

## INDEPENDENT AUDITOR'S REPORT

To the Members of Phoenix Industries Limited

### Report on the Financial Statements

We have audited the accompanying financial statements of Phoenix Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the 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 and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 the design, implementation and maintenance of adequate internal financial control 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.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.



## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements subject to non-inclusion of financial statement of "**Pelle Fine Leather Inc. USA**" a foreign subsidiary of the company, give the information required by the Act 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, its loss, and its cash flows for the year ended on that date.

## 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 Act, we give in the Annexure 1, a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the afore said financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of written representations received from the directors as on March 31, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 2" to this report;
  - (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; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **RKM and Associates**

Chartered Accountants

ICAI Firm Registration Number: 007536N



**Rakesh Kumar Mathur**

Proprietor

Membership Number: 081851

Place of Signature: Gurgaon

Date: 8/7/2020

UDIN: 20081851 AAAAR 9622

**Annexure 1 referred to in paragraph 'Report on Other Legal and Regulatory Requirements' of our report of even date**

Re: Phoenix Industries Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) Fixed assets have been physically verified by the management during the year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the title deeds of immovable properties are held in the name of the Company.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to 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 Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under clause 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.
  - (c) According to the information and explanations given to us by the Company, there are no dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of any dispute.
- (viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or government.



- (ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments. Based on the information and explanations given to us by the management, term loans were applied for the purpose for which loans were obtained.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (xi) As at 31<sup>st</sup> March 2020, the accumulated losses of the Company are more than its net worth. The Company has incurred cash losses during the current financial year as well as in the immediately preceding financial year.
- (xii) The provisions of section 197 read with Schedule V to the Companies Act, 2013 are not applicable to the Company. Therefore, the requirements under paragraph 3(xi) of the Order are not applicable to the Company and hence not commented upon.
- (xiii) 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 and hence not commented upon.
- (xiv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence not commented upon.
- (xvi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to 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.
- (xvii) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For RKM and Associates**

Chartered Accountants

ICAI Firm Registration Number: 007536N



**Rakesh Kumar Mathur**

Proprietor

Membership Number: 081851

Place: Gurgaon

Date: 8/7/2020

**Annexure 2 to the Independent auditor's report of even date on the financial statement of Phoenix Industries Limited ("the Company")**

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

To the Members of Phoenix Industries Limited

We have audited the internal financial controls over financial reporting of Phoenix Industries 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. 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

## Inherent Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, 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 March 31, 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.

## Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of Company, which comprise the Balance Sheet as at March 31, 2020, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated June, 2020 expressed an unqualified opinion thereon.

For RKM and Associates

Chartered Accountants

ICAI Firm Registration Number: 007536N

Rakesh Kumar Mathur

Proprietor

Membership Number: 081851

Place: Gurgaon

Date: 8/7/2020

# PHOENIX INDUSTRIES LIMITED

CIN : U74899DL1999PLC101593

## Balance Sheet as at 31st March, 2020

PARTICULARS	Note No	As at 31st March, 2020 Amt. in Rs	As at 31st March, 2019 Amt. in Rs
<b>I. ASSETS</b>			
<b>Non- Current Assets</b>			
(a) Tangible Assets		-	-
(b) Long Term Loans and Advances	6	445,971	445,971
(c) Non-Current Investments	7	117,226,005	117,226,005
<b>(2) Current Assets</b>			
(a) Inventories	8	2,555,625	2,555,624
(b) Trade Receivables	9	2,161,883	2,161,883
(c) Cash & cash Equivalents	10	4,159,956	4,547,445
(d) other Current Assets	11	516,968	112,731
<b>TOTAL</b>		<b>127,066,408</b>	<b>127,049,659</b>
<b>Equity and Liabilities</b>			
<b>Share Capital</b>			
(a) Equity	1	94,323,000	94,323,000
(b) Other Equity	2	(228,765,355)	(227,841,138)
<b>Non- Current Liabilities</b>			
(a) Long term liabilities- Unsecured	3	231,526,647	231,526,647
(b) Long Term Provisions	4	297,015	268,000
<b>(2) Current Liabilities</b>			
(a) Other Current Liabilities	5	29,685,101	28,773,151
<b>TOTAL</b>		<b>127,066,408</b>	<b>127,049,659</b>
<b>Notes to Financial Statements</b>	<b>1 to 28</b>		

Significant Accounting Policies as per Annexure - "A" attached

As per our report of even date annexed

For RKM & Associates

CHARTERED ACCOUNTANTS

Firm Reg. No. 007536N



(Rakesh Mathur)

Prop.

