26<sup>TH</sup> ANNUAL REPORT 2019-20

#### COMPANY PROFILE

Board of Directors

: Mr. P.Sundararajan, Managing Director.

Mrs. S.Latha, Director. Mr.S.Chenduran, Director. Mr.V.Sakthivel, Director

Auditors

: Rajan Shankar & Co,

Chartered Accountants,

Coimbatore.

Registered Office

39-A, Extension Street, Kaikattipudur,

Avinashi,

Coimbatore - 641654.

Registered Office: 39A, Extension Street, Kaikattipudur, Avinashi-641654 (CIN: U18101TZ1998PTC008439) Ph: 04296-714000

#### Notice to Shareholders

Notice is hereby given that the Twenty Sixth Annual General Meeting of Crocodile Products Private Limited will be held on Friday, the 25<sup>th</sup> September, 2020 at 10.00 A.M at the Registered Office of the Company at 39A, Extension Street, Kaikattipudur, Avinashi-641 654 to transact the following business:

#### **Ordinary Business:**

- To receive, consider and adopt the audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2020 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
- To consider Mr.S.Chenduran, Director, who retires by rotation and being eligible offers himself for re-appointment.
- 3. To consider and if thought fit to pass with or without modification(s) the following as an ordinary resolution for appointment of the Statutory Auditors of the Company and fix their remuneration:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any amendment thereto or re-enactment thereof, M/s. Rajan Sankar & Co. Chartered Accountants, Coimbatore, (Firm Registration No.003430S), the retiring Statutory Auditors of the Company, be and are hereby reappointed as Statutory Auditors of the Company for the period of five years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting at a remuneration as may be mutually agreed to between the Board of Directors and the said Statutory Auditors in addition to reimbursement of actual out-of-pocket expenses to be incurred in connection with the work of audit to be carried out by them."

(By the order of the Board) For Crocodile Products Private Limited

Avinashi 25.06.2020 P.Sundararajan Chairman (DIN:00003380)

#### Notes:

A member entitled to attend and vote at the meeting 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 a proxy shall be deposited at the registered office of the Company not later than 48 hours before the scheduled time for holding the meeting

Registered Office: 39A, Extension Street, Kaikattipudur, Avinashi-641654 (CIN: U18101TZ1998PTC008439) Ph: 04296-714000

#### DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the Twenty Sixth audited financial statements of the Company for the year ended 31st March, 2020.

#### 1. REVIEW OF FINANCIALS

S. No.	Particulars	31-03-2020 (Amount in Rs.)	31-03-2019 (Amount in Rs.)
1.	Sales of garments and accessories	11,063,160	23,987,665
2.	Other Income	406,784	259,296
Less			
3.	Expenses	8,844,094	19,046,763
4.	Depreciation	415,699	594,897
5.	Interest		
6.	Taxes	3,446,466	6,660,559
7.	Net Profit / (Loss) after Tax	(1,236,314)	(2,055,158)

#### 2. OPERATIONS REVIEW

During the year the Company made an income of Rs.11.06 million by way of Royalty income as against Rs.23.99 million for the year 2018-19. The Loss after tax for the year 2019-20 is Rs.1.23 million as against the Loss of Rs.2.05 million in the year 2018-19.

#### 3. BOARD MEETINGS

During the financial year 2019-2020, the Board of Directors of the Company duly meet 4 times i.e. on 22.05.2019, 12.08.2019, 13.11.2019 & 13.02.2020. The intervening gap between the two meetings was within the period as prescribed under the Companies Act, 2013.

#### 4. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, the Directors hereby confirm the following:

Registered Office: 39A, Extension Street, Kaikattipudur, Avinashi-641654 (CIN: U18101TZ1998PTC008439) Ph: 04296-714000

- In the preparation of the annual accounts, for the financial year ended 31<sup>st</sup> March, 2020, the applicable accounting standards had been followed and there are no material departures;
- 2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year ended on that date;
- The Directors had 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. The Directors had prepared the annual accounts on a going concern basis; and
- The Directors had devised proper system to ensure compliance with the provisions
  of all applicable laws and that such systems were adequate and operating
  effectively.

## 5. EXPLANATION TO THE REMARKS CONTAINED IN THE AUDITOR'S REPORT

As required under Section 134(3)(f) of the Companies Act, 2013 in respect of the remarks contained in the Auditor's Report, the following explanation is furnished.

Due to accumulated losses up to 31.03.2020 amounting to Rs.99,449,479/- the net worth of the Company has eroded. However, the financial statements have been prepared on the principles of going concern in view of the continuous financial support of the holding Company and the Company is optimistic of the future business prospects.

### 6. PARTICULARS OF INTER-CORPORATE LOANS & INVESTMENT

During the financial year 2019-2020, the Company has not made any investment. Further the Company has not given any guarantee or security to any person or body corporate.

### 7. PARTICULARS OF RELATED PARTY TRANSACTIONS

All Transactions entered into with related parties as defined under Companies Act 2013, during the financial year 2019-20 were in the ordinary course of business and on an arm's length basis. And the same is disclosed as notes to the accounts.

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#### 8. DIRECTORS

There is a change in the Board of Directors of the Company during the Financial Year 2019-2020. Mr.S.Chenduran was appointed as a Director on 22.05.2019 and Mr. Dr.Tan Hian Tsin has resigned from the Board on 22.05.2020.

#### 9. AUDITORS

The retiring statutory auditors, M/s. Rajan Sankar & Co., Chartered Accountants, Coimbatore, (Firm Registration no. 003430S) who being eligible for re-appointment have given a certificate under section 139 of the Companies Act, 2013 for their appointment of five years at the ensuing Annual General Meeting to act as the statutory auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company.

#### 10. DEPOSITS

The Company has not accepted any public deposits and as such, no amounts on account of principal or interest on public deposits were outstanding on the date of the Balance Sheet.

