

RUPA & COMPANY LIMITED
CIN. L17299WB1985PLC038517

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Statement of Audited Standalone Financial Results for the Quarter & Year Ended March 31, 2020

(in Rs lakhs)

Sr. No.	Particulars	Quarter ended			Year ended	
		March 31 2020 Audited (Refer Note No. 10)	December 31 2019 Unaudited	March 31 2019 Audited (Refer Note No. 10)	March 31 2020 Audited	March 31 2019 Audited
1	Revenue from Operations					
	a) Sales of Products and Services	17,601.33	29,703.61	39,170.25	93,743.67	1,10,346.93
	b) Other Operating Income	47.88	85.93	179.47	396.44	477.17
	c) Other Income	110.54	150.06	144.37	790.95	539.18
	Total Revenue [1(a) to 1(c)]	17,759.75	29,939.60	39,494.09	94,931.06	1,11,363.28
2	Expenses					
	a) Cost of Materials consumed	10,477.90	10,760.63	11,210.50	46,025.74	51,709.41
	b) Purchase of Traded Goods	-	-	-	-	-
	c) Changes in inventories of finished goods, work-in-progress and stock in trade	(4,005.30)	3,378.05	10,754.20	(8,332.92)	(5,296.78)
	d) Employee benefits expense	1,444.43	1,393.25	1,307.67	5,520.09	4,511.15
	e) Finance Costs	309.22	404.73	474.96	1,481.22	1,672.75
	f) Depreciation and amortisation expense	324.44	417.39	339.76	1,567.92	1,317.40
	g) Sub-contracting/Jobbing Expenses	5,222.51	5,528.59	5,501.29	23,027.80	25,958.65
	h) Other Expenses	3,304.04	3,948.56	4,786.19	15,438.37	16,950.20
	Total expenses [2(a) to 2(h)]	17,077.24	25,831.20	34,374.57	84,728.22	96,822.78
3	Profit from ordinary activities before Exceptional items and tax (1-2)	682.51	4,108.40	5,119.52	10,202.84	14,540.50
4	Exceptional Items	-	-	-	-	-
5	Profit from ordinary activities before tax (3+4)	682.51	4,108.40	5,119.52	10,202.84	14,540.50
6	Tax Expense					
	a) Current Tax (including earlier years)	190.60	1,069.72	1,822.89	2,646.73	5,155.00
	b) Deferred Tax	14.79	(24.45)	49.64	(450.42)	48.12
	Total Tax Expense [6(a)+6(b)]	205.39	1,045.27	1,872.53	2,196.31	5,203.12
7	Net Profit for the period (5-6)	477.12	3,063.13	3,246.99	8,006.53	9,337.38
8	Other Comprehensive Income (Net of Tax)					
	a) Items that will not be reclassified to Profit and loss (net of tax)	6.04	0.37	11.18	7.16	1.28
	b) Items that will be reclassified to Profit and loss (net of tax)	-	-	-	-	-
	Total Other Comprehensive Income (Net of Tax)	6.04	0.37	11.18	7.16	1.28
9	Total Comprehensive Income for the period (Net of Tax) (7-8)	483.16	3,063.50	3,258.17	8,013.69	9,338.66
10	Paid up Equity Share Capital (Face Value Rs 1/ each)	795.25	795.25	795.25	795.25	795.25
11	Other Equity	-	-	-	61,896.84	56,759.28
12	Basic and Diluted earnings per share - in Rs	0.60 #	3.85 #	4.08 #	10.07	11.74

