



**32<sup>ND</sup>**  
**ANNUAL REPORT**  
**2022-23**





## Table of Contents

Content	Page No.
1. Corporate information	01
2. Notice	02
3. Director's Report	19
4. Annexure to Director's report	29
5. Management Discussion and Analysis	44
6. Corporate Governance Report	47
7. Independent Auditor's Report	70
8. Annexure to Auditor's Report	75
9. Balance Sheet	81
10. Profit and Loss Account	82
11. Cash Flow Statement	83
12. Notes to the financial Statement	87
13. E-Communication Registration Form	

CIN : L17120DN1990PLC000440

An ISO 9001 : 2015 Certified Company

## CORPORATE INFORMATION

### Board of Directors

- |   |  |
|---|--|
| <p><b>1. Mr. Mukesh Ramniranjan Ruia</b><br/>Chairman &amp; Managing Director</p> | <p><b>2. Mr. Ravi Jogi</b><br/>Whole-Time Director</p>                     |
| <p><b>3. Mr. Sushil Kumar Poddar</b><br/>Non-Executive Independent Director</p>   | <p><b>4. Mrs. Shweta Mundra</b><br/>Non-Executive Independent Director</p> |
| <p><b>5. Mrs. Sudha Agarwal</b><br/>Non-Executive Independent Director</p>        | <p><b>6. Mr. Nirmal Bagri</b><br/>Non-Executive Independent Director</p>   |

### Chief Financial Officer

Mr. Suresh Chandra Gattani

### Registrar & Transfer Agent

**Link Intime (India) Pvt. Ltd.**

C-101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai – 400 083.

### Company Secretary & Compliance Officer

Mrs. Meena A. Agal

### Statutory Auditors

M/s. Ajay Shobha & Co.  
Chartered Accountants

### Corporate Office

Express Zone 'A' Wing,  
Unit No. 1102/1103, Patel Vatika,  
Off Western Express Highway,  
Malad(East), Mumbai- 400 097,  
Maharashtra, India.

### Bankers

J. M. Financial Asset Reconstruction Company Limited  
Union Bank of India { Assigned to J.M. Financial Asset }  
Indian Bank { Reconstruction Company Limited }  
Omkara Asset Reconstruction Pvt. Ltd.

### Plant Locations

#### Unit II

Plot no. 44 Government Industrial Estate,  
Masat, Samarvani, Dadra & Nagar Haveli – 396 230  
(Union Territory), India.

### Registered Office

#### Unit III

Survey no.185/1, Naroli Village,  
Near Kanadi Phatak  
Dadra & Nagar Haveli - 396 235  
(Union Territory), India.

### Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses to the Company or its Registrar and Share Transfer Agents (RTA).

## NOTICE

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of Shekhawati Poly -Yarn Limited will be held on 15<sup>th</sup> September, 2023 at 12.30 p.m. IST (Indian Standard Time) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2023 including Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss Account and Cash flow statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh Ramniranjan Ruia (DIN No.00372083), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. To Re-appointment of Mr. Ravi Sanjay Jogi as Whole - Time Director:

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V as amended upto date and all guidelines for managerial remuneration issued by the Central Government from time to time and in accordance with the approval of Nomination and Remuneration Committee and the Board of Directors at their meeting held on July 28, 2023 and subject to the approval of the shareholders be and is hereby accorded to the re-appointment of Mr. Ravi Sanjay Jogi (holding DIN No. 06646110) as a Whole – Time Director of the Company for further period of 5 (Five) years w.e.f. September 3, 2023 on the terms and conditions, inclusive expressly the remuneration payable to him as Whole - Time Director and the minimum remuneration payable to him in case of absence or inadequacy of profits in any year, set out in the Draft Agreement prepared in that behalf and submitted to this meeting and initialed by the Chairman for the purpose of identification, the broad details of which are given in the Explanatory Statement in respect of this item of the Notice, is hereby specifically approved with liberty to the Board to vary or increase the terms & conditions of the remuneration including salary, commission, perquisites, etc. and appointment and /or the Agreement in such manner as may be agreed to between the Board and Mr. Ravi Sanjay Jogi in the best interest of the Company within the limitations in that behalf as contained in Schedule V to the Act or any amendments thereof or otherwise as may be permissible at law and that the Agreement, when finalized be executed by the Company by affixing its common seal thereon in accordance with the relevant provisions contained in the Article of Association of the Company."

**"RESOLVED FURTHER THAT** any of the Director and/or Company Secretary of the Company be and is hereby jointly or severally to do all the acts, deeds and things which are necessary to give effect to the above said resolution."

#### 4. Ratification of Remuneration to Cost Auditor :

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2015 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration as decided between the company and auditor M/s. N. Ritesh & Associates, Cost Accountants (Registration No. 26963), who were appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2023-2024, be and is hereby ratified and confirmed.”

## 5. Approval for Related Party Transaction:

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

**“RESOLVED THAT** pursuant to the provision of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions if any, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) and Company Policy on Related Party Transaction(s), approval of shareholders be and is hereby accorded to the Board of Director of the Company to enter into contract(s)/arrangement(s)/transaction(s) with M/s. Vinayak Clothings Private Limited and / or M/s. SKI Realty LLP a related Party within the meaning of Companies Act, 2013 and SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015 for Purchase of Partially Oriented Yarn (POY), Fabrics, other materials, capital goods and sell of Texturized Yarn, Twisted Yarn, Fabrics and capital goods and also commission, rent, Job work and other services on such terms and conditions as the Board may deem fit, up to a maximum aggregate value of ₹100 crore for purchase, ₹ 100 crore for sell, ₹ 15 crore for Commission, ₹ 2 crore each for Rent Paid and Rent Received and ₹ 10 crore for Job Work for the Financial Year 2023-24, provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVER FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the power conferred on it by or under this resolution to any Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

## 6. Approval to authorise board for making of any investment / giving any loan or guarantee / providing Security under section 186 of the Companies Act, 2013:

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

**“RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 (“the Act”) read with relevant rules made as applicable thereunder and any other applicable provisions of the Act, including any modification(s) thereto or re-enactments) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”) and subject to such other approvals and sanctions as may be necessary, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or to provide any security(ies) in connection with any loan(s) to any other body corporate or person and/or to make any further investments/acquisitions by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of INR 200 crore (Indian Rupees Two Hundred Crores only) which is over and above the limits available to the company of sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

**RESOLVED FURTHER** that the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution."

**7. Approval to give Loan, Gurantee or security made by the company to person in whom any of the Director of the Company is interested under section 185(2) of the Companies Act, 2013 :**

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

**"RESOLVED THAT** pursuant to the provisions of Section 179, 185 and 186 read with Companies (Meetings of board and its powers )Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications, enactments therein for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the company and subject to Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")the consent of the members, be and is hereby accorded to give Loan to M/s. Vinayak Clothings Private Limited bearing CIN: U17116MH2005PTC157040 and/or M/s. SKI Buildcon Private Limited bearing CIN: U45202MH2008PTC188782 and / or M/s. SKI Commercial LLP vide CIN: AAY-4486 a group company incorporated under the Companies Act, 1956 (referred as "Company") and LLP Act, 2008 (referred as "LLP") respectively, in which the directors of the company are interested in terms of Section 185 of the Act, upto an aggregate amount of ₹ 25 Crore each (Rupees Twenty Five Crore Only) in one or more tranches for the principal business activities of company / LLP, on such terms and conditions as the Board may consider fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loan including the timing, amount and other terms and conditions of such loan, do such actions and deeds as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do and perform all such other acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or any other person as it may deem fit subject to the provision of the Act.

**RESOLVED FURTHER THAT** the Directors be and are hereby severally authorized to issue a 'true copy' of the resolution to the concerned authorities /parties as may be necessary and they be requested to act thereon and file necessary e-forms with the Ministry of Corporate of Affairs as may be required for giving effect to the aforesaid resolution."

**By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited**

**Place : Mumbai**  
**Date : July 28, 2023**

**Sd/-**  
**Meena A. Agal**  
**Company Secretary & Compliance Officer**

**Registered Office:-**

Survey No. 185/1, Naroli Village,  
Near Kanadi Phatak,  
Dadra & Nagar Haveli,  
Silvassa. 396 235 India

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and circular No. 02/2021 dated January 13, 2021, 8<sup>th</sup> December 2021, 14<sup>th</sup> December 2021, 5<sup>th</sup> May 2022 and December 28, 2022 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/202079 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circular"), have permitted companies that physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM) subject to compliance of various conditions mentioned therein. Hence the forthcoming 32<sup>nd</sup> AGM of the Company scheduled to be held on Friday, 15<sup>th</sup> September, 2023 at 12.30 p.m. (IST) through video Conferencing ("VC") or other audio visual means ("OAVM"). Hence Members can attend and participate in the ensuing 32<sup>nd</sup> AGM through VC/OAVM.
2. Pursuant to the Circular No. Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India ("SEBI") the facility to appoint proxy to attend and cast vote for the members is not available for this 32<sup>nd</sup> AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the 32<sup>nd</sup> AGM through VC/OAVM and participate and cast their votes through e-voting.
3. The Members can join the ensuing 32<sup>nd</sup> AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 32<sup>nd</sup> AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the ensuing 32<sup>nd</sup> AGM without restriction.
4. The attendance of the Members attending the 32<sup>nd</sup> through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular collectively, the Notice calling the 32<sup>nd</sup> AGM has been uploaded on the website of the Company at [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the 32<sup>nd</sup> AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. 32<sup>nd</sup> AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular collectively and Securities and Exchange Board of India ("SEBI") ("Circular of SEBI collectively").
7. Corporate Members intending to send their authorized representative to attend the Meeting are requested to submit a duly certified copy of the Board Resolution/ Power of Attorney/other valid authority, authorising their representative to attend and vote along with specimen signature of Authorised representative(s) by e-mail to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com) before the commencement of the 32<sup>nd</sup> AGM.

8. Details of the Directors seeking appointment/re-appointment at the 32<sup>nd</sup> AGM are provided in "**Annexure**" of this Notice. The Company has received the requisite consent/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
9. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the Meeting, is annexed hereto.
10. In case of joint holders attending the 32<sup>nd</sup> AGM, the member whose name appears as the first holder in the order of names as per Register of Member will be entitled to vote, provided the votes are not already cast by remote e-voting.
11. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Corporate Office of the Company during the Business hours on all working days except Saturday and Sunday up to the date of the 32<sup>nd</sup> Annual General Meeting.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 09, 2023 to Friday, September 15, 2023 (both days inclusive) in connection with 32<sup>nd</sup> Annual General Meeting.
13. Members who would like to express their views/ask question during the 32<sup>nd</sup> AGM may register themselves as a speaker by sending their request, mentioning their name, demat account no./folio number, email id, mobile number at [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com) between September 08, 2023 to September 13, 2023. The shareholder do not want to speak during the AGM but have queries may send their queries mentioning their name, demat account number/folio number, email ID, mobile number to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com). These queries will be suitably replied to by the Company by Email.
14. Those shareholder who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a maximum time of 3(three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speaker and number of questions depending on the availability of time for the AGM.
15. In accordance with MCA Circulars collectively and SEBI Circular collectively, the Notice of 32<sup>nd</sup> AGM along with the Annual Report for 2022-23 inter alia indicating the process and manner of remote e-voting and voting through video conferencing is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, Link Intime (India) Pvt. Ltd. ("RTA") / Depositories. Members may note that the Notice of the 32<sup>nd</sup> AGM along with the Annual Report 2022-23 is also available for download on the website of the Company at [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com) and on the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
16. For receiving all communication (including Notice and Annual Report) from the Company electronically:
  - (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of folio number and attaching a self-attested copy of the PAN Card at [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com) or to the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
  - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories

17. Members will be able to attend the 32<sup>nd</sup> AGM on September 15, 2023 through VC/ OAVM or view the live webcast by logging on to the e-voting website of NSDL at [www.evotingindia.com](http://www.evotingindia.com) by using their e-voting login credentials. On this page, click on the link Shareholders / Members, the Video Conferencing/ webcast link would be available.
18. The members are requested to get their physical shares dematerialized, since vide SEBI Circular dated June 08, 2018 read with SEBI Circular dated December 03, 2018 with effect from April 01, 2019, except in case of transmission or transposition, the securities shall not be transferred unless they are held in the dematerialised form.
19. To prevent fraudulent transactions, members are advised to intimate immediately any change in their address to Company's Registrar and Share Transfer Agents M/s Link Intime (India) Private Limited, C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083 Tel 022-49186000 Fax No. 022-4918 6060. Members holding shares in the electronic form are advised to inform change in address directly to their respectively depository participants.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Company's RTA.
21. Remote e-voting Facility:-
  - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through remote e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).
  - b. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 8, 2023.
  - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - d. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on September 8, 2023 (cut-off date ) only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
  - e. Mr. Prabhat Maheshwari of M/s. GMJ & Associates, (Membership No. 2405), Practicing Company Secretary has been appointed as a Scrutinizer for conducting the remote e-voting and voting through video conferencing in fair and transparent manner.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, September 12, 2023 at 10:00 A.M. and ends on Thursday, September 14, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 08, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 08, 2023.

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

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


#### Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 2255 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

4. Your User ID details are given below :

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

Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, home page of e-voting will open

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs@gmj.co.in](mailto:cs@gmj.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 32<sup>nd</sup> AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the 32<sup>nd</sup> AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.
22. The results declared along with the report of the Scrutinizer will be placed on the website of the Company i.e. [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to the BSE Ltd. and National Stock Exchange of (India) Ltd, Mumbai.
23. Mrs. Meena Agal, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. Her contact details and Address : Corporate Office of the Company i.e. Express Zone, Unit No. 1102/1103, Patel Vatika, Off. W.E. Highway, Malad (E), Mumbai – 400 097 Telephone No.: 022-66940626 E-mail : [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com)
24. Members are requested to intimate Registrar and Share Transfer Agent M/s Link Intime (India) Private Limited for consolidation of their folios, in case they are having more than one folio alongwith copy of PAN card.

**By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited**

**Place : Mumbai**  
**Date : July 28, 2023**

**Sd/-**  
**Meena A. Agal**  
**Company Secretary & Compliance Officer**

**Registered Office:-**

Survey No. 185/1, Naroli Village, Near Kanadi Phatak,  
Dadra & Nagar Haveli, Silvassa. 396 235 India

### Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

#### Item No. 3

Mr. Ravi Sanjay Jogi was appointed as Whole - Time Director of the company w.e.f. September 3, 2018 to hold office for a term upto September 03, 2023 to manage and control the functions of the Company. His term expires on September 03, 2023 and proposed further for re-appointment as Whole - Time Director is subject to approval in the ensuing Annual General Meeting of the Company.

The terms and conditions of the appointment of Mr. Ravi Sanjay Jogi as the Company's Whole - Time Director are embodied in the draft Agreement ('the Agreement') entered into between the Company and Mr. Ravi Sanjay Jogi and same was approved by Nomination and Remuneration Committee and Board of Directors. The material terms of which may be summarized as follow :

1. Terms of Office of Mr. Ravi Sanjay Jogi as a Whole - Time Director of the Company for a period of 5 (Five) years w.e.f. September 3, 2023 and re -appointment of Mr. Ravi Sanjay Jogi shall be liable to retirement by rotation.
2. Mr. Ravi Sanjay Jogi shall subject to the superintendence, control and directions of the Board of Directors of the Company shall perform the duties and exercise the powers referable or in relations thereto and shall also perform such other duties and exercise such further powers as may from time to time be entrusted to or conferred upon him by the board either alone or jointly with any other person or persons as the Board shall determine and shall devote the whole of his time and attention to the business and affairs of the Company and shall to the best of his skill and ability serve and promote the interests of the Company. In consideration of his services as the Company's Whole - Time Director, Mr. Ravi Sanjay Jogi shall be entitled to receive the following remuneration from the Company. The remuneration will comprise of Salary, commission, perquisites, Bonus, other benefits & allowances as mentioned below :
3. Remuneration : Upto ₹ 2,00,000/- p.m. (Rupees Two Lac Only) per month. The above salary is exclusive of various allwances, reimbursements like Leave Travel Allowance, Commutation Allowance, House Rent Allowance and Company leased car & accommodation etc. which can be plan according to the policy of the company. The Fixed Salary is exclusive of Bonus, Perquisites, Provident Fund, Pension Fund as per the company policy.
4. In the event of absence or inadequacy of profits of the Company in any Financial year during the term of Mr. Ravi Sanjay Jogi appointment hereunder, (a) subject to the approval of Central Government the remuneration payable to him shall not be reduce and (b) if he approval of Central Government as stated in (a) is not received, the remuneration payable to Mr. Ravi Sanjay Jogi shall be the maximum amount permitted as per Schedule V of the Companies Act, 2013.
5. Remuneration specified herein, shall be payable to the Whole - Time Director notwithstanding the inadequacy of or no profits in any financial year during the currency of tenure of his office as such.
6. Mr. Ravi Sanjay Jogi, Whole - Time Director shall not so long as he functions as the Whole - Time Director of the Company be entitled to receive any fee(s) for attending Meeting of Board or a Committee thereof from the date of his appointment, however he shall be entitled to reimbursement of expenses in connection with the business of the Company.

7. Mr. Ravi Sanjay Jogi satisfies all the conditions set out in part –I of schedule V to the Act as also condition set out under sub-section (3) of the Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution except Mr. Ravi Sanjay Jogi.

The Resolution seeks the approval of member in terms of section 196,197 and 203 read with schedule V and other applicable provisions of Companies Act, 2013 and (Appointment and Remuneration of Managerial Personnal) Rule 2014 made their under for his appointment as Whole - Time Director.

#### **Item No.4**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the re-appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants (Registration No. M/26963), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2023. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2023-24 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

#### **Item No.5**

To ensure availability of raw material, improve supply chain system, smooth functioning of day to day business and maximum utilization of company infrastructure, your Company proposes to enter into Related Party Transaction for Purchase of Partially Oriented Yarn (POY), Fabrics, other materials, capital goods and sell of Texturized Yarn, Twisted Yarn, Fabrics and capital goods and also commission, rent, Job work and other services on such terms and conditions as the Board may deem fit, up to a maximum aggregate value of ₹100 crore for purchase, ₹ 100 crore for sell, ₹ 15 crore for Commission, ₹ 2 crore each for Rent Paid and Rent Received and ₹ 10 crore for Job Work for the Financial Year 2023-24.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will required prior approval of Shareholders through Special resolution, if the aggregate value of transaction amount to 10% or more of the Annual Turnover of the company as per last audited Financial Statements of the Company. Accordingly, transaction(s) entered into with VCPL comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulation, 2015.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into your company with VCPL in the financial year 2023-24.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 as amended till date, particulars of the transaction(s) with VCPL are as follows:

Sr.	Particulars	Remarks
1	Name of Related Party	M/s. Vinayak Clothings Private Limited and/or M/s. SKI Realty LLP
2	Name of Director or KMP who is related	Mr. Mukesh Ramniranjan Ruia
3	Nature of Relationship	Relative is Director
4	Nature, Material terms, monetary value and particulars of the Contract or arrangement	<ul style="list-style-type: none"> <li>Contract for purchase of raw Material POY, Fabrics and other materials of ₹ 100 crore for the Financial year 2023-24.</li> <li>Contract for sale of Texturized yarn, Twisted Yarn, Fabrics, other Assets of ₹ 100 crore for the Financial year 2023-24.</li> <li>Other services including Job Work of ₹ 10 crore, Commission of ₹ 15 crore and Rent Paid and Received of ₹ 2 crore each for the Financial year 2023-24.</li> </ul>

The Board of Directors recommend the Special Resolution set out at Item No. 5 of the Notice for approval by the Members

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

#### Item No.6

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

The Board of Directors in its meeting held on July 28, 2023 subject to approval of shareholders in the ensuing Annual General Meeting to be held on September 15, 2023 to approve giving of any loan, guarantee or making investment in shares, debentures etc. upto an amount of ₹ 200 Crore (Rupees Two Hundred Crore) over and above which is (i) the aggregate of free reserves and securities premium account, and (ii) the aggregate outstanding amount of loans/ guarantees/ securities/ investments given/ provided/ made to/ in wholly owned subsidiary companies and joint venture companies, from time to time.

Accordingly, the Board of Directors in its meeting held on July 28, 2023 approved the threshold limit upto ₹ 200 crore, subject to approval of the Shareholders. The resolution set out at Item No. 6 is recommended for approval of the members as a special resolution.

