

5th September, 2023

To
BSE Limited
Listing Dept. / Dept. of Corporate Services
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001

Scrip Code: 526638

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2022-23

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company for the financial year 2022-23 along with the Notice of 34th Annual General Meeting (“AGM”) of the Company to be held on Friday, 29th September, 2023 at 11:30 a.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).

The Annual Report along with the Notice of AGM is also available on the website of the Company viz. www.geotexelin.com

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For Texel Industries Limited

Dhruvi Patel
Company Secretary & Compliance Officer

Encl: As above



Since 1989

34th Annual Report 2022-23



TEXEL INDUSTRIES LIMITED

CIN - L29100GJ1989PLC012576

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kirit Narotamdas Mehta	DIN - 00444837	Chairman & Independent Director
Mr. Shailesh Ramniklal Mehta	DIN - 01457666	Managing Director
Mr. Naresh Ramniklal Mehta	DIN - 02888018	Non-Executive Director
Dr. Christy Leon Fernandez	DIN - 00090752	Independent Director
Ms. Jasmin Nahidakhtar Vhora	DIN - 07173838	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Harsh Hirpara (upto 30th September, 2022)
Ms. Dhruvi Patel (w.e.f 25th March, 2023)

CHIEF FINANCIAL OFFICER

Mr. Pallav Vasavada (w.e.f 12th January, 2023)

STATUTORY AUDITORS

M/s. Sunil Poddar & Company
Chartered Accountants,
Ahmedabad

INTERNAL AUDITORS

M/s. CNK & Associates
Chartered Accountants,
Mumbai

SECRETARIAL AUDITORS

M/s. SPANJ & Associates
Company Secretaries,
Ahmedabad

BANKERS

Union Bank of India
HDFC Bank
Kotak Mahindra Bank

REGISTERED & CORPORATE OFFICE

Block No. 2106, Santej-Khatraj Road,
Nr. Shah Alloys Ltd., Village: Santej,
Tal: Kalol, Dist: Gandhinagar-382721, Gujarat
Phone – +918980026220/ 26110
Email – finance@geotexelin.com
Website – www.geotexelin.com

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Private Limited
5th Floor, 506 to 508,
Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad - 380006.
Phone – (079) 2646 5179 / 86 / 87
Email – ahmedabad@linkintime.co.in
Website – www.linkintime.co.in

GST NUMBER: 24AAACT7085R1ZN

SECURITY CODE: BSE - 526638

ISIN NUMBER: INE594V01028

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TEXEL INDUSTRIES LIMITED

CIN: L29100GJ1989PLC012576

Regd. Office: Block No. 2106, Santej-Khatraj Road, Nr. Shah Alloys Ltd.,
Vill: Santej, Tal: Kalol, Dist: Gandhinagar – 382 721, Gujarat, India

Phone: 8980026110/ 8980026220, **E-Mail:** finance@geotexelin.com,

Website: www.geotexelin.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **THIRTY- FOURTH (34th) Annual General Meeting (“AGM”)** of the Members of **TEXEL INDUSTRIES LIMITED** will be held on **Friday, 29th September, 2023 at 11:30 a.m.** through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2023 and the Report of the Auditors thereon.

2. To appoint a Director in place of Mr. Shailesh Ramniklal Mehta (DIN:01457666), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Alteration of Object Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 4, 13, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (“Act”) and subject to such other approvals, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the alteration of Clause III (A) of the Memorandum of Association of the Company in the following manner:

- to insert following new clause as sub clause (2) after the existing sub clause (1) of Clause III (A) of the MOA of the Company:
2. To manage, improve, develop, hold or acquire by purchase, lease, exchange or otherwise and to sell, alienate, dispose of lands, estates, buildings, easements, hereditaments, flats, garages, houses, halls, godowns, mills, tenements, factories, chawls, dwelling houses or other landed properties of any tenure or description and any estate or interest therein or rights connected therewith and to turn the same to accounts as may be expedient and in particular by laying out and preparing building sites by planting, paving, draining and cultivating land and by demolishing, constructing, reconstructing, altering, improving, decorating, furnishing, maintaining, administering, equipping the same and to do various types of construction of buildings, houses, garages, halls, flats, office premises, shops, residential accommodation, cinema halls, restaurants, hotels, clubs, godowns, warehouses, mills, factories, chawls, dwelling houses, bridges, dams, offshore platforms, canals, reservoirs, irrigations, reclamations, embankment, roads, tracks, highways, tunnels, ropeways, and all kinds of other similar structures or other landed properties and construction jobs, works, and convenience of all kinds by consolidating, connecting and subdividing properties by leasing or otherwise and disposing the same.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee thereof) or any of the Directors, the Company Secretary or duly authorized officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to accept and carry out any modifications, alteration or changes to aforementioned resolution as may be suggested or directed by the Registrar of Companies or any other appropriate authority without requiring any further approval of the members of the Company and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

4. **Shifting of Registered Office of the Company:**

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 12 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from Block No. 2106, Santej-Khatraj Road, Village- Santej, Tal: Kalol, Dist: Gandhinagar, Gujarat-382721 to its new manufacturing unit situated at Unit No. P-2, Prime Industrial and Logistics Hub, Mouje- Hariyala, Taluka & Dist: Kheda, Gujarat with effect from 15th October, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any duly constituted committee thereof) or any of the Directors, the Company Secretary or duly authorized officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to accept and carry out any modifications, alteration or changes to aforementioned resolution as may be suggested or directed by the Registrar of Companies or any other appropriate authority without requiring any further approval of the members of the Company and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

Registered Office:

Block No. 2106, Santej – Khatraj Road,
Nr. Shah Alloys Limited, Village Santej,
Tal: Kalol, Dist: Gandhinagar – 382721, Gujarat

Place : Ahmedabad

Date : 12th August, 2023

By Order of the Board of Directors

Dhruvi Patel

Company Secretary & Compliance Officer

Membership No.: ACS 42698

NOTES:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business is annexed hereto.
2. In view of the outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 2/2022 dated 5th May, 2022 read with General Circular No. 20/2020 dated 5th May, 2020, General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC or OAVM without the physical presence of the members at the meeting. Further, the Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI circular no. SEBI/HO/CFD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') has granted certain relaxations in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the 34th AGM of the Company is being held through VC or OAVM on **Friday, 29th September, 2023 at 11:30 a.m.** The deemed venue for the 34th AGM shall be the Registered Office of the Company. Therefore, members can attend and participate in the 34th AGM through VC or OAVM mode only.
3. SINCE THE 34TH AGM OF THE COMPANY IS BEING HELD THROUGH VC OR OAVM PURSUANT TO THE ABOVE CITED MCA CIRCULARS & SEBI CIRCULARS, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, SEBI CIRCULARS AND LISTING REGULATIONS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE 34TH AGM ARE NOT ANNEXED TO THIS NOTICE.
4. Corporate members are requested to send to the Company on the email id: finance@geotexelin.com, the certified true copy of Board Resolution pursuant to the provisions of Section 113 of the Companies Act, 2013 authorizing their representatives to attend the AGM on their behalf through VC or OAVM and to vote through e-Voting in the AGM or through remote e-Voting.
5. Details as required, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Director seeking appointment/re-appointment at the AGM are provided in Annexure-A to this Notice.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

7. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/166 dated 7th September, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Accordingly, Link Intime India Private Limited (RTA of the Company) has stopped accepting any fresh lodgement of transfer of shares in physical form. In view of the above, shareholders are requested to take action to dematerialize the Equity Shares of the Company held by them promptly.
8. Members holding shares in electronic form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
9. The Company through their RTA has sent individual letters to the Members holding shares of the Company in physical form whose KYC and Nomination details are not registered with the Company/ RTA for furnishing their PAN, KYC and Nomination details pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Members who have received the said letter are requested to furnish PAN, KYC and Nomination details to RTA of the Company at the following address :

M/s. Link Intime India Private Limited
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge, Ahmedabad - 380006.
Phone – 079 2646 5179/86/87, Email - ahmedabad@linkintime.co.in

10. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members in electronic mode up to the date of the 34th Annual General Meeting. Members can inspect the same by sending an email to the Company through their registered email id at finance@geotexelin.com.
11. Members desirous of getting any information on the Accounts at the Annual General Meeting, are requested to send an email to finance@geotexelin.com, at least 7 days before the Annual General Meeting so as to enable the Management to keep the information ready on the date of AGM.
12. The Annual Report alongwith the Notice of 34th AGM is being sent by electronic mode to all members whose email addresses are registered with the RTA of the Company/ Depository Participant(s). Members may note that this Notice alongwith the Annual Report for the F.Y. 2022-23 will be available on the Company's website viz. www.geotexelin.com
13. To support the 'Green Initiative' of the Ministry of Corporate Affairs, the Members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited/Depository Participant(s) as under:

For Physical shareholders:-

Please send duly signed Request Letter mentioning therein Name of shareholder, Folio No., Email ID & Mobile No. alongwith self-attested copy of PAN Card through email at ahmedabad@linkintime.co.in.

For Demat shareholders:-

Please contact your Depository Participant (DP) and register your email ID, Mobile No. & PAN No. with your DP as per the process advised by your DP.

14. The Company has a designated Email ID: "invrelations@geotexelin.com" for redressal of Shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write to the above mentioned email address.
15. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the RTA of the Company for consolidation of their shareholding into a single folio.

Process and manner for voting through electronic means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read 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 General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 5th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI circular no. SEBI/HO/CFD2/CIR/P/2022/62 dated May 13, 2022 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 34th AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system during the 34th AGM will be provided by CDSL. Instructions for remote e-voting are provided herein below at point no. (A). Members whose email ids are not registered with the

Company/RTA/Depositories, for obtaining Annual Report & the login credentials for e-voting for the resolutions are requested to refer the instructions provided at point no. (B.). Instructions for shareholders attending the 34th AGM through VC or OAVM are given at point no. (C.). Further, instructions for e-voting during the 34th AGM are provided at point no. (D.).

2. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again.
3. The Members can join the 34th AGM in the VC or OAVM mode 15 minutes before the scheduled time of the commencement of the meeting and it will be closed on expiry of 15 minutes from the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 34th AGM through VC or OAVM is limited upto 1000 members on first come first serve basis. This will not include large Shareholders (i.e. 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 34th AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the 34th AGM through VC or OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Friday, 22nd September, 2023**, shall be entitled to avail the facility of remote e-voting as well as e-voting system at the 34th AGM.
6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and holding shares as on the **Cut-off date i.e. Friday, 22nd September, 2023**, shall be entitled to exercise his/her vote electronically. i.e. through remote e-voting or through e-voting system at the 34th AGM. Such members may obtain Sequence No. for e-voting by sending a request at finance@geotexelin.com and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the websites of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
7. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
8. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off date i.e. Friday, 22nd September, 2023**.
9. **M/s. D. A. Rupawala & Associates, Chartered Accountants, Ahmedabad (Firm Regn. No. 108902W; Membership No. 37674)**, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting system on the date of 34th AGM in a fair and transparent manner.
10. The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency www.evotingindia.com and also on the website of the Company www.geotexelin.com, within two working days of the conclusion of the 34th AGM of the Company and will also be submitted to the Bombay Stock Exchange (BSE) where the shares of the Company are listed.

(A) The instructions for shareholders for remote e-voting and joining virtual meetings are as under:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The **remote E-voting period will commence at 10:00 a.m. on Monday, 25th September, 2023 and will end at 5:00 p.m. on Thursday, 28th September, 2023 (both days inclusive)**. During this period shareholders of the Company holding shares either in physical form or dematerialized form as on the **Cut-off date i.e. Friday, 22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/**

Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on Login icon and select New System Myeasi tab and then use existing my easi username & password. 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 information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of E-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdEasDirectReg.jsp 3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available on abovementioned websites.

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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact toll free at no.: 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) **Login Method for e-voting and joining virtual meeting for physical shareholders and shareholders other than individual holding in Demat form:**

1. The shareholders should log on to the e-voting website www.evotingindia.com
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field which will be communicated by email.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their

login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice of AGM.
10. Click on the EVSN of Texel Industries Limited on which you choose to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional facility for Non – Individual shareholders and Custodians – for remote evoting only:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company by email to rupawala_ca@yahoo.co.in and finance@geotexelin.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(B) The Process for those Shareholders whose email addresses are not registered with the Company/ Depositories, for obtaining AGM Notice along with Annual Report & login credentials for e-Voting:

1. For Physical shareholders:-

Please send a request letter mentioning therein Name of shareholder, Folio No., Mobile No. and Email ID alongwith self-attested copy of PAN Card and Aadhar Card by email to Company's RTA at ahmedabad@linkintime.co.in and also to the Company at invrelations@geotexelin.com.

2. For Demat shareholders:-

Please send a request letter mentioning therein Name of shareholder, Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID) along with Client Master or copy of Consolidated Account Statement and self-attested copy of PAN Card by email to Company's RTA at ahmedabad@linkintime.co.in and also to the Company at invrelations@geotexelin.com.

(C) Instructions for Shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at finance@geotexelin.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

Registered Office:

Block No. 2106, Santej – Khatraj Road,
Nr. Shah Alloys Limited, Village Santej,
Tal: Kalol, Dist: Gandhinagar – 382721, Gujarat

Place : Ahmedabad

Date : 12th August, 2023

By Order of the Board of Directors

Dhruvi Patel

Company Secretary & Compliance Officer

Membership No.: ACS 42698

ANNEXURE TO THE NOTICE

Explanatory Statement

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 3

The Company is currently engaged in the Technical Textiles business i.e. manufacturing a wide range of Geosynthetic Textile products and is considering to enter into Real Estate business activities as it wants to embark upon new business activities. For this purpose, the Object Clause of the MOA of the Company needs to be altered by inserting relevant clause as set out in the Resolution at Item no. 3 of this Notice.

The Board of Directors of the Company at its meeting held on 29th May, 2023 has approved the alteration of Object Clause of the MOA of the Company subject to the approval of shareholders of the Company.

The copy of the proposed altered MOA of the Company is open for inspection by the members in electronic mode up to the date of the 34th Annual General Meeting. Members can inspect the same by sending an email to the Company at finance@geotexelin.com through their registered email id.

The Board of Directors recommends the resolution set out at Item No. 3 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 4

The Company's Registered Office is currently situated at Block No. 2106, Santej-Khatraj Road, Village- Santej, Tal: Kalol, Dist: Gandhinagar, Gujarat-382721. The Board of Directors of your Company at their meeting held on 12th August, 2023 has approved the shifting of Registered Office of the Company from Block No. 2106, Santej-Khatraj Road, Village- Santej, Tal: Kalol, Dist: Gandhinagar, Gujarat-382721, to its new manufacturing unit situated at Unit No. P-2, Prime Industrial and Logistics Hub, Mouje- Hariyala, Taluka & Dist: Kheda, Gujarat, subject to the approval of shareholders of the Company. The said shifting of registered office is necessary in order to carry on the business of the Company more efficiently and with better operational convenience.

As per provisions of Section 12 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder, shifting of Registered Office of the Company outside the local limits of the city, town or village but within the same State requires approval of the Members by way of Special Resolution.

The Board of Directors recommends the resolution set out at Item No. 4 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ANNEXURE - A TO THE NOTICE

Details of the Director seeking appointment/re-appointment at the Annual General Meeting

(Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	DIN	Date of Birth	Qualification	Experience	Original Date of Appointment	Expertise in specific functional area	Details of Directorship held in other Listed entities	Details of Membership/ Chairmanship of other Board Committees	Shareholding in the company	Relationship, if any between Directors
Mr. Shailesh Ramniklal Mehta	01457666	29/01/1960	Bachelor of Commerce	More than 30 years	02/08/1989	Plastic Manufacturing Industry	Nil	Nil	20,02,817	Brother of Mr. Naresh Mehta, Non-Executive Director

Registered Office:

Block No. 2106, Santej – Khatraj Road,
Nr. Shah Alloys Limited, Village Santej,
Tal: Kalol, Dist: Gandhinagar – 382721, Gujarat

Place : Ahmedabad

Date : 12th August, 2023

By Order of the Board of Directors

Dhruvi Patel

Company Secretary & Compliance Officer
Membership No.: ACS 42698

DIRECTORS' REPORT

To,
The Members,

Your Directors take pleasure in presenting the 34th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2023.

1. FINANCIAL PERFORMANCE:

The financial performance of your Company on standalone basis for the Financial Year ended 31st March, 2023 is summarized below:

(₹ in Lakhs)

Particulars	Financial Year ending	
	31 st March, 2023	31 st March, 2022
Total Revenue	10030.06	9204.74
Profit/ (Loss) before Interest, Depreciation & Tax (EBIDTA)	(97.04)	652.69
Less: Finance Cost	474.22	335.83
Less: Depreciation	526.91	141.82
Profit/ (Loss) Before Tax (PBT)	(1098.16)	175.04
Less: Provisions for Taxation including Deferred Tax	(9.52)	46.26
Profit/ (Loss) for the Year	(1088.64)	128.78
Other Comprehensive Income	3.48	3.48
Total Comprehensive Income for the Year	(1085.16)	132.26

The Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2023, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

2. PERFORMANCE AT A GLANCE ON STANDALONE BASIS:

During the Financial Year 2022-23, the Company achieved total Revenue of ₹ 10,030.06 lakhs in the current year, against ₹ 9,204.74 lakhs in the previous year, thereby registering an increase of 8.97% as compared to the previous year. The Company has registered a Loss of ₹ 1088.64 lakhs in the current year, against Profit of ₹ 128.78 lakhs in the previous year, thereby registering a decrease in the Net Profit as compared to the previous year.