not annualized



Notes

1. Statement of Assets and Liabilities

Particulars	(In Rs lakhs)	
	Standalone As at March 31, 2020 (Audited)	Standalone As at March 31, 2019 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	16,146.22	16,716.86
Right to Use Assets	1,066.50	-
Capital work-in-progress	636.77	300.46
Intangible assets	116.73	191.02
Investments in Subsidiaries	6,370.37	1,402.00
Financial assets		
i) Investments	0.18	0.18
ii) Loans	192.98	4,532.27
iii) Other financial assets	18.95	18.70
Non-current tax assets (net)	1,018.46	-
Other non-current assets	1,054.55	933.69
	26,621.71	24,095.18
Current assets		
Inventories	44,185.26	35,118.40
Financial assets		
i) Trade receivables	23,017.38	37,022.35
ii) Cash and cash equivalents	97.18	566.48
iii) Other Bank Balances (other than above)	40.04	39.33
iv) Loans	447.92	203.82
v) Other financial assets	13.04	82.32
Other Current Assets	4,786.05	2,805.78
	72,586.87	75,838.48
Total Assets	99,208.58	99,933.66
EQUITY AND LIABILITIES		
Equity		
Equity Share capital	796.29	796.29
Other Equity	61,896.84	56,759.28
Total equity	62,693.13	57,555.57
LIABILITIES		
Non-current liabilities		
Financial liabilities		
i) Borrowings	1,089.91	812.65
ii) Lease Liabilities	686.39	-
iii) Other financial liabilities	-	-
Deferred Tax Liabilities (Net)	924.63	1,372.63
Other non-current liabilities	202.67	83.14
	2,903.60	2,268.42
Current liabilities		
Financial liabilities		
i) Borrowings	12,482.82	16,504.24
ii) Lease Liabilities	164.47	-
iii) Trade payables		
- Total outstanding dues of creditors to microenterprises and small enterprises	-	-
- Total outstanding dues of creditors other than microenterprises and small enterprises	12,452.07	13,044.74
iii) Other financial liabilities	7,653.92	8,921.25
Provisions	323.96	288.80
Current Tax Liabilities (Net)	-	752.52
Other current liabilities	534.61	598.12
	33,611.85	40,109.67
Total Liabilities	36,515.45	42,378.09
Total Equity and Liabilities	99,208.58	99,933.66



2. Standalone Cash Flow Statement

Particulars	(In Rs lakhs)	
	April - March, 2020 (Audited)	April - March, 2019 (Audited)
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES		
Profit Before Tax	10,202.84	14,540.50
Adjustment to reconcile profit before tax to net cash flows		
(a) Depreciation and Amortisation	1,567.92	1,317.40
(b) Finance Cost	1,481.22	1,672.75
(c) (Profit)/loss on disposal of Plant, Property & Equipment (Net)	(47.34)	5.02
(d) Bad debts / Advances & Claims written off	37.52	1.61
(e) Unspent liabilities written back	(317.49)	(30.17)
(f) Provision for Doubtful Trade Receivables/(written back)	3.03	11.81
(g) Deferred Revenue on Government Grant	(33.63)	(17.48)
(h) Investment written off	-	10.57
(i) Interest Income	(299.60)	2,523.22
Operating Profit before Working Capital Changes	12,594.47	17,063.72
Changes in Working capital		
(a) (Increase)/decrease in Inventories	(9,066.86)	(3,866.01)
(b) (Increase)/decrease in Trade Receivables	13,964.42	(4,173.65)
(c) (Increase)/decrease in Other Financial Assets	(69.93)	(60.61)
(d) (Increase)/decrease in Non-Financial Assets	(1,980.27)	(1,233.82)
(e) Increase/(decrease) in Trade Payables	(522.19)	(2,597.60)
(f) Increase/(decrease) in other Financial Liabilities	(1,066.91)	761.31
(g) Increase/(decrease) in Provisions	44.72	55.30
(h) Increase/(decrease) in Non-financial liabilities	89.65	179.27
Cash Generated from Operations	13,987.10	6,127.91
Less: (a) Direct Taxes Paid	(4,417.71)	(6,005.93)
Net Cash from Operating Activities	9,569.39	121.98
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES		
(a) Purchase of Plant, Property & Equipment (including Capital Advances and CWIP)	(1,779.33)	(2,310.34)
(b) Disposal of Plant, Property & Equipment	379.30	25.65
(c) Investment in Subsidiary Companies	(4,968.37)	-
(d) Redemption/(Investment) of Fixed Deposits (net)	(1.90)	136.55
(e) Refund of Loan Granted	4,699.87	-
(f) Loan Granted	(537.72)	-
(g) Interest received	371.61	512.51
Net Cash used in Investing Activities	(1,836.54)	(1,974.93)
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES		
(a) Repayment of Non-Current Borrowings	(250.15)	(140.15)
(b) Proceeds from Non-Current Borrowings	587.23	1,125.21
(c) Proceeds/ (Repayment) of Current Borrowings (net)	(4,021.43)	5,515.83
(d) Payment of Lease Liabilities	(257.46)	-
(e) Dividend and Tax paid thereon	(2,876.13)	(2,876.13)
(f) Interest Paid	(1,384.21)	(1,666.27)
Net Cash used in Financing Activities	(8,202.15)	1,958.49
Net Increase/(decrease) in Cash & Cash Equivalent (A+B+C)	(469.30)	105.54
Cash & Cash Equivalents at the beginning of the period	566.48	460.94
Cash & Cash Equivalents at the end of the period	97.18	566.48