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

**Item No.7**

The Company is expected to render support for the business requirements of other companies in the group (i.e. M/s. Vinayak Clothings Private Limited and/or M/s. SKI Buildcon Private Limited and/or M/s. SKI Commercial LLP entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these above mentioned entity upto an aggregate amount of Rs. 25 crore (Rupees Twenty Five Crore) each.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution. The Board recommends the Special Resolution set out at item no. 7 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

### **ANNEXURE**

Details of Director seeking appointment /re-appointment or whose terms of remuneration are being revised at the 32nd Annual General Meeting to be held on September 15, 2023

**[Pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2:]**

<b>Name</b>	: <b>Mr. Ravi Sanjay Jogi</b>
<b>Age</b>	: 35 Years (June 5, 1988)
<b>Date of Appointment</b>	: August 10, 2013
<b>Qualification</b>	: Bachelor of Engineering (Information: Bachelor of Engineering (Information Technology) from Mumbai University and MBA in Marketing & Operations from Foundation for Liberal & Management Education.
<b>Other Directorship</b>	: NIL
<b>Shareholding in the Company</b>	: 1,000

<b>Names of the Listed Companies in which he holds Directorship/ Committee Membership</b>	: <b>Director in:</b> Shekhawati Poly-Yarn Limited <b>Committee Membership:</b> Nil
<b>Experience in Specific</b>	: Mr. Ravi Sanjay Jogi has a good knowledge in the field of Marketing and Operation.
<b>Job Profile &amp; Suitability</b>	: To Manage and control function of Company under the superintendence, control and directions of the Board of Directors ('the Board') of the Company in the field of Marketing and Operations.
<b>Terms and conditions of re- appointment</b>	: Revision in term and condition of appointment.
<b>Details of meeting attended and Remuneration</b>	: Details are mentioned in the Corporate Governance Report.
<b>Discloure of relationship between Director</b>	: There is no inter - se relationship between Directors

<b>Name</b>	: <b>Mr. Mukesh Ramniranjan Ruia</b>
<b>Age</b>	: 51 Years (February 1, 1972)
<b>Date of Appointment</b>	: March 2, 2015
<b>Qualification</b>	: B.Com. from Mumbai University Diploma in Computer by NIIT & Course of Import – Export from "The Indo American Society" and course in Weaving & Designing Conducted by SASMIRA.
<b>Other Directorship</b>	: NIL
<b>Shareholding in the Company</b>	: 8,55,00,000
<b>Names of the Listed Companies in which he holds Directorship/ Committee Membership</b>	: <b>Director in:</b> Shekhawati Poly-Yarn Limited <b>Committee Membership:</b> Audit Committee Stakeholders Relationship Committee Corporate Social Responsibility Committee
<b>Experience in Specific</b>	: Experience of 32 years in Textile Industry.
<b>Terms and conditions of Appointment</b>	: Appointed as a Director liable to retire by rotation.
<b>Job Profile &amp; Suitability</b>	: To Manage and control function of Company under the superintendence, control and directions of the Board of Directors ('the Board') of the Company in all the field of Company.
<b>Details of meeting attended and Remuneration</b>	: Details are mentioned in the corporate governance report
<b>Discloure of relationship between Director</b>	: There is no inter - se relationship between Directors

**By Order of the Board of Directors  
For Shekhawati Poly-Yarn Limited**

Place : Mumbai  
Date : July 28, 2023

Sd/-  
**Meena A. Agal**  
**Company Secretary & Compliance Officer**

## BOARD REPORT

To the Members,

Your Directors have pleasure in submitting their 32<sup>nd</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended March 31, 2023.

### 1. FINANCIAL RESULTS

The financial highlights of your Company for the financial year ended March 31, 2023 are summarized as follows:

(Amount in Lacs)

Particulars	2022-2023	2021-2022
<b>Net Sales /Income from</b>		
Business Operations	30173.00	36326.03
Other Income	196.37	152.34
<b>Total Income</b>	<b>30369.37</b>	<b>36478.37</b>
<b>Less: Expenses</b>	31565.57	37991.90
<b>Total</b>	<b>(1196.18)</b>	<b>(1513.53)</b>
<b>Less: Interest</b>	6.89	9.15
<b>Profit before Depreciation</b>	<b>(1203.07)</b>	<b>(1522.68)</b>
<b>Less: Depreciation</b>	915.05	915.02
<b>Profit/Loss after depreciation and Interest</b>	<b>(2118.12)</b>	<b>(2437.71)</b>
<b>Less: Exceptional Item &amp; Prior period Exp.</b>	-----	-----
<b>Profit/Loss before Tax</b>	<b>(2118.12)</b>	<b>(2437.71)</b>
<b>Less: Current Income Tax</b>		
<b>Less: Deferred Tax Liability / (Assets)</b>	----	-----
<b>Net Profit / Loss after Tax</b>	<b>(2118.12)</b>	<b>(2437.71)</b>
Other comprehensive Income/(Loss)	(21.94)	(4.74)
<b>Total Comprehensive Income/(Loss) for the year (After tax)</b>	<b>(2140.06)</b>	<b>(2442.45)</b>
Dividend (including Interim if any and final )	----	-----
Net Profit after dividend and Tax	(2140.06)	(2442.45)
Amount transferred to General Reserve	-----	-----
Balance carried to Balance Sheet	(2140.06)	(2442.45)
Earnings per share (Basic)	(0.62)	(0.71)
Earnings per Share(Diluted)	(0.62)	(0.71)

### 2. DIVIDEND:

The Board of Director has not recommended any dividend on the Share Capital of the Company for the period ended March 31, 2023 in view of losses incurred.

### 3. TRANSFER TO RESERVES:

The company has not transferred any amount to the reserves.

#### 4. CHANGE IN NATURE OF BUSINESS :

During the year under review there is no change in the business of the Company.

#### 5. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

Your Directors wish to present the details of Business operations done during the year under review:

##### a. Performance:

During the year under review, the Company was engaged in its own production as well as job work activities. The performance of the company was affected due to lower capacity utilization, fluctuation in crude oil rate in the international market which resulting in abnormal price movement in our main raw material, slowdown in textile industry in India as well as international market and non-availability of working capital fund which the company is facing since long time.

The Company has incurred loss after tax of ₹ 2118.12 lacs as against a loss after tax of ₹ 2437.71 lacs in the previous year 2021-22. The turnover of the company was decreased from ₹ 36,478.37 lacs as to ₹ 30369.37 lacs as compare to previous year 2021-22.

##### b. Marketing and Market environment:

Your Company believes that its scale of operations and integration across the textile chain will, in future, offer significant advantages in both cost and revenue. Your Company work hard to meet the competition as well as to enable to maintain long standing business relationship.

##### c. Future Prospects including constraints affecting due to Government policies:

We expect the textile segments to turn favorable based on the various factors like macro economy condition and the Company is taking all necessary steps to take company forward.

#### 6. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY :

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

#### 7. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There were no significant and material orders passed by the regulators / courts that would impact the going concern status of the Company and its future operations.

#### 8. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year ended March 31, 2023 as stipulated under Regulation 34(2) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with Stock Exchanges in India, is presented in a separate section forming part of this Annual Report.

#### 9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in "Annexure A" and is attached to this report.

#### **10. RISK MANAGEMENT POLICY:**

Risk management includes identifying all types of risks and its assessment, risk handling and monitoring and reporting. The Company has laid down a well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor the principal risks that can impact its ability to achieve its strategic objectives. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company. The Company has adopted Risk Management Policy in accordance with the Listing Regulations, 2015.

The Risk Management Policy is available on: weblink <http://www.shekhawatiyarn.com/Companyolicies.html>.

#### **11. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

Pursuant to Section 135 of the Companies Act, 2013 and the relevant rules, the Board has constituted Corporate Social Responsibility (CSR) Committee. The member of the Committee are Mr. Mukesh Ramniranjan Ruia, Mrs. Shweta Manoj Mundra and Mr. Sushil Kumar Poddar. The Board of Directors, based on the recommendations of the Committee, formulated a CSR Policy. The Company could not undertake CSR activities in view of losses. The detailed CSR Policy is hosted on company's website weblink <http://www.shekhawatiyarn.com/Companyolicies.html>.

Annual report on CSR as required under Companies (Corporate Social Responsibility Policy) Rules 2014 is furnished in “Annexure B” and forms part of this report.

#### **12. DISCLOSURE UNDER THE SEXUAL HARASSEMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has been employing woman employees in various cadres within its office and factory premises. The Company has in place a policy against Sexual Harassment in line with the requirements of the Sexual Harassment of woman at work place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee is set up to redress any complaints received and are monitored by woman line supervisors. All employees are covered under this policy. There was no complaint received from any employee during the financial year 2022-23 and hence no complaint is outstanding as on March 31, 2023 for redressal.

#### **13. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES**

The Company has established a vigil mechanism for directors and employees to report genuine concerns. The vigil mechanism provides for adequate safeguards against victimization of person who use vigil mechanism and also provide direct access to Chairman of the Audit Committee and Managing Director of the Company in appropriate and exceptional cases.

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com)

#### **14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

There was no loans, guarantees/securities or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## 15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The Particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 is furnished in “**Annexure C**” and is attached to this report. All related party transactions that were entered into during the year under report were on an arm’s length basis and in ordinary course of business and were in compliance with applicable provisions of the Act and Listing Regulations.

The policy on the materiality of the Related Party Transactions and also on dealing with the Related Party Transactions as approved by the Audit Committee and Board of Directors is available on the weblink <http://www.shekhawatiyarn.com/Companyolicies.html>.

## 16. AUDITORS REPORTS:

**As regards Auditors Remarks in Audit Report, comments of the Board of Director is as under:-**

### Auditors Remark:

The company has not provided for Interest Expenses amounting to ₹ 2,183.10 lakhs (P.Y. ₹ 2,012.29 lakhs) (derived on simple interest basis) which should have been provided as per the principle of prudence on the borrowings which have been classified as “Non-performing assets (NPA) by the banks and on borrowings transferred to Asset restructuring company (ARC) as referred in Note 17(e) of accompanying notes to financial statement. The company has also not provided penal interest and other bank charges, as the same are not ascertainable. Had these Interest Expenses been debited to the Statement of Profit and Loss Account, loss for the year ended and debit balance of Other Equity would have been higher by ₹ 2,183.10 lakhs and ₹15,397.70 lakhs.

### Managements Remark:

The Company is in the process of discussion with its lenders and is hopeful that the suitable resolution plan will be considered by its lenders and accordingly, the company has not recognized the Interest Expense.

## 17. COMPANY’S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

The Company’s Policy relating to appointment of Directors, payment of Managerial remuneration, including criteria for determining Directors’ qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in “**Annexure D**” and is attached to this report.

## 18. EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Act and Rules framed thereunder, Draft Annual Return in form MGT-7 as on March 31, 2023 is available on the Company’s website at [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com).

## 19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company.

## 20. DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

## 21. MEETINGS OF THE DIRECTORS:

The Board met 5 (Five) times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the periods prescribed by the companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 entered into with the stock exchanges.

## 22. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submit its responsibility statement that:-

- a) In the preparation of the annual accounts, applicable accounting standards have been followed with explanation for any material departures; if any
- b) The directors had selected 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 and loss of the company for that period;
- c) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The annual accounts are prepared on a going concern basis;
- e) Internal financial controls laid have been followed by the company and that such internal financial controls are adequate and are operating effectively and;
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 23. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, following Directors were appointed/re-appointed and resigned in the Company.

### Appointment/Re-appointment:

- 1) As per the provisions of Section 152(6) of the Companies Act, 2013, Mr. Mukesh Ramniranjan Ruia (DIN: 00372083) Chairman and Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
2. As per the provisions of Section 196, 197 and 203 of the Companies Act, 2013, Mr. Ravi Sanjay Jogi (DIN:06646110) Executive Director has been re-appointed for the another terms of 5 years as a Whole - Time Director .

Attention of the member is invited to the relevant item in the Notice of the 32<sup>nd</sup> Annual General Meeting and explanatory statement thereto.

### Resignations:

There was no resignation of the Director during the year under review.

### Appointment / Resignations of the Key Managerial Personnel:

There was no appointment/resignation of the Key Managerial Personnel during the year under review. Pursuant to the provisions of section 203 of the Act, the KMP's of your company for financial year 2022-23 were Mr. Mukesh Ramniranjan Ruia, CMD, Mr. Ravi Sanjay Jogi, WTD, Mr. Suresh Chandra Gattani, CFO and Mrs. Meena Agal, Company Secretary & Compliance Officer of the Company.

**Board Evaluation:**

Pursuant to section 134 and 174 of the Act, and Regulation 17 and 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors, Board, its committees including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgement thereby safeguarding the interests of the Company. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Committees. The Directors expressed their satisfaction with the evaluation process.

**Familiarization Programme:**

The Company have conducted presentation during the financial year to familiarize Independent Directors with the Company, their roles, responsibilities in the Company, performance update of the Company, global business environment, technology and the risk management system of the Company. Further, the Directors are encouraged to attend the training programmes being organized by various regulators/bodies/Institution on above matters and freedom to interact with the management of the Company.

**24. DECLARATION OF INDEPENDENT DIRECTORS:**

The company has received necessary declaration from all Independent Directors under section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as prescribed under Section 149(6) and (7) of the Companies Act, 2013, and Regulation 16 of Listing Regulations.

**25. STATEMENT ON INTEGRITY, EXPERTISE, AND EXPERIENCE OF INDEPENDENT DIRECTORS:**

The Company has received declaration from all the Independent Director regarding their Integrity, Expertise and Experience.

**26. DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE:**

The Audit Committee consists of the following members as on March 31, 2023.

Sr. No.	Name of the Member	Designation
1	Mr. Sushil Kumar Poddar	Chairman
2	Mr. Mukesh Ramniranjan Ruia	Member
3	Mrs. Shweta Mundra	Member

The above composition of the Audit Committee consists of Independent Directors viz., Mr. Sushil Kumar Poddar and Mrs. Shweta Mundra who form the majority. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and is also displayed on the website of the Company.

**27. DISCLOSURE OF COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee consists of the following members as on March 31, 2023.

Sr. No.	Name of the Member	Designation
1	Mr. Sushil Kumar Poddar	Chairman
2	Mrs. Sudha Agarwal	Member
3	Mrs. Shweta Mundra	Member

The above composition of the Nomination & Remuneration Committee consists of Independent Directors viz., Mr. Sushil Kumar Poddar, Mrs. Shweta Mundra and Mrs. Sudha Agarwal. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

**28. DISCLOSURE OF COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE:**

The Stakeholder Relationship Committee consists of the following members as on March 31, 2023.

Sr. No.	Name of the Member	Designation
1	Mr. Sushil Kumar Poddar	Chairman
2	Mr. Mukesh Ramniranjan Ruia	Member
3	Mrs. Shweta Mundra	Member

The above composition of the Stakeholder Relationship Committee consists of Independent Directors viz., Mr. Sushil Kumar Poddar and Mrs. Shweta Mundra form Majority of the Committee. More details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

**29. DETAILS OF FRAUD AS PER AUDITOR REPORT:**

During the year under review, neither the statutory Auditor nor the secretarial auditor has reported to the audit committee, under section 143(2) of the companies Act, 2013, any instance of fraud committed against the Company by its officers or employee, the details of which would need to be mentioned in the Board Report.

**30. AUDITORS:**
**STATUTORY AUDITORS:**

M/s. Ajay Shobha & Co. Chartered Accountants is the Statutory Auditor of the company appointed in 29<sup>th</sup> Annual General Meeting till the conclusion of the Annual General Meeting to be held in the financial year 2025.

M/s. Ajay Shobha & Co. Chartered Accountants have under Sections 139 and 141 of the Act and Rules framed thereunder confirmed that they are not disqualified from continuing as Statutory Auditor of the Company and furnished a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33 of the Listing Regulations.

**COST AUDITORS:**

As per the requirements of Section 148 of the Act, read with the Companies (Cost Record and Audit) Rules, 2014, the Audit of Cost Account related to Textile product is being carried out every year. The Board of Directors have, based on the recommendations of the Audit Committee, appointed M/s. N. Ritesh & Associates, Cost Accountants, Mumbai (Membership No. M/26963) to audit the cost accounts of the Company for the year ended March 31, 2023 on a remuneration to be fixed between the Board and Cost Auditor. As required under the Act, necessary resolution seeking member's ratification for the remuneration payable to M/s. N. Ritesh & Associates is included as Item Number 4 of the Notice convening 32<sup>nd</sup> Annual General Meeting.

The Cost Audit Report, for the year ended March 31, 2022 was filed with the Central Government within prescribed time.

**SECRETARIAL AUDITORS:**

M/s. GMJ & Associates, Practicing Company Secretaries, were appointed to conduct the Secretarial Audit of the company for the Financial Year 2022-23, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for FY 2022-23 forms part of the Annual Report as **"Annexure E"** to the Board Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark except Delay in submission of related party disclosure to the exchange pursuant to Regulation 23(9) of the SEBI (LODR) Regulations, 2015. The company had paid the fine levied by the stock exchange within the due date.

**INTERNAL AUDITORS:**

M/s. Sunil Kudwa & Co., Chartered Accountants (Firm Registration No. 123657W) were appointed as Internal Auditors of the Company for the F.Y. 2022-2023.

Their appointment as an Internal Auditor for the Financial Year 2023-24 has been approved in the meeting of the Board of Directors held on May 10, 2023.

**31. INTERNAL FINANCIAL CONTROL:**

The Board has adopted system of internal control to 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 fraud and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company is in the process of strengthening its Internal Financial Control System considering present financial situation, and other recent developments.

**32. HUMAN CAPITAL AND PARTICULARS OF EMPLOYEES:**

Your company had 274 employees as on March 31, 2023.

The statement containing the particulars of employees as required under Section 197(12) of the Companies Act, 2013 read along with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the company as no employees were in receipt in remuneration above the limits specified in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The details required as per Section 197(12) of the Companies Act, 2013 read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **"Annexure F"** and forms part of the report.

### **33. SHARE CAPITAL AND CHANGES THEREIN:**

#### **a. BUY BACK OF SECURITIES:**

The Company has not bought back any of its securities during the year under review.

#### **b. SHARES WITH DIFFERENTIAL VOTING RIGHTS:**

The company has not issued equity shares with differential voting rights during the year under review.

#### **c. SWEAT EQUITY:**

The Company has not issued any Sweat Equity Shares during the year under review.

#### **d. BONUS SHARES:**

No Bonus Shares were issued during the year under review.

#### **e. EMPLOYEES STOCK OPTION PLAN:**

The Company has not provided any Stock Option Scheme to the employees.

### **34. CORPORATE GOVERNANCE REPORT:**

Your Company has complied with the Corporate Governance requirements as per the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance along with a Certificate of Compliance from the Secretarial Auditors forms a part of this report.

### **35. COMPLIANCE OF SECRETARIAL STANDARDS ON BOARD MEETING AND GENERAL MEETING:**

The Company is in compliance with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### **36. LISTING:**

The equity shares continue to be listed on BSE Limited and National Stock Exchange of India Limited (NSE). The Company has paid the annual listing fee for the Financial Year 2023-24 to BSE and NSE.

### **37. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The current policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management. As of March 31, 2023 the Board had 6 members, 2 of whom are executive directors, 4 are Non-Executive Independent Director. The policy of the Company on directors' appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at [www.shekkhawatiyarn.com](http://www.shekkhawatiyarn.com). We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

**38. ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to bankers/lenders, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
For SHEKHAWATI POLY-YARN LIMITED**

**Date : May 10, 2023**  
**Place : Mumbai**

**Sd/-**  
**Mukesh Ruia**  
**Chairman & Managing Director**  
**(DIN : 00372083)**

**Sd/-**  
**Ravi Jogi**  
**Whole – Time Director**  
**(DIN : 06646110)**

## ANNEXURE – “A” TO THE DIRECTOR’S REPORT

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the year ended 31<sup>st</sup> March, 2023

#### **CONSERVATION OF ENERGY**

##### **i The steps taken or impact on conservation of energy**

Conservation of energy is an essential step towards overcoming energy crisis, environmental degradation & global competitiveness.

The Company has given due importance to conservation of energy. It is making continuous efforts to conserve energy by affecting process and development of newer methods, proper maintenance among others. These measures have resulted in savings in terms of energy, money and time.

The Company has replaced LED Lighting in place of conventional lighting to save energy. The Company has also replaced old motors with new energy efficient motors. The Company has adopted various other measures in earlier years which are still continuing.

##### **ii. The steps taken by the company for utilizing alternate sources of energy**

The company has necessary transparent ceiling and maximum windows on Top Floor of the Plant to run factory lighting through direct sun rays.

In the earlier year the Company has installed 100 KVA roof top solar power plant which was taken on lease for maximum use of solar power in place of electricity.

##### **iii. The capital investment on energy conservation equipment's**

During the year under review, the Company has not incurred any capital investment on energy conservation equipment.

#### **The Details of Energy Consumption:-**

Particulars		2022-23	2021-22
<b>Power and Fuel Consumption</b>			
<b>Electricity</b>			
Purchased Units	(KWH)	38637900	36924200
Total Amount	(₹)	231182373	190453214
Average rate per unit	(₹)	5.98	5.16

## RESEARCH AND DEVELOPMENT

### a. The efforts made towards technology absorption

The Company has well-equipped and state-of-the-art quality testing and development equipment, managed by a committed team of highly qualified and experienced professional.

### b. The benefits derived like product improvement, cost reduction, product development or import substitution

These measures have helped in production of value added products, reduction of costs among others. Besides various studies and experiments are undertaken to save energy, improve productivity and quality, control costs among others.

Improved product designs resulted in higher value added products and better realizations.

### c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

The Company has not imported any technology from outside India during the last three years reckoned from the beginning of the financial year.

### d. Specific in which R & D was carried out by the Company.

The Company is actively engaged in product up-gradation and development.

Emphasis on the different variety of products for better margin.

### e. Expenditure incurred on R & D

Since the expenditure incurred on research and development activities were not substantial, no separate account for the same were being maintained.

## A. FOREIGN EXCHANGE EARNING AND OUTGO

Foreign Exchange earnings by way of Exports were Nil and Foreign Exchange outgo during the year by way of import were Nil.

**Annexure “B” TO THE DIRECTOR’S REPORT**
**ANNUAL REPORT ON CSR ACTIVITIES TO BE INCLUDED IN THE BOARD’S REPORT**

1. Brief outline on CSR Policy of the Company: Pursuant to Section 135(1) of the Companies Act, 2013 read with companies (Corporate Social Responsibility) Rules, 2014, the Board of Director have constituted a CSR Committee. The Board also framed a CSR Policy in compliance with the provisions of Section 135 of the Companies Act, 2013.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Sushil Kumar Poddar	Chairman	1	1
2.	Mr. Mukesh Ramniranjan Ruia	Member	1	1
3.	Mrs. Shweta Mundra	Member	1	1

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

These details are disclosed on the Company’s website at <http://www.shekhawatiyarn.com> and <http://www.shekhawatiyarn.com/Companyolicies.html>

4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report). N.A.
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year: N.A.