#### 11. PARTICULARS OF EMPLOYEES

There are no employees within the meaning of section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### 12. MATERIAL CHANGES & COMMITMENTS

There has been no material changes and Commitment affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and date of the Report.

#### 13. EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form No.MGT-9 as required under Section 92 of the Companies Act, 2013 for the financial year ended March 31, 2020 is annexed hereto as Annexure A and forms part of this report.

## 14. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Registered Office: 39A, Extension Street, Kaikattipudur, Avinashi-641654 (CIN: U18101TZ1998PTC008439) Ph: 04296-714000

#### 15. ACKNOWLEDGEMENT

The Board thank the Company's joint venture associate, M/s.Crocodile International Pte. Ltd., Singapore and M/s. S.P.Apparels Ltd, the holding company for their excellent guidance to the Company. The Board also wish to thank its customers, distributors, wholesalers, dealers, showrooms, factory outlets, vendors, suppliers and the employees of these entities for their co-operation.

The Board also record its appreciation for the dedicated service being extended by the employees of the Company.

(By order of the Board) For Crocodile Products Private Limited

> P. Sundararajan Chairman

(DIN: 00003380)

Avinashi 25.06.2020

## FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN As on financial year ended on 31.03.2020

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

#### Annexure - A

· t	REGISTRATION & OTHER DETAILS:	
1	CIN	U18101TZ1998PTC008439
2	Registration Date	21/04/1994
3	Name of the Company	CROCODILE PRODUCTS PRIVATE LIMITED
4	Category/Sub-category of the Company	Company limited by shares
		Indian Non-Government Company
5	Address of the Registered office & contact details	39A, EXTENSION STREET, KAIKATTIPUDUR, AVINASHI – 641 654 Phone +91-4296-714000 E-mail spindia@s-p-apparels.com
6	Whether listed company	No
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	Not applicable

#### 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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Retail Trade	4771	96.45

III. PART	II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES							
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section			
1	S.P.APPARELS LIMITED	L18101TZ2005PLC012295	Holding Company	70	2(87)(ii)			

#### IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

#### (i) Category-wise Share Holding

Demat	Physical			No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
		Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
- 1			0.00%		-		0.00%	0.00%
			0.00%		-		0.00%	0.00%
-	-	-	0.00%		-		0.00%	0.00%
	266,000	266,000	70.00%		266,000	266,000	70.00%	0.00%
-	-	-	0.00%		-		0.00%	0.00%
		-	0.00%		-		0.00%	0.00%
	266,000	266,000	70.00%		266,000	266,000	70.00%	0.00%
-								
		-	0.00%		-		0.00%	0.00%
-	-		0.00%	-			0.00%	0.00%
	114,000	114,000	30.00%		114,000	114,000	30.00%	0.00%
-	-	-	0.00%				0.00%	0.00%
	114,000	114,000	30.00%		114,000	114,000	30.00%	0.00%
-	380,000	380,000	100.00%	-	380,000	380,000	100.00%	0.00%
		- 266,000 - 266,000 - 266,000 - 114,000 - 114,000	- 266,000 266,000 	0.00% 266,000 266,000 70.00% 0.00% 0.00% 0.00% 0.00% 0.00% - 114,000 114,000 30.00%	- 0.00% - 0.00	0.00%	0.00%	0.00% 0.00% - 0.00%

B. Public Shareholding									
1. Institutions									
a) Mutual Funds				0.00%				0.00%	0.00%
b) Banks / FI	-			0.00%		-		0.00%	0.00%
c) Central Govt	-		-	0.00%		<b>—</b>		0.00%	0.00%
d) State Govt(s)				0.00%				0.00%	0.00%
e) Venture Capital Funds		1,0		0 00%	-	,		0.00%	0.00%
f) Insurance Companies	-	-		0.00%			-	0.00%	0.00%
g) Flis	-		-	0.00%	-			0.00%	0.00%
h) Foreign Venture Capital Funds			-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-		- 37	0.00%		-		0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%		-	-	0.00%	0.00%
2. Non-Institutions	-								
a) Bodies Corp.									
i) Indian			-	0.00%				0.00%	0.00%
ii) Overseas			-	0.00%				0.00%	0.00%
b) Individuals						-		0.0070	0.0076
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh			-	0.00%	•			0.00%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-		•	0.00%		-		0.00%	0.00%
c) Others (specify)									
Non Resident Indians				0.00%	-	<b>.</b>		0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	•	0.00%	0.00%
Foreign Nationals	-			0.00%				0.00%	0.00%
Clearing Members	-	-		0.00%	-			0.00%	0.00%
Trusts				0.00%	-		-	0.00%	0.00%
Foreign Bodies - D R			-	0.00%				0.00%	0.00%
Sub-total (B)(2):-	-	-	-	0.00%		-	-	0.00%	0.00%
Total Public (B)	-		-	0.00%		-		0.00%	0.00%
C. Shares held by Custodian for GDRs & ADRs			·	0.00%	•	-	-	0.00%	0.00%
Grand Total (A+B+C)	-	380,000	380,000	100.00%		380,000	380,000	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding
		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	during the year
1	S.P.APPARELS LIMITED	266,000	70.00%	0	266,000	70.00%	0	0.00%
2	CROCODILE INTERNATIONAL PTE LTD	114,000	30.00%	0	114,000	30.00%	0	0.00%

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

SN	Particulars	Particulars Date		Shareholding at the beginning of	of the year	Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01/04/2019		380,000	100.00%	380,000	100.00%
	Changes during the year	-			0.00%		0.00%
				9	0.00%		0.00%
					0.00%		0.00%
	At the end of the year	31/03/2020		380,000	100.00%	380.000	100.00%

#### (iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning	of the year	Cumulative Shareholding du	iring the year
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	01/04/2019			0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year	31/03/2020		14	0.00%	-	0.00%