3. The above Standalone Financial Results which have been prepared in accordance with the Regulation 33 of SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015 read with SEBI Circular dated July 05, 2016 have been reviewed by the Audit Committee and approved by the Boards of Directors at their meeting held on June 26, 2020.

4. The Company has adopted Ind AS 116 'Leases' using the modified retrospective approach with the date of initial application being April 1, 2019. There is no material impact on application of Ind AS 116 on Statement of Profit & Loss.

5. The Company has opted to apply concessional rate of taxation as per the provisions of Section 115BAA of the Income Tax Act, 1961 made effective for financial year 2019-20 pursuant to Taxation Laws (Amendment) Ordinance, 2019 dated September 20, 2019. Accordingly, the provision for Income tax and Deferred Tax balances have been recorded/re-measured using the new tax rate and the resultant impact is recognized in the Statement of Profit & Loss for the current year.

6. As the Company's business activity falls within a single significant primary business segment i.e. 'Hosiery and related service', no separate segment information is disclosed.

7. The spread of COVID-19 has severely impacted businesses around the globe, including India. There has been severe disruption to regular business operations due to lock-downs and other emergency measures. As a result the volumes for the month of March 2020 has been impacted. The Company has since resumed operations in a phased manner taking into account directives from the Government. The management has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the management expects to fully recover the carrying amount of inventories, trade receivables and other assets. Having regard to the above and the company's liquidity position, there is no material uncertainty in meeting its liabilities in the foreseeable future. However, the eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.



8. The Company has an investment in equity and preference shares aggregating to Rs.5,941.00 lakhs as at 31 March 2020 in its wholly owned subsidiary Oban Fashions Private Limited (OFPL). Further, the Company also has net recoverable amounts aggregating to Rs. 307.79 lakhs from OFPL as at 31 March 2020 and also provided Corporate Guarantee aggregating to Rs.3550 lakhs. OFPL has incurred a net loss of Rs.1847.85 lakhs for the year ended 31 March 2020 and its current liabilities exceeded its current assets as at that date. Management has performed an impairment assessment of its investment in OFPL as required by Indian Accounting Standard 36 "Impairment of Assets" / Indian Accounting Standard 109 "Financial Instruments", by considering inter alia the value in use (considering discounted cash flows) which have been determined by external valuation experts based on management's financial projections. The determination of the value in use / fair value involves significant management judgement and estimates on the various assumptions including relating to growth rates, discount rates, terminal value, etc. Further, management believes that the above assessment based on value in use appropriately reflects the recoverable amount. Based on management's assessment and the independent valuation reports, no impairment is considered necessary on this investment and recoverable amounts.