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

6. Average net profit/(loss) of the company as per section 135(5) : ₹ (1899.93) Lacs
7. (a) Two percent of average net profit of the company as per section 135(5) : N.A.  
 (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. N.A.  
 (c) Amount required to be set off for the financial year, if any : N.A.  
 (d) Total CSR obligation for the financial year (7a+7b- 7c). N.A.

8. (a) CSR amount spent or unspent for the financial year: N.A.

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

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

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

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

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in schedule VII to the Act.	(4) Local area (Yes/ No).	(5) Location of the project.		(6) Amount spent for the project (in ₹).	(7) Mode of implementation on – Direct (Yes/No).	(8) Mode of implementation – Through implementing agency.	
				State.	District			Name.	CSR registration number.
-	-	-	-	-	-	-	-	-	-

(d) Amount spent in Administrative Overheads : Nil

(e) Amount spent on Impact Assessment, if applicable : N.A.

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Nil

(g) Excess amount for set off, if any

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

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

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

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A.

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

10. Details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).N.A.

- Date of creation or acquisition of the capital asset(s). N.A
- Amount of CSR spent for creation or acquisition of capital asset. N.A.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. N.A.
- Details of the capital asset(s) created or acquired (including complete address and location of the capital asset). N.A.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).N.A.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
For SHEKHAWATI POLY-YARN LIMITED**

**Sd/-**  
**Mukesh Ruia**  
 Chairman & Managing Director  
 (DIN:00372083)

**Sd/-**  
**Sushil Kumar Poddar**  
 Chairman – CSR Committee  
 (DIN:03605830)

**Place : Mumbai**  
**Date : May 10 , 2023**

**ANNEXURE – “C” - TO THE DIRECTOR’S REPORT****Form No. AOC-2****Particulars of Contracts / arrangements made with related parties**

**[ Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 ]**

This form pertains to the disclosure of particulars of contract/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto.

**Details of Contract or arrangements or transactions not at arm’s length basis:**

There were no contract or arrangements or transactions entered into during the year ended March 31, 2023, which were not at arm’s length basis.

**Details of Contract or arrangements or transactions at arm’s length basis:**

The details of material contracts or arrangements or transactions at arm’s length basis for the year ended March 31, 2023 are as follow:

<b>Name of Related party and Nature of Relationship</b>	<b>Nature of Contract/ arrangements/ transactions</b>	<b>Duration of Contract/ arrangements/ transactions</b>	<b>Salient terms of the Contract / arrangements/ transactions</b>	<b>(₹ In Lacs)</b>	<b>Date of approval by Board</b>
Vinayak Clothings Private Limited (Directors Relative is a Director in Private Limited Company)	Sale	On Going	Sale	3921.89	May 10, 2023 and July 28, 2023
	Purchase	On Going	Purchase	0.86	
	Guarantee Commission	On Going	Guarantee Commission	1.35	
	Commission Paid on sale	On Going	Commission	276.79	
	Rent Income	On Going	Rent	19.50	
	Rent Paid	On Going	Rent	7.20	
SKI Realty LLP (Directors Relative is a Director in Private Limited Company)	Rent Paid	On Going	Rent	16.62	

Appropriate approvals have been taken for related party transactions.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
For SHEKHAWATI POLY-YARN LIMITED**

**Date : May 10, 2023  
Place : Mumbai**

**Sd/-  
Mukesh Ruia  
Chairman & Managing Director  
(DIN : 00372083)**

**Sd/-  
Sushil Kumar Poddar  
Chairman – Audit Committee  
(DIN:03605830)**

**Annexure – “D” TO THE DIRECTOR’S REPORT**  
**Policy regarding Appointment of Directors and payment of remuneration to Managerial Personnel**

**REMUNERATION POLICY:**

In accordance with the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee recommended the following remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel, Non-Executive Directors and other employees, which was approved and adopted by the Board.

**I. PREAMBLE:**

This Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013, read with the applicable Rules thereto and Regulation 19(4) and part ‘D (A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with Stock Exchanges, as amended from time to time. This Policy has been formulated by the Nomination and Remuneration Committee (NRC) and has been approved by the Board of Directors based on the recommendations of the NRC.

**II. OBJECTIVE:**

The objective of the Policy is to ensure that:

- (i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- (ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (iii) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**III. COMPLIANCE WITH APPLICABLE LAWS:**

The procedure and limits for payment of remuneration under this policy shall be in accordance with provisions of (a) the Companies Act, 2013 read with Rules framed thereunder, (b) Regulation 19(4) and part ‘D (A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges, (c) Articles of Association of the Company and (d) any other applicable law or regulations. In the absence of any of the above provisions, the procedure and limits shall be governed by the prevailing HR Policy of the Company.

**IV. REMUNERATION OF MANAGING DIRECTOR/Whole - Time Director:**

The Board, on the recommendation of the Nomination and Remuneration Committee approves the remuneration payable to the Managing Director/Whole - Time Director of the Company. The remuneration payable to the Managing Director/Whole - Time Director shall be in accordance with the conditions laid down in the Articles of Association of the Company and as per the provisions of the Companies Act, 2013, and the rules framed thereunder. The remuneration payable to the Managing Director/Whole - Time Director shall comprise of fixed pay, perquisites and a variable salary determined as a percentage of fixed salary & payable annually, linked to achievement against pre-agreed annual performance parameters. The Managing Director/Whole - Time Director will not be eligible for any bonus/commission linked to profits of the Company. Notwithstanding that in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration as aforesaid to its Managing Director/Whole - Time Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

**V. REMUNERATION TO NON-EXECUTIVE DIRECTORS:****Sitting Fee:**

The Non-executive Director(s) shall receive Sitting fees for attending meetings of the Board or Committee thereof or any other meeting within the limits prescribed under Companies Act, 2013.

**Remuneration:**

Section 197 and schedule V of the Companies Act, 2013, allows a Company to pay remuneration (excluding sitting fees) to its NEDs either by monthly payment or at a specified percentage of net profits of the Company, or partly by one way or partly by other subject to the prior approval of the shareholders of the Company. Remuneration referred to above, may be paid to Non-Executive Directors as may be decided by the Board of Directors of the Company from time to time, depending on the extra time that may be devoted and contributions made by the Non-Executive Directors to the Company.

**Reimbursement of actual expenses incurred:**

NEDs may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding and lodging and incidental and /or actual out of pocket expenses incurred by such member for attending Board/Committee Meetings. The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of NEDs

**VI. REMUNERATION TO KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

The Board, on the recommendation of the Nomination and Remuneration Committee approves the remuneration payable to the Key Managerial Personnel and Senior Management. The structure of remuneration payable to Key Managerial personnel and Senior Management Personnel will be in accordance with the compensation framework adopted for employees generally by the Human Resource department of the Company. Such compensation framework adopted for the employees by the Human Resource department will be framed taking into account factors it deems relevant, including but not limited to market conditions, job description, business needs and practices in comparable companies and having regard to financial position of the Company as well as prevailing laws and government/other guidelines.

**VII. REMUNERATION TO OTHER EMPLOYEES**

Basic Salary, allowances, retirement benefits, such other perquisites and/or incentives and/or bonus and/or variable Pay based on factors as above, as may be decided by the management from time to time as per HR Policy.

**CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTORS AND IN SENIOR MANAGEMENT:**

In accordance with the provisions of Section 178(3) of the Act read with Regulation 19(4) and part 'D (A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee is required to formulate the criteria for determining qualifications, positive attributes and independence of a Director. The criteria adopted by the Nomination and Remuneration Committee for the aforesaid purpose are as under:

Criteria for determining qualifications, positive attributes and independence of a director:

## **I. QUALIFICATIONS:**

- a. He/She should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the company's business.
- b. Such qualifications as may be prescribed under the Companies Act, 2013 read with rules framed thereunder and the Listing Regulations with Stock Exchanges.

## **II. POSITIVE ATTRIBUTES:**

- (a) He/She should be a person of integrity, with high ethical standard.
- (b) He/She should be able to commit to his/her responsibilities and devote sufficient time and attention to his/her professional obligation as a director.
- (c) He/She should be having courtesy, humility and positive thinking.
- (d) He/She should be knowledgeable and diligent in updating his/her knowledge.
- (e) He/She should have skills, experience and expertise by which the Company can benefit.
- (f) In respect of Executive/Whole - Time Director/ Managing Director, in addition to I (a) & (b) and II (a) to (e) above, he/she should have strong quality of leadership and team monitoring, recognition, management skills, vision, ability to steer the organization even in adverse conditions, innovative thinking, result oriented and ability to enhance reputation of the organization.

## **III. INDEPENDENCE:**

In respect of an Independent director, in addition to I (a) & (b) and II (a) to (e) above, he/she should fulfill the criteria for being appointed as an Independent Director prescribed under Section 149 of the Companies Act, 2013 read with Schedule IV to the said Act and the provisions of Regulation 19(4) and part 'D (A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

**ANNEXURE – “E” TO THE DIRECTOR’S REPORT****FORM NO. MR - 3**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
**SHEKHAWATI POLY-YARN LIMITED**  
Plot No. 185/1, Naroli Village,  
Near Kanadi Phatak,  
Dadra & Nagar Haveli- 396 235

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shekhawati Poly-Yarn Limited (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions of the applicable acts listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- i. The Companies Act, 2013 (“the Act”) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- iii. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), viz:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [Not applicable during the period of audit].
  - f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014; [Not applicable during the period of audit].

- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [Not applicable during the period of audit].
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [Not applicable during the period of audit].
  - i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; [Not applicable during the period of audit].
- vi. We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations which are mentioned as under:
- a) The Environment (Protection) Act, 1986.
  - b) The Factories Act, 1948 and rules made thereunder.
  - c) Labour laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, compensation etc.
  - d) Textiles Committee Act, 1963.

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in respect of matters specified below:

Sr. No	Compliances Requirement (Regulations/ circulars/ guidelines including specific clauses)	Regulation /Circular No.	Deviations	Action taken by	Type of Action
1.	Regulation 23(9) of the SEBI (LODR) Regulations, 2015 pertaining to disclosure of related party transaction.	Regulation 23(9) of the SEBI (LODR) Regulations, 2015 ["SEBI (LODR)"].	As per Regulation 23(9) of the SEBI (LODR), the listed entity shall submit to the stock exchanges disclosures of related party transactions in the format as specified by the Board from time to time, and publish the same on its website. Provided further that such disclosures shall be submitted every six months within fifteen days from the date of publication of its standalone and consolidated financial results and with effect from April 1, 2023 such disclosures shall be submitted every six months on the date of publication of its standalone and consolidated financial results.	BSE Limited/ National Stock Exchange of India Limited ("NSE")	A total fine of Rs. 82,600/- (including GST) was levied by BSE Limited and Rs. 82,600/- (including GST) was levied by National Stock Exchange of India Limited for delay in submission of related party disclosure by 14(fourteen) days for the half year ended 31 <sup>st</sup> March, 2022.

Details of violations	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Delay in submission of related party disclosure to the exchange pursuant to Regulation 23(9) of the SEBI (LODR) Regulations, 2015.	₹ 1,65,200/-	The company had paid the fine levied by the stock exchange within the due date.	--	--

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Committee Meetings, Agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the information provided and the representation made by the Chief Financial Officer/ Company Secretary, taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period under review, the Company has not undertaken any events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For GMJ & ASSOCIATES**  
**Company Secretaries**

**Sd/-**

**[CS PRABHAT MAHESHWARI]**  
**PARTNER**

**M. No. : FCS 2405**  
**COP No. : 1432**  
**UDIN : F002405E000285512**

**PLACE : MUMBAI**  
**DATE : 10TH MAY, 2023**

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

**‘ANNEXURE I’ to Secretarial Audit Report**

To,  
The Members,  
**SHEKHAWATI POLY-YARN LIMITED**  
Plot No. 185/1, Naroli Village,  
Near Kanadi Phatak,  
Dadra & Nagar Haveli- 396 235

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

1. Maintenance of secretarial records is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules, regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For GMJ & ASSOCIATES**  
**Company Secretaries**

Sd/-  
**[CS PRABHAT MAHESHWARI]**  
**PARTNER**  
**M. No. : FCS 2405**  
**COP No. : 1432**  
**UDIN : F002405E000285512**  
  
**PLACE : MUMBAI**  
**DATE : 10TH MAY, 2023**

### ANNEXURE – “F” TO THE DIRECTOR’S REPORT

The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

Sr. No	Name of Director/KMP and Designation	Remuneration of Directors/KMP’s for the Financial Year 2022-23 (₹ In Lakhs)	% increase/decrease in Remuneration in the financial year 2022-23	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Mukesh Ramniranjan Ruia- Chairman & Managing Director*	63.23	15.93	34.64
2.	Mr. Ravi Jogi – Whole - Time Director	9.75	0.00	5.34
3.	Mr. Sushil Kumar Poddar – Independent Director	Nil	Nil	Nil
4.	Mrs. Shweta Mundra – Independent Director	Nil	Nil	Nil
5.	Mrs. Sudha Agarwal –Independent Director	Nil	Nil	Nil
6.	Mr. Suresh Chandra Gattani – Chief Financial Officer	16.00	-10.21	8.77
7.	Mrs. Meena Agal – Company Secretary & Compliance Officer	8.44	1.69	4.62

\*includes perquisites (rent expenses)

Sr. No.	Requirements	Disclosures
1	The Percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was increased by 6.36%. The actual average increase for employees eligible for increment was around 18.47%. The calculation of % increase in median remuneration is done based on the Company performance and employee’s individual performance.
2	The Number of permanent employees on the rolls of the Company	274 employees as on March 31, 2023.
3	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exception circumstance for increase in the managerial remuneration.	There was no exceptional circumstance or increase for managerial personnel in the last financial year. The percentile increase process and policy was same for them and all the other employees.
4	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, the remuneration is as per the remuneration policy of the Company.

**Statement containing the particulars of employees in accordance with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

1. List of Employees of the Company employed throughout the FY 2022-23 and were paid remuneration not less than Rupees One Crore and Two Lakhs per annum: **Nil**
2. Employees employed for the part of the year and were paid remuneration during the FY 2022-23 at a rate which in aggregate was not less than ₹8.50 Lakh Per Month: **Nil**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
For SHEKHAWATI POLY-YARN LIMITED**

**Place : Mumbai**  
**Date : May 10 , 2023**

**Sd/-**  
**Mukesh Ruia**  
**Chairman & Managing Director**  
**(DIN:00372083)**

**Sd/-**  
**Sushil Kumar Poddar**  
**Chairman NRC Committee**  
**(DIN:03605830)**

## MANAGEMENT DISCUSSION AND ANALYSIS

### INTRODUCTION

Management Discussion and Analysis mainly comprises of the statements which inter alia involve predictions and projections based on perceptions and may, therefore, attract certain risks and uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which may be forward looking within the meaning of applicable securities, laws and regulations. The actual result could differ materially from those expressed herein specifically or impliedly.

The important factors that could make a difference to the Company's operations include availability and cost of raw material, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economics developments within India and countries in which the Company conducts business, India's Free Trade Agreements with other countries, prevailing exchange rate of INR against other currencies, availability of skilled and unskilled workforce and other incidental factors. The shareholders are cautioned to use this in conjunction with the Company's financial statements.

### OVERALL REVIEW:

The Indian Textile Industry counts among the leading textile industries in the world. Apart from providing the basic necessities of life, its role in the country's economic growth is significant. India's textile industry contributes about 14% to industrial production; 4% to the country's gross domestic product (GDP); 17% to its export earnings; and is a source of direct employment for over 35 million people, which makes it the second largest provider of employment after agriculture. Abundant raw materials, healthy foreign direct investments (FDI) and a government willing to invest ensures a bright future for India's textile sector.

During the year under review, the Company was engaged in its own production as well as job work activities. The performance of the company was affected due to lower capacity utilization, fluctuation in crude oil rate in the international market which resulting in abnormal price movement in our main raw material, slowdown in textile industry in India as well as international market and non-availability of working capital fund which the company is facing since long time.

#### A. Industrial Structure And Development:

The Textile Industry has witnessed steady growth in the recent past. The Indian government has taken various initiative and steps to enhance textile Industries namely Scheme of Integrated Textile Park (SITP), Production Linked Incentives (PLI) and 100 % FDI under automatic route to support Textile Industries in the Country. The Union Ministry of Textiles is more active in developing the textile industry, by constant coordination with business owners of this sector.

Your Company work hard to meet the competition as well as to enable to maintain long standing business relationship.

#### B. Opportunity And Threats:

The economy is expected to improve its performance and the textiles industry is also likely to register good growth due to growing economy and domestic as well as international market.

The Indian textile industry has its own limitations such as accesses to latest technology and failures to meet global standards in the highly competitive export market. The changing government policies at the state and central government levels are also posing major challenges to the textile industry.

## OUTLOOK:

The growth of Indian E-Commerce companies provides opportunities for the Indian textile industry in the domestic as well as international market. We expect the textile industry performance will improve in the next fiscal to encourage growth and overall demand in the market. The Company is hopeful of improved financial performance in the coming year and hopes to provide good results in the fourth coming years. There was no export during the year.

## C. Risk And Concerns:

Risk taking is intrinsic to business growth. All business organization face risks either from internal operations or from external environment. The base of any business is a healthy appetite for risk. This is why one of the greatest and most important challenges for an organization is to define the optimal risk level for its business to ensure that its activities produce risk adjusted returns.

The risks for the Company is high cost of major input, viz. POY and intense competition in domestic and export markets due to large scale over capacity.

## D. Internal Control System:

The Board has adopted system of internal control to 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 fraud and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The management reviews the control systems and procedures periodically to upgrade them. Presently the internal control systems are commensurate to the size and operations of the company.

## E. FINANCIAL & OPERATIONAL PERFORMANCE:

The performance of the company was affected due to lower capacity utilization, fluctuation in crude oil rate in the international market which resulting in abnormal price movement in our main raw material, slowdown in textile industry in India as well as international market and non-availability of working capital fund which the company is facing since long time.

The Company has incurred loss after tax of ₹ 2118.12 lacs as against a loss after tax of ₹ 2437.71 lacs in the previous year 2021-22. The turnover of the company was decreased from ₹ 36,478.37 lacs as to ₹ 30,369.37 lacs as compare to previous year 2021-22.

## F. KEY RATIOS :

Sr. No.	Particulars	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
1	Current Ratio	0.11	0.23
2	Debt – Equity Ratio	(1.37)	(1.60)
3	Trade Receivable turnover ratio	3.98	7.96
4	Trade Payable Turnover Ratio	4.34	11.22
5	Net Profit ratio	(6.97)	(6.68)

**G. HUMAN RESOURCE MANAGEMENT AND INDUSTRIAL RELATIONS:**

The Company continued to enjoy harmonious and cordial relations amongst its entire employee. The key to the success of the Company lies in its people whose skills, expertise, and talent help the Company to achieve and sustain its market position. It is the people's commitment, technical know-how, innovative ability and performance driven mindset that enable to react swiftly and creatively to the evolving customer and market needs.

Human resources continue to be an invaluable and intangible asset and key success factor for the Company to grow and sustain its market position in a highly competitive and challenging environment. Your Company firmly believes that people are the pivotal force behind the growth and excellence in business operations. Focus on developing leadership skills and building talent for the future and the process of improving organizational and human capability through competency mapping of managerial positions in all areas of the Company's operations, continued as a major initiative. The Company is committed to provide the right environment to its employees to work and to inculcate a sense of ownership and pride.

**H. CAUTIONARY STATEMENT:**

Statements in this Report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate, intend, will, expect and other similar expressions are intended to identify such forward looking statements. The Company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of subsequent developments, information or events.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
For SHEKHAWATI POLY-YARN LIMITED**

**Date : May 10, 2023**  
**Place : Mumbai**

**Sd/-**  
**Mukesh Ruia**  
**Chairman & Managing Director**  
**(DIN : 00372083)**

**Sd/-**  
**Ravi Jogi**  
**Whole – Time Director**  
**(DIN : 06646110)**

## REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2023, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Corporate Governance signifies the role of the management as the trustees to the property of the shareholders and acceptance of the inherent rights of the shareholders by the management. Corporate Governance is a framework which helps various participants viz. shareholders, Board of Directors and Company's management, in shaping company's performance and the way it is preceding towards attainment of its goals.

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of SEBI Listing Regulations, but also several voluntary practices at a superior level of business ethics, effective supervision and enhancement of shareholders' value. The Company believes that timely disclosures, transparent accounting policies and a strong and independent board go a long way in protecting the shareholders' interest while maximizing long term corporate values. The Company is in compliance with the requirements on the Corporate Governance stipulated under SEBI Listing Regulations

### 2. BOARD OF DIRECTORS:

#### i) Composition of Board

The Board of Directors has an ideal combination of executive and non-executive directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations which inter-alia stipulates that the Board should have an optimum combination of executive and non-executive directors with at least one Woman Director and not less than fifty percent of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director.

As on March 31, 2023, The Board comprises of six (6) Directors consisting of four (4) Non-Executive Independent Directors (66.67%) including a Woman Director, and Two (2) Executive Directors including Managing Director (33.33%). Since, the Chairman of the Board of Directors is an Executive Director thus, as per Regulation 17 of the SEBI Listing Regulations at least fifty percentage of the Board should be independent directors. The composition of the Board of Directors is in conformity with the Regulation 17 of the SEBI Listing Regulations.