3. MATERIAL CHANGES AND COMMITMENTS:

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

4. CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of the Company during the financial year 2022-23.

5. DIVIDEND:

Due to loss in the financial year ending on 31st March, 2023; the Board of Directors has not recommended any dividend on the Equity Share Capital of the Company for the financial year ended 31st March, 2023.

6. TRANSFER TO RESERVES:

During the Financial Year 2022-23, no amount has been transferred to any reserves.

7. DEPOSITS:

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) from the public or the members and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

8. SHARE CAPITAL:

The Paid-up Equity Share Capital of the Company as on 31st March, 2023 stands at ₹ 83,396,890/- i.e. 83,39,689 Equity Shares of ₹ 10/- each.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31st March, 2023, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

9. SUBSIDIARY COMPANY:

The Company has a Wholly Owned Subsidiary Company in the name of “Texel Industries (Africa) Limited” (hereinafter referred as WOS).

During the period under review, the Board of Directors reviewed the affairs of its WOS. In accordance with Section 129(3) of Companies Act, 2013, the Consolidated Financial Statements of the Company and its WOS in accordance with the relevant accounting standards have been prepared which forms part of the Annual Report. Further, a statement containing the salient features of the financial statements of the WOS in Form AOC-1 forms an integral part of this report and is annexed as **Annexure – F**.

10. POLICY FOR DETERMINING MATERIAL SUBSIDIARY:

The Company has a Policy for determining Material Subsidiary in line with the requirements of Regulations 16(1)(c) and 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The said policy is available on the website of the Company viz. www.geotexelin.com and can be downloaded from the weblink: https://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Policy_for_determining_Material_Subsiary_141.pdf

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report and is annexed as **Annexure – A**.

12. CORPORATE GOVERNANCE REPORT:

Your Company always endeavors to adhere to the highest standards of corporate governance, which are within the control of the Company. A comprehensive Report on Corporate Governance inter-alia highlighting the endeavors of the Company in ensuring transparency, integrity and accountability in its functioning has been incorporated as a separate section, forming a part of the Annual Report as **Annexure B**. The certificate issued by the Statutory Auditors on Compliance with Corporate Governance is annexed to the Report on Corporate Governance.

13. ANNUAL RETURN:

Pursuant to the amendments in Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return (Form MGT-7) for the financial year ended March 31, 2023, is available on the Company's website and can be accessed <https://www.geotexelin.com/wp-content/uploads/2023/08/Annual-Return-2022-23.pdf>

14. RELATED PARTY TRANSACTIONS:

All related party transactions are placed before the Audit Committee for approval. The omnibus approval is obtained on a yearly basis for related party transactions which are of repetitive nature. A statement containing details of all Related Party Transactions are placed before the Audit Committee and the Board of Directors for review and approval on a quarterly basis.

All the related party transactions for the year under review were in the ordinary course of business and at an arm's length basis and therefore disclosure in Form AOC-2 is not required.

No material related party transactions, were entered with related parties during the year under review.

The details of the related party transactions as per Indian Accounting Standard (Ind-As) are mentioned in Note[No. 40] in the notes to the accounts of the Financial Statements.

The Company has a 'Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions'. The said policy is available on the website of the Company viz. www.geotexelin.com and can be downloaded from the weblink: http://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Policy_on_Materiality_of_Related_Party_Transactions_and_on_dealing_with_Related_Party_Transactions_142.pdf

15. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms an integral part of this Report is attached as **Annexure – C**.

The statement containing particulars of employees as required under section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, will be provided upon request. In terms of Section

136 of the Companies Act, 2013, the Report and accounts are being sent to the members and others entitled thereto, excluding the information on employee's particulars which is available for inspection by members at the registered office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy of the same, such member may write to the Company Secretary in this regard.

16. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

The Company has not granted any loans or provided any guarantees or made any investments under the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 during the year under review.

For details of investments made in shares of Wholly Owned Subsidiary Company (WOS), M/s. Texel Industries (Africa) Limited, please refer Note [No.3] and for loans granted to WOS, please refer Note [No.4] of the Standalone Financial Statements forming part of the Annual Report for F.Y. 2022-23.

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Appointment/ Resignation during the Financial Year:

- (i) Mr. Shailesh R Mehta, Managing Director of the Company was re-appointed for a period of 3 years w.e.f. 15.02.2023.
- (ii) Ms. Shweta Sultania resigned from the post of Company Secretary w.e.f. 15.07.2022.
- (iii) Mr. Vikram Patel resigned from the post of Chief Financial Officer w.e.f. 16.07.2022.
- (iv) Mr. Harsh Hirapara was Company Secretary during the period from 15.07.2022 to 30.09.2022.
- (v) Mr. Pallav Vasavada was appointed as Chief Financial Officer w.e.f. 12.01.2023.
- (vi) Ms. Dhruvi Patel was appointed as Company Secretary w.e.f. 25.03.2023.

Retirement by rotation:

In accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Shailesh R Mehta, Managing Director is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Annual Evaluation made by the Board of its own Performance and that of its Committee and Individual Directors:

The Nomination and Remuneration Policy of the Company empowers the Nomination and Remuneration Committee to formulate a process for evaluating the performance of Directors, Committees of the Board and the Board as a whole.

Pursuant to the provisions of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the process for evaluation of the performance of the Directors/ Board / Committees of the Board was initiated by the Nomination and Remuneration Committee.

The Board has carried the evaluation of its own performance, individual Directors, its Committees, including the Chairman of the Board on the basis of attendance, contribution and various criteria as recommended by the Nomination and Remuneration Committee of the Company and has also evaluated the fulfillment of independence criteria of the Independent Directors as specified under Section 149(6) of the Companies Act, 2013 and under Regulation 25(8) of the SEBI (LODR) Regulations, 2015 and their independence from the management. The evaluation of the working of the Board, its committees, individual directors, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction over the evaluation process.

The Board evaluation was conducted through questionnaire having qualitative parameters and feedback based on ratings.

In the Corporate Governance Report attached to this report the manner in which the evaluation process was carried out has been explained.

18. COMMITTEES OF THE BOARD:

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and the Committees function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Board of Directors of the Company have constituted the following Committees:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stakeholders Relationship Committee
- D. Finance and Investment Committee
- E. Risk Management Committee

The Details with regards to Composition, Duties, terms of Reference, Meetings and Attendance of Meetings of the Committees are discussed in detail and it forms a part of Corporate Governance Report annexed to the Report as **Annexure B**.

19. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) & Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- a) In the preparation of the annual accounts, the applicable accounting standards and Schedule III of the Companies Act, 2013 has been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the 31st March, 2023 and of the profit and loss of the Company for financial year ended 31st March, 2023;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. AUDIT REPORTS AND AUDITORS:

A. STATUTORY AUDITORS:

M/s. Sunil Poddar & Co., Chartered Accountants (FRN: 110603W), Ahmedabad are the Statutory Auditors of the Company. M/s Sunil Poddar & Co. are appointed as Statutory Auditors of the company for the second term of five consecutive years i.e. from the F.Y. 2022-23 to F.Y. 2026-27 and shall hold office till the conclusion of 38th Annual General Meeting of the Company, subject to compliance of provisions of Companies Act, 2013.

AUDITOR'S REPORT:

- The Auditors' Report for the Financial Year ended 31st March, 2023 does not contain any qualifications, reservations or adverse remarks.
- As regards the comments made in the Auditors' Report, the Board is of the opinion that they are self-explanatory and does not require further clarification.

B. SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. SPANJ & Associates, Practising Company Secretaries, Ahmedabad, to conduct Secretarial Audit of the Company for the Financial Year ended 31st March, 2023.

The Secretarial Audit Report in Form No. MR-3 for the financial year ended 31st March, 2023 forms an integral part of this report and is annexed as **Annexure – D**.

The Secretarial Audit Report for the Financial Year ended 31st March, 2023 does not contain any qualifications, reservations or adverse remarks.

C. INTERNAL AUDITORS:

The Board of Directors has appointed M/s. CNK & Associates LLP, Chartered Accountant (FRN: 101961W/W-100036), as Internal Auditors of the Company for the Financial Year ended on 31st March, 2023.

21. INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS:

The Statutory Auditors, the Secretarial Auditors and Internal Auditors of the Company have not reported any instances of fraud to the Audit Committee or to the Board of Directors under Section 143(12) of the Companies Act, 2013, including rules made thereunder.

22. CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 and Rules made thereunder are not applicable to the Company for the Financial Year ended 31st March, 2023.

23. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Particulars as prescribed under sub-section (3)(m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, forms an integral part of this report and is annexed as **Annexure – E**.

24. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

25. INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an adequate internal financial control system commensurate with the nature of its business and the size and complexity of its operations and is operating effectively with no material weakness.

During the year under review, no material or serious observation has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of the said internal financial control system.

26. BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Report as per Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 1000 listed Companies on the basis of market capitalization.

27. DIVIDEND DISTRIBUTION POLICY:

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 1000 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company is not required to formulate the Dividend Distribution Policy.

28. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (the 'Act') and Rules made thereunder, your Company has a policy and framework for employees (all female employees on the rolls of the Company including those on deputation, contract, temporary, part time or working as consultants are covered under this Policy) to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information.

The Company has constituted an Internal Complaints Committee to redress complaints relating to sexual harassment. During the year, no complaints with allegations of sexual harassment were received by the Company.

29. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a Vigil Mechanism which also incorporates a Whistle Blower Policy ("this Policy") in compliance with the provisions of Section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015.

This Policy has been formulated with a view to provide a mechanism / channel for employees, directors and other stakeholders of the Company to raise concerns of suspected frauds, any violations of legal / regulatory requirements or Code of Conduct for Directors and Senior Management of the Company, incorrect or misrepresentation of any financial statements and reports or any instance(s) of leakage / suspected leakage of UPSI etc.

The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at the link: <http://www.geotexelin.com/wp-content/uploads/2020/02/Whistle-Blower-Policy.pdf>

30. COST RECORDS:

The Company has duly prepared and maintained the cost records of the business activities carried out by the Company during the financial year 2022-23 as required pursuant to the provisions of Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014. However, the appointment of Cost Auditor for undertaking audit of the cost records of the company is not applicable to your Company.

31. RISK MANAGEMENT POLICY:

The Company has a robust Risk Management framework which enables it to take certain risks to remain competitive and achieve higher growth and at the same time mitigate other risks to maintain sustainable results.

Under the framework, the Company has laid down a Risk Management Policy ("Policy") which defines the process for identification of risks, its assessment, mitigation measures, monitoring and reporting.

The main objective of this Policy is to achieve sustainable business growth with stability and to promote a proactive approach in identifying, reporting, evaluating and resolving risks associated with the Company's business which, in the opinion of the Risk Management Committee, may threaten the growth, stability and existence of the Company.

For a detailed risk management policy please refer the website link: http://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Policy_on_Risk_Management_87.pdf

32. ACCREDITATIONS AND RECOGNITIONS:

Your Company has received the following accreditations and recognitions:

1. **ISO 9001:2015** (Quality Management System Standard)
2. **ISO 14001:2015** (The Environmental Management System Standard)
3. **ISO 45001:2018** (The Occupational Health & Safety Management System Standard)
4. 1st Company in India to obtain ISI license for marking under IS: 15351
5. Carries ISI mark as per BIS standard **IS 15351:2015** for **Agro Textiles Laminated High Density Polyethylene (HDPE)** woven geomembrane for water proof lining.
6. Carries ISI mark as per BIS standard **IS 7903:2017** for **Textiles Tarpaulins made from High Density Polyethylene (HDPE)** woven fabric.
7. Carries ISI mark as per BIS standard **IS 15907:2010** for **Agro Textiles High Density Polyethylene (HDPE) woven beds** for vermiculture.
8. Carries ISI mark as per BIS standard **IS 16190:2014** for **Agro Textiles High Density Polyethylene (HDPE) laminated woven lay Flat Tube** for irrigation purpose.
9. Carries ISI mark as per BIS standard **IS 17374:2020** for **Geosynthetics — Reinforced HDPE Membrane** for Effluents and Chemical Resistance Lining.

33. ENVIRONMENT AND SAFETY:

- A. **Health & Safety:** The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.
- B. **Environment:** The Company always strives hard to give importance to environmental issues in normal course of operations. Adherence to Environmental and Pollution Control Norms as per Gujarat Pollution Control Board guideline is of high concern to the Company.

34. LISTING FEES:

The Company's Equity Shares are listed with Bombay Stock Exchange (BSE). The Company has paid Listing Fees for the financial year 2023-24 to BSE within the prescribed time period.

35. OTHER DISCLOSURES:

- a) The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.
- b) There was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.
- c) There was no instance of onetime settlement with any Bank or Financial Institution.

36. APPRECIATION:

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, cooperation and dedication during the year.

The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board

JASMIN VHORA

Independent Director

DIN: 07173838

Place: Prantij, Gujarat

SHAILESH R. MEHTA

Managing Director

DIN: 01457666

Place: Ahmedabad

Date: 29th May, 2023

“Annexure – A”

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2) (e) and Schedule V of SEBI (LODR) Regulations, 2015

Your Directors have pleasure in presenting the “Management Discussion and Analysis Report” for the Financial Year ended 31st March, 2023

A. OVERVIEW OF THE COMPANY “TEXEL INDUSTRIES LIMITED”:

Established in 1989, Texel Industries Limited (“Texel”) is engaged in the business of manufacturing geosynthetic textile products with 34 years of experience in the industry with many firsts to its credit. The company has proven its capabilities in manufacturing a wide range of Geosynthetic Textile products which includes geomembranes, geotextiles and ground covers among others. Our products are used in agriculture, aquaculture, horticulture, animal husbandry, civil engineering, water harvesting, water conservation and disaster relief, landscaping, transportation, pollution control and waste management.

Texel is having total installed manufacturing capacity of 13,600 metric tones at its Santej facility and 10,080 metric tonnes at its Kheda facility. The total practical capacity is 9,000 metric tonnes at its Santej facility and 10,080 metric tonnes at its Kheda facility.

The under utilization of capacity was due to the after effects of the pandemic as well as effects of the Ukraine war wherein economies globally were severely affected and took time to get back on their feet, economic crisis and excessive rains during the period under review, due to which the installation process of our Geomembrane products were affected extensively.

The Company also undertakes research and development activities to reduce costs through more efficient production processes, to develop new products and to enhance its products, services, technologies, processes etc.

Your Company has always made the best efforts to maintain the trust of its stakeholders and is continuously making its best efforts to increase the turnover and profits of the Company.

• IMPACT OF GEOPOLITICAL CRISIS ON THE COMPANY

When the global economy seemed to be at the cusp of witnessing green shoots of recovery after leaving the worst of the COVID-19 pandemic behind, despite uncertainties associated with subsequent waves of infection and rising global inflationary pressures, the Russia-Ukraine crisis escalated. Consequently, prices of crude oil and gas, food, and several other commodities have shot up, due to which the revenue and profitability of the Company was impacted.

Effect on sales was due to **extended monsoons** in the year under review and due to effect of **La- Nina** weather phenomena. Due to La-Nina effect the country experienced extended monsoon and very heavy rainfall right upto the month of October because of which there was a widespread damages to the crops. The farms were flooded with water, which deterred the farmers from buying our product.

The fluctuations in crude oil prices directly affect the price of the raw materials required for the Company’s products, which increased significantly and reached a record high in the period under review and severely affected the profitability of the Company.

The demand for Company’s products is good in the domestic as well in international market and the Company is working towards achieving better profitability and a diverse product offering, through which the Company anticipates stabilizing its economic situation. Further, the raw material prices are now stabilizing, which is expected to impact the Company positively in the coming months.

It has been forecast by whether bulletins and meteorological department that this year the La-Nina occurrence will be substituted with El-Nino which will bring scattered rains due to which the farmers are likely to be spending more to create farm ponds on their farms for water harvesting and water storage.

B. OVERVIEW OF THE GLOBAL ECONOMY:

According to the IMF, the war in Ukraine has triggered a costly humanitarian crisis that demands a peaceful resolution. At the same time, economic damage from the conflict has contributed to a significant slowdown in global growth in 2022 and add to inflation. Fuel and food prices have increased rapidly, hitting vulnerable populations in low-income countries hardest. Global growth is projected to slow from an estimated 6.1 percent in 2021 to 3.6 percent in 2022 and 2023.

C. OVERVIEW OF THE INDIAN ECONOMY:

According to the World Bank, in FY22/23, India’s real GDP expanded at an estimated 6.9 percent. Growth was underpinned by robust domestic demand, strong investment activity bolstered by the government’s push for investment in infrastructure, and buoyant private

consumption, particularly among higher income earners. The composition of domestic demand also changed, with government consumption being lower due to fiscal consolidation.