M.No. 081851

PLACE : GURGAON

DATED : 8/7/2020

For and on behalf of the Board of Directors

Phoenix Industries Limited

P.M. Alexander

Director

DIN : 00050022

Narendra Aggarwal

Director

DIN : 00027347

# Phoenix Industries Limited

Notes to Financial Statements for the Year Ended 31st March, 2020

## 1. Summary of Accounting Policies

### 1.1 a) BASIS OF PREPARATION OF FINANCIAL STATEMENT

The financial statements have been prepared under the historical cost convention on accrual basis, except where specified.

### b) USE OF ESTIMATES

The preparations of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

### 1.2 FIXED ASSETS

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation. All cost relating to the acquisition and installation of Fixed Assets are capitalized and include financing costs relating to the borrowed funds attributable to construction or acquisition of fixed asset up to the date asset is put to use. Capital Work in Progress is stated at amount expended up to the date of Balance Sheet. Management has certified that the value of a fixed asset for re export at warehouse at Mumbai at cost. All the title deeds of immovable properties is in name of the company.

### 1.3 VALUATION OF INVENTORIES

- a) Raw materials, stores and spares are valued at lower cost or net realizable value.
- b) Finished goods are valued at lower of cost or net realizable value. Finished Goods lying in the factory bonded premises are valued inclusive of excise duty.

### 1.4 RETIREMENT BENEFITS

- a) Contributions to Provident fund are made at the prescribed rates in the recognized funds and charged to the Profit and Loss A/c.
- b) Provision for Gratuity are to be made on the basis of actuarial valuation.
- c) Every employee who has completed five years or more of service gets a gratuity on leaving at 15 days salary (last drawn salary) for each completed year of service. Year end liability on account of retirement benefits to employees are provided and funded to approved Gratuity Fund under the Group Gratuity cum Life Assurance scheme of Life Insurance corporation of India.

### 1.5 INVESTMENTS

Investments in subsidiary and other companies are treated as long term investments and are stated at cost. Provision of diminution in the market value of long- term investments is made only if such decline is considered permanent by the Management. Dividend is accounted for as and when received.



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## 1.7 EXPORT BENEFITS

Sale of advance licenses is accounted for on realizations basis, Duty Drawbacks and Duty entitlement Pass Book benefits are accounted for on accrual basis.

## 1.8 RETIREMENT BENEFITS

- a) Contributions to Provident fund are made at the prescribed rates in the recognized funds and charged to the Profit and Loss A/c.
- b) Provision for Gratuity are to be made on the basis of actuarial valuation.
- c) Every employee who has completed five years or more of service gets a gratuity on leaving at 15 days salary (last drawn salary) for each completed year of service. Year end liability on account of retirement benefits to employees are provided and funded to approved Gratuity Fund under the Group Gratuity cum Life Assurance scheme of Life Insurance corporation of India.
- d) Leave encashment is accounted for on year to year basis and not accumulated to be encashed at the time of retirement.

## 1.9 INVESTMENTS

Investments in subsidiary and other companies are treated as long term investments and are stated at cost. Provision of diminution in the market value of long- term investments is made only if such decline is considered permanent by the Management. Dividend is accounted for as and when received.

## 1.10 IMPAIRMENT OF FIXED ASSETS

(a) Consideration is given at each balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's Fixed Assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

(b) Reversal of impairment losses recognized in prior years is recorded when there is an indication that impairment losses recognized for the assets no longer exist or have decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognized to the extent it does not exceed the carrying amount that would have been determined (net of depreciation ) had no impairment loss been recognized for the assets in prior year.