All the Independent Directors of the Company furnish declaration annually that they qualify the conditions of their being independent as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations. All such declarations are placed before the Board. Further all the directors provide declarations annually that they have not been disqualified to act as director under Section 164(2) of the Companies Act, 2013. In the opinion of the Board, the independent directors fulfilled the conditions specified in SEBI Listing Regulations and are independent of the management.

The Board has identified the following skill set with reference to its Business which are available with the Board:

Name of the Director	Expertise in specific functional area
Mr. Mukesh Ruia (Chairman & Managing Director)	Expertise in the all the field of company including production, Marketing and Finance
Mr. Ravi Jogi (Whole - Time Director)	Expertise in the field of Marketing and Operations

Name of the Director	Expertise in specific functional area
Mr. Nirmal Bagri	Expertise in the field of Accounts and Finance
Mr. Sushil Kumar Poddar	Expertise in the field of Production and Marketing of Knitted Fabrics
Mrs. Shweta Mundra	Expertise in the field of Secretarial and Legal Matter
Mrs. Sudha Agarwal	Expertise in the field of Secretarial and Legal Matter

**The composition and Category of Board of Directors as on March 31, 2023 is as under :**

Sr. No.	Name of the Directors	Category
1.	Mr. Mukesh Ruia (Chairman & Managing Director)	Executive Director
2.	Mr. Ravi Jogi (Whole - Time Director)	Executive Director
3.	Mr. Sushil Kumar Poddar	Independent Non-Executive Director
4.	Mrs. Shweta Mundra	Independent Non-Executive Director
5.	Mrs. Sudha Agarwal	Independent Non-Executive Director
6.	Mr. Nirmal Bagri	Independent Non-Executive Director

**ii) Board Meetings:**

The Company prepares the schedule of the Board Meeting in advance to assist the Directors in scheduling their program. The agenda of the meeting is circulated to the members of the Board well in advance along with necessary papers, reports, recommendations and supporting documents, so that each Board member can actively participate on agenda items during the meeting. During the Financial year 5 (Five) Board Meeting were held respectively on May 25, 2022, August 9, 2022, September 22, 2022, November 10, 2022 and February 03, 2023.

**iii) Attendance:**

**The details of attendance and other Directorship of the directors are as follows.**

Sr. No.	Name of Directors	Category of Director	No. of Other Directorship held Excluding Shekhawati*	Committee membership held in other Companies		Directorships held in other Listed entities and category of Directorship
				As Member	As Chairperson	
1.	Mr. Mukesh Ruia	Executive Director	0	0	0	Nil
2.	Mr. Ravi Jogi	Executive Director	0	0	0	Nil
3.	Mr. Sushil Kumar Poddar	Independent Non-Executive Director	0	0	0	Nil
4.	Mr. Nirmal Bagri	Independent Non-Executive Director	0	0	0	Nil
5.	Mrs. Shweta Mundra	Independent Non-Executive Director	0	0	0	Nil
6.	Mrs. Sudha Agarwal	Independent Non-Executive Director	0	0	0	Nil

Sr. No.	Name of Directors	Attendance at Meetings during F.Y. 2022-23	
		No. of Meetings attended	Last AGM attended
1.	Mr. Mukesh Ruia	5	Yes
2.	Mr. Ravi Jogi	5	Yes
3.	Mr. Sushil Kumar Poddar	5	Yes
4.	Mr. Nirmal Bagri	5	Yes
5.	Mrs. Shweta Mundra	5	Yes
6.	Mrs. Sudha Agarwal	5	Yes

All the Directors have made the requisite disclosures regarding Committee positions held by them in other Public Limited Companies.

\*Directorship in other companies excludes Private Companies, One Person Companies and LLP.

#### **iv) Disclosure of Relationship between Directors inter-se**

There has been no inter se relationship between the Directors of the Company as on March 31, 2023.

#### **v) Board Evaluation**

Pursuant to the provisions of the Act, and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 a separate exercise was carried out to evaluate the performance of individual Director including the Chairman of the Board who were evaluated on parameters such level of engagement and contribution and independence of judgement thereby safeguarding the interests of the Company. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration Committee as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process. The Details of Board Evaluation Programme can be viewed on the Company's website viz. <http://www.shekhawatiyarn.com/investorrelation.html>

#### **vi) Performance evaluation criteria for independent Directors**

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators based on which the independent directors are evaluated include:

- The ability to contribute to and monitor our corporate governance practices.
- The ability to contribute by introducing best practices to address business challenges and risks.
- Active participation in long term strategic planning
- Commitment to the fulfillment of a director's obligations and fiduciary responsibilities; these include participation in Board and committee meetings.

#### **vii) Familiarization Programme**

The Company has conducted various a session during the financial year to familiarize Independent Directors with the Company, their roles, responsibilities in the Company, and the technology and the risk management system of the Company. Further, the Directors are encouraged to attend to the training programmes being organized by various regulators/bodies/Institution on above matters. The details of the Familiarization Programme can be viewed on the Company's website viz. <http://www.shekhawatiyarn.com/investorrelation.html>

### 3. BOARD COMMITTEES:

For effective and efficient functioning of the Company, the Board has formed the following Committees:

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

#### A. Audit Committee:

##### Composition, Meeting and Attendance:

During the year under review the Audit Committee presently comprise three Member majority of them being Independent Non-Executive Directors and one of them is an Executive Director having knowledge of Finance, Accounts and Company Law. The Company Secretary acts as the Secretary to the Committee.

##### Meetings:

During the year under review, the committee met 5 (Five) times on May 25, 2022, August 09, 2022, September 22, 2022, November 10, 2022 and February 03, 2023. The maximum time gap between any two consecutive meetings was in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The minutes of the meetings of the Audit Committee are noted by the Board.

##### Attendance:

The details of attendance of the members are as follows:

Sr. No	Name of the Members	Designation	Category	No. of Meeting Attended
1	Mr. Sushil Kumar Poddar	Chairman	Independent Director	5
2	Mr. Mukesh Ruia	Member	Executive Director	5
3	Mrs. Shweta Mundra	Member	Independent Director	5

The term of reference stipulated by the Board to the Audit Committee are, as contained in Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, inter alia as follows:

1. Overseeing our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, for appointment, re-appointment and if required, the replacement or removal of the statutory auditor, cost auditor and fixation of remuneration;
3. Approval of payment to statutory auditors for any other services rendered by them;
4. Reviewing with the management the annual financial statements and auditor's report thereon before submission to the board for approval, with particulars reference to:

- a. Matters required to be included in the Directors Responsibility Statement to be included in the Board Report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
  - b. Changes, if any in accounting policies and practices and reason for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions, and
  - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independent and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transaction of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertaking or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To review the functioning of the Whistle Blower mechanism;
  18. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;

19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

20. Review of Information by Audit Committee:

Besides the above, the role of the Audit Committee includes mandatory review of the following information.

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by Management;
- c) Management letters/letters of internal control weaknesses issued by the statutory auditors,
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee;

21. Statement of deviations:

- a. Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
- b. Annual statement of funds utilized for purposes of the than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

## **B. Nomination and Remuneration Committee:**

As a part of good Corporate Governance the Board has constituted Nomination and Remuneration Committee and modified its constitution time to time. As per the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchange.

### **Composition, Meeting and Attendance:**

During the year under review the Nomination and Remuneration Committee comprises of (3) three Independent Non-Executive Directors. The minutes of the Nomination and Remuneration Committee are noted by the Board.

#### **Meeting:**

The committee met 2 (Two) time in a year i.e May 25, 2022 and August 9, 2022.

#### **Attendance:**

The attendance of the members at the meetings of the Nomination and Remuneration Committee is as follows:

Sr. No	Name of the Members	Designation	Category	No. of Meetings Attended
1.	Mr. Sushil Kumar Poddar	Chairman	Independent Director	2
2.	Mrs. Shweta Mundra	Member	Independent Director	2
3.	Mrs. Sudha Agarwal	Member	Independent Director	2

**Terms of Reference of Nomination and Remuneration Committee are as follow:**

- i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii) Formulation of criteria for evaluation of performance of Independent Director and the Board of Director ;
- iii) Devising a policy on Board diversity;
- iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent Directors. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- vi) Recommend to the Board, all remuneration, in whatever form, payable to senior management.
- vii) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

**Remuneration Policy:**

In accordance with the provisions of Section 178(3) of the Act, the Nomination and Remuneration Committee recommended the remuneration policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees which was approved and adopted by the Board and the same is annexed as Annexure 'D' to the Directors' Report

**Directors' Remuneration & Sitting Fee:**

**a) Remuneration to the Chairman & Managing Director and Whole - Time Director:**

The Nomination and Remuneration Committee recommends to the Board of Directors, the remuneration of the Chairman and Managing Director & Whole-Time Director by way of salary. The Company has a structured assessment of the Key Performance Indicators for all employees including the Managing Director & Whole-Time Director.

(Amount in Lacs)

Name of the Directors	Salary, Perquisites and Allowances	Sitting Fees	Total
Mr. Mukesh Ramniranjan Ruia	63.23	-	63.23
Mr. Ravi Sanjay Jogi	9.75	-	9.75

**b) Remuneration to Non-Executive Directors of the Company:**
**Details of sitting fees paid to the Directors during the F.Y. 2022-2023**

Sr. No.	Name of Directors	Sitting Fees (in Rupees)
1	Mr. Sushil Kumar Poddar	84,000
2	Mrs. Shweta Mundra	84,000
3	Mrs. Sudha Agarwal	84,000
4	Mr. Nirmal Bagri	84,000

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive Directors during the year.

The Non- Executive Directors of the Company do not hold any shares of the Company.

Mr. Mukesh Ramniranjan Ruia, Chairman and Managing Director and Ravi Sanjay Jogi, Whole - Time Director of the Company holds 8,55,00,000 and 1,000 shares respectively of the Company as on March 31, 2023.

**c) Performance criteria for payment of remuneration to directors :**

Performance criteria for payment of remuneration to directors is mentioned in "**Annexure D**" of Director Report of this report.

**C. Stakeholders Relationship Committee:**

The Board has constituted the Stakeholder Relationship Committee in accordance with the requirements of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The objective of the Company is to attend to the investors' complaints pertaining to transfer/transmission/demat/remat of shares on the receipt of dividend warrant/shares certificates, non-receipt of annual report and non-receipt of declared dividends etc. and any other matter related thereto.

**Composition, Meetings and Attendance:**

During the year under review, the Stakeholders Relationship Committee comprised of 2(Two) Independent Non-Executive Directors and (1) One Executive Director.

**Meetings:**

During the financial year 2022-2023, the Stakeholders Relationship Committee met 4 (Four) times viz. May 25, 2022, August 09, 2022, November 10, 2022, and February 03, 2023. The Minutes of the Stakeholder Relationship Committee Meetings are noted by the Board.

**Attendance:**

The details of attendance of the members are as follows:

Sr. No.	Name of the Members	Designation	Category	No. of Meeting attended
1	Mr. Sushil Kumar Poddar	Chairman	Independent Director	4
2	Mr. Mukesh Ruia	Member	Executive Director	4
3	Mrs. Shweta Mundra	Member	Independent Director	4

**The Committee deals with the following matters:**

- i) Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- ii) Review of measures taken for effective exercise of voting rights by shareholders.
- iii) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- iv) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- v) Approve and issue of duplicate share certificates.
- vi) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

**Status of the Shareholders' Complaints:**

The Company addresses all the complaints, suggestions and grievance expeditiously. During the year the company has not received any complaints from the shareholders.

**Compliance Officer:**

The Company has appointed Mrs. Meena A. Agal, full time Company Secretary of the Company as a Compliance officer of the Company.

**D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Pursuant to section 135 and other applicable provisions of the Companies Act, 2013 the company has constituted a Corporate Social Responsibility Committee.

**Composition, Meeting and Attendance:**

The Corporate Social Responsibility comprises of 2 (Two) Independent Non - Executive Directors & 1 (One) Executive Director.

**Meetings:**

During the financial year 2022-2023, the Corporate Social Responsibility Committee met 1 (One) time viz. February 03, 2023 and the minutes of the committee were noted by the Board.

**Attendance:**

The details of attendance of the members are as follows:

Sr.	Name of the Members	Designation	Category	No. of Meeting attended
1	Mr. Sushil Kumar Poddar	Chairman	Independent Director	1
2	Mr. Mukesh Ruia	Member	Executive Director	1
3	Mrs. Shweta Mundra	Member	Independent Director	1

**E. INDEPENDENT DIRECTOR MEETING**

In compliance with the provisions of Section 149(8) read along with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the stock exchanges, a meeting of the Independent Directors of the Company was held on March 24, 2023 without the attendance of Non-Independent Directors and members of management. All the Independent Directors were present at the said meeting, to discuss the following matters;

- Review of the performance of Non-Independent Directors and the Board as a whole;
- Review of the performance of the Chairman & Managing Director of the Company, taking into account the view of Executive Directors and Non-Executive Directors;
- Evaluate the quality, quantity and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**4. Subsidiary Company:**

The Company has no subsidiary company. However, the Company has formulated the Material Subsidiary Policy as per the requirement of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the same is available on the website of the Company <http://www.shekhawatiyarn.com/Companyolicies.html>

**5. Disclosures:****Related party Transactions:**

During the F.Y. 2022-2023, the company has entered into contracts, arrangements and transactions with the Directors or Management or their relatives which are at arm's length basis. The details of transactions with the related parties are tabled before the Audit Committee on a quarterly basis. The registers of contracts containing the transactions in which the Directors are interested are placed regularly before the Board for their approval/signature.

The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with the Related Party Transactions pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges. The same is available on the website of the Company <http://www.shekhawatiyarn.com/Companyolicies.html>.

**Accounting Treatment:**

The Company has followed accounting treatment as prescribed in Accounting Standard applicable to the Company as well as notified under section 133 and the relevant provisions of the Act and accepted accounting principles in India.

**Details of non-compliances, penalties, strictures imposed on the Company by Stock Exchange/SEBI/ Statutory Authorities on any matter related to Capital Markets during last three years:**

The Company has complied with the requirements of the Stock Exchange/SEBI and other Statutory Authorities on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities except Regulation 23(9) of the SEBI (LODR) Regulations, 2015 pertaining to disclosure of related party transaction for delay in submission for the half year ended 31st March, 2022. The company had paid the fine levied by the stock exchange within the due date and a penalty raised by National Stock Exchange of India Limited for non-compliance of regulation 17(1)(c) of the SEBI (LODR) Regulations, 2015, which require the top 2000 listed entities on the basis of market capitalization on NSE as at the end of the immediate previous financial year shall comprise of not less than 6(Six) directors with effect from April 1, 2020. However the same was complied by the company on August 26, 2020. The company has filed an appeal before SAT. We further report that Securities and Appellate Tribunal (SAT) vide its order dated 13th July, 2022 quashed the orders passed by SEBI on 20th August, 2020 and 17th November, 2020 imposing a fine for non-compliance of Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015) on the company. SAT also quashed the consequent decision of the Committee dated 13th April, 2021 through which the Review Application of the appellants was rejected.

**Whistle Blower Policy:**

Pursuant to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation by the Audit Committee, the Board of Directors approved and adopted the Whistle Blower Policy, which provides a formal mechanism for all Directors and employees of the Company to approach the Management of the Company (Audit Committee in case where the concern involves the Senior Management) and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. The Company affirms that no director or employee of the Company has been denied access to the Audit Committee. This policy can be viewed on the company's website viz. <http://www.shekhawatiyarn.com/Companyolicies.html>.

**Compliances by the Company with Stock Exchanges:**

The Equity Shares of the Company are listed on BSE Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai, for the entire year there were no penalties or restrictions imposed on the Company by any Stock Exchanges or SEBI for any matter except Regulation 23(9) of the SEBI (LODR) Regulations, 2015 pertaining to disclosure of related party transaction for delay in submission for the half year ended 31<sup>st</sup> March, 2022. The company had paid the fine levied by the stock exchange within the due date and a penalty raised by National Stock Exchange of India Limited for non-compliance of regulation 17(1)(c) of the SEBI (LODR) Regulations, 2015, which require the top 2000 listed entities on the basis of market capitalization on NSE as at the end of the immediate previous financial year shall comprise of not less than 6(Six) directors with effect from April 1, 2020. However the same was complied by the company on August 26, 2020. The company has filed an appeal before SAT. We further report that Securities and Appellate Tribunal (SAT) vide its order dated 13<sup>th</sup> July, 2022 quashed the orders passed by SEBI on 20<sup>th</sup> August, 2020 and 17<sup>th</sup> November, 2020 imposing a

fine for non-compliance of Regulation 17(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations, 2015) on the company. SAT also quashed the consequent decision of the Committee dated 13<sup>th</sup> April, 2021 through which the Review Application of the appellants was rejected

#### **Details of company with mandatory requirements and adoption of non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

The Company has complied with all the mandatory requirements of Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of corporate governance. A Certificate from M/s. GMJ & Associates, Company Secretaries is also the Secretarial Auditors of the Company has been included in this report. The Company has not complied with the other non-mandatory disclosures stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for time being.

#### **Compliance report on discretionary requirements under Regulation 27(1) of SEBI Listing Regulations:**

- i) **The Board:** The Chairman of the company is an executive director and maintains the chairman's office at the company's expenses for performance of his duties.
- ii) **Shareholders' Rights:** The Company did not send half-yearly results to each household of the shareholders in financial year 2022-23. However, in addition to displaying its quarterly and half-yearly results on its website [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com) and publishing in widely circulated newspapers.
- iii) **Audit Qualifications:** The auditors has given Modified opinion for the financial statements of the company as mentioned in the Director Report under the heading of Auditor Remark of this Report.
- iv) **Reporting of Internal Audit:** The Internal Auditor regularly updates the audit committee on internal audit findings at the audit committee meetings.

#### **Certificate from Company Secretary:**

Certificate from M/s. GMJ & Associates, Company Secretaries in practice certifying that none of the directors on the Board of the Company are debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority is annexed at the end of this report.

#### **Total Fees to the Statutory Auditor:**

Total fees for all services paid by the Company to the Statutory Auditors is mentioned in the Notes to Accounts of the Company as on 31<sup>st</sup> March, 2023.

#### **Disclosure in relation to the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

There were no complaint(s) filed, disposed-off or pending during the financial year ended 31<sup>st</sup> March, 2023.

#### **Disclosure on Corporate Governance under Regulation 17 to 27:**

The Disclosure on Corporate Governance as required under Regulation 17 to 27 and clause (b) to (i) of Sub Regulation (2) of Regulation 46 have been adhered and complied of SEBI (LODR) Regulations, 2015.

**Non-compliance of any requirement of Corporate Governance Report of sub paras (2) to (10) above, with reasons thereof**

There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the SEBI Listing Regulations.

**Commodity Price risks and Commodity Hedging Activities:**

The Company manage its commodity risk by maintaining adequate Stock of Raw Material and Finish Goods through inventory management and proactive vendor development practices.

**6. GOVERNANCE CODES:**

**CODE OF CONDUCT:**

The Company has adopted a Code of Conduct for the Board of Directors and Senior Management of the Company and all the Board members and Senior Management have affirmed their adherence to the Code. The Model Code of Conduct is available on the website of the Company <http://www.shekhawatiyarn.com/Companyolicies.html>. The declaration from the Chairman & Managing Director to this effect forms a part of this Annual Report.

**CODE OF CONDUCT FOR PREVENTION/PROHIBITION OF INSIDER TRADING:**

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code.

**7. MEANS OF COMMUNICATION:**

- **Website:** The Company's website [www.shekhawatiyarn.com](http://www.shekhawatiyarn.com) contains separate section as "Investor Relation" where shareholder information are available. The Annual Reports of the company are also available on the website in the user friendly and downloadable form. Apart from this, official news releases etc. are also displayed on the website.
- **Financial Results:** The Annual, Half yearly and Quarterly results are regularly uploaded by the company on its website. These are also submitted to the Stock Exchanges in accordance with SEBI (LODR) Regulations, 2015 and published in Financial Express in English and Financial Express Gujarati News Papers in Gujarati Language for all the quarters.
- **Annual Report:** Annual Report containing inter alia Audited Annual Accounts, Director's Report, Auditor's Report and other important information is circulated to the members and others details thereto.
- **Management Discussion and Analysis:** The Annual Report contains detailed information on Management Discussion and Analysis.
- **Other mode :** Further, the Company disseminates to the Stock Exchanges (i.e. BSE and NSE), wherein its equity shares are listed, all mandatory information and price sensitive/ such other information, which in its opinion, are material and/or have a bearing on its performance/ operations and issues press releases, wherever necessary, for the information of the public at large.

## 8. GENERAL BODY MEETINGS:

### • Annual General Meetings:

Details of the location of the previous three AGMs and the details of the Special Resolutions passed as under:

#### a. Particulars of previous three Annual General Meetings:

Meeting	Year	Venue	Date	Time
AGM	2022	Through Video conferencing and other Audio Visual Mean	September 28, 2022	2.00 P.M.
AGM	2021	Through Video conferencing and other Audio Visual Mean	September 29, 2021	2.00 P.M.
AGM	2020	Through Video conferencing and other Audio Visual Mean	September 30, 2020	2.00 P.M.

#### b. The Details of Special Resolution passed at AGM during last 3 years i.e. 2020, 2021 and 2022.

Sr.	AGM held on	Special Resolution passed
1.	September 28, 2022	1) Revision in term of Remuneration of Mr. Ravi Sanjay Jogi (DIN : 06646110) as Whole - Time Director of the Company 2) Approval for Related Party Transaction.
2.	September 29, 2021	1) Revision in term of Remuneration of Mr. Mukesh Ramniranjan Ruia 2) Approval for Related Party Transaction.
3.	September 30, 2020	1) Approval for Related Party Transaction.