Since Q3 FY22/23, however, there have been signs of moderation, although the overall growth momentum remains robust. The persisting headwinds – rising borrowing costs, tightening financial conditions and ongoing inflationary pressures – are expected to weigh on India's growth in FY23/24. Real GDP growth is likely to moderate to 6.3 percent in FY23/24 from the estimated 6.9 percent in FY22/23.

D. OPPORTUNITIES AND THREATS:

The geosynthetics industry is continuously growing year on year. While geosynthetics provide overall benefits in terms of faster speed of construction, lower maintenance requirements and environment conservation, their adoption in India has been quite low. Some of the key reasons are low awareness of the benefits; lack of technical expertise and trained engineers, absence of technical standards and adequate research on the application of such products as per local conditions.

To continue to deliver value, your Company, along with managing the effects of the global geopolitical and weather crises, has been working on adopting a new approach to be able to sense and respond dynamically to customer demands, market opportunities and external threats.

The industry in which your Company operates is highly competitive. The organized players in the industry compete with each other by providing high quality products. Due to the vast potential within the industry, the number of players are also increasing which contributes to the competition.

Globally, geosynthetics have played a key role in infrastructure development. The need is for India to develop its own ability and capability to make the best use of its huge underlying potential. The technical textiles industry is at a nascent stage in India and hence holds immense potential for growth. With the government's plans to create world-class infrastructure in the country, and implement several policies and schemes, technical textiles are poised to grow.

The Risk Management and Control Systems are considered to be in balance with your Company's risk profile and appetite, although such systems can never provide absolute assurance. Necessary insurance policies are in place to take care of all the assets to minimize losses if any during business operations.

E. PRODUCT-WISE PERFORMANCE:

Your Company continues to be innovative and pioneering in its Geo-synthetic products in India by offering best-in-class products to its customers and increasing its geographical reach of services.

The product wise performance of the Company is briefly described herein below.

- **Geomembranes**

The use of Geomembranes as agricultural pond liners has been on the rise due to growing concern about the need to conserve valuable sources of water. Geomembranes are fully impervious to seepage and leakage and it also prevents any type of contamination from the ground. Geomembranes for lining aquaculture ponds offers disease free harvest of aquatic animals and it is highly beneficial when used with the Biofloc technology. Geomembranes are ideally suitable for the landscaping purposes such as decorative ponds, golf course, pools etc. and are chemical resistant, puncture resistant, tear resistant and have high hydrostatic resistance.

During FY 2022-23, due to the effect of pandemic and geopolitical crisis and excess rainfall there was decrease in demand of the product, the Company registered Annual Sales of ₹ 4661.10 Lakhs, thereby contributing 46.74% to the total turnover of the Company.

- **Tarpaulins**

The other core product of your Company is high quality Tarpaulin, highly versatile waterproof plastic sheets of various thickness which have multiple uses.

- Agro Sheets- They are used in daily requirements of agricultural sector viz. covering, storage, protection etc.
- General Purpose - it caters to the needs of various industries like FMCG, construction, transportation etc.

Agro Sheet caters to the need of Farmers for their agricultural activity which is supplied to the farmer under various Government Schemes and the General Purpose Sheet caters to the need of various industries in retail segment.

Globally, Tarpaulins are used in the fields of agriculture, building & construction, energy, transport camping & recreation, infrastructure and disaster relief including others.

During FY 2022-23, the Company registered Annual Sales of ₹ 1962.07 Lakhs, thereby contributing 19.67% to the total turnover of the Company.

The technical textile products being manufactured at the new manufacturing facility at Kheda by your Company have been steadily gaining traction in sales.

- **Other Products**

Your Company is also manufacturing following products, namely:

- Geotextiles- It is used as an underlay in construction and reinforcement of roads;
- Ground covers: It is used for protection of the soil from frost and other elements of nature.
- Lumber covers: It is used for covering lumber which is used in construction.
- Metal wrap: It is used for preventing corrosion of metal coils.
- Geo Tank – It is a portable structure that facilitates for aquaculture and water storage;
- Azolla Bed – used for azolla fern cultivation in animal husbandry, dairy industry and also used in aquaculture industry;
- Vermibed – used for organic farming;
- Grow Bags – used in terrace gardening or nursery and also for vegetable cultivation;
- Geo Tube or Lay Flat tube – used for water supply and water conveyance;
- Water Proof Membrane – used for preventing the ingress of water into roofs, walls and basements.

Your Company is focusing on increasing sales of these products also.

F. OUTLOOK:

Your Company's growth is linked to overall economic activity, inflation trends and disposable income. To overcome the challenges and competition, we have taken various initiatives to reduce the operational cost, development of innovative value added products and exploring new markets based on certain parameters, to achieve better margins in the future.

Your Company is focused on growing its business across all products, regions and formats and will continue to pursue its strategy of targeting growth while maintaining financial discipline.

Your Company aims to continue spearheading water conservation measures, which has been its forte in all these years. Your Company also aims to stabilize its operations and profitability by adding to its range of products and entering new territories for the sale of its products.

We are focused to achieve healthy annual growth in the coming years and are working towards strategies and execution that will help us achieve this goal. As the revenue grows, we expect our EBITDA margins also to improve in the coming years.

G. RISKS AND CONCERNS:

Risk is an integral to any business activity. The Company has laid down a Risk Management Policy which defines the process for identification of risks, its assessment, mitigation measures, monitoring and reporting. There are various types of risks that threaten the existence of a Company like Strategic Risk, Business Risk, Finance Risk, Foreign Exchange Risk, Environment Risk, Personnel Risk, Operational Risk, Reputation Risk, Regulatory Risk, Technology Risk, Political Risk, etc. As part of the risk assessment and management, the Audit Committee of Board of Directors of the Company reviews the risk management system of the Company.

H. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company has aligned its current system of internal financial control with the requirements of Companies Act, 2013. This system intended to increase transparency and accountability in an organisation. Adequate system of internal controls to ensure that all the assets are safeguarded and are productive. Necessary checks and controls are in place to ensure that transactions are properly verified, adequately authorized, correctly recorded and properly reported. The Internal Auditors of the Company conduct audit of various departments to ensure that internal controls are in place and are submitting quarterly reports to the Audit Committee. The management maintains adequate internal financial control systems encompassing its entire business operations, statutory compliances and Financial Reports.

I. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During F.Y. 2022-23, the revenue from operations was ₹ 9972.12 lakhs. The Company reported a Loss of ₹ 1088.64 lakhs during the year against Net Profit of ₹ 128.78 lakhs in the previous year.

This is mainly due to the high finance cost, extremely high prices of the raw materials, which reached a record high in the year under review. This impact was also due to low sales from the Kheda plant, as the above circumstances resulted in a slow-down of demand of the

Company's products in the market. Further, severe effects of the monsoon slowed down domestic sales of the products of the Company. In spite of having made reasonably good revenue, the Company could not register profits due to external factors as mentioned above.

Your Company is working towards achieving better financial performance in the years to come. The financial performance of the Company has been summarized in the Directors' Report under the heading 'Financial Performance'.

J. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS FRONT:

The Company considers its people to be its biggest asset and credits its sustained improvements to their ethics, dedication and energy. It is its endeavor to offer a work environment and HR processes that promote creativity, teamwork, meritocracy, learning and leadership. The Human Resource Management continues to be focused on improving employee productivity, reducing employee cost and building necessary skill sets whilst building employee motivation through varied employee engagement initiatives.

Your Company is confident that its Human Capital will effectively contribute to the long term value enhancement of the organization. The Company continuously nurtures this environment to keep its employees highly motivated, result oriented and adaptable to changing business environment. There exists peaceful and amicable relations with staff and workers at office and plant. As on 31.03.2023, there are total 210(Two Hundred and Ten) employees working on the pay roll of the Company and there are 80 (Eighty) workers working on contract basis.

K. THE KEY FINANCIAL RATIOS ARE GIVEN BELOW:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations.

Key Financial Ratios	FY 2022-23	FY 2021-22	% Change
Debtors Turnover Ratio	6.09	7.31	16.69
Inventory Turnover Ratio	2.49	2.70	3.39
Interest Coverage Ratio	1.41	1.52	7.24
Current Ratio	0.84	1.09	22.94
Debt Equity Ratio	2.18	2.83	22.97
Operating Profit Margin (%)	9.30	15.94	41.66
Net Profit Margin (%)	-10.92	1.42	869.01

The Operating Profit Margin and Net Profit Margin have been affected due to very high cost of raw materials and reduction in demand of products due to recession in the overall economy.

L. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THERE OF:

Particulars	FY 2022-23	FY 2021-22
Return on Net Worth (%)	-43.78	3.60

The Return on Net Worth has decreased due to a loss of ₹ 1088.64 Lakhs in the current financial year against Net Profit of ₹ 128.78 lakhs in the previous year.

M. CONCLUSION:

The Management Discussion and Analysis Report ("this Report") has been prepared on the basis of available data as well as certain assumptions as to the economic conditions, various factors affecting raw material prices, selling prices, consumer demands & preferences, governing laws, political factors and other incidental factors. The Company's actual results, performance may differ considerably from those presented herein. The Company's performance is dependent upon global and national economic conditions, the price of commodities, business risk, change of Government's rules and regulations and other incidental factors over which the Company do not have any direct/indirect control.

For and on behalf of the Board

JASMIN VHORA
Independent Director
DIN: 07173838
Place: Prantij, Gujarat

SHAILESH R. MEHTA
Managing Director
DIN: 01457666
Place: Ahmedabad

Date: 29th May, 2023

“Annexure – B”

CORPORATE GOVERNANCE REPORT

Your Directors present the Company’s Report on Corporate Governance for the financial year ended 31st March, 2023 in compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

1. THE COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a synthesis of business elements & ethics encompassing accountability, transparency, fairness, responsibility, risk management and sustainability that not only enhances the organizational growth and values but also generates trust among all its shareholders and other stakeholders.

The Directors and Management of the Company believes in constructive and progressive Corporate Governance principle and are committed to maintain high standards of Corporate Governance in conducting its business and ensure that an effective self-regulatory mechanism exists to protect the interest of all the Stakeholders be it Investors, Customers, Employees, Suppliers, Financiers, Government and Community at large.

The Company is in compliance with the requirements stipulated under the provisions of Regulations 17 to 27 and clauses (b) to (i) and (t) of sub regulation (2) of regulation 46 read with Regulation 34(2) and Schedule V of the Listing Regulations.

2. BOARD OF DIRECTORS

A. COMPOSITION AND CATEGORY OF DIRECTORS: -

The Board of Directors is the apex body constituted by shareholders, for overseeing the Company’s overall functioning. It provides strategic direction, leadership and guidance to the Company’s management as also monitors the performance of the Company with the objective of creating long-term value for the Company’s stakeholders.

The following is the Composition of the Board as at 31st March, 2023:

Names of the Director	Category
Mr. Kirit Narotamdas Mehta	Chairman & Independent Director
Mr. Shailesh Ramniklal Mehta	Managing Director (Promoter)
Mr. Naresh Ramniklal Mehta	Non-Executive Director (Promoter)
Dr. Christy Leon Fernandez	Independent Director
Ms. Jasmin Nahidakhtar Vhora	Independent Director

During the year under review, the composition of the Board of Directors was in conformity with the provisions of Section 149 and 152 of the Companies Act, 2013 (‘the Act’) and Regulation 17 of the Listing Regulations during the period under review. The strength of the Board of Directors as on 31st March, 2023 consisted of Five (5) Directors comprising of One (1) Executive Director , One (1) Non Executive Non Independent Director and Three (3) Non-Executive Independent Directors (including One Independent Woman Director). The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities. The Board presently, does not have any nominee director.

The Independent Directors constitute 60% of the Board’s strength-more than the requirement of the Companies Act, 2013 and the Listing Regulations. 1 out of 5 members is a women Director.

The Company has received confirmation from all the existing IDs of their registration on the Independent Directors Database maintained by the Institute of Corporate Affairs pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Based on the disclosures received from all the IDs, the Board is of the opinion that the IDs fulfill the conditions of Independence as specified in the Act, the SEBI Listing Regulations and they are independent of the Management.

None of the Directors on the Board hold the office of Director in more than 20 companies, including 10 public companies, as disclosed under Section 184 of the Act read with Rules framed thereunder. None of the IDs serve as IDs in more than 7 listed entities and none of the IDs are Whole-time Directors / Managing Directors in any listed entity. Furthermore, none of the Whole-time Directors of the Company serve as IDs in more than 3 listed entities. In accordance with Regulation 26 of the SEBI Listing Regulations, none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees [the committees being, Audit Committee and Stakeholders’ Relationship Committee] across all public limited companies in which he/ she is a Director. All Non- Independent Directors are liable to retire by rotation.

Pursuant to Regulation 27(2) of the SEBI Listing Regulations, the Company also submits a quarterly compliance report on Corporate Governance to the Bombay Stock Exchange, where it is listed within 21 days from the close of every quarter. The Managing Director and the Chief Financial Officer ('CFO') have certified to the Board inter alia, on the accuracy of the financial statements and adequacy of internal controls for financial reporting, in accordance with Regulation 17(8) read together with Part B of Schedule II of the SEBI Listing Regulations, pertaining to CEO and CFO certification for the Financial Year ended March 31, 2023.

In view of the scope and the nature of the Company's operations, the present size of the Board is appropriate for effective decision making. The Board of Directors has ultimate responsibility for the management, general affairs, direction, performance and long-term success of business.

B. ATTENDANCE OF DIRECTORS AT BOARD & ANNUAL GENERAL MEETING: -

The Board meets at regular intervals on a quarterly basis to discuss and decide on business policies and strategies apart from other Board businesses. An ad-hoc meeting is convened as and when circumstances require. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The Company in consultation with the Directors prepares the Annual calendar of meetings and circulates a tentative Schedule for the meeting of the Board and Committee in order to facilitate the Directors to plan their schedules.

During the F.Y. 2022-23, the Board meetings were held through electronic mode i.e. through Audio Visual means at the Registered Office of the Company situated at Block No 2106 Santej-Khatraj Road Nr. Gayatri Farm House, Vill-Santej, Tal-Kalol Dist-Gandhinagar. The details of attendance of the Directors at the Board Meeting during the year and at Annual General Meeting are given below:

Name of Director	Category of Directors	Board Meeting attended	Last AGM Attended
Mr. Kirit Mehta	Chairman and Non-Executive Independent Director	5	Yes
Mr. Shailesh Mehta	Executive Director- Managing Director	6	Yes
Mr. Naresh Mehta	Non-Executive - Non Independent Director	1	No
Dr. Christy Leon Fernandez	Non-Executive - Independent Director	6	Yes
Mrs. Jasmin Vhora	Non-Executive - Independent Director	2	Yes

C. DIRECTORSHIP AND MEMBERSHIP IN COMMITTEES: -

The Company has obtained the requisite disclosures from the Directors in respect of their Directorship and Membership in Committees of other Companies, the details of which are given below:

Name of Director	Category of Directors	Directorship in other *Companies	No. of **Committee Positions held in Indian Companies	
			Member	Chairman
Mr. Kirit Mehta	Chairman and Non-Executive Independent Director	1	2	2
Mr. Shailesh Mehta	Executive Director- Managing Director	1	2	-
Mr. Naresh Mehta	Non-Executive - Non Independent Director	0	0	-
Dr. Christy Leon Fernandez	Non-Executive - Independent Director	0	2	-
Mrs. Jasmin Vhora	Non-Executive - Independent Director	0	1	-

* Includes Directorships held in Listed and Unlisted Public Limited Companies and Private Limited Companies other than Texel Industries Limited

**Committees considered are Audit Committee & Stakeholder's Relationship Committee of all the Public Limited Companies including Texel Industries Limited.

All the Directors are in compliance with the provisions of the Act and Listing Regulations, in this regard.

None of the Directors are hold directorship in any other listed entities.

D. NUMBER OF BOARD MEETINGS HELD: -

During the year under review, 6 Board Meetings were held on 27.05.2022, 13.08.2022, 14.11.2022, 12.01.2023, 14.02.2023, 25.03.2023. The quorum for the meeting of the Board of Directors is one-third of the Board of Directors or two Directors, whichever is higher, including at least one ID and during the year, the requisite quorum was present for all Board meetings. The maximum gap between any two Board Meetings was less than one hundred and twenty days.

E. DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTOR INTER-SE: -

Except Mr. Shailesh Mehta and Mr. Naresh Mehta who are related to each other, none of the Directors of the Company have any inter-se relationship.

F. NUMBER OF SHARES HELD BY NON-EXECUTIVE DIRECTORS: -

Particulars of number of Equity Shares held by the Non-Executive Directors as on 31st March, 2023 are given below:

Name of Non-Executive Director	No. of Equity Shares held
Mr. Kirit Mehta	10,100
Mr. Naresh Mehta	99,801
Dr. Christy Leon Fernandez	-
Mrs. Jasmin Vhora	-

G. FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTOR: -

Pursuant to the provisions of Regulation 25(7) and Regulation 46 of the SEBI Listing Regulations, kindly refer to the Company's website [https://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Familiarization Programme for Independent Directors 84.pdf](https://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Familiarization_Programme_for_Independent_Directors_84.pdf) for details of the familiarization programme for IDs.