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginn	ing of the year	Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Name	Barrio Car	10000	Right Indiana	(0.00 (C)) (C) (C)		A STATE OF THE PARTY OF THE PAR
	At the beginning of the year	Not Applicable			0.00%		0.00%
	Changes during the year				0.00%		0.00%
	At the end of the year				0.00%		0.00%

V. INDEBTEDNESS				
Indebtedness of the Company includ	ling interest outstanding/accrued but	not due for payment.		
				(Amt. Rs.
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the	financial year			
i) Principal Amount		22,427,530.00		22,427,530.00
ii) Interest due but not paid				22,121,000.00
iii) Interest accrued but not due				
Total (i+ii+iii)		22,427,530.00		22,427,530.00
Change in Indebtedness during the fir	nancial year			EE, 121,000.00
* Addition		2,615,000.00		2,615,000.00
* Reduction				2,010,000.00
Net Change		2,615,000.00		2,615,000.00
Indebtedness at the end of the financi	al year	210.10,000.00		2,013,000.00
i) Principal Amount	1	25,042,530.00		25,042,530.00
ii) Interest due but not paid				23,042,330.00
iii) Interest accrued but not due				
Total (i+ii+iii)		25,042,530.00		25,042,530.00

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/V	VTD/ Manager	Total Amount
	Name	Nil	Nil	(Rs/Lac)
	Designation	Nil	Nil	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act. 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option		-	-
3	Sweat Equity	-		
	Commission			
4	- as % of profit			
	- others, specify		4	
5	Others, please specify	4		,
	Total (A)	*	-	
	Ceiling as per the Act	Not Applicable	Not Applicable	

#### B. Remuneration to other Directors

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

#### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	N	ame of Key Managerial Personnel		Total Amount
	Name	Nil	Nil	Nil	(Rs/Lac)
	Designation	Nil	Nil	Nil	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	× .	-,		-
2	Stock Option	-			
3	Sweat Equity	-			
	Commission				
4	- as % of profit	-	-	14	-
	- others, specify		-		
5	Others, please specify	-			
	Total				

Туре	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding	-				
B. DIRECTORS					
Penalty	- 1				
Punishment					
Compounding	-				
C. OTHER OFFICERS	IN DEFAULT				
Penalty					
Punishment					-
Compounding			1		-

P.Sundararajan Chairman

(DIN: 00003380)

Rajan Sankar & Co., Chartered Accountants

Partners
N.RAVISANKAR B.Sc., FCA
N.N.RAMRAJ B.Com., FCA
AARTHI BELLIE, B.com., ACA

#### INDEPENDENT AUDITOR'S REPORT

## TO THE MEMBERS OF CROCODILE PRODUCTS PRIVATE LIMITED Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone IND AS financial statements of **CROCODILE PRODUCTS PRIVATE LIMITED** ('the Company'), which comprise the Balance Sheet as at 31<sup>st</sup>March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, notes to financial statements and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 31, 2020, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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

respor ibilities in accordance with these requirements and ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material Uncertainty related to Going Concern

We draw attention to Note 21 in the Ind AS financial statements which indicates that the Company has accumulated losses and its net worth has been fully eroded as at the Balance Sheet date. These conditions indicate the existence of a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern. However, the IND AS financial statements of the Company have been prepared on going concern basis for the reasons stated in the said Note.

#### Information other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Annual Report, for example, Corporate Overview, Key Highlights, Board's Report including Annexures thereto etc., but does not include the financial statements and Auditor's Report thereon.

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

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

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

#### Management's Responsibility for the IND AS 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 and presentation of these IND AS Financial Statements that give a true and fair view of the financial position,

financi performance including other comprehensive income, cash flows and changes in equity of the Companyin accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act, read with Companies(Indian Accounting Standards) Rules,2015 as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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.

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

#### Auditor's Responsibility for the audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 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.

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.

#### Reports on other Legal and Regulatory Requirement

 As required by the Companies (Auditors' Report) Order, 2016 ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, A give in the "Annexure A" a statement on the matters specified in the paragraph 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.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup>March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup>March, 2020 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 does not have any pending litigations which would impact its financial position.

- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund by the Company.

Place:Coimbatore

Date: 25.06.2020

For RAJAN SANKAR & CO.

Chartered Accountants

FRNo:003430S

N. RAVISANKAR

PARTNER

MNO: 023548

UDIN:20023548AAAAHO1754

F. No: 003430S

#### ANNEXURE 'A' TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Crocodile Products Private Limited of even date)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has physically verified fixed assets during the year in accordance with a regular and phased program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and nature of its assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
  - (c) The Company does not hold any immovable property during the year. Accordingly, the provisions of clause 3(i)(c) of the order are not applicable to the Company and hence not commented upon.
- (ii) According to the information and explanation given to us the Company does not hold any inventory and accordingly, Para 3(ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) to (c) of the order are not applicable to the Company and hence not commented up on.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not made any advances, investments, guarantees, security within the provisions of section 185 and 186 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iv) of the Order are not applicable to the Company and hence not commented upon.
- (v) The Company has not accepted any deposits from the public 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 Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

- (vi) A informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess, Goods and Service Tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, as applicable. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31stMarch, 2020 for a period of more than six months from the date on when they become payable.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or cess or goods and service tax, that have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from financial institutions or from the government and has not issued any debentures. Accordingly, the provisions of clause 3(viii) of the Order are not applicable to the Company and hence not commented upon.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has neither been paid nor

k ∋n provided during the year. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the Company and hence not commented upon.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.

(xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.

(xiv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.

(xv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.

(xvi) In our opinion, the Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place : Coimbatore

Date: 25.06.2020

For RAJAN SANKAR & CO.,

SANKA

F. No:

Chartered Accountants

FRNo:003430S

N. ŘAVISANKÁF

MNO: 023548

PARTNER

UDIN:20023548AAAAHO1754

#### **ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Crocodile Products Private Limited of even date)

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

We have audited the internal financial controls over financial reporting of CROCODILE PRODUCTS PRIVATE LIMITED ('the Company'') as on 31<sup>st</sup>March, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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 Institute of Chartered Accountants of India 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our at "t involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

#### Meaning of Internal Financial Controls over Financial 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 Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company;
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Ind AS financial statements.

