password by sending an email to investor@cameoindia.com or secdept@hckgroup.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- c) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date (i.e. Friday, the 18th December, 2020) only shall be entitled to vote.
- d) The voting rights of a shareholder shall be in proportion to his shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, the 18th December, 2020.
- e) Mr. Murali Kanniyath FCS, Practising Company Secretary, C P No (7543) S D Complex, 1st Floor, Room No T P (N) 3/355, South Bazar, P O Civil Station, Kannur-670002, Phone (O) 6282458336, has been appointed as Scrutinizer to scrutinize the e-voting process (electronically or otherwise) in a fair and transparent manner.
- f) The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting, and thereafter unblock the votes cast through

remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days after the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- g) The results declared along with the Scrutiniser's Report shall be placed on the website of CDSL <http://www.evotingindia.com>

Explanatory Statement u/s. 102 of the Companies Act, 2013

Item No-3

Mr. Puthiya Kottal Shameem, was appointed as Managing Director of the Company by the Members at the 62nd AGM held on 26-09-2017 for a period of three years without any remuneration. However the Members in their 64th AGM held on 26th September, 2019 approved of a remuneration of Rs 1,00,000/- (Rupees one lakh) per month to be paid to the Managing Director with effect from 1st October, 2019 for a period of one year.

Further, considering the contribution of Mr. Puthiya Kottal Shameem and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 6th October, 2020 approved that remuneration of Rs.1 Lakh (Rupees One Lakh) per month to be paid to Mr. Puthiya Kottal Shameem for a period of 5 years effective from October 01, 2020 on terms and conditions enumerated in the Resolution. Any upgrade revision in the remuneration will be considered based on the recommendations of the Nomination and Remuneration Committee during the five year period

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the remuneration of Mr. Puthiya Kottal Shameem as decided by the Board is required to be approved by the Members at their meeting due to inadequate of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projection, the overall managerial remuneration may exceed the limits specified in sec. 197 of the Companies Act, 2013. The members are requested to consider the payment of remuneration to Mr. Puthiya Kottal Shameem, Managing Director of the Company

Except Mrs. Nadeera Shameem (Director) is wife of Puthiya Kottal Shameem & Mr. Suneed Hashir (CFO) is nephew of Mr. Puthiya Kottal Shameem, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

By the order of the Board
For The Western India Cottons Ltd

Date: 06.10.2020

Place: Kannur

Managing Director

THE INFORMATION IN RESPECT OF ITEM NO. 3 ABOUT THE DIRECTOR SEEKING APPOINTMENT /RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING IS FURNISHED HEREUNDER

Particulars	Item No.3
Name of the Director	P K SHAMEEM
Date of Birth	15-08-1949
Date of Appointment	01-10-1980
Qualification	
Experience in specific functional areas	Vast experience in top management as Managing Director of Composite Textile Mill for over 30 years.
List of other Companies in which Directorship held	AYSHA HOSIERY (P) LTD
Chairman / Member of the Committee of the Board of Director of the Company	Member, Audit Committee Member, Stakeholders Relationship Committee
Chairman / Member of the Committee of the other companies in which he/she is a Director	NIL
Number of Shares held in the Company (both own or held by/for other person's on abeneficial basis) as on March 31, 2020	326277

THE INFORMATION IN RESPECT OF ITEM NO. 2 ABOUT THE DIRECTOR SEEKING APPOINTMENT /RE-APPOINTMENT IN THIS ANNUAL GENERAL MEETING IS FURNISHED HEREUNDER

Particulars	Item No.2
Name of the Director	T T P MAHAMOOD
Date of Birth	07-08-1960
Date of Appointment	31-01-2012
Qualification	GRADUATE
Experience in specific functional areas List of other Companies in which Directorship held	TEXTILE MANAGEMENT MANAGING DIRECTOR – AYSHA HOSIERY (P) LTD. G0-GETTERS SPORTS ACADEMY PRIVATE LTD.
Chairman / Member of the Committee of the Board of Director of the Company	
Chairman / Member of the Committee of the other companies in which he/she is a Director	
Number of Shares held in the Company (both own or held by/for other person's on abeneficial basis) as on March 31, 2018	22400

THE WESTERN INDIA COTTONS LTD.

Regd. Office : PAPPINISSERI, KANNUR – 670 561 - KERALA

CIN-L17115KL1954PLC001709

Tel: 0497 2761353. E-mail: wicottonltd@gmail.com

FORM NO. MGT - 11

PROXY FORM

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

Name of the Member(s) :
Registered Address :
.....
E-mail ID :
Folio No. /Client ID : DP ID :

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

1. Name :

Address :

.....

E-mail ID :

Signature : or failing him / her
2. Name :

Address :

.....

E-mail ID :

Signature : or failing him / her
3. Name :

Address :

.....

E-mail ID :

Signature :

As my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the 65th Annual General Meeting of the Company, to be held on Monday, the 28th December 2020 at 11.00 A.M. at the registered office of the Company at Pappinisseri and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below.

Resolution Number	Resolution	Vote	
		For	Against
	Ordinary Business		
1	Adoption of financial statements		
2	Appointment of Shri T.T.P Mahamood as a director liable to retire by rotation		
	Special Business		
3	Appointment of Shri P.K.Shameem as Managing Director		

Signed this _____ of December, 2020

.....
Signature of the member

.....
Signature of the proxy holder(s)

Notes :

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

REGISTERED PARCEL

Annual Report 2019-2020

To

If undelivered please return to:
THE WESTERN INDIA COTTONS LTD.
Pappinisseri.
KANNUR - 670 561, KERALA.