Independent Directors are taken through a detailed induction and familiarization Programme when they join the Board of your Company. As part of the induction sessions, the Managing Director provide an overview of the organization, history, culture, values and purpose. The Business and Functional Heads take the Independent Directors through their respective businesses and functions.

H. SKILLS/EXPERTISE/COMPETENCIES OF THE BOARD OF DIRECTORS

The Board as on 31st March, 2023 comprises of qualified members who bring in the required skills, competencies and expertise that allow them to make effective contributions to the Board and its Committees.

The matrix below summarizes the list of core skills, expertise, competencies identified by the Board as required in the context of the Company's business and as possessed by individual members of the Board. –

Name of Director	Entrepreneur/ Leadership	Strategic Planning	Finance	Taxation	Technical Expertise	Production	Marketing	Research and Development	Legal and Regulatory
Mr. Kirit Narotamdas Mehta	√	√	√	√	-	-	-	-	√
Mr. Shailesh Ramniklal Mehta	√	√	√	√	√	√	√	√	√
Mr. Naresh Ramniklal Mehta	√	√	-	-	√	√	√	√	√
Dr. Christy Leon Fernandez	√	√	-	-	√	-	-	-	√
Mrs. Jasmin Nahidakhtar Vhora	√	-	-	-	-	-	-	-	√

I. INDEPENDENT DIRECTORS: -

Independent Directors play an important role in the governance processes of the Board. They bring with them their expertise and experience for fruitful discussions and deliberations at the Board. This betters the decision making process at the Board.

The Independent Directors have been appointed for a fixed term of 5 (five) years from their respective dates of appointment with an option to retire from the office at any time during the term of appointment. Their appointment has been approved by the Members of the Company. The Independent Directors have confirmed that they meet with the criteria of independence laid down under the Act, the Code and Listing Regulations.

Pursuant to the requirements of Section 150 of the Companies Act, 2013 read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, all the Independent Directors of the Company have registered their names in the Data Bank maintained with the Indian Institute of Corporate Affairs, Manesar ("IICA"), the authority notified by the Ministry of Corporate Affairs.

J. KEY MANAGERIAL PERSONNEL:

Pursuant to Section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel of the Company as on 31st March, 2022:

Mr. Shailesh Ramniklal Mehta	Managing Director
Ms. Shweta Sultania	Company Secretary & Compliance Officer
Mr. Vikram Patel	Chief Financial Officer

K. SEPARATE MEETING OF INDEPENDENT DIRECTOR: -

In accordance with provisions of Regulation 25(3) of the SEBI Listing Regulation read with Schedule IV of the Companies Act, 2013 the Independent Directors separately met on 28th March, 2023, without the attendance of Non-Independent Directors and Management Personnel of the Company. At such meeting, the Independent Directors (i) reviewed the performance of Non-Independent Directors and the Board as a whole, (ii) reviewed the performance of Chairman of the Company after taking into account views of Executives and Non-Executive Directors and (iii) assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

L. ISSUANCE OF LETTER OF APPOINTMENT: -

The Independent Directors are given a formal appointment letter inter alia containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, insurance, code of conduct, training and development, performance evaluation process, disclosure, confidentiality, etc.

M. BOARD'S ROLE: -

The Board's role is to:

- a. provide entrepreneurial leadership, set strategic objectives, and ensure that the necessary financial and human resources are in place for the Company to meet its objectives;
- b. establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Company's assets;
- c. set the Company's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met;
- d. Consider sustainability issues, e.g. environmental, governance and social factors, as part of its strategic formulations
- e. review and approve the recommended remuneration framework and packages for the Board and key management personnel;
- f. review the performance of the Board, set the criteria for selection of directors and to nominate directors for shareholders' approval; and
- g. Ensure that communications with shareholders are accurate, adequate and timely.
- h. To assist the Board in the execution of its responsibilities, the Board has constituted various Board committees, namely the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Finance and Investment Committee.

The role and function of each committee is disclosed in subsequent sections in this report. While these committees are delegated with responsibilities as provided in their Terms of Reference, the decision making powers have been delegated to the Board of Directors as a whole.

All Board Committees are constituted with clear Terms of Reference to assist the Board in discharging its functions and responsibilities.

3. COMMITTEES OF THE BOARD OF DIRECTORS: -

The Committees constituted by the Board focus on specific areas and take informed decisions within the framework designed by the Board and make specific recommendations to the Board on matters in their areas or purview.

All decisions and recommendations of the Committees are placed before the Board for information or for approval, if required. To enable better and more focused attention on the affairs of the Company, the Board has delegated particular matters to the Committees of the Board set up for the purpose.

The Board has constituted Five (5) statutory committees as on 31st March 2023:

- Audit Committee (AC)
- Nomination and Remuneration Committee (NRC)
- Stakeholders Relationship Committee (SRC)
- Finance and Investment Committee (FIC)
- Risk Management Committee (RMC)

The terms of reference of the Committees are determined by the Board from time to time. The respective Chairman of the Committee informs the summary of discussions held in the Committee Meetings to the Board.

The Minutes of the Committee Meetings are tabled at the respective Committee Meetings. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below.

A. AUDIT COMMITTEE

The Board has constituted a qualified and independent Audit Committee in line with the provisions of Regulation 18 of the Listing Regulations, read with Section 177 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein. The Committee has full access to financial information.

i. TERMS OF REFERENCE: -

The Terms of Reference of the Audit Committee are broadly as follows:

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's 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 reasons 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;
 - 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 independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings 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, 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 of 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 look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) 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 and background, etc. of the candidate;
- 20) Reviewing the Management letters/ letters of Internal Control weaknesses issued by Statutory Auditors;
- 21) Review of Management discussion and analysis of financial condition and results of operations;
- 22) Review of Internal audit reports relating to internal control weaknesses;
- 23) Review of appointment, removal and terms of remuneration of the Chief internal auditor;
- 24) Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
- 25) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders;
- 26) Review of the following statement of deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1);
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7);
- 27) Approval of all Related Party Transactions and subsequent material modifications of transactions of the company with related parties;
- 28) Review of the information provided by the company for approval of proposed Related Party Transactions;
- 29) Review of the status of long-term (more than one year) or recurring Related Party Transactions on an annual basis; and
- 30) Carrying out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provisions under the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable laws.

ii. COMPOSITION OF AUDIT COMMITTEE: -

As on 31st March, 2023, the Audit Committee is comprised of Four (4) Directors. All members of the Audit Committee are financially literate having expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. The composition of the Audit Committee is given below:

Name of the Director	Category
Mr. Kirit Narotamdas Mehta, Chairman	Chairman – Independent Director
Mr. Shailesh Ramniklal Mehta, Member	Managing Director
Dr. Christy Leon Fernandez, Member	Non-Executive - Independent Director
Mrs. Jasmin Nahidakhtar Vhora, Member	Non-Executive - Independent Director

Ms. Dhruvi Patel, Company Secretary, acts as the Secretary of the Audit Committee.

iii. **MEETINGS AND ATTENDANCE:-**

During the Financial Year ending on 31st March, 2013 the Committee met Five (5) times on 27.05.2022, 13.08.2022, 14.11.2022, 12.01.2023 & 14.02.2023. The time elapsed between any two consecutive meetings did not exceed 120 days.

Name of the Director	No. of meetings attended
Mr. Kirit Narotamdas Mehta, Chairman	4
Mr. Shailesh Ramniklal Mehta, Member	5
Dr. Christy Leon Fernandez, Member	5
Mrs. Jasmin Nahidakhtar Vhora, Member	3

All the Audit Committee Meetings are attended by Chief Financial Officer of the company as an Invitee. Partner of Internal Auditors- M/s. CNK & Associates LLP also attends the audit committee meetings as invitee.

The Committee relies on the expertise and knowledge of the Management and the Internal Auditor, in carrying out its oversight responsibilities. The Audit Committee also considers taking professional advice from external experts, as and when required.

The minutes of Audit Committee Meetings are placed in the next meeting of the Board.

Total fees for all services paid by the Company to the Statutory Auditors is given below:

(₹ in Lakh)

M/s. Sunil Poddar & Co.	FY 2022-23
Audit Fees	1.25
Income Tax Matters	0.25
Indirect Taxation Matters	0.27
Total	1.77

B. NOMINATION AND REMUNERATION COMMITTEE (NRC)

The NRC of the Company functions according to its terms of reference, its objectives, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations.

i. **TERMS OF REFERENCE:-**

The Nomination and Remuneration Committee (NRC) aims at establishing a formal and transparent process for the appointment / re-appointment of Directors. The Nomination Committee is responsible to:

The role of Nomination and Remuneration Committee, inter alia, includes:

- 1) 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 of Directors their appointment and removal;
- 2) Recommend to the Board, all remuneration, in whatever form, payable to senior management;
- 3) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 4) Formulation of criteria for evaluation of performance of independent director and the board of directors;
- 5) To carry out evaluation of every Director's performance;
- 6) Ensure that level and composition of remuneration is reasonable and sufficient, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 7) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
- 8) To ensure that as per the prevailing HR policy of the Company there is an appropriate induction program for newly appointed Key Managerial Personnel and new Senior Management personnel;
- 9) To provide the Key Managerial Personnel and Senior Management personnel with reward based fixed and incentive pay which is directly linked to their efforts, performance, dedication, achievement and operations of the Company;

- 10) To assist the Board in fulfilling its responsibilities;
- 11) To perform such other functions as may be necessary or appropriate for the performance of its duties;
- 12) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates;
- 13) Devising a policy on diversity of Board of Directors; and
- 14) Whether to extend or continue the terms of appointment of the independent director, on the basis of the report of performance evaluation of independent director.

ii. COMPOSITION & MEETINGS OF NOMINATION AND REMUNERATION COMMITTEE:-

As on 31st March, 2023, the Nomination & Remuneration Committee is comprised of three (3) Non-Executive Independent Directors and One (1) Non-Executive Non-Independent Director. The Nomination and Remuneration Committee held two meetings during the relevant financial year on 26th of May, 2022 and 25th of March, 2023.

The composition of the Nomination & Remuneration Committee and the details of meetings attended by its members are appearing hereinafter:

Name of the Director	Category	No. of Meetings attended
Dr. Christy Leon Fernandez, Chairman	Non-Executive - Independent Director	2
Mr. Kirit Narotamdas Mehta, Member	Non-Executive - Independent Director	1
Mrs. Jasmin Nahidakhtar Vhora, Member	Non-Executive - Independent Director	1
Mr. Naresh Ramniklal Mehta, Member	Non-Executive – Non-Independent Director	-

iii. REMUNERATION POLICY

The detailed Nomination and Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and the SEBI Listing Regulations is available on the website at the weblink [https://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Nomination and Remuneration Policy 147.pdf](https://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Nomination%20and%20Remuneration%20Policy%20147.pdf)

iv. ANNUAL PERFORMANCE EVALUATION OF BOARD OF DIRECTORS & INDIVIDUAL DIRECTORS:-

The Nomination and Remuneration Committee (NRC) has laid down criteria for evaluation of the performance of the Board of Directors, Committees of the Board and individual directors (Independent and Non-Independent Directors) Pursuant to the provisions of the Act and Listing Regulations, the NRC and the Board of Directors have carried out the Annual performance evaluation of the Board of Directors, Committees of the Board and individual directors (Independent and Non-Independent Directors) based on the criteria laid down by NRC.

An exercise was carried out to evaluate the performance of individual Directors. The Chairman of the Board of Directors and the Chairman of Nomination and Remuneration Committee met the Directors individually to get an overview of functioning of the Board and its constituents inter alia on the following broad criteria:

- attendance and acquaintance with business level of participation,
- independence of judgment exercised by Independent Directors,
- vision and strategy
- Interpersonal relationship etc.
- effective participation, domain knowledge.

v. PECUNIARY RELATIONSHIP OR TRANSACTION:-

During the current financial year 2022-23 there was no pecuniary relationship or transaction with Non-Executive Directors of the company other than payment of Sitting Fees to Independent Directors for attending Board Meetings

vi. PAYMENT TO NON EXECUTIVE DIRECTORS: -

The Non-Executive-Independent Directors are paid sitting fees for attending Board Meetings. The Sitting fees are subject to ceiling limit provided in Companies Act, 2013 and rules made thereunder.

Dr. Christy Leon Fernandez is an Independent Director of the Company and considering his performance and looking to the time devoted by him in the growth of the Company, the Members of the company have approved the payment of remuneration by way of commission to Dr. Fernandez which shall not exceed one percent of the net profits of the Company in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act. As your company has suffered a loss in current year Dr. Christy Fernandez is not liable to any commission for FY 2022-23.

The details of sitting fees paid to Non-Executive -Independent Directors for the year ended 31st March, 2023 are as under:

(₹ in Lakh)

Name of Non Executive Director	Sitting Fees
Dr. Christy Leon Fernandez	0.60
Mr. Kirit Narotamdas Mehta	0.50
Mrs. Jasmin Nahidakhtar Vhora	0.20
Total	1.30

vii. REMUNERATION TO EXECUTIVE DIRECTOR: -

In FY 2022-23, the Company has paid ₹ 59.73 Lakhs as Salary and Perquisites to Mr. Shailesh Mehta, Managing Director of the Company. The remuneration paid is within the limits approved by the Shareholders.

Given below are details pertaining to payment of Managerial Remuneration to Mr. Shailesh Mehta, the Managing Director, for FY 2022-23:

(₹ in Lakh)

Particulars	Remuneration paid for FY 2022-23
Gross Salary	57.61
Perquisites	2.12
Total	59.73

The Company is paying remuneration to its Executive Director in compliance with Section II of Part II of Schedule V of the Companies, Act, 2013.

The Company does not have any Employee Share Option Scheme or Employee Stock Purchase Scheme or any long-term incentive scheme.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted the Stakeholders' Relationship Committee in line with the provisions of Regulation 20 of the Listing Regulations, read with Section 178 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

i. TERMS OF REFERENCE: -

- 1) To allot the Equity Shares of the Company, and to supervise and ensure;
- 2) To attend to requests from the shareholders for transfer / transmission of shares and all matters incidental or related thereto;
- 3) To attend to matters relating dematerialization / re-materialization of shares / other securities and all matters incidental or related thereto;
- 4) To advise the Board on matters incidental or relating to issue of Bonus Shares & Rights Shares, etc.;
- 5) To consider and resolve grievances of the security holders of the Company, including complaints related to the transfer / transmission of shares, non-receipt of annual report and non-receipt of declared dividends;
- 6) To review the measures taken for effective exercise of voting rights by shareholders;
- 7) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

- 8) To review 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;
- 9) To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares or any other securities;
- 10) To attend to issue of duplicate certificates and new certificates on split / consolidation / renewal;
- 11) To attend to matters relating to compliance with the SEBI (LODR) Regulations, 2015 and other statutory requirements concerning the interests of holders of shares and other securities; and
- 12) To carry out any other function as may be required in pursuance of the decision of the Board of Directors of the Company or any provision under the Companies Act, 2013 or SEBI (LODR) Regulations, 2015 or any other applicable law.

ii. COMPOSITION & MEETINGS OF SRC COMMITTEE: -

In compliance of provisions of Section 178 of Companies Act, 2013 & Regulation 20 of the SEBI (LODR) Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee. As on 31st March, 2023, the Stakeholders' Relationship Committee is comprised of Two (2) Non-Executive Independent Directors and one Executive Director. One (1) meeting of the SRC was held on 14.02.2023.

The composition of the SRC Committee and the details of meetings attended by its members are appearing hereinafter:

Name of the Director	Category	No. of Meetings attended
Mr. Kirit Narotamdas Mehta- Chairman	Non-Executive - Independent Director	0
Mr. Shailesh Ramniklal Mehta- Member	Executive Director	1
Dr. Christy Leon Fernandez- Member	Non-Executive - Independent Director	1

During the year under review, 1 shareholders' complaint was received and 1 was resolved. No shareholders' complaint was pending as on 31st March, 2023.

Ms. Dhruvi Patel, Company Secretary of the company acts as a Compliance Officer for the Stakeholders Relationship Committee.

iii. REDRESSAL OF INVESTOR GRIEVANCES:

The Company and its Registrar and Share Transfer Agent address the complaints and grievances of its shareholders expeditiously and replies are sent usually within 15 days except in case of dispute over facts or other legal impediments and procedural issues. The Company endeavors to implement suggestions as and when received from the investors.

D. RISK MANAGEMENT COMMITTEE

The Risk Management Committee as per Regulation 21(5) of the SEBI (LODR) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 1000 listed Companies on the basis of market capitalization. However, as a part of good corporate governance, your Company has constituted a Risk Management Committee in compliance with Regulation 21(1) of the SEBI (LODR) Regulations, 2015.

As per Regulation 17(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to lay down the procedures about the risk assessment and minimization procedures.

The meeting of Risk Management Committee was not held during the year under review.

i. The Composition of the Risk Management Committee is as follow:

Name of Members	Designation	Category of Director
Mr. Kirit Narotamdas Mehta	Chairman	Independent Director
Mr. Shailesh Ramniklal Mehta	Member	Managing Director
Dr. Christy Leon Fernandez	Member	Independent Director

ii. The Terms of Reference of the Risk Management Committee are broadly as follows:

- 1) To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management;
- 2) To establish a framework for the Company's risk management process and to ensure its implementation;
- 3) To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices; and
- 4) To achieve business growth with financial stability.