#### Inhere Limitations of Internal Financial Controls over Financial Reporting

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

#### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup>March, 2020, 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.

Place: Coimbatore

Date:25.06.2020

For RAJAN SANKAR & CO.,

yanisanska

F. No: 0034305

Chartered Accountants

FRNo: 003430S

N. RAVISANKAR

PARTNER

MNO: 023548

UDIN:20023548AAAAHO1754

### CROCODILE PRODUCTS PRIVATE LIMITED BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note No	As at March 31, 2020	As at March 31, 2019
ASSETS			
1 Non Current Assets			
a. Property, Plant and Equipment	5	1,321,961	1,737,660
b. Intangible Assets	6	-	
		1,321,961	1,737,660
c. Financial Assets			10.40
i. Others	7	5,095,253	5,095,25
d. Deferred tax asset (net)	8	31,362,744	34,384,21
e. Other non-current assets	9	108,537	108,53
		37,888,495	41,325,663
2 Current Assets			
a. Financial Assets			
i. Cash and cash equivalents	10	102,816	79,782
ii. Bank balances other than (i.) above	10	345,027	257,894
b. Current Tax Assets (Net)	11	2,354,334	4,009,588
		2,802,177	4,347,264
Total Ass	ets	40,690,672	45,672,924
EQUITY AND LIABILITIES			
1 Equity		- 1	
a. Equity Share capital	12	38,000,000	38,000,000
b. Other Equity	13	(99,449,479)	(98,213,165
		(61,449,479)	(60,213,165
Liabilities		CARLOS SECURIOS SE	
1 Non-current liabilities			
a. Financial Liabilities			
i. Borrowings	14	25,042,530	22,427,530
		25,042,530	22,427,530
2 Current liabilities			1,000 TV 100 10 TV 100 100
a. Financial Liabilities			
i. Trade payables	15	71,073,307	72,299,157
b. Other current liabilities	16	6,024,314	11,159,402
2		77,097,621	83,458,559
Total Equity and Liabilit	ties	40,690,672	45,672,924
e accompanying notes to the financial statements		15/050/012	13,072,324

In terms of our report attached.

For RajanSankar & Co. Chartered Accountants

FR No. 003430S

N.Ravisankar

Partner

M.No. 023548

Place : Coimbator 03430S

YED ACCO

Date: 25.06.2020

For and on behalf of the Board of Directors

P.Sundararajan Managing Director

DIN: 00003380

S.Latha

Executive Director DIN: 00003388

	Particulars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
	INCOME			
1	Revenue from operations	17	11,063,160	23,987,665
2	Other Income	18	406,784	259,296
	T			
3	Total Income(1+2)	l	11,469,944	24,246,961
4	EXPENSES			
	Depreciation and amortisation expense	19	415,699	594,897
	Other expenses	20	8,844,094	19,046,763
	Total Expenses	-	9,259,793	19,641,660
5	Profit/ (Loss) before exchange gain/ (loss) on swap contracts, exceptional items and tax (3-4)		2,210,151	4,605,301
6	Exchange gain/ (loss) on swap contracts			
7	Profit/ (Loss) before exceptional items and tax (5-6)		2,210,151	4,605,301
8	Exceptional Items		.	
9	Profit/ (Loss) before extraordinary items and tax (7-8)		2,210,151	4,605,301
10	Extraordinary Items			-
11	Profit/ (Loss) before tax (9-10)		2,210,151	4,605,301
12	Tax Expense:			
	a. Current tax expense		425,000	886,000
	b. MAT Credit		(425,200)	(886,100
	c. Deferred tax (asset) / liability		3,446,666	6,660,559
	Total Tax Expenses		3,446,466	6,660,459
13	Net profit/(Loss) for the period (11-12)		(1,236,314)	(2,055,158
14	OTHER COMPREHENSIVE INCOME			
	A. (i) Items that will not be reclassified to Profit or Loss		-	11.2
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss		-	
	B (i) Items that will be reclassified to Profit or Loss (ii) Income tax relating to items that will be reclassified to Profit or		=	-
	Loss		* 1	
	Total Other Comprehensive Income			-
5	TOTAL COMPREHENSIVE INCOME (13+14)	-	(1,236,314)	(2,055,158
	Earnings per equity share (for Continuing operation):			
	a. Basic		(3.25)	(5.41)
	b. Diluted		(3.25)	(5.41)

In terms of our report attached.

For RajanSankar & Co.