## 1.11 CONTINGENCIES

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is possible obligation or a present obligation that may, but probably will not; require an out flow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



**PHOENIX INDUSTRIES LIMITED**

CIN : U74899DL1999PLC101593

**Statement of Profit and loss for the Year Ended 31st March, 2020**

PARTICULARS	Note No	For the Year Ended 31st March, 2020 Amt. in Rs	For the Year Ended 31st March, 2019 Amt. in Rs
<b>I Revenue from Operations</b>		-	-
<b>II Other Income</b>		404,237	30,520
<b>III Total Revenue (I + II)</b>		404,237	30,520
<b>IV Expenses</b>			
Changes in Inventories of finished goods, Work-in-progress and Stock-in-Trade		-	-
Employees' Benefit Expenses	25	812,039	848,914
Depreciation & Amortisation Exp.			
Other Expenses	26	516,415	560,435
<b>Total Expenses (IV)</b>		1,328,454	1,409,349
<b>V Profit / (Loss) before Tax (III - IV)</b>		(924,217)	(1,378,829)
<b>VI Tax Expenses</b>			
(1) Current Tax (MAT)		-	-
(2) Deferred Tax		-	-
<b>VII Profit/(Loss) for the year (V-VI)</b>		(924,217)	(1,378,829)
<b>VIII Earning per equity share:</b>			
Basic & Diluted	27	(0.10)	(0.15)
<b>Notes on Financial Statements</b>	<b>1 to 28</b>		

As per our report of even date annexed

**For RKM & Associates**

**CHARTERED ACCOUNTANTS**

Firm Reg. No. 007536N



(Rakesh Mathur)  
Prop.  
M.No. 081851

PLACE : GURGAON

DATED : 8/7/2020

**For and on behalf of the Board of Directors**

**Phoenix Industries Limited**

P.M. Alexander  
Director  
DIN : 00050022

Narendra Aggarwal  
Director  
DIN : 00027347

**PHOENIX INDUSTRIES LIMITED**

CIN : U74899DL1999PLC101593

**Cash Flow Statement for the Year Ended 31st March, 2019**

PARTICULARS	For the Year Ended 31st March, 2020 Amt. in Rs	For the Year Ended 31st March, 2019 Amt. in Rs
<b>A. Cash Flow from Operating Activities</b>		
Net Profit /(Loss) before Tax	(924,217)	(1,378,829)
<i>Adjustments for :</i>		
Depreciation & Amortization Exp.	-	-
Foreign Exchange (Net)	-	-
Interest (Net)	-	-
Loss on sale of Fixed Assets	-	-
Misc. Income Written back	-	-
<b>Operating profit before Working Capital Changes</b>	<b>(924,217)</b>	<b>(1,378,829)</b>
Trade receivables & Other current assets	(404,237)	
Loans and Advances	-	
Trade Payables & other liabilities	940,965	865,274
Liabilities decreases	-	(513,555)
<b>Cash from Operating Activities</b>	<b>(387,489)</b>	<b>(513,555)</b>
Taxes paid	-	-
<b>Net cash from operating activities</b>	<b>(387,489)</b>	<b>(513,555)</b>
<b>B. Cash flow from Investing Activities</b>		
Purchase of Fixed Assets / CWIP	-	-
Foreign Exchange (Net)	-	-
Sale of Fixed Assets	-	-
Interest Received	-	-
<b>Net Cash used in investing activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash flow from Financing Activities</b>		
Advances from Subsidiaries / Others	-	-
Repayment of Long Term Borrowing (Net)	-	-
Security Deposits (Paid) / Received	-	-
Investment	-	-
<b>Net Cash from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net Increases (Decreases) in cash and cash Equivalents</b>	<b>(387,489)</b>	<b>(513,555)</b>
<b>Cash and Cash Equivalent at the beginning</b>	<b>4,547,445</b>	<b>5,061,000</b>
<b>Cash and Cash Equivalent at the end of the Year</b>	<b>4,159,956</b>	<b>4,547,445</b>