#### c. Postal Ballot

During the year under review there is no postal ballot conducted.

## 9. General Shareholder Information

### • 32<sup>nd</sup> Annual General Meeting:

Day & Date : Friday, September 15, 2023

Time : 12.30 P.M.(IST)

Financial Year : 2023-2024

Venue : In accordance with the General Circular issued by the MCA on May 5, 2020 and December 28, 2022 the AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') only.

- **Last date for Receipt of Proxies:** In terms of the relaxations granted by MCA and SEBI, the facility for appointment of proxies by Members will not be available at the ensuing AGM.

**Agenda:**

**Ordinary Business:**

- Adoption of Audited Annual Accounts, Directors' and Auditors Report thereon as on March 31, 2023.
- To re-appoint Mr. Mukesh Ramniranjan Ruia (DIN : 00372083), Director liable to retire by rotation and being eligible has offered himself for re-appointment.

**Special Business:**

- To Re-appointment of Mr. Ravi Sanjay Jogi (DIN : 06646110) as a Whole - Time Director for another term of 5 year.
- Ratification of remuneration of Cost Auditor for financial year 2023-24.
- Approval of Related Party Transactions for the financial year 2023-24.
- Approval to authorise board for making of any investment / giving any loan or guarantee / providing Security under section 186 of the Companies Act, 2013:
- Approval to give Loan, Gurantee or security made by the company to person in whom any of the Director of the Company is interested under section 185(2) of the Companies Act, 2013 :

• **Financial Calendar (Tentative Calendar of Events and subject to change)**

Financial year	:	April 1, 2023 to March 31, 2024 for the Financial Year 2023-24, quarterly un-audited/annual audited results will be announced by:
First quarter Result	:	On or before August 14, 2023
Second quarter Result	:	On or before November 14, 2023
Third quarter Result	:	On or before February 14, 2024
Audited Annual Result	:	On or before May 30, 2024
Annual General Meeting	:	On or before September 30, 2024

• **Book Closure Dates on account of Annual General Meeting:**

Saturday, September 09, 2023 to Friday, September 15, 2023 (Both day inclusive)

• **Listing on Stock Exchanges:**

The Company's Shares are listed on:

<b>(i) BSE Limited (BSE), Mumbai</b> Floor 25, P.J. Tower, Dalal Street, Mumbai – 400 001	<b>(ii) National Stock Exchange of India Limited (NSE), Mumbai</b> Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.
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• **Stock Code:**

Exchange	Code/trading symbol	ISIN
BSE	533301	INE268L01020
NSE	SPYL	

- **Corporate Identification Number:**

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L17120DN1990PLC000440.

- **Payment of Listing Fees:**

Listing fees for the financial year 2023-2024 have been paid within the stipulated time to the above Stock Exchanges where the Company's Equity Shares are listed.

- **CEO/CFO Certification:**

As required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Chairman & Managing Director and Chief Financial Officer of the Company have certified to the Board regarding financial statements for the financial year ended March 31, 2023.

- **Certificate of Corporate Governance:**

A Certificate from M/s. GMJ & Associates, Company Secretaries, confirming compliance with the conditions of Corporate Governance in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

- **Share Transfer System:**

Since the Company's shares are traded in the dematerialized form on the Stock Exchanges, bulk of the transfers takes place in the electronic form.

For expediting transfers, the Company has appointed a common agency, M/s Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent (RTA) of the Company, for effecting transfers of shares held in both the demat as well as physical form. The Board has designated the Company Secretary as the Compliance Officer. The Company obtains, from a Company Secretary in practice, yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges. Share Transfer Agent attends to share transfer formalities once in a fortnight.

- **Investor Services and Investor Grievance Handling Mechanism:**

All share related transactions viz. transfer, transmission, transposition, nomination, dividend, change of name/address/signature, registration of mandate/power of attorney, replacement/split/ consolidation of share certificates/demat/remat of shares, issue of duplicate share certificates etc. are being handled by the RTA which discharges its functions effectively, efficiently and expeditiously.

Investors are requested to correspond directly on all share related matters with RTA i.e. , M/s Link Intime India Pvt. Ltd., C – 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 072, Maharashtra, and for any other query to the Company Secretary & Compliance Officer at the Registered office address or Investor can also send their queries on [compliance@shekhawatiyarn.com](mailto:compliance@shekhawatiyarn.com)

- **Investor Relations:**

During the year under review no compliant was received from any of the shareholder and no complaints from shareholder is pending. At the end of the year, no request for shares transfer was pending for registration.

- **Change of Address:**

- 1) Shareholders are required to inform the Company in writing of any change in their address, quoting their folio number of shares in physical form, if any.
- 2) Change of address is effected only when the signature of the first registered holder on the request letter matches with the specimen signature recorded with the Company.
- 3) Change of address for shares held in demat form should be notified only to the concerned Depository Participant (DP).
- 4) Requests for change of address should be accompanied by any address proof like electricity bill, telephone bill, bank statement, driving license, voter ID card etc.
- 5) There can be only one Registered Address for one folio.

- **Compulsory De-materialized Trading**

As the shareholders are aware, the Securities and Exchange Board of India (SEBI), has included equity shares of the Company for compulsory dematerialized trading for all investors with effect from July 24, 2000. The Company has already entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable members of the Company to select the depository of their choice for holding and dealing in shares in electronic form. The shareholders may also note that 99.99% holding of the Company is in demat form.

- **Distribution of Shareholders:**

Distribution of shareholding as on March 31, 2023

Slab of shares	Number of Shareholders	Percentage of shareholders	Total No. of Shares held	% of Total shareholding
1 -5000	8995	83.43	8531520	2.48
5001 -10000	743	6.89	6318719	1.83
10001 -20000	400	3.71	6142930	1.78
20001 -30000	170	1.57	4345715	1.26
30001 -40000	82	0.76	2995671	0.87
40001 -50000	86	0.80	4091467	1.19
50001 -100000	150	1.39	11728630	3.40
Above 100000	156	1.45	300545348	87.19
<b>Total</b>	<b>10782</b>	<b>100.00</b>	<b>344700000</b>	<b>100.00</b>

**Shareholding Pattern as on March 31, 2023**

Category	No. of Shareholders	No. of Shares Held	% Equity
<b>(A) Promoters Shareholding and Promoter Group</b>			
1. Individuals / Hindu Undivided Family	5	151922485	44.07
2. Bodies Corporate	2	46249255	13.42
<b>Sub Total (A)</b>	<b>7</b>	<b>198171740</b>	<b>57.49</b>
<b>(B) Public Shareholding</b>			
1. Institutions	-	-	-
Institution (Domestics)	-	-	-
Institution (Foreign)	1	2450	0.00
2. Non-Institutions			
LLP	1	90	0.00
Clearing Members	1	1010	0.00
Non-Resident Indian (NRI)	44	834260	0.24
HUF	112	6931549	2.01
Bodies Corporate	27	42490678	12.33
Individuals	10589	96268223	27.93
<b>Sub Total (B)</b>	<b>10768</b>	<b>146528260</b>	<b>42.51</b>
<b>Total (A)+(B)</b>	<b>10775</b>	<b>344700000</b>	<b>100.00</b>

- Shareholding Pattern of Non-Executive Director as on March 31, 2023.**

None of the Non-Executive directors hold shares or debenture in the company during the period ended March 31, 2023.

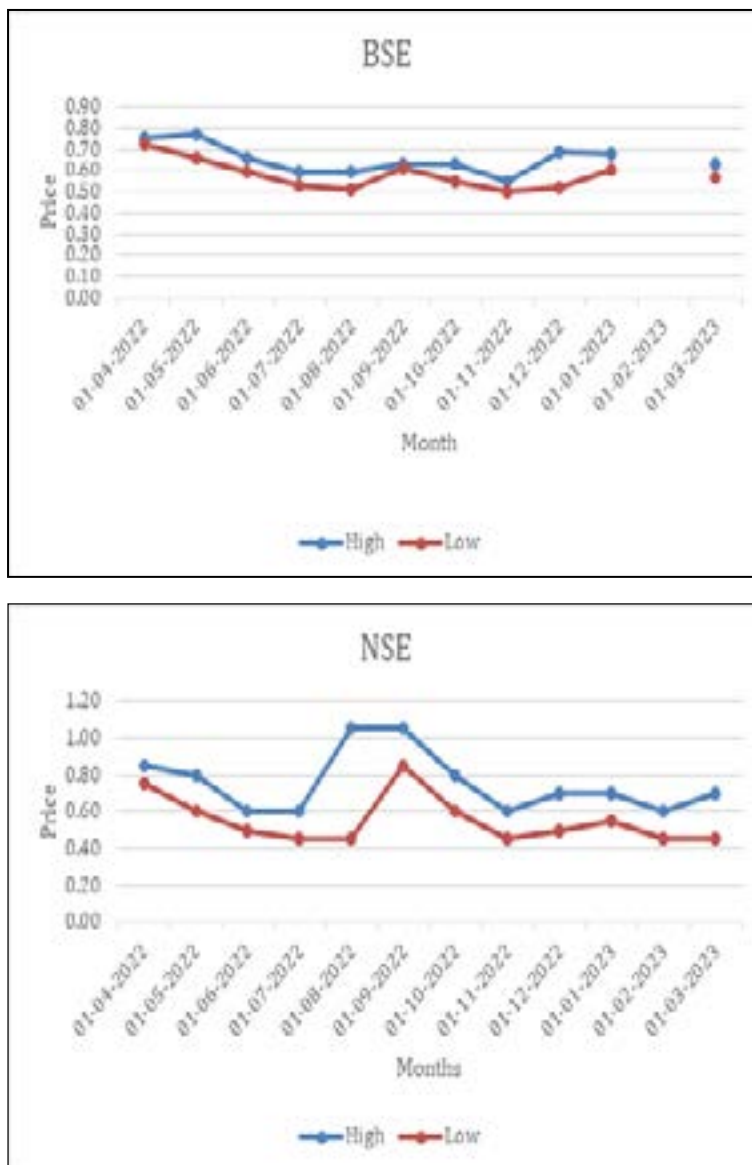
- Stock Market Price Data**

The details of Monthly high and low quotation of shares traded on BSE Limited and National Stock Exchange India Limited during the financial year 2022-2023 were as under:

Month	Share Prices - BSE			Share Prices - NSE		
	High (₹)	Low (₹)	Volume (nos)	High (₹)	Low (₹)	Volume (nos)
Apr-22	0.75	0.72	345700	0.85	0.75	7,89,633
May-22	0.77	0.66	266354	0.80	0.60	4,01,059
June-22	0.66	0.59	598439	0.60	0.50	3,55,211
July-22	0.59	0.53	487999	0.60	0.45	1,42,728
Aug-22	0.59	0.51	231112	1.05	0.45	16,29,481
Sep-22	0.63	0.61	9424	1.05	0.85	3,89,010
Oct-22	0.63	0.55	219716	0.80	0.60	1,48,082
Nov-22	0.55	0.50	149845	0.60	0.45	5,74,477
Dec-22	0.69	0.52	200555	0.70	0.50	3,84,323
Jan-23	0.68	0.60	131921	0.70	0.55	3,30,422
Feb-23*	0.00	0.00	0	0.60	0.45	1,71,697
Mar-23	0.63	0.57	106264	0.70	0.45	4,16,146

\*Not traded in BSE

Performance of Company's Shares in comparison to BSE & NSE



- **Liquidity:**

Shares of the Company are traded on the NSE and the BSE as is evident from the volume of shares indicated in the table containing stock market data.

- **Dematerialisation of shares:**

Shekhawati Shares are tradable compulsory in the Electronic Form. We have established Connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Securities Limited (CDSL). The International Securities Identification Number (ISIN) allotted to our shares under the Depository system is INE268L01020.

As on March 31, 2023, 99.99% of the Company's total shares representing 344,696,676 shares are held in dematerialized form and 0.00% representing 3,324 shares are in physical form.

Demat Mode	No. of Shares	% of Total Equity
CDSL	289456000	83.97
NSDL	55240676	16.02
Physical	3324	0.01
<b>Total</b>	<b>344700000</b>	<b>100.00</b>

- **Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity:**

The Company has not issued any GDRs/ADRs/Warrants/Partly Paid or any Convertible Instruments. No amounts were outstanding on account of the same as at the date of the Balance Sheet.

- **Plants Location:-**

Unit II	Unit III
Plot no. 44 Government Industrial Estate, Masat, Samarvani, Dadra & Nagar Haveli -396230(Union Territory), India	Survey no.185/1, Naroli Village, Near Kanadi Phatak Dadra & Nagar Haveli - 396 235(Union Territory), India

- **Registrars & Share Transfer Agents:-**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares contact:

**Link Intime India Private Limited**

C – 101, 247 Park, L B S Marg,  
 Vikhroli West,  
 Mumbai – 400083.  
 Tel. No.: 022-2851 5606/2851 5644, Fax No. 022- 2851 2885  
 E-mail: nikita.jirepatil@linkintime.co.in  
 Website: www.linkintime.co.in

**For Shekhawati Poly-Yarn Limited**

**Place : Mumbai**  
**Date : May 10, 2023**

**Sd/-**  
**Mukesh Ruia**  
**Chairman & Managing Director**  
**(DIN: 00372083)**

**Registered Office:**

Survey No. 185/1,  
 Naroli Village,  
 Near Kanadi Phatak, Silvassa,  
 D & N. H. – 396 230.

**Correspondence Address:**

Express Zone, Unit No. 1102/1103,  
 11<sup>th</sup> Floor, Patel Vatika,  
 Off. W.E. Highway,  
 Malad (East),  
 Mumbai – 400 097.

**Annual Declaration under Regulation 34(3) read with Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Declaration**

To,  
The Members of  
**Shekhawati Poly-Yarn Limited**

I, Mukesh Ramniranjan Ruia, Chairman & Managing Director of Shekhawati Poly-Yarn Limited ('the Company') hereby declare that all the Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct, laid down and adopted by the Company, during the year ended March 31, 2023.

**For Shekhawati Poly-Yarn Limited**

**Place : Mumbai**  
**Date : May 10, 2023**

**Sd/-**  
**Mukesh Ruia**  
**Chairman & Managing Director**  
**(DIN: 00372083)**

**Chairman & Managing Director (MD)/Chief Financial Officer (CFO) Certification**

To,  
The Board of Directors  
**Shekhawati Poly-Yarn Ltd.**

We the undersigned, in our respective capacities as the Chairman & Managing Director and Chief Financial Officer of Shekhawati Poly-Yarn Limited ("The Company") to best of our knowledge and belief certify that:

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2023 and that:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors deficiencies and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditor any
- significant changes in internal control over financial reporting during the year;
  - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place : Mumbai**  
**Date : May 10, 2023**

**Sd/-**  
**Mukesh Ruia**  
**Chairman & Managing Director**

**Sd/-**  
**Suresh Chandra Gattani**  
**Chief Financial Officer**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
 The Members,  
**Shekhawati Poly-Yarn Limited**  
 Plot No. 185/1, Naroli Village,  
 Near Kanadi Phatak,  
 Naroli, Dadra & Nagar Haveli – 396 235

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shekhawati Poly-Yarn Limited having CIN: L17120DN1990PLC000440 and having registered office at Plot No. 185/1, Naroli Village, Near Kanadi Phatak, Naroli, Dadra & Nagar Haveli – 396 235 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of appointment in Company
1.	Mr. Mukesh Ramniranjan Ruia	00372083	30/07/1993
2.	Mr. Sushil Kumar Shankarlal Poddar	03605830	06/08/2011
3.	Mrs. Shweta Mundra	08728819	08/05/2020
4.	Mr. Ravi Sanjay Jogi	06646110	10/08/2013
5.	Mrs. Sudha Navin Agarwal	08848273	26/08/2020
6.	Mr. Nirmal Bagri	09152183	23/04/2021

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

**For GMJ & ASSOCIATES**  
**Company Secretaries**

Sd/-  
**[CS PRABHAT MAHESHWARI]**  
**PARTNER**  
**M. No. : FCS 2405**  
**COP No. : 1432**  
**UDIN : F002405E000285435**  
**PLACE : MUMBAI**  
**DATE : 10<sup>TH</sup> MAY, 2023**

**CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)  
REGULATIONS, 2015**

**TO THE MEMBERS OF SHEKHAWATI POLY-YARN LIMITED**

We have examined the compliance of the conditions of Corporate Governance procedures implemented by **SHEKHAWATI POLY-YARN LIMITED** (the "Company") having CIN: L17120DN1990PLC000440 for the financial year ended on 31<sup>st</sup> March, 2023 as per Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") pursuant to the Listing Agreement of the Company with the Stock Exchanges and we have examined the relevant records of the Company in accordance with the Guidance Note on Corporate Governance Certificate issued by The Institute of Company Secretaries of India (the "ICSI").

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable except delay in submission of related party disclosure by 14(fourteen) days for the period ended 31<sup>st</sup> March, 2022 Pursuant to Regulation 23(9) of the SEBI (LODR) Regulations, 2015.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For GMJ & ASSOCIATES**  
**Company Secretaries**

Sd/-

**[CS PRABHAT MAHESHWARI]**  
**PARTNER**

**M. No. : FCS 2405**  
**COP No. : 1432**  
**UDIN : F002405E000285446**

**PLACE : MUMBAI**  
**DATE : 10<sup>TH</sup> MAY, 2023**

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Shekhawati Poly- Yarn Limited**

**Report on the Audit of the Ind AS Financial Statements**

### Qualified Opinion

We have audited the accompanying Ind AS financial statements of Shekhawati Poly-Yarn Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, the Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date and notes to financial statements a summary of the 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, except the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Ind AS financial statements 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 31<sup>st</sup> March, 2023, the loss and other comprehensive income, the changes in equity and its cash flow for the year ended on that date.

### Basis for Qualified Opinion

The company has not provided for Interest Expenses amounting to ₹ 2,183.10 lakhs (P.Y. ₹ 2,012.29 lakhs) (derived on simple interest basis) which should have been provided as per the principle of prudence on the borrowings which have been classified as "Non-performing assets" (NPA) by the banks and on borrowings transferred to Asset restructuring company ('ARC') as referred in Note 17(e) of accompanying notes to financial statement. The company has also not provided penal interest and other bank charges, as the same are not ascertainable. Had these Interest Expenses been debited to the Statement of Profit and Loss Account, loss for the year ended and debit balance of Other Equity would have been higher by ₹ 2,183.10 lakhs and ₹15,397.70 lakhs.

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 Standalone 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 Standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. During the course of our audit, we have determined that there are no key audit matters to be communicated in our report except for the matters prescribed in Basis of Qualified Opinion & Material Uncertainty Related to Going Concern section.

**Material Uncertainty Related to Going Concern**

Attention is invited to Note No. 36 to the accompanying financial statements which indicate that the Company has suffered heavy losses during the current and previous years, its net worth has been completely eroded and the credit facilities of the company has also been classified as "Non-performing assets" (NPA) by its banks. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the company has prepared its financials on going concern basis, as the company is in the process of discussion with its lenders and is hopeful that the suitable resolution plan will be considered by its lenders. Our opinion is not modified in respect of this matter.

**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the management discussion and analysis, Board's Report, annexure to board report and report on corporate governance but does not include the financial statements and our 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.

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

The Company's Board of Directors is responsible for the matters stated in sub-section 5 of Section 134 of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with IndAS and accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act, read with relevant rules issued thereunder. 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, management 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 management 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 Responsibilities for the Audit of the Financial Statements

1. 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.
2. 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.
3. 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.
4. 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.
5. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be

communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("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 A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we further 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) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of accounts as required by law have been kept by the Company so as far as it appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) Except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
  - e) The matters described under the 'Basis for Qualified Opinion' paragraph and the 'Material Uncertainty Related to Going Concern' paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
  - f) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of subsection 2 of Section 164 of the Act;
  - g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
  - h) 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**"; and
  - i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed pending litigation in its financial statements (refer note no. 33 (ii)).
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

- iii. The company is not required to transfer any amounts as required by the law to Investor Education and Protection Fund.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. Since The Company has not declared / paid any dividend during the year, Section 123 of the Act is not applicable.
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
3. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

**For Ajay Shobha & Co.**  
**Chartered Accountants**  
**Firm's Reg. No. 317031E**

**Sd/-**  
**Ajaykumar Gupta**  
**Partner**  
**Mem. No. 53071**  
**UDIN : 23053071BGVWCJ8999**

**Place : Mumbai**  
**Date : 10<sup>th</sup> May, 2023.**

**Annexure “A” to the Independent Auditor’s Report of even date on the financial statements of Shekhawati Poly- Yarn Limited for the year ended 31st March 2023.**

As required by the Companies (Auditors Report) Order, 2020 and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
  - b. The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company the title deeds are held in the name of the company.
  - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventories have been physically verified by the management during the year at reasonable intervals. No material discrepancies were noticed on physical verification of inventories by the management.
- (b) As mentioned in note 17 to the financial statements, credit facilities of the company has been classified as "Non-performing assets" (NPA) by its banks. Accordingly the Company has not filed any quarterly returns or statements of current assets to the banks.
- (iii) The Company has not made any investments in, and not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships, or any other parties, during the year. Hence paragraph 3 (iii) (a), (b), (c), (d), (e) and (f) of the said Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, section 185 and 186 of the Companies Act, 2013 is not applicable, since the Company does not have any loans, investments, guarantees or security.
- (v) The Company has not accepted any deposit from the public in accordance with the provisions of sections 73 to 76 or amounts which are deemed to be deposits of the Act and the rules framed there under. Hence, reporting under clause 3(v) of the Order is not applicable.