**Chartered Accountants** 

FR No. 003430S

N.Ravisankar Partner

M.No. 023548

Place : Coimbatore Date : 25.06 2020 034305

ED ACCO

For and on behalf of the Board of Directors

P.Sundararajan Managing Director DIN: 00003380

g Director Execut

Executive Director DIN: 00003388

### CROCODILE PRODUCTS PRIVATE LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

Particulars		For the year ended March 31, 2020	For the year ended March 31, 2019
A) CASH FLOW FROM OPERATING ACTIVITIES			
Profit / (Loss) before Tax		2,210,151	4,605,301
Adjustment for:		70 13	
Depreciation & Amortisation Expenses		415,699	594,897
Interest Income		(406,784)	(63,327
Income tax		(425,000)	(886,000
Operating loss before Working Capital adjustments		1,794,066	4,250,871
Adjustments for (increase) / decrease in operating assets			1,000,000,000
(Increase)/Decrease in Loans and advances		1,655,254	(532,293)
Adjustments for increase / (decrease) in operating liabilities			
Increase/(Decrease) in Trade Payables		(1,225,850)	4,175,224
Increase/(Decrease) in Other Liabilities		(5,135,088)	
Cash used in/ generated from operations		(2,911,618)	7,513,900
Net Cash from/(used) operating activities before Extraordi	nary items	(2,911,618)	7,513,900
Extraordinary Items	ĺ	(2,011,010)	7,010,000
Net Cash from /(used) in operating activities	(A)	(2,911,618)	7,513,900
CASH FLOW FROM INVESTING ACTIVITIES			
Interest Income	1	400 704	22.227
Net Cash from / (used) in Investing Activities	(D)	406,784	63,327
Net Cash from (used) in investing Activities	(B)	406,784	63,327
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Long term borrowings			_
Repayment of Long term borrowings		2,615,000	(7,615,000)
Net Cash from/ (used) in Financing Activities	(C)	2,615,000	(7,615,000)
Net increase/(Decrease) in Cash and Cash equivalents	(A)+(B)+(C)	110,167	(37,772)
Cash and cash equivalents at beginning of the period		337,676	375,448
Cash and cash equivalents at end of the period		447,843	337,676
Net increase/(Decrease) in Cash and Cash equivalents		110,167	(37,772)

In terms of our report attached.

F. No:

For RajanSankar & Co. Chartered Accountants

FR No. 003430S

N.Ravisankar

Partner

M.No. 023548

Place : Coimbatore

Date: 25.06.2020

For and on behalf of the Board of Directors

P.Sundararajan Managing Director

DIN: 00003380

S.Latha

**Executive Director** 

DIN: 00003388

### CROCODILE PRODUCTS PRIVATE LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

#### A. EQUITY SHARE CAPITAL

Equity Share Capital	No. of Shares	Amount
Balance as at 31st March, 2019 Changes in equity share capital during the year	3,80,000	3,80,00,000
Balance as at 31st March, 2020	3,80,000	3,80,00,000

#### B. OTHER EQUITY

Particulars	Retained Earnings	Other items of Other Comprehensive Income (specify nature)	Total
Balance at March 31, 2019	(9,82,13,165)	-	(9,82,13,165)
Add: Profit after tax for the year	(12,36,314)	-	(12,36,314)
Balance at March 31, 2020	(9,94,49,479)	-	(9,94,49,479)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

#### 1. CORPORATE INFORMATION

Crocodile Products Private Limited is a private limited company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The address of its registered office and principal place of business is 39A, Extension Street, Kaikkattipudur, Avinashi – 641 654. The Company is engaged in trading in readymade garments. The financial statements are approved for issue by the Company's Board of Directors on 25.06.2020.

#### 2. BASIS OF PREPARATION

#### 2.1. Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (IND AS) notified under Sec. 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standard) Rules 2015, Companies (Indian Accounting Standard) Amendment Rules 2016 and other relevant provisions of the Act.

The financial statements are prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

#### 2.2. Basis of measurement

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention unless otherwise indicated.

#### 2.3. Functional and presentation currency

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

#### 2.4. C rent or Non-current classification

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 III to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

#### 2.5. Use of judgments and estimates

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent liabilities and contingent assets at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

Application of accounting policies that require critical accounting estimates and assumption judgments having the most significant effect on the amounts recognized in the financial statements are:

- Measurement of defined benefit obligations;
- Recognition of deferred tax assets & MAT credit entitlement;
- Useful life and residual value of Property, plant and equipment and intangible assets:
- Recognition and measurement of provisions and contingencies.
- Utilization of tax losses

#### 3. SIGNIFICANT ACCOUNTING POLICIES

#### 3.1. PROPERTY, PLANT AND EQUIPMENT

#### a) Recognition and measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including duties and taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its

intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

An item of property, plant and equipment is derecognized when no future economic benefit are expected to arise from the continued use of the asset or upon disposal. Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

#### b) Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values, and is recognized in the statement of profit and loss. Depreciation on property, plant and equipment is provided on the Written Down Value Method based on the useful life of assets estimated by the Management which coincide with the life specified under Schedule II of the Companies Act, 2013, which are as follows:

-	Plant and Machinery	-	15 years
-	Furniture and Fittings	-	10 years
-	Office Equipments	~	5 years
-	Vehicles	-	8 years
	Electrical Fittings	-	10 years
-	Computer	-	3 years

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes, if any, are accounted for prospectively. Depreciation on additions to or on disposal of assets is calculated on pro-rata basis i.e. from / upto the date on which the property, plant and equipment is available for use / disposed off.

#### 3.2. INTANGIBLE ASSETS

Intangible assets that are acquired by the Company are measured at cost, less accumulated amortization and accumulated impairment losses, if any.

#### 3.3. IMPAIRMENT OF ASSETS

A tangible asset is treated as impaired when the carrying amount of the asset exceeds its estimated recoverable value. Carrying amounts of tangible assets are reviewed at each balance sheet date to determine indications of impairment, if any, of those assets. If any such indication exists, the recoverable amount of the asset is estimated and an impairment

loss eq al to the excess of the carrying amount over its recoverable value is recognized as an impairment loss. The impairment loss, if any, recognized in prior accounting period is reversed if there is a change in estimate of recoverable amount.

#### 3.4. FINANCIAL INSTRUMENTS

#### a) Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

#### b) Subsequent measurement

#### (i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. When the financial asset is derecognized or impaired, the gain or loss is recognized in the statement of profit and loss.

#### (ii) Financial liabilities

For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### c) Impairment of financial assets

With regard to trade receivable, the Company applies the simplified approach, which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables.

#### d) Derecognition

#### Financial Assets

Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset a transferred or in which the Company neither transfers nor retains substantially allof the risks and rewards of ownership and does not retain control of the financial asset.

#### Financial Liabilities

The company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

#### 3.5. FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using other valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

Level 1: Unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability

#### 3.6. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, 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. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Conting at Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes.

Contingent assets are not disclosed in the financial statements unless an inflow of economic benefits is probable.