9. The Board of Directors have recommended dividend of Rs 3/- per share (300%) subject to the approval of shareholders in the ensuing Annual General Meeting

10. The figures for the quarter ended March 31, 2020 and March 31, 2019 are the balancing figures between the audited figures in respect of full financial year and the year to date upto 31st December of the respective years.

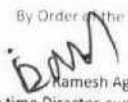
11. There were no exceptional items during the quarter and year ended March 31, 2020

12. The previous period figures have been regrouped/rearranged wherever necessary, to confirm to the current period figures.

Place: Kolkata

Date: June 26, 2020

By Order of the Board


Ramesh Agarwal
Whole time Director-cum-CFO
DIN: 00230702



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Statement of Audited Consolidated Financial Results for the Quarter & Year Ended March 31, 2020

(in Rs lakhs)

Sr. No.	Particulars	Quarter ended			Year ended	
		March 31 2020 Audited (Refer Note No.9)	December 31 2019 Unaudited	March 31 2019 Audited (Refer Note No.9)	March 31 2020 Audited	March 31 2019 Audited
1	Revenue from Operations					
	a) Sales of Products and Services	17,882.10	30,673.49	40,103.61	97,067.83	1,14,387.42
	b) Other Operating income	47.89	85.92	179.47	396.45	477.36
	c) Other Income	176.27	214.85	57.94	737.09	197.70
	Total Revenue [1(a) to 1(c)]	18,106.26	30,974.26	40,341.02	98,201.37	1,15,062.48
2	Expenses					
	a) Cost of Materials consumed	10,617.21	10,757.16	11,205.60	46,218.21	51,889.49
	b) Purchase of Traded Goods	219.01	598.09	749.53	1,522.70	4,242.02
	c) Changes in inventories of finished goods, work-in-progress and stock in trade	(4,182.32)	3,468.46	10,655.86	(7,743.89)	(6,559.43)
	d) Employee benefits expense	1,647.95	1,650.58	1,598.77	6,567.57	5,665.89
	e) Finance Costs	422.19	508.13	565.67	1,862.10	1,855.25
	f) Depreciation and amortisation expense	405.45	499.54	398.23	1,851.45	1,501.17
	g) Sub-contracting/Jobbing Expenses	5,308.99	5,535.11	5,510.36	23,141.99	25,997.03
	h) Other Expenses	3,531.18	4,166.35	5,208.78	16,382.99	18,523.26
	Total expenses [2(a) to 2(h)]	17,969.66	27,183.42	35,892.80	89,803.12	1,03,114.68
3	Profit from ordinary activities before Exceptional items and tax (1-2)	136.60	3,790.84	4,448.22	8,398.25	11,947.80
4	Exceptional Items	-	-	-	-	-
5	Profit from ordinary activities before tax (3+4)	136.60	3,790.84	4,448.22	8,398.25	11,947.80
6	Tax Expense					
	a) Current Tax (including earlier years)	190.86	1,073.19	1,827.55	2,657.72	5,169.68
	b) Deferred Tax	374.14	(131.55)	(123.78)	(449.81)	(639.66)
	Total Tax Expense [6(a)+6(b)]	565.00	941.64	1,703.77	2,207.91	4,530.02
7	Net Profit for the period (5-6)	(428.40)	2,849.20	2,744.45	6,190.34	7,417.78
8	Other Comprehensive Income (Net of Tax)					
	a) Items that will not be reclassified to Profit and loss (net of tax)	9.33	1.44	12.16	13.32	4.29
	b) Items that will be reclassified to Profit and loss	0.67	-	-	0.67	-
	Total Other Comprehensive Income (Net of Tax)	10.00	1.44	12.16	13.99	4.29
9	Total Comprehensive Income for the period (Net of Tax) (7-8)	(418.40)	2,850.64	2,756.61	6,204.33	7,422.07
10	Paid up Equity Share Capital (Face Value Rs 1/ each)	795.25	795.25	795.25	795.25	795.25
11	Other Equity				56,999.17	53,670.97
12	Basic and Diluted earnings per share - in Rs	(0.54) #	3.58 #	3.45 #	7.78	9.33

not annualized



Notes

1. Statement of Assets and Liabilities

(in INR lakhs)