(vi) The Central Government has prescribed the maintenance of cost record under Section 148(1) of the Act. We have not reviewed the cost records maintained by the Company but based on the information submitted by the Company we are of the view that such accounts and records have been made and duly maintained.

(vii) (a) Accordingly to the records of the Company, the undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess, Goods and Service Tax and other statutory dues wherever applicable have regularly been deposited with the appropriate authorities. There are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31<sup>st</sup> March, 2023 for a period more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred to in sub-clause(a) on account of any dispute with the relevant authorities except following:

(₹ in lakhs)

Name of the statute	Nature of dues ₹	Amount	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	313.52	62.70	F.Y. 2015-16	CIT (Appeals)
		21.86	4.37	F.Y. 2013-14	ITAT

(viii) According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

(ix) (a) Based on our audit procedure and as per the information and explanation given by the management, the Company had defaulted in repayment of its dues to Banks. Accordingly during the financial year 2015-16, the bank accounts of the company had been classified as "Non-Performing asset" (NPA) by State bank of India, Union Bank of India and Axis Bank and during the financial year 2016-17 Allahabad bank (merged with Indian Bank) and Dena bank (merged with Bank of Baroda) has also declared the company accounts as NPA. All the banks have assigned respective credit facilities to Asset Restructuring Company ('ARC'). In respect of above loans the total principal outstanding is ₹18,969.48 Lakhs and Interest Outstanding is ₹ 1,132.21 lakhs. Also, during the year the company has not provided for interest of ₹ ₹ 2,183.10 lakhs (PY ₹ 2,012.29 lakhs) (₹ 15,397.70 lakhs till March 31, 2023) (Refer Note 17).

(b) According to the information and explanations given to us, the Company has been declared willful defaulter by the some of the banks. However, the Company has made relevant representations to the banks in this regard.

(c) The Company has not taken any term loan during the year hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) During the year, the Company has not raised funds on short-term basis hence, reporting under clause 3(ix)(d) of the Order is not applicable.

(e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

- (x) (a) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of Clause 3(x)(a) of the Order are not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no fraud by the Company or any fraud on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to the information and explanations given to us, the Company has not received any whistle blower Complaints during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. The details of such related party transactions have been disclosed in the financial statements as required by applicable accounting standards.
- (xiv)(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of the records, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b), (c) and (d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses in the financial year and in the immediately preceding financial year amounting to ₹ 1199.83 lakhs and ₹ 799.60 lakhs.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, and as mentioned in note 36 to the financial statements, the Company has suffered heavy losses during the current and previous years, its net worth has been completely eroded and the credit facilities of the company has also been classified as "Non-performing assets" (NPA) by its banks. Accordingly material uncertainty exists

as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

(xx) Section 135 of Companies Act, 2013 is not applicable to company. Hence reporting under clause 3(xx) of the Order is not applicable.

**For Ajay Shobha & Co.**  
**Chartered Accountants**  
**Firm's Reg. No. 317031E**

**Sd/-**  
**Ajaykumar Gupta**  
**Partner**  
**Mem. No. 53071**  
**UDIN : 23053071BGVWCJ8999**

**Place : Mumbai**  
**Date : 10<sup>th</sup> May, 2023.**

**Annexure “B” to the Independent Auditor’s Report of even date on the financial statements of  
Shekhawati Poly- Yarn Limited for the year ended 31<sup>st</sup> March 2023.**

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

We have audited the internal financial controls over financial reporting of Shekhawati Poly- Yarn Limited (“the Company”) as of March 31, 2023 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 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 ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 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 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.

### **Qualified Opinion**

According to the information and explanation given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at 31<sup>st</sup> March, 2023:

The documentation in respect of specific policies and procedures and the IT Controls pertaining to internal financial controls over financial reporting are not adequate and needs to be further strengthened.

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

In our opinion, except for the possible effect of the material weakness described above on the achievement of the objectives of the control Criteria, the Company has maintained, 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, 2023, 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.

We have considered the material weaknesses identified and reported above in determining the nature, timing and audit tests applied in our audit of the financial statements of the Company and these material weaknesses above does not affect our opinion on the financial statements of the Company.

**For Ajay Shobha & Co.**  
**Chartered Accountants**  
**Firm's Reg. No. 317031E**  
**Sd/-**  
**Ajay Kumar Gupta**  
**Partner**  
**Mem. No. 53071**  
**UDIN : 23053071BGVWCJ8999**

**Place : Mumbai**  
**Date : 10<sup>th</sup> May, 2023**

**Balance Sheet as at 31<sup>st</sup> March, 2023**

		(₹ In Lakhs)	
Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, plant and equipment	3	7,110.09	7,948.09
Intangible Assets	4	1.81	4.64
Right of Use Assets	5	244.46	138.66
Capital work in progress	6	-	-
<b>Financial Assets</b>			
Other financial assets	7	300.39	116.03
Other non-current Assets	8	-	-
Income Tax Assets	15	358.46	269.24
		<b>8,015.21</b>	<b>8,476.66</b>
<b>Current Assets</b>			
Inventories	9	114.20	3,414.14
<b>Financial Assets</b>			
Trade receivables	10	1,930.30	1,857.72
Cash and Cash Equivalents	11	106.91	90.15
Bank Balances other than Cash and Cash Equivalents	12	5.50	10.25
Other financial assets	13	20.22	14.18
Other current assets	14	632.32	728.29
		<b>2,809.45</b>	<b>6,114.73</b>
<b>TOTAL</b>		<b>10,824.67</b>	<b>14,591.39</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	16	3,447.00	3,447.00
Other Equity		(18,138.12)	(15,998.05)
		<b>(14,691.12)</b>	<b>(12,551.05)</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	-	-
Lease Liabilities	18	42.20	55.26
Provisions	19	54.48	37.05
		<b>96.68</b>	<b>92.31</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	20,101.70	20,138.21
Trade payables	20	-	10.90
-Total outstanding dues of micro enterprises and small enterprises		-	10.90
-Total outstanding dues of creditors other than micro enterprises and small enterprises		5,152.82	6,739.31
Lease Liabilities	18	13.05	11.09
Other Financial Liabilities	18	132.24	133.62
Other Current Liabilities	21	2.73	4.29
Provisions	19	16.57	12.71
		<b>25,419.11</b>	<b>27,050.14</b>
<b>TOTAL</b>		<b>10,824.67</b>	<b>14,591.39</b>
Summary of significant accounting policies and other notes on accounts	1 & 2		
The accompanying notes form an integral part of the financial statements.	1-44		

As per our report of even date

**For Ajay Shobha & Co.**

Chartered Accountants

Firm Registration No. 317031E

**Sd/-**

**Ajay Kumar Gupta**

Partner

Membership No. 53071

For and on behalf of the Board of Directors of

**Shekhawati Poly- Yarn Limited**

**Sd/-**

**Mukesh Ruia**

Chairman & Managing Director

(DIN : 00372083 )

**Sd/-**

**Suresh Chandra Gattani**

Chief Financial Officer

Place : Mumbai

Date : 10<sup>th</sup> May, 2023

**Sd/-**

**Ravi Jogi**

Whole - Time Director

(DIN : 06646110 )

**Sd/-**

**Meena Agal**

Company Secretary & Compliance Officer

Place: Mumbai

Date : 10<sup>th</sup> May, 2023

**Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2023**

(₹ In Lakhs)

Particulars	Note No.	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>INCOME</b>			
Revenue from operations	22	30,173.00	36,326.03
Other Income	23	196.37	152.34
<b>Total Revenue (I)</b>		<b>30,369.37</b>	<b>36,478.37</b>
<b>EXPENSES</b>			
Cost of materials consumed	24	21,251.40	35,535.22
Purchase of Stock-in-Trade	25	2,636.51	-
Changes in inventories of finished goods, work-in-progress	26	2,869.71	(2,899.25)
Employee benefits expense	27	960.20	989.67
Finance costs	28	6.89	9.15
Depreciation and amortization expenses	3,4&5	915.05	915.02
Power and Fuel	29	2,311.82	1,904.53
Other expenses	30	1,535.91	2,461.73
<b>Total Expenses (II)</b>		<b>32,487.49</b>	<b>38,916.07</b>
<b>Profit/(Loss) Before Tax and exceptional items</b>		<b>(2,118.12)</b>	<b>(2,437.71)</b>
Exceptional Items		-	-
<b>Profit/(Loss) Before Tax</b>		<b>(2,118.12)</b>	<b>(2,437.71)</b>
<b>Tax Expenses:</b>			
- Current Tax		-	-
- Deferred Tax Liability/ (Assets) (net)		-	-
<b>Profit/(Loss) for the year</b>		<b>(2,118.12)</b>	<b>(2,437.71)</b>
<b>Other Comprehensive Income/(Loss)</b>			
Items that will not be reclassified subsequently to Profit or loss			
Remeasurements of Defined Benefits Plan		(21.94)	(4.74)
Income tax on above		-	-
		<b>(21.94)</b>	<b>(4.74)</b>
<b>Total Comprehensive income/(loss) for the year (After tax)</b>		<b>(2,140.06)</b>	<b>(2,442.45)</b>
<b>Earnings per equity share:</b>	<b>31</b>		
Nominal value of share ₹1 : Basic		(0.62)	(0.71)
: Diluted		(0.62)	(0.71)
Summary of significant accounting policies and other notes on accounts	1 & 2		
The accompanying notes form an integral part of the financial statements.	1-44		

As per our report of even date

**For Ajay Shobha & Co.**

Chartered Accountants

Firm Registration No. 317031E

**Sd/-****Ajay Kumar Gupta**

Partner

Membership No. 53071

For and on behalf of the Board of Directors of

**Shekhawati Poly- Yarn Limited****Sd/-****Mukesh Ruia**

Chairman &amp; Managing Director

(DIN : 00372083 )

**Sd/-****Suresh Chandra Gattani**

Chief Financial Officer

Place : Mumbai

Date : 10<sup>th</sup> May, 2023**Sd/-****Ravi Jogi**

Whole - Time Director

(DIN : 06646110 )

**Sd/-****Meena Agal**

Company Secretary &amp; Compliance Officer

Place: Mumbai

Date : 10<sup>th</sup> May, 2023

**Cash Flow Statement for the Year ended 31<sup>st</sup> March, 2023**

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>A Cash Flow from Operating Activities:</b>		
Net Profit/(Loss) before Tax	(2,118.13)	(2,437.71)
<b>Adjustments to reconcile profit before tax to net cash inflow from operating activities:</b>		
Depreciation	915.04	915.03
Remesurement of Employee benefit obligation	(21.94)	(4.74)
Provision for Impairment	-	636.60
Provision for expected credit loss	3.24	86.48
Finance Cost	6.89	9.15
Interest Income	(5.43)	(6.50)
<b>Operating profit before working capital changes</b>	<b>(1,220.32)</b>	<b>(801.69)</b>
<b>Working capital adjustments:-</b>		
(Increase) / Decrease in Inventories	3,299.94	(3,385.77)
(Increase) / Decrease in Trade Receivables	(72.57)	(1,437.90)
(Increase) / Decrease in financial Assets	(193.65)	(109.06)
(Increase) / Decrease in Other Assets	95.97	(360.79)
Increase / (Decrease) in Trade Payables	(1,597.40)	6,557.48
Increase / (Decrease) in Other Financial Liabilities	(1.37)	73.63
Increase / (Decrease) in Other Liabilities	(1.57)	(14.12)
Increase / (Decrease) in Provisions	21.28	6.83
<b>Cash Generated from Operations</b>	<b>330.30</b>	<b>528.61</b>
Income Tax paid	(89.23)	(52.70)
<b>Net Cash from operating activities</b>	<b>241.08</b>	<b>475.92</b>
<b>B. Cash Flow from Investing Activities:</b>		
Property, Plant and Equipments	(4.44)	(52.23)
Leasehold improvements	(175.57)	(72.24)
Sale of Property, Plant and Equipments	-	0.11
Fixed Deposits	4.75	(9.86)
Interest received	5.43	6.50
<b>Net Cash used in investment activities</b>	<b>(169.82)</b>	<b>(127.73)</b>

Particulars	(₹ In Lakhs)	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>C. Cash Flow from Financing Activities:</b>		
Proceeds from Short Term Borrowings (Net)	(36.51)	(166.95)
Proceeds from Long Term Borrowings (Net)	-	(89.79)
Payment of lease liabilities	(16.62)	(8.10)
Interest expense	(1.36)	(3.80)
<b>Net Cash from financing activities</b>	<b>(54.49)</b>	<b>(268.64)</b>
<b>Net increase in cash and cash equivalents</b>	<b>16.75</b>	<b>79.55</b>
Cash and Cash equivalents at the beginning of the year	90.15	10.60
Cash and Cash equivalents at the end of the year	106.91	90.15

Note :

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- Cash and cash equivalent at the end of the year consists of cash in hand and balances with banks as follows :

Particulars	(₹ In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Balances with banks in Current accounts	90.83	74.50
Cash on hand	16.08	15.65
<b>Total Cash &amp; Cash Equivalents</b>	<b>106.91</b>	<b>90.15</b>

As per our report of even date  
**For Ajay Shobha & Co.**  
 Chartered Accountants  
 Firm Registration No. 317031E  
**Sd/-**  
**Ajay Kumar Gupta**  
 Partner  
 Membership No. 53071

For and on behalf of the Board of Directors of  
**Shekhawati Poly- Yarn Limited**

**Sd/-**  
**Mukesh Ruia**  
 Chairman & Managing Director  
 (DIN : 00372083 )

**Sd/-**  
**Suresh Chandra Gattani**  
 Chief Financial Officer  
 Place : Mumbai  
 Date : 10<sup>th</sup> May, 2023

**Sd/-**  
**Ravi Jogi**  
 Whole - Time Director  
 (DIN : 06646110 )

**Sd/-**  
**Meena Agal**  
 Company Secretary & Compliance Officer

Place: Mumbai  
 Date : 10<sup>th</sup> May, 2023

**Statement of Changes in Equity for the year ended March 31, 2023**

(₹ In Lakhs)

**EQUITY SHARE CAPITAL**

Particulars	Balance as at 01.04.2021	Changes in equity share capital	Balance as at 31.03.2022	Balance as at 01.04.2022	Changes in equity share capital	Balance as at 31.03.2023
Paid up Equity Capital	3,447.00	-	3,447.00	3,447.00	-	3,447.00

**Current reporting period**

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Retained balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
Paid up Equity Capital	3,447.00	-	3,447.00	-	3,447.00

**Previous reporting period**

Particulars	Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Retained balance at the beginning of the previous reporting period	Changes in Equity share capital during the previous year	Balance at the end of the previous reporting period
Paid up Equity Capital	3,447.00	-	3,447.00	-	3,447.00

**OTHER EQUITY**

Particulars	Reserve & Surplus				Other Comprehensive Income	Total
	Securities premium account	Capital Reserve account	General Reserves	Retained Earnings		
Balance as at April 1, 2021	5,280.31	423.05	9.19	(19,292.84)	24.69	(13,555.60)
Total Comprehensive Income / (Loss)	-	-	-	(2,437.71)	(4.74)	(2,442.45)
Balance as at March 31, 2022	5,280.31	423.05	9.19	(21,730.55)	19.95	(15,998.05)
Total Comprehensive Income / (Loss)	-	-	-	(2,118.12)	(21.94)	(2,140.06)
<b>Balance as at March 31, 2023</b>	<b>5,280.31</b>	<b>423.05</b>	<b>9.19</b>	<b>(23,848.67)</b>	<b>(1.99)</b>	<b>(18,138.12)</b>

**Nature of reserves:****a) Securities premium**

Securities premium received pursuant to the further issue of equity shares at a premium net of the share issue expenses. This is a non-distributable reserve except for the following instances where the share premium account may be applied;

- i) towards the issue of unissued shares of the Company to the members of the Company as fully paid bonus shares;
- ii) for the purchase of its own shares or other securities;
- iii) in writing off the preliminary expenses of the Company;
- iv) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; and
- v) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the Company."

**b) Capital reserve**

The Company has issued share warrants in the earlier years. This reserve is created on account of forfeiture of share application money received on account of issuance of share warrants as share warrants holders did not exercise their rights.

**c) General Reserves**

General Reserves is used from time to time to transfer profits from Retained earnings for appropriation purpose. This reserve will be utilised in accordance with the provision of the Companies Act, 2013."

**d) Retained Earnings**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

**e) Gain / (loss) on fair value of defined benefit plans**

The Company has recognised remeasurement gains/ (loss) on defined benefit plans in Other Comprehensive Income (OCI). These changes are accumulated within the OCI reserve within other equity. The Group transfers amounts from this reserve to retained earnings when the relevant obligations are derecognized

As per our report of even date  
**For Ajay Shobha & Co.**  
 Chartered Accountants  
 Firm Registration No. 317031E

**Sd/-**  
**Ajay Kumar Gupta**  
 Partner  
 Membership No. 53071

Place: Mumbai  
 Date : 10<sup>th</sup> May, 2023

For and on behalf of the Board of Directors of  
**Shekhawati Poly- Yarn Limited**

**Sd/-**  
**Mukesh Ruia**  
 Chairman & Managing Director  
 (DIN : 00372083 )

**Sd/-**  
**Suresh Chandra Gattani**  
 Chief Financial Officer  
 Place : Mumbai  
 Date : 10<sup>th</sup> May, 2023

**Sd/-**  
**Ravi Jogi**  
 Whole - Time Director  
 (DIN : 06646110 )

**Sd/-**  
**Meena Agal**  
 Company Secretary & Compliance Officer

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### Note 1 : Corporate Information

Shekhawati Poly-Yarn Limited (the Company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India (BSE & NSE). The Company is principally engaged in the manufacturing of Texturising Yarn, Twisting Yarn and Knitted Fabrics. The Company caters to both domestic and international markets.

The IndAS financial statements (the financial statements) of the Company for the year ended 31<sup>st</sup> March 2023 were authorised for issue in accordance with resolution of the Board of Directors on 10<sup>th</sup> May, 2023.

### Note 2 : Significant Accounting Policies:

- i These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements

The financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

All the assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in as per the guidance set out in Schedule III to the Act. Based on nature of services, the Company ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency, and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.

### ii Accounting Estimates

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### Deferred tax assets

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

### Defined benefit plans

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

### iii Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

On transition to Ind AS, the Company has opted to continue with the carrying values measured under the previous GAAP as at 1 April 2016 of its Property, Plant and Equipment and use that carrying value as the deemed cost.

### iv Depreciation/ Amortisation

#### Depreciation/ amortisation is provided :

#### Tangible Assets:

- No depreciation is charged on Freehold Land.
- Leasehold Land is amortised over the remaining period of lease.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

- Depreciation on other tangible assets is provided on straight line basis considering the useful lives prescribed in Schedule II to the Act on a pro-rata basis.

### Intangible Assets:

- Accounting Software is amortised on Straight Line Method over a period of ten years.
- Right to receive power is amortised on Straight Line Method over a period of ten years.

The useful lives have been determined based on technical evaluation carried out by the management's expert, in order to reflect the actual usage of the assets. The asset's useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## v Financial Instruments

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

### a) Financial Assets

#### Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

#### Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets 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. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

#### Financial Assets Measured at Fair Value

Financial assets are measured at fair value through Other comprehensive income( 'OCI' )if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets 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

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL.

### **Impairment of Financial Assets**

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

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the Statement of Profit and Loss.

### **De-recognition of Financial Assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### b) Equity Instruments and Financial Liabilities

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

#### Financial Liabilities

##### 1) Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables.

##### 2) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below

#### Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

#### Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

##### 3) De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### **c) Offsetting Financial Instruments**

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

## **vi Employee Benefits**

### **a Defined Contribution Plan**

Contributions to defined contribution schemes such as provident fund, labour welfare are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

### **b Defined Benefit Plan**

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

### **c Short-term Benefits**

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

### **d Termination benefits**

Termination benefits are recognised as an expense as and when incurred.

## **vii Cash and Cash Equivalents**

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand, which are subject to an insignificant risk of changes in value.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### **viii Borrowing Costs**

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the EIR amortisation is included in finance costs.

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the Statement of Profit and Loss in the period in which they occur.

### **ix Government Grant**

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

Government grants relating to the purchase of property, plant and equipment are treated as deferred income and are recognized in net profit in the statement of profit and loss on a systematic and rational basis over the useful life of the asset.

Government grants related to revenue are recognized on a systematic basis in net profit in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

### **x Foreign Exchange Translation and Accounting of Foreign Exchange Transaction**

#### **a Initial Recognition**

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

#### **b Conversion**

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

#### **c Treatment of Exchange Difference**

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss except those arising from investment in Non Integral operations.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### xi Revenue Recognition

- a Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.
- b Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of Profit and Loss.
- c Revenue in respect of export sales is recognised on shipment of products.
- d Dividend income is recognized when the company's right to receive dividend is established.
- f Rental Income is recognized on accrual basis as per the terms of agreement.
- g Revenue from conversion charges is recognised on completion of particular Job work.
- h Export incentives are recognised in the Statement of Profit and Loss when the right to receive establishes as per the terms of the Scheme in respect of export made.
- i The Interest subsidy accrued under Technology Upgradation Fund (TUF) Scheme are recognised on accrual basis and reduced from the cost of funds available on loan. The recognition of TUF subsidy amount has been made on the basis of entitlement under the scheme.
- j Purchases are stated inclusive of custom duty, clearing & forwarding charges and net of discounts, returns and rate differences.
- k Sales are excluding GST and are stated net of discounts, returns and rebates.

### xii Income Tax

Income tax comprises of current and deferred income tax. Income tax is recognised as an expense or income in the Statement of Profit and Loss, except to the extent it relates to items directly recognised in equity or in OCI.

#### a Current Income Tax

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

#### b Deferred Income Tax

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent it is probable that the Company will pay normal income tax during the specified period.