#### 3.7. RECOGNITION OF REVENUE:

#### Royalty Income

The revenue from sales or usage based royalty is recognized only when the later of the following events occur:

- When the customer makes the subsequent sale or use that triggers the royalty
- The performance obligation to which some or all of the sales-based or usage-based royalty has been allocated is satisfied (or partially satisfied).

#### 3.8. FOREIGN CURRENCY TRANSACTIONS

#### a) Initial recognition:

Transactions in foreign currencies are translated into the Company's functional currency at the exchange rates at the dates of the transactions.

#### b) Conversion:

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Nonmonetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

#### c) Exchange difference:

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise.

#### 3.9. INCOME TAX

Income tax expense comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in Other

Compré ensive Income.

#### a) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year after taking credit of the benefits available under the Income Tax Act and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if, the Company:

- i) has a legally enforceable right to set off the recognized amounts; and
- ii) intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

#### b) Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding tax bases used for taxation purposes.

A deferred income tax asset is recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences and tax losses can be utilised. 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; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset only if the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by thesame taxation authority on the same taxable entity.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future incometax liability, is considered as an asset if there isprobable evidence that the Company will paynormal income tax in future. Accordingly, MAT isrecognized as deferred tax asset in the BalanceSheet when the asset can be measured reliablyand it is probable that the future economicbenefit associated with the asset will be realised.

#### 3.10. CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits 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.

#### 3.11. CASH FLOW STATEMENT

Cash flow statements are prepared in accordance with "Indirect Method" as explained in the Accounting Standard on Statement of Cash Flows (Ind AS - 7). The cash flows from regular revenue generating, financing and investing activity of the Company are segregated.

#### 3.12. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted Earning per Share, the net profit or loss for the period attributable to Equity Shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### 4. RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

## CROCODILE PRODUCTS PRIVATE LIMITED Notes annexed to and forming part of the Financial Statements

#### 5. Property, Plant and Equipment

Particulars		As at March 31, 2020	As at March 31, 2019
Tangible Assets			
Plant & machinery		37,933	41,810
Furniture & fitting		7,05,773	9,30,257
Office equipment		114	161
Vehicles		14,652	14,652
Electrical fitting		5,61,550	7,48,841
Computers		1,939	1,939
	(A) =	13,21,961	17,37,660
Intangible Assets			
Patents & Trademark			
	(B) =	-	-
Total Assets (A+B)		13,21,961	17,37,660

#### 6. Intangible Assets

Particulars	Patents & Trademark
Cost or deemed cost	
Cost at 31st March 2019	1,00,000
Add: Additions during the year	
Less: Eliminated on disposals of assets	
Balance at 31st March 2020	1,00,000
Accumuated depreciation and mpairment	
Balance at 31st March 2019	1,00,000
Eliminated on disposals of assets	-
Amortisation for the year	
Balance at 31st March 2020	1,00,000
Carrying Amount	
Balance at 31st March 2019	
Add: Additions during the year	_
Less: Eliminated on disposals of assets Less: Amortisation for the year	
Less. Amortisation for the year	•
Balance at 31st March 2020	*

Tangible Assets

Particulars	Plant & machinery	Furniture & fitting	Office equipment	Vehicles	Electrical fitting	Computers	Total
Cost or deemed cost							
Cost at 31st March 2019	5,66,529	97,82,752	14,30,207	2,50,372	54,58,589	58,92,485	2,33,80,934
Add: Additions during the year			,		r	ı	
ress. Fillinged of graphorals of assets	1						
Balance at 31st March 2020	5,66,529	97,82,752	14,30,207	2,50,372	54,58,589	58,92,485	2,33,80,934
Accumulated depreciation and impairment							
Balance at 31st March 2019	5,24,718	88,52,495	14,30,046	2,35,720	47,09,748	58,90,546	2,16,43,273
Eliminated on disposals of assets		,	1	ja		i.	ı
Retained Earnings)	3,877	2,24,484	47		1,87,291	ı	4,15,699
Balance at 31st March 2020	5,28,595	90,76,979	14,30,093	2,35,720	48,97,039	58,90,546	2,20,58,972
Carrying Amount							
Balance at 31st March 2019	41,810	9,30,257	161	14,652	7,48,841	1,939	17,37,660
Add: Additions during the year	18	,			,	3.	
Less: Eliminated on disposals of assets Less: Depreciation for the year	3 877	2 24 484	TV		, 000	1	, e
		104/1-1/1	ì		1,0/,231		4,13,699
Balance at 31st March 2020	37,933	7,05,773	114	14,652	5,61,550	1,939	13,21,961

## CROCODILE PRODUCTS PRIVATE LIMITED Notes annexed to and forming part of the Financial Statements

7	OTHER NON-CURRENT FINANCIAL ASSETS	As at March 31 2020	As at March 31, 2019
	(Unsecured, considered good)		
a.	Gratuity Fund	1,56,77	1,56,773
b.	Others:	-2. 3	,,
	Other Trade Advances	49,38,480	49,38,480
		49,38,480	49,38,480
	T	otal 50,95,253	50,95,253

8	DEFERRED TAX ASSET (NET)		As at March 31, 2020	As at March 31, 2019
a.	Deferred tax (liabilities)			
b.	Deferred tax assets		1,35,80,055	1,70,26,721
			1,35,80,055	1,70,26,721
C.	MAT Credit entitlement		1,77,82,690	1,73,57,490
		Total	3,13,62,744	3,43,84,211

9	OTHER NON-CURRENT ASSETS		As at March 31, 2020	As at March 31, 2019
a.	Balance with government authorities (Unsecured, considered good) Sales Tax Deposits		1,08,537	1,08,537
		Total	1,08,537	1,08,537