The detailed terms of reference of the Risk Management Committee is available on the website of the Company at www.geotexelin.com and can be downloaded from the weblink: http://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Policy_on_Risk_Management_87.pdf

E. FINANCE AND INVESTMENT COMMITTEE:

In order to take the monetary decisions quickly, your company has constituted Finance and Investment Committee ("Committee"). The Minutes of the committee meeting is noted in the subsequent meeting of the Board.

i. Meeting and Attendance:

During FY 2022-23, no meeting of Finance and Investment Committee was held.

ii. Composition of the Finance and Investment Committee:

Name of Members	Designation	Category of Director	No. of Finance and Investment Committee Meeting Attended/Held
Mr. Kirit Narotamdas Mehta	Chairman	Independent Director	NA
Mr. Shailesh Ramniklal Mehta	Member	Managing Director	NA
Ms. Jasmin Nahidakhtar Vhora	Member	Independent Director	NA

iii. The Terms of Reference of the Finance and Investment Committee are broadly as follows:

- a) To borrow money;
- b) To Invest funds of the company;
- c) To grant loans or give guarantee or provide security in respect of loans;
- d) To review the adequacy of term debt, fund based and non-fund based borrowings and all banking arrangements and cash management and to approve any modification, addition and reduction of the same;
- e) To make application for new loans and facilities, negotiate and finalize the terms, acceptance of sanction letters, loan documents, security documents such as mortgage, hypothecation deeds etc. and such other related matters with respect to obtaining new loans/facilities or change in the terms and conditions of existing loans within the overall limits of the board powers;
- f) To convey acceptance of Sanction Letters, to approve the execution of Letters of Acknowledgment of Debts, Revival Letters, to negotiate, deal, and make settlement with Lenders, Balance Confirmation Letters that may be received from various Banks and Financial Institutions;
- g) To approve the exercise of guarantees as may be required by Banks, Financial Institutions, lenders etc. on any matter pertaining to the working affairs of the Company;
- h) To review and approve short term and long term investment transactions, including deployment of surplus funds in various instruments;
- i) To review and approve from time to time various business arrangements, projects, purchase of equipment's and apparatus for the existing and new business;
- j) To approach and negotiate with various debtors and creditors with proposals to settle the outstanding dues etc., and to approve the execution of any type of payment arrangement with the consenting parties etc.;
- k) To make recommendations to the Board relating to the capital structure and issuance of securities etc., including the authority to approach Investors (Institutional/ Private) for infusion of funds by way of equity and to accept equity investment offers as may be received and which are suitable to the Company and to carry out effective execution of such capital infusion subject to such regulatory approvals as may be necessary;
- l) To open, operate and close bank accounts with various Banks as may be necessary from time to time and to delegate authority to any of the Officials of the Company to open, operate and conduct all required banking transaction including issue, negotiate and receive cheques, bills of exchanges, letter of credit, promissory notes, etc. and close the Banking accounts so opened and execute necessary documents to open, operate and close the bank accounts, subject to such ceiling as committee may in its discretion decide for the transactions to be entered into by such officials of the Company; and

- m) To make and submit whether by committee itself or delegate authority to the Officials of the Company various representations, applications, agreements etc., as may be necessary from time to time with various Banks and Financial Institutions including Letters of Credits, Amendments to Letters of Credit etc., among others for availing financial assistance - long term and short term including working capital proposals, restructuring of the said financial assistance etc.

4. GENERAL BODY MEETINGS: -

The details of date, time and location of Annual General Meetings (AGM) held in last 3 years and Special Resolutions passed are as under: -

Financial Year	Date & Time	Venue	Special – Resolutions passed
2021-22	29.09.2022 at 11:00 a.m.	Through Video Conferencing at the Registered office of the Company at Block No. 2106, Santej-Khatraj Road, Nr. Shah Alloys Ltd., Vill: Santej, Tal: Kalol, Dist: Gandhinagar – 382 721	<ul style="list-style-type: none"> i. Re-appointment of Mr. Shailesh Ramniklal Mehta, as Managing Director of the Company. ii. Payment of remuneration to Dr. Christy Leon Fernandez, Independent Director of the Company pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2020-21	29.09.2021 at 11:00 a.m.	Through Conferencing at the Registered office of the Company at Block No. 2106, Santej-Khatraj Road, Nr. Shah Alloys Ltd., Vill: Santej, Tal: Kalol, Dist: Gandhinagar – 382 721	<ul style="list-style-type: none"> i. Payment of remuneration to Dr. Christy Leon Fernandez, Independent Director of the Company pursuant to the provisions of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ii. Approval for re-issue of forfeited shares.
2019-20	29.08.2020 at 11:00 a.m.	Through Video Conferencing at the Registered office of the Company at Block No. 2106, Santej-Khatraj Road, Nr. Shah Alloys Ltd., Vill: Santej, Tal: Kalol, Dist: Gandhinagar – 382 721	<ul style="list-style-type: none"> i. Raising of funds by issue of Securities.

Details of Special Resolution passed last year through postal ballot:

During the financial year ending on 31st March, 2022, no Special Resolution was passed through postal ballot. Hence, details of voting pattern or procedure of the Postal Ballot are not disclosed.

Whether any special resolution is proposed to be conducted through postal ballot:

Any Special Resolution, if required to be passed through Postal ballot during FY 2023-24 shall be passed as per the procedure prescribed under the Companies Act, 2013 and Rules framed thereunder.

5. OTHER DISCLOSURES: -

A. Disclosure of Material Transactions: - Related Party Transaction: -

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015 during the financial year were in the ordinary course of business and on an arm's length price.

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (Ind-AS 24) has been made in the notes to the Financial Statements in this Annual Report. The Policy on Related Party Transaction has been placed on the Company's website at <https://www.geotexelin.com/wp-content/uploads/2022/03/Policy-on-Materiality-of-Related-Party-Transactions-and-on-dealing-with-Related-Party-Transactions.pdf>.

B. Vigil Mechanism / Whistle Blower Policy: -

In line with Regulation 22 of the Listing Regulations and Section 177 of the Act, the Company has formulated a Whistle Blower Policy / Vigil Mechanism for Directors and employees to report genuine concerns about instance of unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy is posted on the website of the Company at <https://www.geotexelin.com/wp-content/uploads/2022/09/Whistle-Blower-Policy.pdf>.

During the year under review, no complaint has been received under the Vigil Mechanism /Whistle Blower Policy.

C. Compliance with Listing Regulations: -

The Company has complied with all the mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There was no Non-Compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to the capital markets during the F.Y. 2022-2023.

D. As required under the Listing Regulations, M/s SPANJ & Associates, Practicing Company Secretaries, has certified that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of the Company by the Ministry of Corporate Affairs or any such statutory authority.

E. Prevention of Sexual Harassment (POSH) of Women at workplace: -

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013, the Company has framed a policy on prevention of Sexual Harassment of women at workplace. The Status of complaints during FY 2022-23 is as under: -

Period	Complaints
Opening as on 01.04.2022	Nil
Received during – 01.04.2022 to 31.03.2023	Nil
Disposed of during – 01.04.2022 to 31.03.2023	Nil
Pending as at 31.03.2023	Nil

F. Disclosure of Material Subsidiaries: -

“Texel Industries (Africa) Limited” is the Wholly Owned Subsidiary of the Company. The Company does not have any Material Subsidiary as on 31.03.2023.

The Material Subsidiary Policy is posted on the website of the Company at

https://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Policy_for_determining_Material_Subsiary_141.pdf

G. Certificate on Corporate Governance: -

The Company has obtained a certificate from the Statutory Auditors, Practicing Chartered Accountants, Sunil Poddar & Co. regarding compliance of conditions of Corporate Governance prescribed under the Listing agreement with Stock Exchanges which forms part of this report.

H. Shareholder’s Information: -

This Chapter read with the information given in the section titled General Shareholders’ information constitutes the compliance report on Corporate Governance.

I. Code of Conduct: -

The Company has adopted a code of conduct for its Directors and Senior Management Personnel. All the Board Members and Senior Management Personnel have agreed to follow compliance of code of conduct. The code has been posted on the Company’s website at https://geotexelin.com/wp-content/uploads/bsk-pdf-manager/Code_of_Conduct_for_Directors_&_Senior_Management_149.pdf.

J. Management Discussion and Analysis Report: -

The Management Discussion and Analysis Report on Company’s financial and operational performance, Industry trends etc. is presented as the Separate chapter in the Annual Report which forms part of this report as **Annexure A**.

K. Insider Trading: -

The Company has in place “Code of Conduct to regulate, monitor and report Trading by Insider” and accordingly Company Secretary of the Company closes window for trading in Equity Shares of the Company at the end of every quarter in addition to specific event, if any to comply with said Insider Trading Code.

L. Disclosures regarding Re-appointment of Directors: -

As per the Articles of Association of the Company, one third of the Directors are liable to retire by rotation every year and if eligible, they offer themselves for re-election by the shareholders at the General Meeting. There is no Alternate Director being appointed to the Board. The independent Directors are not liable to retire by rotation.

M. Transfer of shares to Investor Education and Protection Fund (IEPF): -

There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.

N. Discretionary Requirements: -

The table below summarizes compliance status of discretionary requirements of Part E of Schedule II of SEBI (LODR) Regulations, 2015.

S. No.	Particulars	Status
1	Non-Executive Chairman's office	The Company has a Non-Executive Chairman.
2	Shareholders Rights	The quarterly and year to date financial results are published in the newspapers and are also posted on the website of Bombay Stock Exchange and website of the Company, the same are not being sent to the shareholders.
3	Modified Opinion in Audit Report	The Audit Opinion for Financial Statements as on 31 st March, 2023 is unmodified.
4	Separate posts of Chairman and MD or CEO	There is a separate post of Chairman and Managing Director.
5.	Reporting of Internal Auditor	The Internal Auditor of the company reports to the Audit Committee at the Audit Committee Meeting held on quarterly basis.

O. Means of Communication: -

i. Financials Results: -

The quarterly and year to date financial results (unaudited / audited) are published in English language in "FREE PRESS GUJARAT", Ahmedabad Edition. The Financial Results in Gujarati Language are published in "LOKMITRA", Ahmedabad Edition

ii. Website Display: -

The Company's policies, financial results, all information submitted to stock exchange, etc. are displayed on the Company's website <https://www.geotexelin.com>.

6. GENERAL SHAREHOLDER INFORMATION: -

Annual General Meeting:	29 th September, 2023 at 11.30 a.m. through Video Conferencing /Other Audio Visual Means (VC).
Financial Year:	April 01, 2022 to March 31, 2023
Dividend Payment Date:	N.A.
Listing Details:	Equity Shares are listed on the following Stock Exchanges: BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. The Annual Listing Fees for the year 2023-2024 has been paid to BSE Limited
Stock Code:	BSE Ltd. - 526638
Market Price Date	As per Table A
ISIN Number:	INE594V01028
Corporate Identification Number:	L29100GJ1989PLC012576
Registrar and Share Transfer Agent:	Link Intime India Private Limited 5 th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad – 380006 Phone – 079 2646 5179, Email: ahmedabad@linkintime.co.in
Share Transfer System:	Link Intime India Private Limited, Ahmedabad, is Registrar & Share Transfer Agent of the Company. The Share Transfer and Share Dematerialization is processed by Link Intime India Private Limited, Ahmedabad. The transfer of shares in Depository mode need not be approved by the Company. The Physical transfers of shares are approved by Share Transfer Committee.
Distribution of Shareholding & Category-wise Distribution:	Refer Table B & C

Dematerialization of shares and liquidity:	As on 31 st March, 2023, 86.02% of the paid-up share capital (face value of Equity Shares of ₹ 10/- each) is held in Demat form with NSDL and CDSL.																		
	<table border="1"> <thead> <tr> <th>Mode</th> <th>No. of Equity Shares</th> <th>% to Total Share Capital</th> </tr> </thead> <tbody> <tr> <td>Physical</td> <td>11,66,287</td> <td>13.98</td> </tr> <tr> <td>Electronic</td> <td></td> <td></td> </tr> <tr> <td>NSDL</td> <td>45,82,667</td> <td>54.95</td> </tr> <tr> <td>CDSL</td> <td>25,90,735</td> <td>31.07</td> </tr> <tr> <td>Total</td> <td>83,39,689</td> <td>100.00</td> </tr> </tbody> </table>	Mode	No. of Equity Shares	% to Total Share Capital	Physical	11,66,287	13.98	Electronic			NSDL	45,82,667	54.95	CDSL	25,90,735	31.07	Total	83,39,689	100.00
Mode	No. of Equity Shares	% to Total Share Capital																	
Physical	11,66,287	13.98																	
Electronic																			
NSDL	45,82,667	54.95																	
CDSL	25,90,735	31.07																	
Total	83,39,689	100.00																	
Outstanding GDR / ADR / Warrants or any Convertible Instruments and their likely impact on Equity:	NIL																		
Commodity price risk or foreign exchange risk and hedging activities:	NIL																		
Plant Locations:	Block No.2106, Santej-Khatraj Road, Nr. Shah Alloys Limited, Village Santej, Tal. Kalol, District, Gandhinagar – 382721 Unit No. P-2, Prime Industrial and Logistic Hub, Mouje- Hariyala, Taluka & District: Kheda, Gujarat.																		
Address for Correspondence:	All enquiries, clarification and correspondence should be addressed to the Company Secretary and Compliance Officer: Ms. Dhruvi Patel - Company Secretary Block No.2106, Santej-Khatraj Road, Nr. Shah Alloys Limited, Village Santej, Tal. Kalol, District, Gandhinagar – 382721 M: 8980026220/26110 E-mail: finance@geotexelin.com																		
Credit Ratings	The company has obtained Credit Ratings from Brickwork Ratings India Pvt. Ltd for Bank Loan Facilities in Financial Year 2021-22. For Fund Based: BWR BB+/Stable Assignment For Non-Fund Based: BWR A4+/Stable Assignment No Revision was obtained for this credit rating during current financial year.																		

TABLE A

Market Price data:

BSE Limited – 31.03.2023 – TEXELIN Share Price

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	Total Turnover (₹)
Apr-22	61.00	74.70	58.20	62.45	1,03,014	68,57,751
May-22	65.85	65.85	45.15	46.95	1,19,580	63,54,215
Jun-22	48.90	51.00	32.10	42.75	66,516	27,73,095
Jul-22	42.25	48.95	39.30	47.00	25,917	11,76,440
Aug-22	47.00	49.00	34.00	37.90	1,19,540	49,83,167
Sep-22	37.90	46.8	36.00	43.00	2,09,739	83,93,487
Oct-22	43.50	46.00	38.45	38.50	1,34,434	54,75,006
Nov-22	39.25	42.30	36.70	39.80	1,37,355	54,74,250
Dec-22	41.00	59.25	30.50	57.70	4,94,048	2,30,47,266
Jan-23	58.25	65.90	50.10	57.60	4,48,463	2,63,74,346
Feb-23	58.95	58.95	42.50	43.05	4,34,562	1,99,75,403
Mar-23	41.52	46.55	35.12	38.57	2,60,304	1,05,61,920

Monthly High and Low Indices

Month	Bombay Stock Exchange Limited		Month	Bombay Stock Exchange Limited	
	Sensex			Sensex	
	High	Low		High	Low
Apr-22	60,845.10	56,009.07	Oct-22	60,786.70	56,683.40
May-22	57,184.21	52,632.48	Nov-22	63,303.01	60,425.47
Jun-22	56,432.65	50,921.22	Dec-22	63,583.07	59,754.10
Jul-22	57,619.27	52,094.25	Jan-23	61,343.96	58,699.20
Aug-22	60,411.20	57,367.47	Feb-23	61,682.25	58,795.97
Sep-22	60,676.12	56,147.23	Mar-23	60,498.48	57,084.91