As per our report of even date annexed

For RKM & Associates

**CHARTERED ACCOUNTANTS**

Firm Reg. No. - 007536N



Prop.  
M.No. 081851

For and on behalf of the Board of Directors

**Phoenix Industries Limited**

P.M. Alexander  
Director  
DIN : 00050022

Narendra Aggarwal  
Director  
DIN : 00027347

PLACE : GURGAON

DATED : 8/7/2020

**Phoenix Industries Limited**

Notes to Financial Statements for the Year Ended 31st March, 2020

1. SHARE CAPITAL	As at 31st March, 2020		As at 31st March, 2019	
	No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)
(a) Authorised Capital				
Equity Share @ ₹ 10/- each	10,000,000	100,000,000	10,000,000	100,000,000
<b>TOTAL</b>	<b>10,000,000</b>	<b>100,000,000</b>	<b>10,000,000</b>	<b>100,000,000</b>
(b) Issued, Subscribed and fully paid up				
Equity Share @ ₹ 10/- each	9,432,300	94,323,000	9,432,300	94,323,000
<b>TOTAL</b>	<b>9,432,300</b>	<b>94,323,000</b>	<b>9,432,300</b>	<b>94,323,000</b>
(c) Disclosure for Shareholding The details of shareholders holding more than 5%				
Name of Shareholder	No. of Shares held	% age of Holding	No. of Shares held	% age of Holding
Phoenix International Ltd. (Holding Company)	8,432,300	89.40%	8,432,300	89.40%
Phoenix Cement Ltd. (Subsidiary of Holding Company)	1,000,000	10.60%	1,000,000	10.60%
<b>TOTAL</b>	<b>9,432,300</b>	<b>100.00%</b>	<b>9,432,300</b>	<b>100.00%</b>
(d) Reconciliation of Shares Outstanding				
	No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)
Shares outstanding at the beginning of the year	9,432,300	94,323,000	9,432,300	94,323,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement	-	-	-	-
<b>Shares outstanding at the end of the year TOTAL</b>	<b>9,432,300</b>	<b>94,323,000</b>	<b>9,432,300</b>	<b>94,323,000</b>
2. Other Equity	As at 31st March, 2020		As at 31st March, 2019	
General Reserve				
As per last Balance Sheet	91,210,013		91,210,013	
Less : Adjusted as per Contra P & L A/c	(91,210,013)	-	(91,210,013)	-
Securities Premium Reserve		100,000,000		100,000,000
Investment Allowance Reserve		442,744		442,744
Profit & Loss Account - Balance				
Opening Balance	(328,283,882)		(326,905,053)	
Net Profit/(Loss) for the Current Year	(924,217)	(329,208,099)	(1,378,829)	(328,283,882)
<b>TOTAL</b>		<b>(228,765,355)</b>		<b>(227,841,138)</b>
3. LONG TERM LIABILITIES - UNSECURED				
Phoenix International Ltd. (Holding Company)		228,526,647		228,526,647
Spartan Agro Industries Ltd.		3,000,000		3,000,000
<b>TOTAL</b>		<b>231,526,647</b>		<b>231,526,647</b>
4. LONG TERM PROVISIONS				
Provision for Gratuity		297,015		268,000
<b>TOTAL</b>		<b>297,015</b>		<b>268,000</b>
5. OTHER CURRENT LIABILITIES				
Payable to Others		27,501,468		26,589,517
Payable against Supplies, Services & Others		2,183,633		2,183,634
<b>TOTAL</b>		<b>29,685,101</b>		<b>28,773,151</b>



6. LONG TERM LOAN & ADVANCES Unsecured, Considered Goods	As at 31st March, 2020	As at 31st March, 2019
Security Deposit Paid	322,437	322,437
Loans and Advances to Related Party*	123,534	123,534
<b>TOTAL</b>	<b>445,971</b>	<b>445,971</b>

\*Due from Focus Energy Ltd. a company in which Directors are interested as Directors.

7. NON CURRENT INVESTMENTS Long Term Investments - At Cost Investments, Unquoted - Trade Super Bazar Co-operative Store Ltd. Investments, Unquoted - Non Trade Phoenix Cement Ltd. (Subsidiary of Holding Company) Phoenix Power Development Corporation Ltd. Phoenix Real Time Services Limited Pellefine Leather Inc., (Foreign Company) Yellow Valley Leasing and Finance Limited Investments, Quoted Savare Trade Enterprises Ltd.	No of Shares	Amount (Rs.)	No of Shares	Amount (Rs.)
	1,000	10,010	1,000	10,010
	41,000,000	56,942,000	41,000,000	56,942,000
	10	100	10	100
	1,246,000	58,837,618	1,246,000	58,837,618
	24,600	344,400	24,600	344,400
	72,200	1,091,877	72,200	1,091,877
<b>TOTAL</b>	<b>42,343,810</b>	<b>117,226,005</b>	<b>42,343,810</b>	<b>117,226,005</b>