Particulars	Consolidated As at March 31, 2020 (Audited)	Consolidated As at March 31, 2019 (Audited)
ASSETS		
Non-current assets		
Property, plant and equipment	16,616.83	17,252.33
Right to Use Assets	1,190.73	-
Capital work-in-progress	636.77	300.46
Intangible assets	723.39	901.27
Intangible assets under development	2.74	2.74
Financial assets		
i) Investments	0.18	0.18
ii) Loans	198.81	132.85
iii) Other financial assets	18.95	18.70
Deferred Tax Assets (Net)	194.18	-
Non-Current Tax Assets (Net)	1,017.61	-
Other non-current assets	1,054.55	933.69
	21,654.74	19,542.22
Current assets		
Inventories	46,731.12	38,229.25
Financial assets		
i) Trade receivables	25,129.44	39,653.61
ii) Cash and cash equivalents	128.31	720.09
iii) Other Bank Balances (other than above)	42.20	39.33
iv) Loans	344.31	146.62
v) Other financial assets	2.53	1.55
Other Current Assets	5,400.07	3,310.95
Income Tax Asset (Net)	-	-
	77,777.98	82,101.40
Total Assets	99,432.72	1,01,643.62
EQUITY AND LIABILITIES		
Equity		
Equity Share capital	796.29	796.29
Other Equity	56,999.17	53,670.97
Total equity	57,795.46	54,467.26
LIABILITIES		
Non-current liabilities		
Financial liabilities		
i) Borrowings	1,089.91	812.65
ii) Lease Liabilities	686.39	-
iii) Other financial liabilities	-	-
Provisions	67.99	57.53
Deferred Tax Liabilities (Net)	-	253.19
Other non-current liabilities	202.67	83.13
	2,046.96	1,206.50
Current liabilities		
Financial liabilities		
i) Borrowings	16,508.78	19,982.09
ii) Lease Liabilities	296.06	-
iii) Trade payables		
- Total outstanding dues of creditors to microenterprises and small enterprises	25.69	27.41
- Total outstanding dues of creditors other than microenterprises and small enterprises	13,772.03	14,864.10
iv) Other financial liabilities	8,085.14	9,390.96
Provisions	329.18	293.24
Current Tax Liabilities (Net)	2.13	751.78
Other current liabilities	571.29	660.28
	39,590.30	45,969.86
Total Liabilities	41,637.26	47,176.36
Total Equity and Liabilities	99,432.72	1,01,643.62