Share Performance of the Company in comparison to BSE Sensex

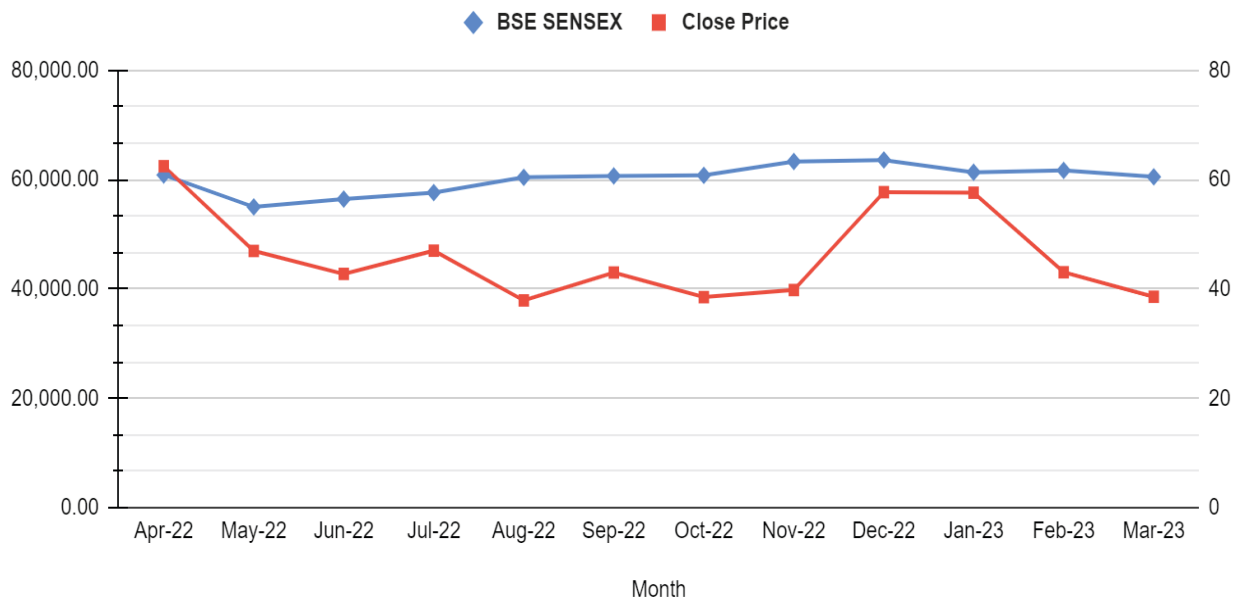


TABLE B

Distribution of Shareholding: 31.03.2023: -

Category	Shareholders		Total Shares of ₹10/- each	
	Number	Percent	Number	Percent
1-500	5229	83.7981	521962	6.2588
501-1000	438	7.0192	369230	4.4274
1001-2000	216	3.4615	324314	3.8888
2001-3000	98	1.5705	252614	3.0291
3001- 4000	46	0.7372	165150	1.9803
4001- 5000	45	0.7212	215364	2.5824
5001-10000	86	1.3782	619610	7.4297
10001- & ABOVE	82	1.3141	5871445	70.4036
Total	6240	100.0000	8339689	100.0000

TABLE C

Shareholding Pattern as on 31.03.2023: -

Sr. No.	Category	No. of Shares	Total Value (₹)	%
I.	Promoters Shareholding:			
	Promoters and Promoter Group	3486555	34865550	41.81
II	Public Shareholding:			
1	Body Corporate - Limited Liability Partnership	304400	3044000	3.65
2	Clearing Members	210	2100	0.00
3.	Hindu Undivided Family	205729	2057290	2.47
4	Non-Resident Indians	38587	385870	0.46
5.	Other Bodies Corporate	302685	3026850	3.63
6.	Individuals	4001523	40015230	47.98
	TOTAL :	8339689	83396890	100.00

For and on behalf of the Board

JASMIN VHORA
Independent Director
DIN: 07173838
Place: Prantij, Gujarat

SHAILESH R. MEHTA
Managing Director
DIN: 01457666
Place: Ahmedabad

Date: 29th May, 2023

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

Regulation 34 (3) read with Schedule V (D) of the SEBI (LODR), 2015

I do hereby declare that pursuant to Schedule V (D) read with Regulation 34(3) of the Listing Regulations, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2023.

For and on behalf of the Board

Date : 29th May, 2023
Place : Ahmedabad

Shailesh R. Mehta
Managing Director
DIN: 01457666

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Texel Industries Limited
Block no 2106, Santej- Khatrej Road,
Nr. Gayatri Farm House, Village - Santej, Taluka - Kalol,
Dist. Gandhinagar, Gujarat-382721

1. We have examined the compliance of conditions of Corporate Governance of Texel Industries Limited (“the Company”) for the year ended on March 31, 2023 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and other applicable regulations of Chapter IV pertaining to Corporate Governance and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [collectively referred to as “SEBI Listing Regulations”].

Management’s Responsibility for compliance with the conditions of SEBI Listing Regulations

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company, including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

Our Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with the Corporate Governance requirements by the Company.
5. We have conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate and the Guidance Manual on Quality of Audit & Attestation Services issued by the Institute of Company Secretaries of India (“ICSI”).

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us and the representation made by the directors and the management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
7. 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.

Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Sunil Poddar & Co.**
Chartered Accountants
Firm Reg. No. 11603W

(Harshil Lohia)
Partner

M. No. 192753

UDIN: 23192753BGSTQS7990

Date : 29th May, 2023
Place: Ahmedabad

CEO & CFO CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors
Texel Industries Limited
Block no 2106, Santej- Khatraj Road,
Nr. Gayatri Farm House, Village - Santej, Taluka - Kalol,
Dist. Gandhinagar, Gujarat-382721

We hereby certify that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2023 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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 are 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 we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we 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.

Date : 29th May, 2023
Place: Ahmedabad

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

“Annexure – C”

DETAILS OF REMUNERATION OF DIRECTORS, KMPs AND EMPLOYEES

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2022-23.	Director's Name	Ratio of Remuneration of director to the Median remuneration
		Mr. Shailesh R Mehta	13.11
		Dr. Christy Leon Fernandez*	--

Note:

- Median Remuneration for the financial year 2021-22 is ₹ 4,17,532/- and financial year 2022-23 is ₹ 4,55,773/-.
- The aforesaid details are calculated on the basis of the gross remuneration received by the employees for the financial years 2021-22 & 2022-23.

2	The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager if any in the Financial Year 2022-23	Director's/CFO/CS	% increase in remuneration
		1. Mr. Shailesh R Mehta - Managing Director	8.21
		2. Dr. Christy Leon Fernandez- Independent Director	Nil
		3. Mr. Vikram Patel– Chief Financial Officer	N.A.**
		4. Ms. Shweta Sultania – Company Secretary	N.A.\$
		5. Harsh Hirapara- Company Secretary	N.A.#
		6. Pallav Vasavada- Chief Financial Officer	N.A.^
		7. Dhruvi Patel- Company Secretary	N.A.^

3	Percentage increase in the median remuneration of employees in the Financial Year 2022-23	During the financial year 2022-23, the percentage increase in the median remuneration of employees as compared to previous year was approximately 9.16%.
4	Number of permanent employees on the rolls of the Company	There are 210 employees on the pay roll of the Company as on 31 st March, 2023.
5	The Average percentile increase in salaries of employees other than managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	During the financial year 2022-23, the average percentile increase in salaries of employees other than managerial personnel is 1.04%. Increase in remuneration of Managerial Personnel is disclosed in point no. (2) above. There was no exceptional circumstances for increase in the managerial remuneration.
6	Affirmation that the remuneration is as per the Remuneration Policy of the Company	It is hereby affirmed that the remuneration paid during the year is as per the Nomination and Remuneration Policy of the Company.

* Dr. Christy Fernandez was not paid any remuneration due to loss in the current financial year.

** Mr. Vikram Patel resigned from the post of Chief Financial Officer w.e.f. 16.07.2022.

\$ Ms. Shweta Sultania resigned from the post of Company Secretary w.e.f. 15.07.2022.

Mr. Harsh Hirapara was Company Secretary during the period from 15.07.2022 to 30.09.2022.

^ Mr. Pallav Vasavada was appointed as Chief Financial Officer w.e.f. 12.01.2023..

^^ Ms. Dhruvi Patel was appointed as Company Secretary w.e.f. 25.03.2023.

For and on behalf of the Board

JASMIN VHORA
Independent Director
DIN: 07173838
Place: Prantij, Gujarat

SHAILESH R. MEHTA
Managing Director
DIN: 01457666
Place: Ahmedabad

Date: 29th May, 2023

“ANNEXURE D”

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
TEXEL INDUSTRIES LIMITED
CIN: L29100GJ1989PLC012576
Regd. Off: Block No 2106, Santej-Khatraj Road,
Nr. Shah Alloys Ltd., Vill-Santej Tal-Kalol (N G)
Dist-Gandhinagar– 382721, Gujarat, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TEXEL INDUSTRIES 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 31st March, 2023 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to an 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 31st 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 Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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’): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (d), (e), (h) and (i) of para (v) mentioned hereinabove during the period under review. However, there were no instances of any Foreign Direct Investment or External Commercial Borrowings.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange i.e. BSE Limited and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended).

VI. We further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has compliance management system for the sector specific laws applicable specifically to the company.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards mentioned hereinabove. We have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other sector specific laws applicable to the Company.

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 and committees of the Board during the period under review, except following changes:

- Ms. Shweta Sultania, has resigned from the post of Company Secretary and Compliance officer of the Company w.e.f. the close of working hours on 14th July, 2022.
- Mr. Harsh Hirpara was appointed as Company Secretary and Compliance officer of the Company w.e.f. 15th July, 2022.
- Mr. Vikram Patel, has resigned from the post of Chief Financial Officer of the Company w.e.f. the close of working hours on 15th July, 2022.
- Special Resolution was passed in Annual General Meeting held on 29th September, 2022 for re-appointment of Mr. Shailesh Ramniklal Mehta (DIN: 01457666) as Managing Director of the Company for a period of three years with effect from 15th February, 2023.
- Mr. Harsh Hirpara has resigned from the post of Company Secretary and Compliance officer of the Company w.e.f. the close of working hours on 30th September, 2022.
- Mr. Pallav Vasavada was appointed as Chief Financial Officer of the Company w.e.f. 12th January, 2023.
- Ms. Dhruvi Patel was appointed as Company Secretary and Compliance officer of the Company w.e.f. 25th March, 2023.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on the agenda were sent at least seven days in advance (except in case of meetings convened on a shorter notice, if any), 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.

Majority decision at the Board Meetings as represented by the management were carried out unanimously whereas, as informed, there is a system of capturing the views of dissenting members' and recording the same as part of the minutes, wherever required.

We further report that based on review of compliance mechanism established by the company and on the basis of the compliance certificate(s) issued by the whole time company secretary of the company and taken on record by the board of directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable rules, regulations and guidelines as referred hereinabove.

We further report that during the audit period of the Company there were no events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
FCS No.: F3544
COP No.: 2356
P R Certificate No. : 702/2020
UDIN : F003544E000403891

Date: 29th May, 2023
Place : Ahmedabad

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

ANNEXURE - A

To,
The Members
TEXEL INDUSTRIES LIMITED
CIN: L29100GJ1989PLC012576
Regd. Off: Block No 2106, Santej-Khatraj Road,
Nr. Shah Alloys Ltd., Vill-Santej Tal-Kalol (N G)
Dist-Gandhinagar – 382721, Gujarat, India

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31stMarch, 2023

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

1. Maintenance of secretarial record is the responsibility of the 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 a 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 and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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.

ASHISH C DOSHI, PARTNER
SPANJ & ASSOCIATES
Company Secretaries
FCS No.: F3544
COP No.: 2356
P R Certificate No. : 702/2020
UDIN : F003544E000403891

Date: 29th May, 2023
Place : Ahmedabad

“Annexure – E”

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

[Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) Conservation of energy		
(i)	the steps taken or impact on conservation of energy;	No new investments have been made in this regard in the year under review.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	The Company has plans to install a solar plant and it is under evaluation.
(iii)	the capital investment on energy conservation equipments’;	There is no new investment in the year under review.
(B) Technology absorption		
(i)	the efforts made towards technology absorption;	During the year under review: Latest technology has been adopted to promote process control and productivity in the form of use of state of the art doctor blade chamber and ceramic Anilox roller for printing machine.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	During the year under review: (i) State of the art Doctor Blade chamber and ceramic Anilox roller ensure efficient ink supply to printing heads and improved print quality and product appearance thereby utilizing less ink for printing which will save on the cost as well as reduce the carbon footprint generated by this process. (ii) Utilising process waste in various products which results in reduction of cost as well as a reduced carbon footprint.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	
	(a) the details of technology imported;	(i) Doctor Blade Chamber for printer. (ii) 180 LPI Anilox roll for printer.
	(b) the year of import;	2022-2023
	(c) whether the technology been fully absorbed;	Yes
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	Fully absorbed
(iv)	the expenditure incurred on Research and Development	1. Developed in-house VCI testing for German Standard TL 8135. 2. In-house CBD test made feasible.
(C) Foreign exchange earnings and outgo		
(i)	Foreign Exchange earnings	₹ 534.29 Lakhs
(ii)	Foreign Exchange outgo	₹ 120.39 Lakhs

For and on behalf of the Board

JASMIN VHORA
Independent Director
DIN: 07173838
Place: Prantij, Gujarat

SHAILESH R. MEHTA
Managing Director
DIN: 01457666
Place: Ahmedabad

Date: 29th May, 2023

“Annexure – F”

FORM NO.AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

PART “A”: SUBSIDIARIES

(Amount in ₹)

Sr. No	Particulars	Details
1	Name of the subsidiary	Texel Industries (Africa) Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	1KES=0.66INR
4	Share Capital	66,000
5	Reserves & Surplus	(2,05,85,618)
6	Total Assets	6,62,907
7	Total Liabilities	2,11,79,437
8	Investments	0
9	Turnover	0
10	Profit before taxation	(13,99,205)
11	Provision for taxation	0
12	Profit after taxation	(13,99,205)
13	Proposed Dividend	0
14	% of shareholding	100%

PART “B”: ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

Sr. No	Name of Associates/Joint Ventures	
1	Latest audited Balance Sheet Date	Not Applicable
2	Shares of Associate/Joint Ventures held by the company on the year end	
	i. No.	
	ii. Amount of Investment in Associates/Joint Venture	
	iii. Extend of Holding %	
3	Description of how there is significant influence	
4	Reason why the associate/joint venture is not consolidated	
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	
6	Profit / Loss for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

For and on behalf of the Board

JASMIN VHORA
Independent Director
DIN: 07173838
Place: Prantij, Gujarat

SHAILESH R. MEHTA
Managing Director
DIN: 01457666
Place: Ahmedabad

Date: 29th May, 2023

Independent Auditor's Report

To the Members of Texel Industries Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone Ind AS financial statements of Texel Industries Limited ('the Company'), which comprise the balance sheet as at 31st March 2023, the statement of profit and loss, including statement of other comprehensive income, cash flow statement and statement of changes in equity for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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 Act and the Rules there under, 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.

Emphasis of Matter

We draw attention to the Note No 3 and 4 of the standalone financial statement regarding Investment and unsecured loans granted to Texel Industries (Africa) Limited, a wholly owned subsidiary of the Company. As on balance sheet date, the net worth of the said wholly owned subsidiary has been fully eroded. The management of the company has tested said investment and unsecured loan for impairment, based on their assessment there was impairment loss of ₹ 69.01 Thousands and ₹ 5364.33 Thousands for investment and unsecured loans respectively.

Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31st March, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	The Company has recognised right of use assets and lease liability of ₹ 1,25,433.85 thousand and Rs 1,28,752.54 thousand respectively at year end. Application of Ind AS 116 requires significant judgement and estimate in determining the right of use assets and lease liabilities based on terms of the underlying lease agreements, hence we considered this as a key audit matter.	As part of our audit procedures, our procedures included the following: <ul style="list-style-type: none"> - Read and assessed the Company's accounting policies in accordance with the requirements of Ind AS 116. - Obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Company has in relation to accounting of leases under Ind AS116; - Tested the accuracy and completeness of the underlying lease master by agreeing the underlying data pertaining to lease rentals, term, escalation and other relevant terms and conditions to lease agreements and recomputed the calculations involved on a sample basis. - Evaluated the underlying assumptions and estimates including the discount rates. - Assessed the disclosures made in the financial statements by the Company in this regard.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
2	This is a key audit matter as the amount of investments and loans to subsidiaries is material to the standalone financial statements of the company and the determination of recoverable value for impairment assessment involves significant management judgement.	<ul style="list-style-type: none"> - We evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors. - We Evaluated The Disclosures Made In The Standalone Financial Statements.

Information Other than the Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS 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 standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Standalone Ind AS financial statements or our knowledge obtained in the 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 for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015 as amended.

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 responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the audit of Standalone Ind AS financial statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism 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 Act, we are also responsible for expressing our opinion on whether the entity 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the financial year ended 31st March, 2023 and are therefore the key audit matters. We describe these matters in our auditors' 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 report that:
 - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss including other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules 2015 as amended.
 - (e) on the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
 - (g) In our opinion, the managerial remuneration for the year ended 31st March, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position–

The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and to set aside the notice of demand raised by Employees Provident Fund Organisation for ₹ 1131.46/- thousands on late payment of remittance for the period November, 1998 to January, 2014, vide its notice dated 25.04.2016 and to put a stay on the notice of demand dated 25.04.2016 during Pending admission and hearing of the present petition.