#### CROCODILE PRODUCTS PRIVATE LIMITED

Notes annexed and forming part of the Financial Statements

10	CASH AND BANK BALANCES		As at March 31, 2020	As at March 31, 2019
a.	Cash and Cash Equivalents			
	Balances with Banks in Current account		1,02,695	79,661
	Cash on hand		121	121
			1,02,816	79,782
b.	Bank Balances other than (a) above			
	In Deposit accounts		3,45,027	2,57,894
			3,45,027	2,57,894
		Total	4,47,843	3,37,676

11	CURRENT TAX ASSET (NET)		As at March 31, 2020	As at March 31, 2019
a.	Opening Balance		40,09,588	34,77,295
b.	Less: Current Tax Payable for the year		(4,25,000)	(8,86,000)
C.	Less: Refund received		(23,36,570)	-
d.	Add: Taxes paid		11,06,316	14,18,293
		Total	23,54,334	40,09,588

## CROCODILE F DUCTS PRIVATE LIMITED Notes forming part of the financial statements

#### 12. SHARE CAPITAL

Particulars	As at March	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount	
(a) Authorised: Equity shares of Rs. 10/- each with voting rights (7,00,000 Equity Share of Rs.100/- each)	7,00,000	7,00,00,000	7,00,000	7,00,00,000	
(b) Issued : Equity shares of Rs. 10/- each with voting rights (380,000 Equity share of Rs.100/- each)	3,80,000	3,80,00,000	3,80,000	3,80,00,000	
(c) Subscribed and fully paid up : Equity shares of Rs. 10/- each with voting rights (380,000 Equity share of Rs.100/- each)	3,80,000	3,80,00,000	3,80,000	3,80,00,000	
Total	3,80,000	3,80,00,000	3,80,000	3,80,00,000	

#### Notes

#### i) Terms & Condition of Equity shares

The Company has only one class of equity shares having a par face value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. They entitle the holder to participate in dividends, and to share in the proceeds of winding up of the Company in proportion to the number of and amounts paid on the shares held. Every holder of Equity Shares present at a meeting in person or by proxy, is entitled to one vote and upon a vote each share is entitled to one vote.

ii) Details of shares held by each shareholder holding more than 5% shares:

	As at March 31, 2020 As at Mar		As at Marc	ch 31, 2019
Particulars	No of Shares held	% of holding in that class of shares	No of Shares held	% of holding in that class of shares
a) Equity Shares with voting rights     S.P.Apparels Ltd.     Crocodile International Pte Ltd.	2,66,000 1,14,000	70% 30%	2,66,000 1,14,000	70% 30%
Total	3,80,000	100%	3,80,000	100%

iii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue during the year	Closing Balance
Equity shares with voting rights			
Period ended March 31, 2019	3,80,000	-	3,80,000
- Number of shares Amount (Rs. 10 each)	3,80,00,000	-	3,80,00,000
Period ended March 31, 2020			
- Number of shares	3,80,000	-	3,80,000
Amount (Rs. 10 each)	3,80,00,000	-	3,80,00,000

# CROCODILE PRODUCTS PRIVATE LIMITED Notes anneyed to and forming part of the Financial Statements

13	OTHER EQUITY	As at March 31, 2020	As at March 31, 2019
a.	Retained Earnings (Surplus in Statement of Profit and Loss)  Balance as at the beginning of the year  Add: Current year profit /(loss)	(9,82,13,165) (12,36,314)	(9,61,58,007) (20,55,158)
	Balance as at the end of the year	(9,94,49,479)	(9,82,13,165)
	Total Other Equity	(9,94,49,479)	(9,82,13,165)

14	NON-CURRENT BORROWINGS	As at March 31, 2020	As at March 31, 2019
a.	Unsecured Borrowings at Amortised Cost Loans from related parties	2,50,42,530	2,24,27,530
	Total	2,50,42,530	2,24,27,530

15	CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES	As at March 31, 2020	As at March 31, 2019
a.	Trade payables - including acceptances - Due to related parties	7,10,73,307	7,22,99,157
	Total	7,10,73,307	7,22,99,157

16	OTHER CURRENT LIABILITIES		As at March 31, 2020	As at March 31, 2019
a. b.	Statutory Liabilities Other liabilities		10,000 60,14,314	41,39,688 70,19,714
		Total	60,24,314	1,11,59,402

## CROCODILE PRODUCTS PRIVATE LIMITED Notes and seed to and forming part of the Financial Statements

17	REVENUE FROM OPERATIONS	For the year ended March 31, 2020	For the year ended March 31, 2019
a.	Other Operating revenue Royalty Income	1,10,63,160	2,39,87,665
	Total Revenue from Operations	1,10,63,160	2,39,87,665

18	OTHER INCOME		For the year ended March 31, 2020	For the year ended March 31, 2019
a.	Interest Income from Bank Deposits Income tax refund		1,96,494 2,10,290	20,151 43,176
		Total	4,06,784	63,327
b.	Other Non-operating Income Others			1,95,969
		Total	-	1,95,969
	Total Other Income		4,06,784	2,59,296

19	DEPRECIATION AND AMORTISATION EXPENSES	For the year ended March 31, 2020	For the year ended March 31, 2019
a.	Tangible assets		
	Plant and machinery	3,877	9,027
	Electrical Installations	1,87,291	2,59,538
	Furniture and fittings	2,24,484	3,12,625
	Office equipments	47	13,707
	Total on Tangible Assets	4,15,699	5,94,897
b.	Intangible Assets	-	-
	Total on Intangible Assets	-	44
	Total Depreciation and Amortisation expenses	4,15,699	5,94,897

20	OTHER EXPENSES	For the year ended March 31, 2020	For the year ended March 31, 2019
	Payments to Auditors	1,00,000	1,30,000
	Legal & Professional Charges	18,500	50,500
	Rates and taxes	1,05,118	14,292
	Royalty	86,04,645	1,88,17,557
	Miscellaneous expenses	15,831	34,414
	Total Other Expenses	88,44,094	1,90,46,763

#### 21.GO. .G CONCERN

Due to accumulated losses upto 31.03.2020 amounting to Rs.99,449,479/-, the net worth of the Company has eroded. However, the financial statements have been prepared on the principles of going concern in view of the continuous financial support of the holding Company and the Company is optimistic of the future business prospects.