2. Consolidated Cash Flow Statement

Particulars	April - March, 2020 (Audited)		April - March, 2019 (Audited)	
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES				
Profit Before Tax		8,398.25		11,947.80
Adjustment to reconcile profit before tax to net cash flows				
(a) Depreciation and Amortisation	1,851.45		1,501.17	
(b) Finance Cost	1,862.10		1,855.25	
(c) (Profit)/loss on disposal of Plant, Property & Equipment (Net)	(47.34)		5.02	
(d) Bad debts / Advances & Claims written off	37.52		2.42	
(e) Unspent liabilities written back	(442.53)		(30.17)	
(f) Provision for Doubtful Trade Receivables/(written back)	75.70		14.47	
(g) Deferred Revenue on Government Grant	(33.63)		(17.48)	
(h) Investment written off			10.57	
(i) Interest Income	(120.26)	3,183.01	(104.20)	3,237.05
Operating Profit before Working Capital Changes		11,581.26		15,184.85
Changes in Working capital				
(a) (Increase)/decrease in Inventories	(8,501.87)		(5,048.64)	
(b) (Increase)/decrease in Trade Receivables	14,410.95		(4,534.18)	
(c) (Increase)/decrease in Other Financial Assets	(63.66)		(59.69)	
(d) (Increase)/decrease in Non-Financial Assets	(2,089.11)		(1,415.53)	
(e) Increase/(decrease) in Trade Payables	(898.29)		(1,587.12)	
(f) Increase/(decrease) in other Financial Liabilities	(1,103.96)		681.07	
(g) Increase/(decrease) in Provisions	62.84		(79.03)	
(h) Increase/(decrease) in Non-financial liabilities	64.16	1,881.06	198.41	(11,844.71)
Cash Generated from Operations		13,462.32		3,340.14
Less: (a) Direct Taxes Paid		(4,424.97)		(6,055.34)
Net Cash from Operating Activities		9,037.35		(2,715.20)
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES				
(a) Purchase of Plant, Property & Equipment (including Capital Advances & CWIP)		(1,813.04)		(2,448.16)
(b) Disposal of Plant, Property & Equipment		379.30		25.65
(c) Redemption/(Investment) of Fixed Deposits (net)		(4.06)		136.55
(d) Loan Received/(Given)		(200.00)		200.00
(e) Interest received		119.03		105.97
Net Cash used in Investing Activities		(1,518.77)		(1,979.99)
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES				
(a) Repayment of Non-Current Borrowings		(250.15)		(140.15)
(b) Proceeds from Non-Current Borrowings		587.23		1,125.21
(c) Proceeds / (Repayment) of Current Borrowings (net)		(3,473.31)		8,503.25
(d) Payment of Lease Liability		(342.21)		-
(e) Dividend and Tax paid thereon		(2,876.13)		(2,876.13)
(f) Interest Paid		(1,755.79)		(1,848.77)
Net Cash used in Financing Activities		(8,110.36)		4,763.41
Net Increase/(decrease) in Cash & Cash Equivalent (A+B+C)		(591.78)		68.22
Cash & Cash Equivalents at the beginning of the period		720.09		651.87
Cash & Cash Equivalents at the end of the period #		128.31		720.09

3. The above Consolidated Financial Results which have been prepared in accordance with the Regulation 33 of SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015 read with SEBI Circular dated July 05, 2016 have been reviewed by the Audit Committee and approved by the Boards of Directors at their meeting held on June 26, 2020.

4. The Group has adopted Ind AS 116 'Leases' using the modified retrospective approach with the date of initial application being April 1, 2019. There is no material impact on application of Ind AS 116 on Statement of Profit & Loss.

5. The Parent has opted to apply concessional rate of taxation as per the provisions of Section 115BAA of the Income Tax Act, 1961 made effective for financial year 2019-20 pursuant to Taxation Laws (Amendment) Ordinance, 2019 dated September 20, 2019. Accordingly, the provision for Income tax and Deferred Tax balances have been recorded/re-measured using the new tax rate and the resultant impact is recognized in the Statement of Profit & Loss for the year ended 31st March, 2020.

6. During the quarter and year ended March 31, 2020 one of the subsidiary company has reversed the Deferred Tax Asset of Rs.359.07 lakhs recognised for the nine month ended 31 December, 2019 on business loss and unabsorbed depreciation on grounds of prudence. However, based on future profitability projections, the management is hopeful of realising the carry forward of existing Deferred Tax Asset amounting to Rs.1155.12 lakhs.

7. As the Group's business activity falls within a single significant primary business segment i.e. 'hosiery and related service', no separate segment information is disclosed.

8. The spread of COVID-19 has severely impacted businesses around the globe, including India. There has been severe disruption to regular business operations due to lock-downs and other emergency measures. As a result the volumes for the month of March 2020 has been impacted. The Group has since resumed operations in a phased manner taking into account directives from the Government. The management has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the management expects to fully recover the carrying amount of inventories, trade receivables and other assets. Having regard to the above and the Group's liquidity position, there is no material uncertainty in meeting its liabilities in the foreseeable future. However, the eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

9. The figures for the quarter ended March 31, 2020 and March 31, 2019 are the balancing figures between the audited figures in respect of full financial year and the year to date upto 31st December of the respective years.