### xiii Impairment of Non-Financial Assets

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

#### Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.

### xiv Trade receivables

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the EIR method, less provision for impairment.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### xv Trade payables

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

### xvi Earnings Per Share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

### xvii Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

### xviii Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### xix Leases

#### **The Company as a lessee ,:**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

#### **The Company as a lessor**

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

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease. For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

### **xx Recent pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below

#### **Ind AS 1 – Presentation of Financial Statements**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements.

#### **Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.

#### **Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 3 : Property, plant and equipment

(₹ In Lakhs)

Particulars	Land Freehold	Land Leasehold	Buildings- Office	Buildings- Factory	Plant and Machinery	Electrical Installations	Furniture & Fixture	Vehicles	Office Equipment	Computers	Total
Gross Carrying Amount (as deemed cost)											
Balance as at 1st April 2021	372.60	31.45	608.56	4,059.78	7,689.05	647.50	128.85	27.51	8.92	17.01	13,591.23
Additions	-	-	-	-	29.79	13.50	5.35	-	0.75	2.85	52.24
Disposals	-	-	-	-	(0.39)	-	-	(0.35)	-	-	(0.74)
Balance as at 31st March 2022	372.60	31.45	608.56	4,059.78	7,718.45	661.00	134.20	27.16	9.67	19.86	13,642.73
Additions	-	-	-	-	3.13	-	-	-	1.31	-	4.44
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	372.60	31.45	608.56	4,059.78	7,721.58	661.00	134.20	27.16	10.98	19.86	13,647.17
Accumulated Depreciation											
Balance as at 1st April 2021	-	2.21	54.96	770.96	3,289.15	540.94	116.24	27.31	5.71	7.90	4,815.38
Depreciation charge during the year	-	0.45	10.98	154.01	654.93	44.03	9.58	0.06	1.01	4.82	879.87
Disposals	-	-	-	-	(0.29)	-	-	(0.32)	-	-	(0.61)
Balance as at 31st March 2022	-	2.66	65.94	924.97	3,943.79	584.97	125.82	27.05	6.72	12.72	5,694.64
Depreciation charge during the year	-	0.45	10.98	154.01	649.13	21.11	1.10	0.06	1.15	4.45	842.44
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	-	3.11	76.92	1,078.98	4,592.92	606.08	126.92	27.11	7.87	17.17	6,537.08
Net carrying value											
Balance as at 1st April 2021	372.60	29.24	553.60	3,288.82	4,399.90	106.56	12.61	0.20	3.21	9.11	8,775.85
Balance as at 31st March 2022	372.60	28.79	542.62	3,134.81	3,774.66	76.03	8.38	0.11	2.95	7.14	7,948.09
Balance as at 31st March 2023	372.60	28.34	531.64	2,980.80	3,128.66	54.92	7.28	0.05	3.11	2.69	7,110.09

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 4: Intangible Assets

(₹ In Lakhs)

Particulars	Accounting Software	Right to receive power	Total
<b>Gross Carrying Amount (as deemed cost)</b>			
<b>Balance as at 1st April 2021</b>	<b>13.81</b>	<b>152.51</b>	<b>166.32</b>
Additions	-	-	-
Disposals	-	-	-
Adjustments made during the year	-	-	-
<b>Balance as at 31st March 2022</b>	<b>13.81</b>	<b>152.51</b>	<b>166.32</b>
Additions	-	-	-
Disposals	-	-	-
Adjustments made during the year	-	-	-
<b>Balance as at 31st March 2023</b>	<b>13.81</b>	<b>152.51</b>	<b>166.32</b>
<b>Accumulated Depreciation</b>			
<b>Balance as at 1st April 2021</b>	<b>8.12</b>	<b>126.83</b>	<b>134.95</b>
Amortised during the year	1.35	25.37	26.72
Disposals	-	-	-
Adjustments made during the year	-	-	-
<b>Balance as at 31st March 2022</b>	<b>9.47</b>	<b>152.20</b>	<b>161.68</b>
Amortised during the year	2.52	0.31	2.83
Disposals	-	-	-
<b>Adjustments made during the year</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Balance as at 31st March 2023</b>	<b>11.99</b>	<b>152.51</b>	<b>164.52</b>
<b>Net carrying value</b>			
Balance as at 1st April 2021	5.69	25.68	31.37
Balance as at 31st March 2022	4.34	0.31	4.64
<b>Balance as at 31st March 2023</b>	<b>1.82</b>	<b>-</b>	<b>1.81</b>

#### Note :

- Accounting Software is amortised on Straight Line Method over a period of ten years.
- Right to receive power is amortised on Straight Line Method over a period of ten years."

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 5: Right of Use Assets

(₹ In Lakhs)

Particulars	Premises	Leasehold Improvements	Total
<b>At 1 April 2021</b>	-	-	-
Additions	74.85	72.24	147.09
Disposals / Adjustments	-	-	-
<b>At 31st March 2022</b>	<b>74.85</b>	<b>72.24</b>	<b>147.09</b>
Additions	-	175.57	175.57
Disposals / Adjustments	-	-	-
<b>At 31st March 2023</b>	<b>74.85</b>	<b>247.80</b>	<b>322.66</b>
<b>Ammortisation</b>			
<b>At 1 April 2021</b>	-	-	-
Amortisation charge for the year	7.43	1.00	8.43
Disposals / Adjustments	-	-	-
<b>At 31st March 2022</b>	<b>7.43</b>	<b>1.00</b>	<b>8.43</b>
Amortisation charge for the year	14.97	54.79	69.77
Disposals / Adjustments	-	-	-
<b>At 31st March 2023</b>	<b>22.40</b>	<b>55.80</b>	<b>78.19</b>
Balance as at 1st April 2021	-	-	-
Balance as at 31st March 2022	67.43	71.24	138.66
<b>Balance as at 31st March 2023</b>	<b>52.46</b>	<b>192.00</b>	<b>244.46</b>

### Note 6 : Capital work in progress

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Factory Building*	636.60	636.60
Provision for Impairment of Capital Work in Progress	(636.60)	(636.60)
<b>Total</b>	<b>-</b>	<b>-</b>

\*This CWIP was not ready to use & requires further investment to bring them into commercial use, hence shown as CWIP. Further completion of the said CWIP was temporarily suspended due to financial constraint. During the previous year, the Company has made provision for impairment.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 7 : Other financial assets

(Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Security deposits	295.39	116.03
Fixed deposits (Original maturity and remaining maturity more than 12 month)*	5.00	-
<b>Total</b>	<b>300.39</b>	<b>116.03</b>

\* includes ₹ 5.00 lacs pledged against Overdraft credit facilities

### Note 8 : Other non-current Assets

(Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Balance with statutory/ government authorities	98.73	98.73
Less : Provision for expected credit loss	(98.73)	(98.73)
<b>Total</b>	<b>-</b>	<b>-</b>

### Note 9 : Inventories

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Valued at lower of cost or net realisable value</b>		
Raw Materials and components	15.10	387.67
Work-in-process	1.60	735.30
Finished Goods	27.93	2,160.80
Stores and Spares	44.23	60.72
Packing Materials	25.33	66.50
<b>ii) Valued at net realisable value</b>		
Yarn Scrap	-	3.15
<b>Total</b>	<b>114.20</b>	<b>3,414.14</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 10 : Trade receivables

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Unsecured, considered good	1,930.30	1,857.72
Unsecured, considered doubtful	3,707.70	3,707.70
	<b>5,638.00</b>	<b>5,565.42</b>
Less : Provision for expected credit loss	643.65	643.65
Less : Provision for doubtful debts	3,064.05	3,064.05
<b>Total</b>	<b>1,930.30</b>	<b>1,857.72</b>

Trade Receivables stated above include debts due by:

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Due from private limited Company in which relative of director of the Company is interested as director/member	1,274.99	1,255.00

### Note 10A : Trade receivables

#### i) Trade Receivables as at 31.03.2023

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
<b>a) Undisputed trade receivables</b>						
- considered good	1,930.12	0.18	-	-		1,930.30
- which have significant increase in credit risk					643.66	643.66
- credit impaired					3,064.05	3,064.05
<b>b) Disputed trade receivables</b>						
- considered good						-
- which have significant increase in credit risk						-
- credit impaired						-
	<b>1,930.12</b>	<b>0.18</b>	<b>-</b>	<b>-</b>	<b>3,707.71</b>	<b>5,638.00</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### ii) Trade Receivables as at 31.03.2022

(₹ In Lakhs)

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
<b>a) Undisputed trade receivables</b>						
- considered good	1,857.72	-	-	-	-	1,857.72
- which have significant increase in credit risk	-	-	-	7.19	636.46	643.65
- credit impaired	-	-	-	-	3,064.05	3,064.05
<b>b) Disputed trade receivables</b>						
- considered good	-	-	-	-	-	-
- which have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	-	-
	<b>1,857.72</b>	<b>-</b>	<b>-</b>	<b>7.19</b>	<b>3,700.50</b>	<b>5,565.42</b>

### Note 11 : Cash and Cash Equivalents

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Balances with banks in Current accounts	90.83	74.50
Cash on hand	16.08	15.65
<b>Total</b>	<b>106.91</b>	<b>90.15</b>

### Note 12 : Bank Balances other than Cash and Cash Equivalents

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Fixed Deposits with original maturity for more than 12 months but remaining maturity less than 12 months *	5.50	10.25
<b>Total</b>	<b>5.50</b>	<b>10.25</b>

\* includes ₹ 5.25 lacs pledged against credit facilities and credit card facilities

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 13 : Other financial assets

(Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Loan to employees	0.10	2.62
Interest accrued on Deposits	7.19	6.45
Security Deposit	3.00	5.10
Rent Receivable	9.00	-
Insurance claim Receivable	0.93	-
Other Receivables - Considered doubtful*	2,152.97	2,152.97
Less : Provision for Expected Credit Loss	2,152.97	2,152.97
	-	-
<b>Total</b>	<b>20.22</b>	<b>14.18</b>

\* These Other receivables are amount receivable against orders cancelled towards capital goods and includes ₹ 524.00 lacs from a Private Limited Company in which relative of the director is a member/director.

### Note 14 : Other current assets

(Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Prepaid expenses	4.25	11.68
Balance with statutory/ government authorities	626.90	680.52
Other Receivables	101.84	133.51
Less : Provision for expected credit loss	100.67	97.43
	<b>1.17</b>	<b>36.08</b>
<b>Total</b>	<b>632.32</b>	<b>728.29</b>

### Note 15 : Income Tax Assets

(Unsecured, considered good)

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
TDS Receivables	290.95	201.72
Income Tax paid under protest	67.52	67.52
<b>Total</b>	<b>358.46</b>	<b>269.24</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 16 : Equity Share Capital

#### a. Details of authorised, issued and subscribed share capital

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Authorised Capital</b>		
4,000 lakhs Equity Shares of ₹ 1 each	4,000.00	4,000.00
<b>Issued, subscribed and fully paid up Capital</b>		
3,447 lakhs Equity Shares of ₹ 1 each fully paid up	3,447.00	3,447.00
<b>Total Issued subscribed and fully paid up capital</b>	<b>3,447.00</b>	<b>3,447.00</b>

#### b. Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period

(No. in lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	₹	Number	₹
Face value per share		1		1
Shares outstanding at the beginning of the year	3,447.00	3,447.00	3,447.00	3,447.00
Issued during the year	-	-	-	-
Shares outstanding at the end of the year	3,447.00	3,447.00	3,447.00	3,447.00

#### c. Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of ₹1 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### d. Details of shareholders holding more than 5% shares in the company

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No. in lakhs	Percentage	No. in lakhs	Percentage
Mukesh Ramniranjan Ruia	855.00	24.80%	855.00	24.80%
Mukesh Ramniranjan Ruia HUF	180.00	5.22%	180.00	5.22%
SKI Buildcon Pvt. Ltd.	310.00	8.99%	310.00	8.99%
Shrey Mukesh Ruia	409.17	11.87%	409.17	11.87%
Azura Projects Pvt. Ltd.	260.00	7.54%	260.00	7.54%

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### e. Shares held by promoters at the end of the year

Promoter's Name	As at 31.03.2023		As at 31.03.2022		% Change during the year*
	No. of Shares (in lakhs)	% of Total Shares	No. of Shares (in lakhs)	% of Total Shares	
Mukesh Ramniranjan Ruia	855.00	24.80%	855.00	24.80%	-
Shrey Mukesh Ruia	409.17	11.87%	409.17	11.87%	-
SKI Buildcon Pvt. Ltd.	310.00	8.99%	310.00	8.99%	-
Mukesh Ramniranjan Ruia HUF	180.00	5.22%	180.00	5.22%	-
Altius Buildcon Private Limited	152.49	4.42%	152.49	4.42%	-
Kalpna Mukesh Ruia	75.00	2.18%	75.00	2.18%	-
Ramniranjan N Ruia	0.05	0.00%	0.05	0.00%	-
	<b>1,981.72</b>	<b>57.48%</b>	<b>1,981.72</b>	<b>57.48%</b>	-

### Note 17 : Borrowings

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Non - Current</b>		
<b>Secured</b>		
Term loan from Banks	9,408.85	9,408.85
Less: Current maturities of long term debt	9,408.85	9,408.85
<b>Total Non-Current Borrowings</b>	-	-
<b>Current</b>		
<b>Secured</b>		
Working Capital Loan from Banks	8,771.35	8,771.35
Devolved Letter of Credit from Bank	789.28	789.28
Current maturities of long-term debt	9,408.85	9,408.85
Interest accrued and due on borrowings	1,132.21	1,132.21
<b>Unsecured</b>		
Loan From Director	-	36.51
<b>Total Current Borrowings</b>	<b>20,101.70</b>	<b>20,138.21</b>

- a) Term Loan of ₹ 5166.50 lakhs and Cash credit facility ₹ 8,299.25 Lakhs from State Bank of India (aggregate amount of ₹ 13,465.75 lakhs) and Term loans of ₹ 534.90 Lakhs, cash credit facility of ₹ 472.11 Lakhs and devolved letter of credit of ₹ 789.28 Lakhs from Axis Bank ( aggregate amount of ₹ 1796.29 lakhs) has been assigned to Asset Restructuring Company ("ARC") - J. M. Financial Asset Reconstruction Company Limited. These loans were secured by way (i) Equitable Mortgage of Land & Building & hypothecation charge on entire stocks, stores & spares and receivables, Plant & Machinery, Furniture & Fixtures situated at Unit III at Village Naroli on Pari-Passu basis with other consortium Members (ii) Equitable Mortgage of land & Building, Plant

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

& Machinery, Furniture & Fixtures situated at Unit II at Village Masat, Silvassa, D&N Haveli (UT), office situated at Goregaon (E). These loans were also secured by second charge over entire current assets of the Company.

- b) Term Loan of ₹ 251.44 Lakhs from Dena Bank (merged with Bank of Baroda) has been assigned to Asset Restructuring Company ("ARC") - Omkara Asset Reconstruction Private Limited. The said loan was secured primarily by first pari passu mortgage charge on Land & Building, Plant & Machinery, Furniture & fixtures, Office Equipments, etc at Unit III, Village Naroli, Silvassa, D&N Haveli (UT) both present and future and Second pari passu charge with other lenders over the entire Current Assets of the Company.
- c) Term Loan of ₹ 1,306.32 Lakhs from Allahabad Bank (merged with Indian Bank) has been assigned to Asset Restructuring Company ("ARC") - J. M. Financial Asset Reconstruction Company Limited during the year. The said loan was secured primarily by first pari passu mortgage charge on Land & Building, Plant & Machinery, Furniture & fixtures, Office Equipments, etc at Unit III, Village Naroli, Silvassa, D&N Haveli (UT) both present and future and Second pari passu charge with other lenders over the entire Current Assets of the Company.
- d) Term Loan ₹ 2,149.69 Lakhs from Union Bank of India has been assigned to Asset Restructuring Company ("ARC") - J. M. Financial Asset Reconstruction Company Limited during the year. The said loan was secured primarily by first pari passu mortgage charge on Land & Building, Plant & Machinery, Furniture & fixtures, Office Equipments, etc at Unit III, Village Naroli, Silvassa, D&N Haveli (UT) both present and future and Second pari passu charge with other lenders over the entire Current Assets of the Company.

All the above loans are personally guaranteed by Mr. Mukesh Ruia (Promoter and Director) and Mr. Ramniranjan Ruia.

- e) During the year ended March 31, 2023, the company has not provided for interest amounting to ₹ 592.91 lakhs and ₹ 2183.10 lakhs respectively (₹ 15,397.70 lakh still till March 31, 2023) on the borrowings outstanding which have been classified as "Non-Performing Assets" (NPA) by the banks which has been assigned to Asset Restructuring Company ("ARC"). The company has also not provided penal interest and other charges, as the same are not ascertainable.

During the year, the Company has received 3 notices dated 29.09.2022 from ARC for public auction (through e-auction) on 7<sup>th</sup> November, 2022 under the Security Interest (Enforcement) Rules, 2002 for sale of immovable and movable secured assets situated at Goregaon, Masat and Naroli at a reserve price of ₹ 307.00 lakhs, 433.00 lakhs and ₹ 8700.00 lakhs respectively. In respect of property situated at Naroli, the Company has received another notice dated 15.12.2022 for e-auction on 02.01.2023 at a reduced reserve price of ₹ 6264.00 lakhs (from ₹ 8700.00 lakhs) and further received notice dated 03.01.2023 for e-auction on 24.01.2023 at a further reduced reserve price of ₹ 5011.20 lakhs. Impact of the sale of properties will be provided after outcome of the same received from the ARC."

- f) During the earlier year, the Company has filed an application with the Debts Recovery Tribunal ("DRT") u/s 17 of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("SARFAESI Act, 2002") against intimation u/s 13(4) SARFAESI Act, 2002 for handing over possession of secured assets issued by the lenders. The said matter is pending before DRT.
- g) The balances of borrowings are subject to confirmation / reconciliation by the lenders.
- h) Since credit facilities of the company has been classified as "Non-performing assets" (NPA) by its banks, the Company has not filed any quarterly returns or statements of current assets to the banks

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 18 : Lease Liabilities

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Non-Current</b>		
Lease Liabilities - Non Current	42.20	55.26
Lease Liabilities - Current	13.05	11.09
<b>Total Non-Current</b>	<b>55.26</b>	<b>66.35</b>
<b>Other financial liabilities</b>		
<b>Current</b>		
Statutory dues payable	24.22	15.93
Expenses Payable	108.02	117.68
<b>Total Current</b>	<b>132.24</b>	<b>133.62</b>

### Note 19 : Provisions

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Non-Current</b>		
Provision for Gratuity	54.48	37.05
<b>Total Non-Current</b>	<b>54.48</b>	<b>37.05</b>
<b>Current</b>		
Provision for Gratuity	16.57	12.71
<b>Total Current</b>	<b>16.57</b>	<b>12.71</b>

### Note 20 : Trade payables

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Due to Micro, Small Enterprises	-	10.90
Other than Micro and Small Enterprises	5,152.82	6,739.31
<b>Total</b>	<b>5,152.82</b>	<b>6,750.21</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Disclosures as required under Section 22 of MSMED Act, 2006 :

The information regarding Micro Small Enterprises has been determined on the basis of information available with the Company which is as follows :

Particulars	(₹ In Lakhs)	
	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year;	-	10.90
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the due date during each accounting year;	-	-
The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

### Note 20A : Trade payables

#### Trade Payables as at 31.03.2023

(₹ In Lakhs)

Particulars	Outstanding for the following periods from due date of payments				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>a) Undisputed trade payables</b>					
(i) MSME	-	-	-	-	-
(ii) Others	5,152.82	-	-	-	5,152.82
<b>b) Disputed trade payables</b>					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
	<b>5,152.82</b>	-	-	-	<b>5,152.82</b>

#### Trade Payables as at 31.03.2022

(₹ In Lakhs)

Particulars	Outstanding for the following periods from due date of payments				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
<b>a) Undisputed trade payables</b>					
(i) MSME	10.90	-	-	-	10.90
(ii) Others	6,739.31	-	-	-	6,739.31
<b>b) Disputed trade payables</b>					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
	<b>6,750.21</b>	-	-	-	<b>6,750.21</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 21 : Other Current Liabilities

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Advance received from customers	2.73	4.29
<b>Total</b>	<b>2.73</b>	<b>4.29</b>

### Note 22 : Revenue from operations

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Sale of products	26,069.03	34,789.98
Job Work	3,412.22	1,351.36
Unbilled Revenue	460.63	-
<b>Other operating revenue</b>		
Waste Sale	231.12	184.70
<b>Total</b>	<b>30,173.00</b>	<b>36,326.03</b>

### Note 23 : Other Income

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>Interest Income on</b>		
- Fixed Deposits	0.55	0.22
- Others	4.88	6.28
Scrap Sale	170.36	114.20
Amortisation of deferred liability on Financial Liabilities	-	8.41
Rent Income	19.50	22.75
Interest income on financial assets carried at amortised cost	0.58	0.29
Profit on sale of assets	-	0.00
Others	0.49	0.19
<b>Total</b>	<b>196.37</b>	<b>152.34</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 24 : Cost of materials consumed

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Raw Materials		
Opening Stock	387.67	0.22
Add: Purchases	19,324.29	34,600.35
Less: Closing Stock	15.10	387.67
	<b>19,696.86</b>	<b>34,212.90</b>
Packing material consumed	1,554.54	1,322.32
<b>Total</b>	<b>21,251.40</b>	<b>35,535.22</b>

### Note 25 : Purchase of Stock-in-Trade

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Purchase of Stock-in-Trade	2,636.51	-
<b>Total</b>	<b>2,636.51</b>	<b>-</b>