**Notes :**

Aggregate cost of Quoted Investment

Aggregate Market Value of Quoted Investment

Aggregate cost of Unquoted Investment

10.92 Lacs
18.14 Lacs
1161.34 Lacs

10.92 Lacs
18.14 Lacs
1161.34 Lacs

The Market value of Share of Yellow Valley Leasing and Finance Limited has been taken on the basis of last traded rate of Rs. 26/80 per share as per Delhi Stock Exchange quotation. The Market value of Share of Savare Trade Enterprises Limited has been taken on the basis of last traded rate of Rs. 16 per share as per Delhi Stock Exchange quotation.

8. INVENTORIES	As at 31st March, 2020	As at 31st March, 2019
Raw Materials	1,879,942	1,879,942
Finished Goods	675,682	675,682
<b>TOTAL</b>	<b>2,555,625</b>	<b>2,555,624</b>
9. TRADE RECEIVABLES Unsecured, Considered Good		
Receivable from Phoenix International Ltd. (Holding Company)	-	-
Consider Doubtful Debts	2,161,883	2,161,883
Less : Provision for Doubtful Debts	-	-
<b>TOTAL</b>	<b>2,161,883</b>	<b>2,161,883</b>
10. CASH & CASH EQUIVALENTS		
(i) Balances with Scheduled Banks		
In Current Accounts	787,904	795,392
In Deposit Accounts	2,297,170	2,297,170
	3,085,074	3,092,562
(ii) Cash in hand	1,074,882	1,454,883
<b>TOTAL</b>	<b>4,159,956</b>	<b>4,547,445</b>

11. OTHER CURRENT ASSETS	As at 31st March, 2020	As at 31st March, 2019
Receivable from Others	95,000	95,000
Interest Accrued & due	365,021	1,590
Balances with Govt. Authorities	16,141	16,141
TDS Receivable	40,806	
<b>TOTAL</b>	<b>516,968</b>	<b>112,731</b>



*[Handwritten signature]*

*[Handwritten signature]*

## 12. SEGEMENTAL REPORTING

Based on guiding principles given International Accounting Standard (IAS-14) "Segement Reporting", there is no separate reportable segments.

## 13. RELATED PARTY DISCLOSURE

i) In accordance with the requiremnets of International Accounting Standard (IAS-24) on Related party Disclosures, the name of the related parties where control exists and/or with whom transactions have taken place during the year and description of relationships , as identified and certified by management are as under :

### (a) Key Managerial Personnel

Mr. Narendra Aggarwal  
Mr. P. M. Alexander

### (b) Enterprise under direct/Indirect common control:

Focus Energy Limited  
Phoenix International Limited  
Spartan Agro Industries Ltd.

## 14. FAIR VALUE OF CURRENT AND NON CURRENT ASSETS

In the opinion of Management, the value on realization of current and non current assets, loans & advances in the ordinary course of business would be at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities is adequate.

15. PAYMENT TO AUDITORS	As at 31st March, 2020	As at 31st March, 2019
Audit Fees - Statutory Audit	20,000	47,200
<b>TOTAL</b>	<b>20,000</b>	<b>47,200</b>

## 16. DISCLOSURE WITH RESPECT TO EMPLOYEES' BENEFITS

Every employee who has completed five years or more of service gets a gratuity on leaving at 15 days salary (last drawn salary) for each completed year of service.

Year end liability on account of retirement benefits to employees are provided on acturial valuation. Contribution to defined contribution scheme such as Provident and Family Pension fund are charged to Profit & Loss Account as expenses.

Leave Encashment is accounted for on year to year basis and not accumulated to be encashed at the time of retirement.



*[Handwritten signature]*

17. Additional information pursuant to the provisions of Part II of Schedule III of the Companies Act, 2013, to the extent relevant, are given as under:

**I) PARTICULARS OF CAPACITY AND PRODUCTION AS ON 31.03.2020**

DESCRIPTION	UNIT	LICENSED CAPACITY		INSTALLED CAPACITY		PRODUCTION	
		Year Ended on 31st March, 2020	Year Ended on 31st March, 2019	Year Ended on 31st March, 2020	Year Ended on 31st March, 2019	Year Ended on 31st March, 2020	Year Ended on 31st March, 2019
Shoes Upper	PAIRS	N.A	N.A	Refer note 1 below		-	-
Footwears	PAIRS	N.A	N.A	Refer note 1 below		-	-

Notes : Installed capacity is as certified by the management & Relied upon by the Auditor being technical matter.  
Installed capacity is for 12 months.