10. The Consolidated figures include wholly owned subsidiaries viz Imoogi Fashions Pvt. Ltd., Euro Fashion Inners International Pvt. Ltd., Oben Fashions Pvt. Ltd., Rupa Fashions Private Limited and Rupa Bangladesh Private Limited.

11. The Board of Directors has recommended dividend of Rs 3 per share (300%) subject to the approval of shareholders in the ensuing Annual General Meeting.

12. There were no exceptional items during the quarter and year ended March 31, 2020.

13. The previous period figures have been regrouped/rearranged wherever necessary, to confirm to the current period figures.

Place: Kolkata
Date: June 26, 2020



By Order of the Board
Ram
Ramesh Agarwal
Whole time Director-cum-CFO
DIN: 00230702



INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF RUPA AND COMPANY LIMITED

Report on the audit of the Standalone Annual Financial Results

Opinion

1. We have audited the accompanying standalone annual financial results of **Rupa and Company Limited** (hereinafter referred to as the "Company") for the year ended March 31, 2020, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:
 - a. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
 - b. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ("IND AS") and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the year ended March 31, 2020.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the standalone annual financial results 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 Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone annual financial results.

Emphasis of Matter

4. We draw your attention to the following:
 - i. Note 7 to the standalone annual financial results which explain the management's assessment of the financial & operational impact due to the lock-down and conditions related to the COVID – 19 and its consequential impact on the carrying values of assets as at 31st March, 2020.
 - ii. Note 8 to the standalone annual financial results which describes the impairment assessment performed by the Company in respect of its investment of Rs 5941.00 lakhs and net amounts recoverable aggregating to Rs 307.79 lakhs in its wholly owned subsidiary M/s Oban Fashions Private Limited as at 31 March 2020 in accordance with by Indian Accounting Standard 36 "Impairment of Assets" / Indian Accounting Standard 109 "Financial Instruments". This assessment involves significant management judgment and estimates on the valuation methodology and various assumptions used in determination of value in use by independent valuation experts / management as more fully described in the aforesaid note. Based on management's assessment and the independent valuation reports, no impairment is considered necessary on the investment and the recoverable amounts.

Our opinion is not modified in respect of the above matters.



Management's Responsibilities for the standalone Financial Results

5. These standalone annual financial results have been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the standalone annual financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

8. Our objectives are to obtain reasonable assurance about whether the standalone annual financial results 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 standalone annual financial results.
9. 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 standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone annual financial results made by the Management and Board of Directors.
 - Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 standalone annual financial results 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 standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
10. Materiality is the magnitude of misstatements in the standalone financial results that individually or in aggregate, make it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial results.
 11. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
 12. 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.

Other Matters

13. The standalone annual financial results include the results for the quarter ended March 31, 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Place: Kolkata
Date: June 26, 2020



For **Singhi & Co.**
Chartered Accountants
Firm Registration No. 302049E

Ankit Dhelia

(Ankit Dhelia)
Partner
(Membership Number: 069178)
UDIN: 20069178 AAAABE1174

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Rupa & Company Limited

Report on the Audit of Consolidated Annual Financial Results

Opinion

1. We have audited the consolidated annual financial results of **Rupa & Company Limited** (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as 'the Group') for the year ended March 31, 2020, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements/financial information of the subsidiaries, the aforesaid consolidated annual financial results:

(i) includes the financial results of entities given below:

Name of the Entity	Relationship
Imoogi Fashions Private Limited	Subsidiary
Euro Fashion Inners International Private Limited	Subsidiary
Oban Fashions Private Limited	Subsidiary
Rupa Fashion Private Limited.	Subsidiary
Rupa Bangladesh Private Limited	Subsidiary

- (ii) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- (iii) give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards ("IND AS") and other accounting principles generally accepted in India, of net profits and other comprehensive income and other financial information of the Group for the year ended March 31, 2020.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the consolidated annual financial results 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 Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other Matter" paragraph below, is sufficient and appropriate to provide a basis for our opinion.