### Note 26 : Changes in inventories of finished goods, work-in-progress

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>Opening Inventory</b>		
Finished Goods	2,160.80	-
Work-In-Process	735.30	-
Yarn scrap	3.15	-
	<b>2,899.25</b>	<b>-</b>
<b>Closing Inventory</b>		
Finished Goods	27.93	2,160.80
Work-In-Process	1.60	735.30
Yarn scrap	-	3.15
	<b>29.53</b>	<b>2,899.25</b>
<b>Total</b>	<b>2,869.71</b>	<b>(2,899.25)</b>

### Note 27 : Employee benefits expense

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Salary, wages and bonus	861.26	895.32
Director remuneration	55.00	47.25
Contributions to provident and other funds	28.41	25.30
Staff welfare expenses	15.53	21.79
<b>Total</b>	<b>960.20</b>	<b>989.67</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 28 : Finance costs

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>Interest to</b>		
- Bank (Refer note 17)	-	1.97
- Others	-	0.01
Bank charges	0.01	0.02
Guarantee Commission	1.35	1.80
Interest expense on lease liabilities	5.53	3.09
Interest expense on unwinding of financial liabilities carried at amortised cost	-	2.26
<b>Total</b>	<b>6.89</b>	<b>9.15</b>

### Note 29 : Power and Fuel

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Power and Fuel	2,311.82	1,904.53
<b>Total</b>	<b>2,311.82</b>	<b>1,904.53</b>

### Note 30 : Other expenses

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>Manufacturing expenses</b>		
Consumption of Stores and Spare parts	211.73	338.54
Labour Charges	676.47	614.19
Repairs to		
Plant and machinery	94.94	64.75
Building	34.07	57.49
<b>Other Expenses</b>		
Repairs and maintainance - Others	3.88	4.82
Printing & Stationery	3.71	4.02
Commision On Sales	283.07	357.48
Insurance	15.63	14.17
Rent expenses	19.23	18.02
Loading & Unloading charges	41.71	46.39
Transportation Charges	49.77	68.24
Travelling and conveyance	10.17	18.43

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Security Charges	31.96	33.03
Legal and Professional Charges	20.01	58.58
Director Sitting Fees	3.36	1.60
Payment to Auditors	5.00	5.00
Loss on sale of FMS/FPS/DEPB licence	-	0.05
Provision for Expected Credit Loss on Trade receivables	-	4.98
Provision for Expected Credit Loss on Other receivables	3.24	81.50
Provision for Impairment of Capital Work in Progress	-	636.60
Miscellaneous Expenses	27.96	33.83
<b>Total</b>	<b>1,535.91</b>	<b>2,461.73</b>

### Payment to auditors

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Audit fees	5.00	5.00
<b>Total</b>	<b>5.00</b>	<b>5.00</b>

### Note 31 : Earnings per equity share:

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
i) Weighted average number of Equity Share of ₹ 1 each		
a) Number of shares at the beginning of the year	3,447.00	3,447.00
b) Number of shares at the end of the period	3,447.00	3,447.00
c) Weighted average number of Share outstanding during the year	3,447.00	3,447.00
ii) Net profit after tax available for equity shareholders	(2,140.06)	(2,442.45)
iii) Basic Earnings per Share	(0.62)	(0.71)
iv) Dilutive Earnings per Share	(0.62)	(0.71)

Note: The company does not have any dilutive potential equity share. Consequently the basic and dilutive earning per share of the company remains same.

**Note 32 :** In the opinion of the Board the Current Assets (other than those doubtful & provided for) and Loans and Advances are approximately of the value stated and realizable in the ordinary course of business. The Provisions of all known liabilities is adequate and not in excess of the amount reasonably necessary.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 33 : Contingent Liabilities

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
i) Guarantee given by Bank on behalf of the Company against pledge of fixed deposits provided by Vinayak Clothing Private Limited (Related Party)	-	180.00
ii) Disputed Income Tax Liabilities	339.48	339.48

### Note 34 : Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'

#### A - Defined benefit obligations - Gratuity (unfunded)

The gratuity plan is governed by the Payment of Gratuity Act, 1972 under which an employee who has completed five years of service is entitled to specific benefits. The level of benefits provided depends on the member's length of service and salary at retirement age.

#### I) Assumptions :

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

**The significant actuarial assumptions were as follows:**

#### a) Financial Assumptions

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Expected rate of future salary increase	6.00%	6.00%
Discount Rate	6.90%	6.90%
Attrition Rate	10.00%	10.00%

#### b) Demographic Assumptions

**Mortality in service :** Indian Assured Lives Mortality 2012-14 (Urban) (PY 2006-08 Ultimate)

#### II) Table showing change in present value of defined benefit obligation:

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Present value of obligation as at the beginning of the year:	49.77	42.94
Interest cost	3.43	2.82
Current service cost	12.63	12.78
Benefits paid	(16.72)	(13.52)
Actuarial (Gain) / loss on obligation - due to change in Domestic assumptions	-	(0.00)
Actuarial (Gain) / loss on obligation - due to change in financial assumptions	(2.02)	(0.99)
Actuarial (Gain) / loss on obligation - due to experience	23.95	5.74
Closing Present value of obligation as at the end of the year	71.05	49.77

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### III) Amount recognized in the Balance Sheet:

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Present value of obligation as at the end of the year	(71.05)	(49.77)
Fair Value of plan assets as at the end of the year	-	-
Funded status	(71.05)	(49.77)
Unrecognized Past Service Cost	-	-
Unrecognized Transitional Liability	-	-
Net Assets/ (Liability) recognized in the Balance Sheet	(71.05)	(49.77)

### IV) Expenses recognized in the Statement of Profit and Loss

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Current Service Cost	12.63	12.78
Past Service Cost	-	-
Interest Cost	3.43	2.82
Expected return on plan assets	-	-
Net Actuarial (Gain)/ loss recognized during the year	-	-
<b>Total Expenses recognized in the Profit and Loss account</b>	<b>16.07</b>	<b>15.60</b>

### V) Expenses recognized in the Other Comprehensive Income (OCI)

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Actuarial (Gain)/Loss on Obligation for the period	21.94	4.74
Return on Plan Assets, excluding interest income	-	-
Change in Asset ceiling	-	-
Net (Income) / Expense for the period recognised in OCI	21.94	4.74

### VI) Balance Sheet Reconciliation:

(₹ In Lakhs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Opening Net Liability	49.77	42.94
Expenses recognized in Statement of Profit & Loss	16.07	15.60
Expenses recognized in OCI	21.94	4.74
Net Transfer In	-	-
(Net Transfer Out)	-	-
(Benefit directly paid by the employer)	(16.72)	(13.52)
Employer's Contribution	-	-
<b>Net Liability Recognised in the Balance Sheet</b>	<b>71.05</b>	<b>49.77</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### VII) Maturity Analysis of the Benefit Payments : From the Employer:

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Projected benefits payable in future years from the date of reporting		
1 <sup>st</sup> Following Year	16.57	12.71
2 <sup>nd</sup> Following Year	5.61	3.97
3 <sup>rd</sup> Following Year	5.72	3.33
4 <sup>th</sup> Following Year	6.04	3.60
5 <sup>th</sup> Following Year	6.19	3.89
Sum of Years 6 To 10	33.61	18.81
Sum of Years 11 and above	47.34	39.74

### VIII) Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Change in Rate of Discounting		
Delta Effect of +1%	(3.61)	(2.75)
Delta Effect of -1%	4.08	3.16
Change in Rate of Salary Increase		
Delta Effect of +1%	3.42	3.16
Delta Effect of -1%	(3.11)	(2.80)
Change in Rate of Employee Turnover		
Delta Effect of +1%	0.09	(0.26)
Delta Effect of -1%	(0.14)	0.24

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

**Note 35 : Related party disclosures as required under Indian Accounting Standard 24, “Related party disclosures” are given below:**

### a. List of related parties

Name of the Party	Relationship
<b>Key Management Personnel</b>	
Shri Mukesh Ruia	Chairman & Managing Director
Shri Ravi Jogi	Whole - Time Director
Suresh Chandra Gattani	Chief Financial Officer
Meena Agal	Company Secretary
<b>Others</b>	
Mukesh Ruia HUF	Karta is Chairman & Managing Director
SKI Realty LLP	Entities in which relatives of the key managerial personnel are director / member
Ruia Rayons Private Limited	
Vinayak Clothings Private Limited	

### b. Transactions with Related Parties :

(₹ In Lakhs)

Name of Party	Nature of Transaction	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Shri Mukesh Ruia	Directors Remuneration	45.25	37.50
	Perquisites (Rent Expense)	17.98	17.04
	Loan Repaid	36.51	89.79
Shri Ravi Jogi	Directors Remuneration	9.75	9.75
Suresh Chandra Gattani	Remuneration	16.00	17.82
	Loan Given	-	10.00
	Loan received back	-	10.00
Meena Agal	Remuneration	8.44	8.30
	Loan Given	-	1.50
	Loan received back	-	1.50
SKI Realty LLP	Rent paid	16.62	4.05
Vinayak Clothings Private Limited	Sale	3,921.89	1,969.95
	Job work Income	-	658.29
	Guarantee Commission	1.35	1.80
	Commission paid on sale	276.79	330.45
	Purchase of Raw Material	-	791.35
	Purchase of Store Material	0.86	-
	Rent Income	19.50	10.75
	Rent paid	7.20	7.20

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### c. Balance Outstanding of Related Parties :

(₹ In Lakhs)

Name of Party	Receivable / Payable	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Shri Mukesh Ruia	Loan payable	-	36.51
	Remuneration payable	-	6.00
Shri Ravi Jogi	Remuneration payable	2.80	0.45
Suresh Chandra Gattani	Remuneration payable	1.30	-
SKI Realty LLP	Rent Payable	14.96	-
	Rent Deposit Given	10.00	10.00
Ruia Rayons Pvt Ltd	Other Receivables	524.00	524.00
Vinayak Clothings Private Limited	Trade payable	-	1.18
	Rent Receivables	9.00	-
	Trade receivables	1,281.82	1,255.00

Note: Related Parties are as disclosed by the management and relied upon by the auditor

**Note 36 :** The Company has suffered heavy losses during the current and previous years, its net worth has been completely eroded and the credit facilities of the company has also been classified as "Non-performing assets" (NPA) by its banks. However, the company has prepared its financials on going concern basis, as the company is in the process of discussion with its lenders and is hopeful that the suitable resolution plan will be considered by its lenders.

**Note 37 :** In view of present uncertainty regarding generation of sufficient future taxable income and as a measure of prudence the Deferred tax asset has not been recognised.

### Note 38 : Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director of the Company. The Company operates only in one Business Segment i.e. "Textile Business", hence does not have any reportable Segments as per Ind AS 108 "Operating Segments".

### Note 39: Leases

Following are the changes in the carrying value of right of use assets :

(₹ In Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Opening balance	138.66	-
Addition	175.57	147.09
Deletion	-	-
Depreciation	69.77	8.43
<b>Closing balance</b>	<b>244.46</b>	<b>138.66</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

The following is the break-up of current and non-current lease liabilities :

(₹ In Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Current lease liabilities	13.05	11.09
Non-Current lease liabilities	42.20	55.26
	<b>55.26</b>	<b>66.35</b>

The following is the movement in lease liabilities:

(₹ In Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
Opening balance	66.35	-
Addition	-	67.31
Finance cost accrued during the period	5.53	3.09
Deletion	-	-
Payment of lease liabilities	(16.62)	4.06
<b>Closing balance</b>	<b>55.26</b>	<b>66.35</b>

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis :

(₹ In Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March 2023	For the year ended 31 <sup>st</sup> March 2022
- Less than one year	17.52	16.62
- Later than one year but not later than five years	47.40	64.92
- Later than five years	-	-
	<b>64.92</b>	<b>81.54</b>

Rental expense recorded for short-term leases was ₹ 19.23 lakhs (PY 18.02 lakhs)

### Note 40 : Financial instruments – Fair values and risk management

"The fair value of the financial assets are included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- Fair value of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments
- Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables."

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### A. Accounting classification and fair values

The carrying value and fair value of financial instruments by categories as at 31<sup>st</sup> March 2023 were as follows:  
 (₹ In Lakhs)

Particulars	Refer note	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying Value	Total Fair Value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
<b>Financial assets</b>								
Trade receivables	10	1,930.30	-	-	-	-	1,930.30	1,930.30
Cash and Cash Equivalents	11	106.91	-	-	-	-	106.91	106.91
Bank Balances other than Cash and Cash Equivalents	12	5.50	-	-	-	-	5.50	5.50
Other Financial Assets (Current & Non-current)	7&13	320.61	-	-	-	-	320.61	320.61
<b>Financial liabilities</b>								
Borrowings (Current & Non-current)	17	20,101.70	-	-	-	-	20,101.70	20,101.70
Trade payables	20	5,152.82	-	-	-	-	5,152.82	5,152.82
Other Financial Liabilities (Current & Non-current)	18	174.44	-	-	-	-	174.44	174.44

The carrying value and fair value of financial instruments by categories as at 31<sup>st</sup> March 2022 were as follows:

Particulars	Refer note	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying Value	Total Fair Value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
<b>Financial assets</b>								
Trade receivables	10	1,857.72	-	-	-	-	1,857.72	1,857.72
Cash and Cash Equivalents	11	90.15	-	-	-	-	90.15	90.15
Bank Balances other than Cash and Cash Equivalents	12	10.25	-	-	-	-	10.25	10.25
Other Financial Assets (Current & Non-current)	7&13	130.21	-	-	-	-	130.21	130.21

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 40 : Financial instruments – Fair values and risk management (Continue..)

Particulars	Refer note	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying Value	Total Fair Value
			Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory		
<b>Financial liabilities</b>								
Borrowings (Current & Non-current)	17	20,138.21	-	-	-	-	20,138.21	20,138.21
Trade payables	20	6,750.21	-	-	-	-	6,750.21	6,750.21
Other Financial Liabilities (Current & Non-current)	18	133.62	-	-	-	-	133.62	133.62

### B. Fair Value Hierarchy.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

**Level 1:** quoted (unadjusted) prices in active markets for identical assets or liabilities.

**Level 2:** other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**Level 3:** techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

### Financial Risk Management

#### Risk management framework

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

#### Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 40 : Financial instruments – Fair values and risk management (Continue..)

#### Currency risk

The Company is not much exposed to currency risk.

#### Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

#### (a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant increase in credit risk on other financial instruments of the same counterparty
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

Financial assets are written off when there is a no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, When recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade and other receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 40 : Financial instruments – Fair values and risk management (Continue..)

#### Ageing of Accounts receivables :

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Not Due		
0 - 6 months	1,930.12	1,857.72
6 - 12 months	0.18	-
Beyond 12 months	3,707.71	3,707.70
<b>Total</b>	<b>5,638.00</b>	<b>5,565.42</b>

#### Movements in provision of doubtful debts/other receivables and expected credit loss :

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Trade Receivables</b>		
Opening provision	3,707.70	3,702.72
Add : Additional provision made	0.00	4.98
<b>Closing provisions</b>	<b>3,707.70</b>	<b>3,707.70</b>
<b>Other receivables</b>		
Opening provision	2,349.13	2,267.63
Add : Additional provision made	(194.22)	81.50
<b>Closing provisions</b>	<b>2,154.91</b>	<b>2,349.13</b>

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

#### Exposure to interest rate risk

Company's interest rate risk arises primarily from borrowings. The interest rate profile of the Company's interest-bearing financial instruments is as follows.

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Borrowing bearing variable interest rate	20,101.70	20,138.21
<b>Total of Variable Rate Financial Liabilities</b>	<b>20,101.70</b>	<b>20,138.21</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 40 : Financial instruments – Fair values and risk management (Continue..)

#### Cash flow sensitivity analysis for variable-rate instruments

The sensitivity analysis below have been determined based on the exposure to interest rates for financial instruments at the end of the reporting year and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates :

Cash flow sensitivity (net)	Profit or loss	
	50 bp increase	50 bp decrease
<b>INR</b>		
<b>31st March 2023</b>		
Variable-rate loan instruments	(100.51)	100.51
<b>Cash flow sensitivity (net)</b>	<b>(100.51)</b>	<b>100.51</b>
<b>31st March 2022</b>		
Variable-rate loan instruments	(100.69)	100.69
<b>Cash flow sensitivity (net)</b>	<b>(100.69)</b>	<b>100.69</b>

#### Liquidity risk

Liquidity is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the contractual maturities of significant financial liabilities :

#### Maturity Analysis of Significant Financial Liabilities

(₹ In Lakhs)

Particulars	On Demand / Upto 1 year	1-5 years	More than 5 years	Total
<b>As at 31st March 2023</b>				
Borrowings	20,101.70	-	-	20,101.70
Trade payables	5,152.82	-	-	5,152.82
Other Financial Liabilities	132.24	42	-	174.44
	<b>25,386.76</b>	<b>42.20</b>	<b>-</b>	<b>25,428.96</b>
<b>As at 31st March 2022</b>				
Borrowings	20,138.21	-	-	20,138.21
Trade payables	6,750.21	-	-	6,750.21
Other Financial Liabilities	133.62	55	-	188.88
	<b>27,022.04</b>	<b>55.26</b>	<b>-</b>	<b>27,077.30</b>

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### Note 40 : Financial instruments – Fair values and risk management (Continue..)

#### Commodity Price Risk

The company is exposed to the risk of price fluctuations of Raw Material as well as Finished Goods. The company manage its commodity risk by maintaining adequate stock of Raw Material and Finished Goods through inventory management and proactive vendor development practices.

### Note 41 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximise returns for the shareholders and benefits for other stake holders. The aim to maintain an optimal capital structure and minimise cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with others in the industry, the Company monitors its capital using the gearing ratio which is total debt divided by total capital plus total debts.

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Total debts	20,101.70	20,138.21
Total equity	(14,691.12)	(12,551.05)
Total debts to equity ratio (Gearing ratio)	3.72	2.65

### Note 42 : ADDITIONAL REGULATORY INFORMATION REQUIRED BY SCHEDULE III TO THE COMPANIES ACT, 2013

- The Company does not have any benami property held in its name. No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- The Company has complied with the requirement with respect to number of layers as prescribed under section 2(87) of the Companies Act, 2013 read with the Companies (Restriction on number of layers) Rules, 2017.
- Utilisation of borrowed funds and share premium
  - The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
    - Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
    - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries."

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

- ii. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries."
4. There is no income surrendered or disclosed as income during the year in tax assessments under the Income Tax Act, 1961 (such as search or survey), that has not been recorded in the books of account.
5. The Company has not traded or invested in crypto currency or virtual currency during the year.
6. The Company does not have any charges or satisfaction of charges which is yet to be registered with Registrar of Companies beyond the statutory period.

### Note 43 : The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022

Sr. No.	Particulars	Numerator	Denominator	31st March 2023	31st March 2022	Variance %	Reasons of Variance
1	Current Ratio	Current assets	Current liabilities	0.11	0.23	-51.11%	Due to decrease current assets more than decrease in current liabilities
2	Debt – Equity Ratio	Total Debt	Shareholder's Equity	(1.37)	(1.60)	-14.72%	Variance not more than 25%
3	Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-	-	-	-
4	Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	15.55%	21.52%	-5.97%	Variance not more than 25%
5	Trade receivables turnover ratio	Revenue	Average Trade Receivable	3.98	7.96	-49.95%	Due to decrease in revenue during the year
6	Trade payables turnover ratio	Purchases and other expenses	Average Trade Payables	4.34	11.22	-61.37%	Due to decrease in Purchases and other expenses during the year
7	Inventory Turnover Ratio	Sales / Cost of goods sold	Average Inventory	17.10	21.10	-18.96%	Variance not more than 25%
8	Net capital turnover ratio	Revenue	Working Capital	(1.33)	(1.74)	-23.09%	Variance not more than 25%
9	Net profit ratio	Net Profit	Revenue	-6.97%	-6.68%	4.37%	Variance not more than 25%
10	Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	-39.02%	-32.01%	21.91%	Variance not more than 25%
11	Return on Investment(ROI)	Income generated from investments	Time weighted average investments	NA	NA	NA	NA

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023****Note 44 : Prior year comparatives**

Previous year's figures have been regrouped or reclassified, to conform to the current year's presentation wherever considered necessary.

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As per our report of even date

**For Ajay Shobha & Co.**

Chartered Accountants

Firm Registration No. 317031E

**Sd/-**

**Ajay Kumar Gupta**

Partner

Membership No. 53071

For and on behalf of the Board of Directors of

**Shekhawati Poly- Yarn Limited**

**Sd/-**

**Mukesh Ruia**

Chairman & Managing Director

(DIN : 00372083 )

**Sd/-**

**Suresh Chandra Gattani**

Chief Financial Officer

Place : Mumbai

Date : 10<sup>th</sup> May, 2023

**Sd/-**

**Ravi Jogi**

Whole - Time Director

(DIN : 06646110 )

**Sd/-**

**Meena Agal**

Company Secretary & Compliance Officer

Place: Mumbai

Date : 10<sup>th</sup> May, 2023





## Plant Location

### Unit II

Plot no. 44 Government Industrial Estate,  
Masat, Samarvani,  
Dadra & Nagar Haveli -396 230  
(Union Territory), India

### Unit III

Survey no. 185/1, Naroli, Village,  
Near Kanadi Phatak  
Dadra & Nagar Haveli -396 235  
(Union Territory), India

## REGISTERED OFFICE

Survey no. 185/1, Naroli, Village, Near Kanadi Phatak, Dadra & Nagar Haveli -396 235  
(Union Territory), India  
91-260 2650666  
[info@shekhawatiyarn.com](mailto:info@shekhawatiyarn.com)