**II) PARTICULARS OF STOCKS AND SALES & SERVICES AS ON 31.03.2020**

UNIT	Opening Stock		Production / Purchase		Sales		Closing Stock	
	As at 1st April, 2019		During the year		Year ended on 31st March, 2020		As at 31st March, 2020	
	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)	Qty.	Amount (Rs.)
Shoes Upper (Pairs)	137	28,094	-	-	-	-	137	28,094
Sports Shoes	36,282	647,588	-	-	-	-	36,282	647,588
Leather/Lining & Others	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>36,419</b>	<b>675,682</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>36,419</b>	<b>675,682</b>

18. There is no outstanding dues (either Principal or interest) as on 31.03.2020 and under Section 16 of The Micro, small, and Medium enterprises Development Act 2006. No creditor has intimated about their status being of small scale industrial undertakings.

19. The accounts of the company have been prepared on going concern basis as per IFRS

20. As per accounting policy of the Company, the valuation of closing stock of Finished Goods has been done by including Excise Duty. In the current year, the excise duty payable on finished goods lying at factory (Bounded Store Room) amounting to Rs. Nil (Previous year Rs. Nil) has been included in the value of finished goods stock. It does not have any impact on the Profit & Loss Account of the Company.

21. In view of the losses and uncertainty of future taxable income, the Company has not recorded Cumulative Deferred Tax Assets/Liability on account of timing differences as stipulated in International Accounting Standards (IAS-12)-"Accounting for Taxes on Income"

22. Debit / Credit balances as on 31st March 2020 of Debtors, Creditors, Loans & Advances and other parties accounts are subject to confirmations.

23. In the opinion of Management, the value on realization of current and non current assets, loans & advances in the ordinary course of business would be at least equal to the amount at which they are stated in the Balance Sheet and provision for all known liabilities is adequate.

24. CHANGES IN INVENTORIES		As at 31st March, 2020	As at 31st March, 2019
<b>Opening Stock</b>			
Finished Goods		675682	675682
Raw Material		1879942	1879942
<b>Closing Stock</b>			
Finished Goods		675682	675682
Raw Material		1879942	1879942
	<b>Total</b>	<b>5111248</b>	<b>5111248</b>
<b>Changes in Inventories</b>			



*[Handwritten signature]*

25. EMPLOYEES' BENEFIT EXPENSES	As at 31st March, 2020	As at 31st March, 2019
Salaries & Benefits	812039	793220
Employer Contribution to Provident Fund		55694
<b>Total</b>	<b>812039</b>	<b>848914</b>
26. OTHER EXPENSES		
Auditor's Remunerations	20000	47200
Staff welfare	71500	
Bank Charges	1912	590
Filing Fees Exp.	5527	2764
Legal & Professional Fees	361,716	89705
Other Misc. Expenses	50,000	420176
Rates and taxes	5760	
<b>Total</b>	<b>516415</b>	<b>560435</b>
27. BASIC AND DILUTED EARNING PER SHARE:		
Net Profit / (Loss) After Tax (In `)	-924216.6	-1378829
Number of Equity Shares	9432300	9432300
Nominal Value of Equity Shares (In `)	10	10
<b>Basic and Diluted Earning Per Share (In `)</b>	<b>-0.10</b>	<b>-0.15</b>
28. Previous year figures have been regrouped / rearranged wherever considered necessary to conform to the classification adopted in the current year.		

As per our report of even date annexed

For RKM & Associates  
**CHARTERED ACCOUNTANTS**  
 Firm Reg. No. - 007536N

(Rakesh Mathur)  
 Prop.  
 M.No. 081851

PLACE : GURGAON  
 DATE : 31/3/20

For and on behalf of the Board of Directors  
 Phoenix Industries Limited

P.M. Alexander  
 Director  
 DIN : 00050022

Narendra Aggarwal  
 Director  
 DIN : 00027347