Emphasis Of Matter:

4. Attention is drawn to the following :

- a. Note 6 of the consolidated annual financial results regarding carry forward of Deferred Tax Asset on business loss and unabsorbed depreciation amounting to Rs.1155.12 lakhs as at March 31, 2020 respectively in one of the subsidiary company based on future profitability projections by the management.
- b. Note 8 to the consolidated annual financial results which explain the management's assessment of the financial & operational impact due to the lock-down and conditions related to the COVID – 19 and its consequential impact on the carrying values of assets of the Group as at 31st March, 2020.

Our opinion is not modified in respect of the above matters.

Management's responsibilities for the consolidated annual financial results

5. These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Directors of the Holding Company, as aforesaid.

6. In preparing the consolidated annual financial results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.
7. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's responsibilities for the audit of the consolidated annual financial results

8. Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results 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 consolidated annual financial results.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- i) Identify and assess the risks of material misstatement of the consolidated annual financial results, 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.
 - ii) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
 - iv) Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 consolidated annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures and associate companies to cease to continue as a going concern.
 - v) Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
 - vi) Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated annual financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them.
10. Materiality is the magnitude of misstatements in the consolidated annual financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated annual financial results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated annual financial results.
11. We communicate with those charged with governance of the Holding Company, 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.
12. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.



Other Matters

13. We did not audit the financial statements/ financial information of three subsidiaries whose financial statements/ financial information reflect total assets of Rs. 1036.15 Lacs and net assets Rs. 740.25 Lacs as at March 31, 2020, total revenues of Rs.74.02 Lacs & Rs.416.96 lakhs, total net profit after tax of Rs.1.57 Lacs and Rs.33.05 Lacs, total comprehensive income of Rs.1.37 Lacs & Rs.33.15 lacs for the quarter and year ended on that date respectively and net cash outflow of Rs.126.38 Lacs for the year ended March 31, 2020 as considered in the consolidated annual financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph above.
14. We did not audit the financial statements / financial information of one foreign subsidiary, whose financial statements / financial information reflect total assets of Rs. 12.86 Lacs and net assets Rs. 12.65 Lacs as at March 31, 2020, total revenue of Rs.Nil & Rs.Nil, total net loss after tax of Rs.1.22 Lacs and Rs.1.39 Lacs and total comprehensive loss of Rs.0.52 & Rs.0.72 Lacs for the quarter and year ended on that date respectively and net cash inflow of Rs.7.60 Lacs for the year ended March 31, 2020 as considered in the consolidated annual financial statements. These financial statements / financial information are audited as per the local law of the respective country and have been converted by the management of the Holding Company into Ind-AS compliant financial statements. Our opinion on the statement in so far as relates to the amounts included in respect of these subsidiaries are based solely on audited accounts as per the respective local laws which has been converted into Ind AS by the Holding Company's management and duly certified by them.
- Our opinion on the consolidated annual financial results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial results certified by the Management.
15. The consolidated annual financial results include the Consolidated annual financial results for the quarter ended March 31, 2020 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subjected to a limited review by us, as required under the Listing Regulations.
16. The statement includes consolidated figures for the corresponding quarter ended March 31, 2019 which are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2019 and the unaudited year to date figures upto third quarter of the previous financial year, which have been approved by Holding Company's Board of Directors, but have not been subjected to audit or review.

For Singhi & Co.
Chartered Accountants
Firm Registration No.302049E



Ankit Dhelia.

(Ankit Dhelia)
Partner

Membership No. 069178

UDIN:20069178 AAAA BF 7112

Place: Kolkata

Dated: June 26, 2020