- ii. The Company is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (i) The management has represented that, to the best of its knowledge and belief, other than disclosed in the notes to the accounts, no funds 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(s) or entity(ies), including foreign entities (“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;
- (ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities (“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; and
- (iii) Based on such audit procedures that we 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) contain any material mis-statement.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

Place: Ahmedabad
Date: 29th May, 2023
UDIN: 23192753BGSTQQ5918

[CA Harshil Lohia]
Partner
M. No. 192753

ANNEXURE A TO THE AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 1 OUR REPORT OF EVEN DATE:

The Annexure referred to in Independent Auditor's Report of even date to the members of **TEXEL INDUSTRIES LIMITED** on the financial statements of the company for the year ended 31st March, 2023, we report that:

- (i) (a) (A) The Company has maintained the proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The company has maintained proper records showing full particulars of intangible asset.
- (b) The fixed assets were physically verified during the year by the management in accordance with a program of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, 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 Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) (a) The physical verification of Inventory has been conducted at reasonable intervals by the Management during the year end and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of Inventory by the Management as compared to book records were not 10% or more in aggregate for each class of inventory
- (b) In our opinion and according to the information and explanation given to us, the procedures for physical verification of Inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of business.
- (c) The company has maintained reasonable records for Inventories of raw material and finished goods lying at factory premises. As regards to work in process, we were informed that though it is not possible to compare individual items with the available records, on an overall basis, no discrepancy was disclosed. The discrepancy noticed on physical verification of stores and spares on comparison to books of records were not material and as informed to us would be dealt with in the books of account after enquiry / reconciliation.
- (b) The Company has not been sanctioned working capital limits in excess of five crores in aggregate form banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii) (b) of the Order is not applicable to the Company.
- (iii) The company has made investments in firm and granted unsecured loans or advances in the nature of loans, to companies or any other parties during the year, in respect of which:
- (a) The Company has provided loans during the year and details of which are given below, The Company has not provided any advances in the nature of loan or guarantee or security to any other entity during the year.

Particulars	Loan (Rs. In thousand)
A. Aggregate amount granted/ provided during the year:	
Subsidiary	284.31
Others	210.00
B. Balance outstanding as at Balance Sheet date in respect of above cases:	
Subsidiary	24,542.29
Others	1,092.64

- (b) In our opinion, the investments made and the terms and conditions of the grant of loans are prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company, no schedule of repayment of principal and payment of interest has been stipulated, hence question of regularity of repayment or receipts does not arise.

- (d) According to the information and explanation given to us and based on the audit procedures performed, in respect of loans granted, there is no overdue amount remaining outstanding as at the balance sheet date.
 - (e) No loan granted by the Company has fallen due during the year and has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
 - (f) The company has granted loans repayable on demand to its subsidiary, the aggregate amount of which stands at Rs. 283.14 thousands, which is 100% of the total loans granted by the Company during the year.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) During the year, company has accepted deposits from its members and such deposits does not exceed ten per cent of the aggregate of the Paid-up share capital, free Reserves and securities premium account of the company, thus company is exempted to comply the provision of section 73(2)(a) to (e).
- Further as per information and explanations provided to us for our verification, there is no violation of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- Also, according to information furnished to us, no order has been passed on the Company by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for noncompliance with the provisions of Chapter V of the Companies Act, 2013.
- (vi) According to the explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for any of the products manufactured/ services rendered by the company. Hence reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, duty of excise, service tax, cess and other material statutory dues were in arrears as at 31st March 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no statutory dues referred to in clause (a) above as at 31st March, 2023 which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has not defaulted in repayment of loans or other borrowings to any lender.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the Company has not been declared wilful defaulter by any bank of financial institution or government or any government authority.
- (c) The term loans have been applied for the purposes for which they were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate firm.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its associate firm.
- (x) (a) The Company has not raised monies by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year.
- (b) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud by the Company and no material 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 the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us no whistle-blower complaints, if any, received during the year by the Company.
- (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 examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the company does not have an internal audit system commensurate with the size and nature of its business and is not required to have an internal audit system as per the provisions of section 138 of the Companies Act, 2013
- (b) Since the company is not required to have the internal audit system hence the clause 3(xiv)(b) is not applicable to the company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, 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) (a) 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) and (c) of the Order is not applicable.
- (b) The company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) is not applicable.
- (c) According to the information and explanations provided to us during the course of audit, there is no core investment company within the group (as defined in the Core Investment Companies (Reserve Bank Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
- (xvii) The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly reporting under clause 3(xviii) of the Order is not applicable.
- (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 and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any 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. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Since the provisions of section 135 of the Companies Act, 2013 with regard to corporate social responsibility are not applicable to the company hence the clause 3(xx) of the Order is not applicable.
- (xxi) There are no Companies of which reports are included in the consolidated financial statements. Hence, reporting under clauses 3(xxi) of the Order is not applicable.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

Place: Ahmedabad
Date: 29th May, 2023
UDIN: 23192753BGSTQQ5918

[CA Harshil Lohia]
Partner
M. No. 192753

ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENT OF THE TEXEL INDUSTRIES LIMITED ("THE COMPANY")

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 Texel Industries Limited ("the Company") as of 31st March 2023 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting with reference to these Standalone Financial Statements

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting with reference to these Standalone Financial Statements were operating effectively as at 31st March, 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.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

Place: Ahmedabad
Date: 29th May, 2023
UDIN: 23192753BGSTQQ5918

[CA Harshil Lohia]
Partner
M. No. 192753

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023

[₹ in Thousand]

Particulars	Notes	As at 31 st March, 2023	As at 31 st March, 2022
(I) ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	2	4,19,243.19	3,99,667.10
(b) Capital Work in Progress	2	-	8,633.66
(c) Right to use Assets	2	1,28,014.06	1,45,774.47
(d) Financial Assets			
- Investments	3	-	-
- Loans	4	19,177.96	17,039.06
- Other Financial Assets	5	22,206.01	23,085.72
(e) Other non-current assets	6	3,333.78	34,700.00
Total Non Current Assets		5,91,975.00	6,28,900.01
2. Current Assets			
(a) Inventories	7	2,02,240.36	2,15,148.15
(b) Financial Assets			
- Trade Receivables	8	1,63,655.27	74,586.23
- Cash and cash equivalents	9	203.71	838.17
- Bank balances other than Cash and Cash Equivalents	10	6,691.54	5,044.09
- Loans	11	1,092.64	1,391.45
- Other Financial Assets	12	26,872.10	7,070.20
(c) Current Tax Assets (Net)	13	794.01	542.69
(d) Other Current Assets	14	1,02,467.95	1,27,745.04
Total Current Assets		5,04,017.59	4,32,366.03
Total Assets		10,95,992.59	10,61,266.04
(II) EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share Capital	15	83,396.89	83,396.89
(b) Other Equity	16	1,65,256.82	2,73,977.32
Total Equity		2,48,653.71	3,57,374.21
2. Non Current liabilities			
(a) Financial Liabilities			
- Borrowings	17	99,459.99	1,45,010.69
- Lease Liability	18	1,28,752.54	1,45,219.00
- Other financial liabilities	19	3,050.10	1,700.10
(b) Provisions	20	5,973.84	6,169.00
(c) Deferred tax liabilities (Net)	21	6,179.51	8,101.66
Total Non Current Liability		2,43,415.98	3,06,200.45
3. Current liabilities			
(a) Financial Liabilities			
- Borrowings	22	82,723.17	90,715.52
- Lease Liability	23	16,466.46	14,263.94
- Trade Payables	24		
(i) Total outstanding dues of micro and small enterprise		442.66	838.94
(ii) Total outstanding dues of creditors other than micro and small enterprise		3,34,939.69	2,29,480.05
- Other financial liabilities	25	994.17	1,287.83
(b) Other current liabilities	26	1,62,154.57	58,409.16
(c) Provisions	27	6,202.18	2,695.93
Total Current Liability		6,03,922.90	3,97,691.38
Total Equity and Liability		10,95,992.59	10,61,266.04
Significant Accounting Policies and Notes to standalone financial statements.	1		

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad
Date : 29th May, 2023

For and On Behalf of the Board of Director

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora
Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ in Thousand]

Particulars	Notes	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Revenue			
Revenue from Operations	28	9,97,212.46	9,09,398.77
Other Income	29	5,794.02	11,075.23
Total Revenue (I)		10,03,006.48	9,20,474.00
Expenses			
Cost of Materials Consumed	30	5,20,114.16	4,84,890.12
Purchases of Stock-In-Trade	31	2,79,563.91	2,25,042.37
Changes In Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	32	5,889.85	(20,944.10)
Employees Benefits Expense	33	51,470.87	42,105.12
Finance Costs	34	47,421.89	33,582.76
Depreciation and Amortisation expense	2	52,690.77	14,182.22
Other Expenses	35	1,55,671.16	1,24,111.38
Total Revenue (II)		11,12,822.61	9,02,969.87
Profit Before Tax (I)-(II)		(1,09,816.13)	17,504.13
Tax Expense			
Current Tax		-	267.79
Deferred Tax (PL)		(952.36)	4,358.58
Total Tax Expense		(952.36)	4,626.37
Profit for the period (III)		(1,08,863.77)	12,877.76
Other Comprehensive Income / (Expenses)			
Items that will not be reclassified to profit or loss		464.65	464.65
Income tax relating to items that will not be reclassified to profit or loss		(117.00)	(116.94)
Other Comprehensive Income for the year (IV)		347.65	347.71
Total Comprehensive Income for the year (III)+(IV)		(1,08,516.12)	13,225.47
Earnings Per Equity Share (Face Value ₹ 10 each)	36		
Basic (In ₹)		(13.05)	2.04
Diluted (In ₹)		(13.05)	2.04
Significant Accounting Policies Accompanying Notes are an integral part of the Financial Statements	1		

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

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For and On Behalf of the Board of Director

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Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ in Thousand]

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
A Cash flow form operating activities		
Profit/(loss) before tax	(1,09,817.00)	17,504.13
Adjustment for		
Depreciation / Amortisation	52,691.00	14,182.22
(Gain) / Loss on discard of property, plant and equipment	(1,416.16)	(1.34)
Unrealized foreign exchange (gain) / loss	-	(661.95)
Interest expense	47,422.00	33,582.76
Interest income	(2,264.00)	(9,968.48)
Operating cash flow before working capital changes	(13,384.16)	54,637.34
(Increase) / Decrease in Trade Receivable	(89,068.76)	99,577.75
(Increase) / Decrease in Inventories	12,908.15	(70,591.60)
(Increase) / Decrease in Other Financial Assets	(21,960.90)	(2,660.31)
(Increase) / Decrease in Other Assets	56,391.71	(90,679.31)
Increase / (Decrease) in Trade Payable	1,05,063.68	7,936.70
Increase / (Decrease) in Other Financial Liabilities	2,30,523.49	13,595.11
Increase / (Decrease) in Other Liabilities	(1,06,190.70)	9,778.00
Cash generated from operations	1,74,282.50	21,593.68
Income taxes paid (net)	-	10,962.22
Net cash generated by operating activities	1,74,282.50	10,631.46
B Cash flow from investing activities		
Purchase of property, plant and equipment	(45,873.01)	(2,55,076.86)
Non-Current Bank Fixed deposits	1,198.34	(2,050.27)
Interest received	2,264.23	3,802.82
Net cash used in investing activities	(42,410.44)	(2,53,324.31)
C Cash flow from financing activities		
Proceeds from issue of equity share	-	1,19,564.89
Proceeds from Non-current borrowing	(45,551.00)	1,11,192.88
Proceeds from Current borrowing	(7,992.00)	66,691.23
Payment of lease liabilities	(24,215.63)	(23,062.50)
Interest paid	(47,422.00)	(32,196.27)
Net cash generated from / used in financing activities	(1,25,180.63)	2,42,190.23
Net (decrease)/increase in cash & cash equivalents (A+B+C)	6,691.43	(502.62)
Cash and cash equivalents at the beginning of the period		
Balances with banks in current accounts and deposit account	89.98	6,257.85
Cash on hand	113.73	127.03
Cash and cash equivalents at the end of the period (Refer Note 9 & 10)	6,895.14	5,882.26

The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.

See accompanying notes forming part of the financial statements

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad
Date : 29th May, 2023

For and On Behalf of the Board of Director

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora
Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(1) As at 31st March, 2023 [₹ in Thousand]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated 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
83,396.89	-	-	-	83,396.89

(2) As at 31st March, 2022 [₹ in Thousand]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated 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
52,229.21	-	-	31,167.68	83,396.89

B OTHER EQUITY

(1) As at 31st March, 2023 [₹ in Thousand]

	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss	Other Comprehensive income	Total
					Remeasurement gain/(loss) on defined benefit plans	
Balance at the beginning of the current reporting period	1,07,896.88	16,333.33	29,229.21	1,14,997.89	5,520.01	2,73,977.32
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	347.64	347.64
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	(1,08,864.39)	-	(1,08,864.39)
Right Issue Premium (Net)	(204.36)	-	-	-	-	(204.36)
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-
Balance at the end of the current reporting period	1,07,692.52	16,333.33	29,229.21	6,133.50	5,867.65	1,65,256.21

STATEMENT OF CHANGES IN EQUITY (CONTD.)

(2) As at 31st March, 2022

[₹ in Thousand]

	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss	Other Comprehensive income	Total
					Remeasurement gain/(loss) on defined benefit plans	
Balance at the beginning of the current reporting period	19,499.67	16,333.33	29,229.21	1,02,120.13	5,172.29	1,72,354.63
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	347.72	347.72
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	12,877.76	-	12,877.76
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-
Right Issue Premium (Net)	88,397.21	-	-	-	-	88,397.21
Balance at the end of the current reporting period	1,07,896.88	16,333.33	29,229.21	1,14,997.89	5,520.01	2,73,977.32

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad
Date : 29th May, 2023

For and On Behalf of the Board of Director

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora
Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

1. CORPORATE INFORMATION

Texel Industries Limited is a Public Limited Company, incorporated in India under the provisions of the Companies Act, 1956, having its registered office at Block No 2106 Santej-Khatrej Road Nr Gayatri Farm House Vill-Santej, Tal-Kalol, Dist-Gandhinagar, Gujarat. Its shares are listed on BSE Limited. The Company is engaged in the business of manufacturing of Tarpaulins and Geomembrane.

Significant accounting policies followed by the company:

1.1 Basis of preparation

(i) Statement of compliance

The 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 from time to time and other accounting principal generally accepted in India.

(ii) Basis of Measurement

These financial statements prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participant at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

(iii) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- (ii) Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (iii) Level 3: inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

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

(iv) Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected. Significant judgments and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

1.2 The significant estimates and assumption are required in particulars for the following

(i) Property, plant and equipment.

This involves determination of the estimated useful life of the property, plant and equipment and intangible assets if any and the assessment as to which component of the cost may be capitalised. The useful life of the assets is based on the life as prescribed in schedule II to the Companies Act 2013 or based on the technical estimates, taking in to account the nature of the assets, estimated usages, expected residual value and operating conditions of the assets. The Management reviews its estimate of the useful lives of depreciable assets at each reporting dates, based on the expected utility of the assets.

(ii) Impairment of Non-Financial Assets.

Determining Whether property, plant and equipment and other intangible assets are impaired requires an estimation of the value in use of the relevant cash generating units. The value in use calculation is based on a discounted

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

cash flow model over the estimated useful life of the underlying assets or cash generating unit. Further, the cash flow projection is based on the estimates and assumption relating to expected revenue, operational performance of the assets, market price of the related product or services, inflation, terminal value etc. Which are considered by the management.

(iii) Income Taxes.

The companies tax jurisdiction in India, the significant judgements are involved in estimating budgeted profit for the purpose of the paying advances taxes, determining the provision for income tax, including amount of income tax expected to be paid. The significant management judgement also required to determine the amount of deferred tax assets that can be recognised, based on timing and level of future taxable profit.

(iv) Fair value measurement of the financial instruments.

In estimating the fair value of the financial assets and financial liability, the company uses market observable data to the extent available. Where such level -1 inputs are not available, the company establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. The judgement includes considerations inputs such as liquidity risk, credit risk and volatility. The changes in assumptions about these factors could affect the reported fair value of the financial instruments.

(v) Defined benefits plans (Gratuity Benefits).

The cost of the defined benefit of gratuity plan and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in future. These includes the determination of the discount rate, future salary increase / decrease and mortality rates. Due to complexity involved in the valuation and its long-term nature, a defined benefit obligations is highly sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date.

(vi) Classification of Assets, current and non-current.

The assets or liability is classified as current, if it satisfies the any of the following condition.

- (i) The assets / Liability expected to be realised or paid in the company's normal operating cycle.
- (ii) The assets are intended for sales or consumption.
- (iii) The assets / liability held for the purpose of trade or business

- (iv) The Assets / liability is expected to be realised/ settled within 12 months After reporting period.
- (v) The assets are cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after reporting date.
- (vi) In case of liability, the company does not have an unconditional right to deter settlement of the liability for at least 12 months after the reporting date.

All other assets or liabilities are classified as non-current. Deferred assets and Deferred liability are classified as current assets or liability respectively.

For the purpose of current / non-current classification of assets and liabilities, the company has ascertained its normal operating cycle as 12 months. This is based on nature of the business and the time between the acquisition of assets or inventories for processing and their realisation in cash or cash equivalents.

1.3 Summary of significant accounting policies

1. Property, Plant and Equipment.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided using straight line method (SLM) as specified schedule II of the companies Act 2013. Depreciation on assets acquired / disposed off during the year if any, is provided on pro-rata basis with reference to the date of addition / disposal. The estimated useful lives of assets are as under:

Class of assets	Useful Life
Building	30 Years
Plant & Machinery	15 Year
Furniture & Fixtures	10 Years
Office Equipment	5 Years
Vehicles	8 Years
Computers	3 Years

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Capital work in process

Expenditure related to and incurred during the implementation of capital project, to get the assets ready for intended use is shown under "capital work in process". The same is allocated to the respective items' property, plant and equipment on completion of construction / erection of the capital assets. The cost of assets not put to use before the year and capital inventory are disclosed under Capital work in process.