#### 22 EARNINGS PER SHARE (EPS)

Particulars	31/03/2020	31/03/2019
Profit/(loss) attributable to Equity Shareholder (A)	(1,236,314)	(2,055,158)
Number of equity shares outstanding (B)	380,000	380,000
Basic EPS (A) /(B)	(3.25)	(5.41)

#### 23.CAPITAL AND OTHER COMMITMENTS

Particulars	31/03/2020	31/03/2019
Estimated amount of contracts remaining to be	NIL	NIL
executed on Capital Account not provided for		
(net of advances)	-	
Export Commitment	NIL	NIL
Operating and Finance Leases	NIL	NIL

#### 24. RELATED PARTY DISCLOSURES

Related party disclosure, as required by Indian Accounting Standard-24, is as below:

#### a) Nature of Related Party Relationships

Key Management Personnel (KMP):

Mr. P. Sundararajan

Managing Director

Mrs. S. Latha

Director

Holding & Associate Company:

S.P Apparels Ltd

Holding Company

Crocodile International Pte. Ltd.

Associate

Entities controlled by KMP:

C.P Lifestyles
Poornam Enterprises Pvt. Ltd.

## b) Details of related party transactions during the year and balances outstanding:

Particulars	Nature of relationship	31.03.2020	31.03.2019
Transactions			-
Royalty received	Holding Company	11,063,160	23,987,665
Royalty paid	Associate	8,604,645	18,817,557
Balances outstanding			
Unsecured borrowings	Key Management Personnel	25,042,530	22,427,530
Trade Payables	Holding Company	71,073,307	57,993,338
Trade Payables	Associate	-	14,305,819
Other current liabilities	Entities controlled by KMP	2,137,314	2,137,314
Other current liabilities	Entities controlled by KMP	3,874,000	4,874,000

# 25. TH\_ MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under Micro, Small and Medium Enterprises Development Act, 2006), claiming their status as Micro, Small and Medium Enterprises and consequently the amount paid/payable to these parties has been considered as NIL.

#### 26. FINANCIAL INSTRUMENTS

#### i. Financial Instruments by category

Particulars	31st March 2020			31 <sup>st</sup> March 2019		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets:				-		
a. Cash and Cash Equivalents	•	17/2	102,816	-	-	79,782
b. Other Bank Balances	•	-	345,027	-	-	257,894
Financial Liabilities:						
a. Non-current borrowings	-       -	-	25,042,530	12	-	22,427,530
b. Trade Payables	-	-	71,073,307	-		72,299,157

#### ii) Fair Value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, trade payables, cash and cash equivalents are considered to be the same as their fair values, due to their short term and settlement on demand nature.

For all other financial assets and liabilities measured at amortised cost, the Company considers that their carrying amounts approximate their fair values.

### 27. FIN .NCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

#### Risk management framework

The Company is exposed to credit risk, liquidity risk and market risk. The Company's board of directors has the overall responsibility for the management of these risks and is supported by Management Advisory Committee that advises on the appropriate financial risk governance framework. The Company has the risk management policies and systems in place and are reviewed regularly to reflect changes in market conditions and the Company's activities.

#### 28. PREVIOUS YEAR FIGURES

Previous years' figures have been regrouped / reclassified, wherever necessary, to conform with the current period presentation.

For CROCODILE PRODUCTS PVT. LTD.

For RAJAN SANKAR & CO.
Chartered Accountants

ANK

F. No:

0034305

ED ACC

r CROSODILE PRODUCTS PVT. LTD

P.Sundararajan Managing Director

Place: COIMBATORE Date: 25.06.2020

DIN: 00003380

Ha Gunda

For CROSCIOILE PRODUCTS PVT. LTD.

Director

DIN: 00003388

N.Ravisankar

Partner

MNO:023548

FRNo: 003430S

## CROCODILE PRODUCTS PRIVATE LIMITED

SUB SCHEDULES	31.03.2020
Note 6.b Other Trade Advances	
Sivarams Associates Pvt. Ltd.	49,38,480
	49,38,480
Note 13.a Loans from Related Parties	
P.Sundararajan	2,50,42,530
	2,50,42,530
Note 14 -Trade Payables	
Crocodile International Pte Ltd S.P.Apparels Ltd. (Retail Division)	7,10,73,307
	7,10,73,307
Note 15.a Statutory Liabilities	
GST Payable TDS Payable	10,000
	10,000
Note 15.b Other Liabilities	
POORNAM ENTERPREISES S.P.LIFESTYLE PROFESSIONAL FEE PAYABLE	21,37,314 38,74,000 3,000 60,14,314

### CROCODILE PRODUCTS PRIVATE LIMITED

Registered Office: 39A, Extension Street, Kaikattipudur, Avinashi-641654 (CIN: U18101TZ1998PTC008439) Ph: 04296-714000

## LIST OF EQUITY SHAREHOLDERS (As on 31.03.2020)

No.	Name, address and occupation of the shareholders	No. of equity shares of Rs.100/- each paid up
1	M/s. S.P.Apparels Limited (CIN: L18101TZ2005PLC012292) Regd. Office: 39-A, Extension Street, Kaikattipudur, Avinashi-641654 Tirupur Dt., Tamilnadu - Body Corporate -	2,66,000
2	M/s. Crocodile International Pte Ltd Crocodile House # 07-003, UBI Avenue 3, Singapore 1440	1,14,000
Total		3,80,000

### FOR CROCODILE PRODUCTS PRIVATE LIMITED

P.Sundararajan Chairman (DIN: 0003380)