Impairment of Tangible Assets

The Company reviews at each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

2. Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower' except for Waste / Scrap which are valued at net realisable value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are

'First-in-First-out. 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

3. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The company has only single business segment hence the detailed disclosure related to segment reporting is not required to be made.

4. Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

5. Borrowing costs

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use, capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that a company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

6. Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

7. Revenue recognition

The revenue from contract with customer is recognised upon transfer of control of promised product or services to the customer in an amount that reflect the consideration, which the company expect to receive in exchange of product or service. The revenue is measured based on the transaction price, which is the consideration, adjusted for discount and other incentives if any. The Amount of consideration to which the company expect to be entitled in exchange for transferring promised goods or service to a customer excluding amounts collected on behalf of third parties (Duties & Taxes on behalf of Government).

The specific recognition criteria from various steam of revenue are described as under:

(i) Sales of Goods:

Revenue from sales of the goods is recognised when the control of the goods has been passed to the customers as per terms of agreement and there is no continuing effective control or managerial involvement with goods.

(ii) Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding amount and at the effective interest rate applicable, the future cash receipt through the expected life of the financial asset to that asset's carrying amount on initial recognition.

8. Trade Receivable

A receivable represents the company's right to an amount of consideration that is unconditional i.e., only passage of time required before payment of consideration is due.

The Expected credit loss is mainly based on the historical experience. The receivables are assessed on an individual basis for credit loss. The trade receivables are written of on cases-to-cases basis, if deemed not to be collectable on assessment and circumstances.

9. Employee benefits

Employee's benefit includes gratuity, compensated absences, contribution to provided fund, employees state insurance and superannuation fund.

(i) Short-term Benefits

Employee benefit payable wholly within 12 months of rendering services are classified as short-term employee benefit and recognised in the period which the employee renders services. These are recognised at the undiscounted amount of the benefit expected to be paid in exchange for those services.

(ii) Post-employment Benefit

(a) Defined contribution Plan

Retirement benefit in the form of provident fund and superannuation fund are defined contribution schemes. The company has no obligation other than the contribution payable to the provident fund. The company recognises contribution payable to such funds as an expenditure, when an employee renders services.

(b) Defined Benefit Plans

The company operates a defined benefit gratuity plan. The cost of providing benefit under the defined benefit plan is determined based un actuarial valuation, carried out by an independent actuary.

Remeasurement gains or losses arising from changes in actuarial assumptions, the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

(c) Other Long-term employee Benefits

Other long-term employee benefits include compensated absences / leaves. The actuarial valuation is done as per projected unit method. Remeasurement gains or losses arising from changes in actuarial assumptions, the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

(d) For the purpose of the presentation of the defined benefit plans and other long-term benefits, the allocation between current and noncurrent provision has been made as determined by the actuary.

10. Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

b) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

11. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the profit or loss attributable to the equity shareholders of the company by the weighted average number of equities shares outstanding during the year.

Diluted earnings per share is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of equity shares, for the effects of all diluted potential equity shares.

12. Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

13. Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

14. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

As at 31st March 2023, the Company has not recognised deferred tax asset of ₹ 50.455 lakhs (P.Y. ₹ Nil) relating to unabsorbed depreciations and business losses considering that there is no probability that future taxable profit will be available against which such unused tax losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.4 Recent Pronouncement

The following standards / amendments to standards have been issued and will be effective from 1st April 2022. The Company is evaluating the requirements of these standards, improvements and amendments and has not yet determined the impact on the financial statements.

- Indian Accounting Standard (Ind AS) 103 – Business Combinations – Qualifications prescribed for recognition of the identifiable assets acquired and liabilities assumed, as part of applying the acquisition method – should meet the definition of assets and liabilities in the Conceptual Framework for Financial Reporting under Ind AS (Conceptual Framework) issued by the ICAI at the acquisition date.

Modification to the exceptions to recognition principle relating to contingent liabilities and contingent assets acquired in a business combination at the acquisition date.

- Indian Accounting Standard (Ind AS) 109 – Financial Instruments – Modification in accounting treatment of certain costs incurred on derecognition of financial liabilities
- Indian Accounting Standard (Ind AS) 16 - Property, Plant and Equipment – Modification in treatment of excess of net sale proceeds of items produced over the cost of testing as part of cost of an item of property, plant, and equipment.
- Indian Accounting Standard (Ind AS) 37 - Provisions, Contingent Liabilities and Contingent Assets – Modifications in application of recognition and measurement principles relating to onerous contracts

STANDALONE NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

2 PROPERTY, PLANT AND EQUIPMENT

[₹ In Thousand]

	Gross Block			Depreciation / Amortisation			Net Block		
	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023	As at 31 st March, 2023
Current Year ended 31st March, 2023									
TANGIBLE ASSETS									
Freehold Land	2,403.62	-	-	2,403.62	-	-	-	-	2,403.62
Buildings	43,765.45	459.67	-	44,225.12	7,712.67	3,608.32	-	11,320.99	32,904.12
Plant and Equipments	3,71,619.23	46,504.87	-	4,18,124.10	19,830.34	26,109.69	-	45,940.03	3,72,184.07
Furniture and Fixtures	4,498.51	338.39	-	4,836.90	1,813.33	463.19	-	2,276.51	2,560.39
Vehicles	6,000.06	-	-	6,000.06	1,860.93	712.55	-	2,573.48	3,426.58
Office Equipments	6,394.19	1,134.85	-	7,529.03	4,507.06	900.05	-	5,407.10	2,121.93
Electric Installations	2,037.49	3,280.42	-	5,317.91	1,327.12	348.31	-	1,675.43	3,642.48
Total Tangible Assets	4,36,718.54	51,718.20	-	4,88,436.74	37,051.44	32,142.11	-	69,193.55	4,19,243.19
INTANGIBLE ASSETS									
Computer Software	-	2,788.25	-	2,788.25	-	208.04	-	208.04	2,580.21
Right to use Assets [#]	1,83,065.61	-	-	1,83,065.61	37,291.14	20,340.62	-	57,631.77	1,25,433.85
Total Intangible Assets	1,83,065.61	2,788.25	-	1,85,853.86	37,291.14	20,548.66	-	57,839.81	1,28,014.06
Total Capital Work-in-Progress	8,633.66	-	8,633.66	-	-	-	-	-	-
TOTAL	6,28,417.82	54,506.45	8,633.66	6,74,290.60	74,342.58	52,690.77	-	1,27,033.36	5,47,257.24

[₹ In Thousand]

	Gross Block			Depreciation / Amortisation			Net Block		
	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022	As at 31 st March, 2022
Current Year ended 31st March, 2022									
TANGIBLE ASSETS									
Freehold Land	2,403.62	-	-	2,403.62	-	-	-	-	2,403.62
Buildings	27,716.49	16,048.96	-	43,765.45	5,947.27	1,765.40	-	7,712.67	36,052.77
Plant and Equipments	64,562.09	3,07,057.14	-	3,71,619.23	12,673.05	7,157.29	-	19,830.34	3,51,788.89
Furniture and Fixtures	4,055.52	442.99	-	4,498.51	1,391.57	421.75	-	1,813.33	2,685.18
Vehicles	4,122.32	1,877.74	-	6,000.06	1,239.12	621.82	-	1,860.93	4,139.13
Office Equipments	5,695.42	731.76	33.00	6,394.19	3,649.50	884.26	26.71	4,507.06	1,887.13
Electric Installations	2,037.49	-	-	2,037.49	1,134.23	192.89	-	1,327.12	710.38
Total Tangible Assets	1,10,592.94	3,26,158.59	33.00	4,36,718.54	26,034.74	11,043.41	26.71	37,051.44	3,99,667.10
INTANGIBLE ASSETS									
Right to use Assets [#]	-	1,83,065.61	-	1,83,065.61	16,950.52	20,340.62	-	37,291.14	1,45,774.47
Total Intangible Assets	62,505.97	1,83,065.61	60,502.13	1,83,065.61	16,950.52	20,340.62	-	37,291.14	1,45,774.47
Total Capital Work-in-Progress	1,73,098.92	5,15,854.03	60,535.13	6,28,417.82	42,985.26	31,384.04	26.71	74,342.58	5,54,075.23
TOTAL									

Note-1: Property, Plant and Equipments as recognized in financial statements as at the date of transition to Ind ASs measured as per the previous GAAP and use that as its deemed cost as at the date of transition and accordingly, Presentation has been made during the year (with corresponding restatement of comparative amounts).

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

OTHER DISCLOSURE

(a) CWIP AGING SCHEDULE

As at 31st March, 2023

[₹ in Thousand]

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	-	-	-	-	-

As at 31st March, 2022

[₹ in Thousand]

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	6,629.83	2,003.84	-	-	8,633.66

3. INVESTMENTS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Investment in Wholly owned Subsidiaries:		
Equity Instruments: Unquoted (At Cost)		
Texel Industries (Africa) Limited.	69.01	69.01
10,000 Equity Shares of KES 10 each fully paid		
Less Impairment in Value of investment	(69.01)	(69.01)
Total	-	-

The Company has made Investment to Texel Industries (Africa) Limited, a wholly owned subsidiary of the Company. As on Balance Sheet date, the net worth of the said wholly owned subsidiary company has been fully eroded. The company has tested said investment for impairment, based on assessment there was impairment loss of ₹ 69.01 thousand and same has been recognized in the books.

4. LOANS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
UNSECURED, CONSIDERED GOOD.		
Loans to Related Parties		
To wholly owned subsidiary	24,542.29	22,403.39
Less Allowance for credit impaired	(5,364.33)	(5,364.33)
Total	19,177.96	17,039.06

Note: Inter Corporate Loan has been given in accordance with Section 186(4) of the Companies Act, 2013 and the same has been given for general business purpose.

5. OTHER NON-CURRENT FINANCIAL ASSETS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Security Deposits	14,357.94	14,039.31
Fixed Deposits with Bank (Maturity more than twelve Months)	7,848.07	9,046.41
Total	22,206.01	23,085.72

Note: Total Bank deposits maturity Greater than twelve Months ₹ 7848.07 thousand (PY 9046.41 thousand) are given as margin against bank guarantee.

6. OTHER NON-CURRENT ASSETS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Capital Advances for capital Goods	2,888.35	34,158.45
Balances with Government Revenue Authorities	445.43	541.55
Total	3,333.78	34,700.00

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

7. INVENTORIES (Valued at lower of cost or net realisable value, unless otherwise stated) [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Raw Materials	73,979.92	91,978.14
Work-in-Progress	44,381.65	62,521.48
Finished Goods	61,988.77	47,068.24
Stores and Spare parts	19,603.01	8,622.72
Waste / Scrap (valued at net realisable value)	2,287.01	4,957.57
Total	2,02,240.36	2,15,148.15

8. TRADE RECEIVABLES [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured, Considered Good	1,63,655.27	74,586.24
Credit Impaired	-	-
	1,63,655.27	74,586.24
Less: Allownce for Credit Impaired	-	-
	1,63,655.27	74,586.24
OTHERS		
Unsecured, Considered Good	-	-
Total	1,63,655.27	74,586.24

Note: (i) Refer note (46) for other disclosure.

9. CASH AND CASH EQUIVALENTS BALANCES WITH BANKS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Balances with Banks		
- In Current Account	89.98	234.15
Cash on Hand	113.73	604.02
Total	203.71	838.17

10. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Fixed Deposits with Banks (Maturity upto twelve months)	6,691.54	5,044.09
Total	6,691.54	5,044.09

Note: Total Bank deposits maturity less than twelve months ₹ 6691.54 thousand (PY 5044.09 thousand) are given as margin against bank guarantee.

11. LOAN [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Loan to Employees	1,092.64	1,391.45
Total	1,092.64	1,391.45

12. OTHER CURRENT FINANCIAL ASSETS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Income Accrued But Not due	26,872.10	7,070.20
Total	26,872.10	7,070.20

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

13. CURRENT TAX ASSETS (NET) [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Current Tax Assets (Net)	794.01	542.69
Total	794.01	542.69

14. OTHER CURRENT ASSETS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Prepaid Expenses	5,182.92	4,170.55
Balances with Government Authorities	72,495.03	50,518.15
Other Short-Term Loans and Advances (including Advances to Suppliers etc.)	24,790.00	73,056.33
Total	1,02,467.95	1,27,745.03

15. EQUITY SHARE CAPITAL

15.1 Authorised [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
1,65,00,000 (PY 1,65,00,000) Equity Shares of ₹ 10 each	1,65,000.00	1,65,000.00
35,00,000 Unclassified Shares of ₹ 10 each (PY 35,00,000 Preference Shares of ₹ 10 each)	35,000.00	35,000.00
	2,00,000.00	2,00,000.00

15.2 Issued, Subscribed and Fully Paid Equity Shares [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
83,39,689 (PY 52,22,921) Equity Shares of ₹ 10 each fully paid	83,396.89	83,396.89
Total	83,396.89	83,396.89

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held.
- The Board of Directors has not recommended any dividend for the year ended 31st March, 2023
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

15.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year [₹ In Thousand]

	Number of Shares	Amount (INR)
As at 1st April, 2021	52,22,921	52,229.21
Changes in equity share capital*	31,16,768	31,167.68
As at 31st March, 2022	83,39,689	83,397
Changes in equity share capital	-	-
As at 31st March, 2023	83,39,689	83,396.89

Note: *During the year 2021-2022, the Company has allotted 31,22,398 Equity Shares of face value of ₹ 10/- each pursuant to Rights Issue of Equity Shares of the Company and out of which 5,630 Equity Shares were forfeited due to non payment of First and Final Call Money.

15.4 List of Shareholders holding more than 5 % shares in the Equity Share Capital of the Company: [₹ In Thousand]

	As at 31 st March, 2023		As at 31 st March, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares				
Shailesh R Mehta	20,02,817	24.02%	20,02,817	24.02%
Krishnakant G Vakharia	4,43,227	5.31%	4,43,227	5.31%

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

15.4 List of Shareholders holding more than 5 % shares in the Equity Share Capital of the Company: [₹ In Thousand]

Shares held by Promoters Promoter name	As at 31 st March, 2023			As at 31 st March, 2022		
	No. of Shares	% of Total Shares	% Change	No. of Shares	% of Total Shares	% Change
Avani Shaileshbhai Mehta	1,20,341	1.44	-	1,20,341	1.44	-
Krishnakant Gulabchand Vakharia	4,43,227	5.31	-	4,43,227	5.31	4.79
Bhupendra Ramnik Mehta	1,70,473	2.04	-	1,70,473	2.04	-
Shaileshbhai Ramniklal Mehta	20,02,817	24.02	-	20,02,817	24.02	-
Ramaniklal Vrajlal Mehta	1,49,153	1.79	-	1,49,153	1.79	-
Harsha Shailesh Shah	16,393	0.20	-	16,393	0.20	-
Sonal Bhupendra Mehta	15,115	0.18	-	15,115	0.18	-
Shailesh Dwarkadas Shah	6,120	0.07	-	6,120	0.07	-
Riddhi Sahil Parikh	3,355	0.04	-	3,355	0.04	-
Rishita Pravrit Parikh	7,120	0.09	-	7,120	0.09	-
Avishi Anuj Sheredalal	3,003	0.04	-	3,003	0.04	-
Asheshbhai Dilipbhai Bhakta	1,700	0.02	-	1,700	0.02	-
Lilaben Krishnakant Vakharia	2,716	0.03	-	2,716	0.03	-
Sunil Dwarkadas Shah	878	0.01	-	878	0.01	-
Vikram Rashmikant Mehta	1,357	0.02	-	1,357	0.02	-
Kapila Rashmikant Mehta	10,305	0.12	-	10,305	0.12	-
D D Shah Fragrances Pvt. Ltd.	1,29,064	1.55	-	1,29,064	1.55	-
Foreign						
Rajendrakumar Bhikhabhai Bhakta	231683	2.78	-	231683	2.78	-
Naresh Ramniklal Mehta	99801	1.20	-	99801	1.20	-
Mahendrakumar B Bhakta	52084	0.62	-	52084	0.62	-
Sujata Naresh Mehta	19650	0.24	-	19650	0.24	-
Aman Mehta	200	0.00	-	200	0.00	-

16. OTHER EQUITY

[₹ In Thousand]

	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss	Other Comprehensive income Remeasurement gain/(loss) on defined benefit plans	Total
Balance as at 1st April, 2021	19,499.67	16,333.33	29,229.21	1,02,120.13	5,172.29	1,72,354.63
Profit For The Year	-	-	-	12,877.76	-	12,877.76
Add: Right Issue Premium	93,503.04					93,503.04
Less: Right Issue Exps.	(5,105.83)					(5,105.83)
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	347.71	347.71
Balance as at 31st March, 2022	1,07,896.88	16,333.33	29,229.21	1,14,997.89	5,520.00	2,73,977.30
Profit For The Year	-	-	-	(1,08,863.77)	-	(1,08,863.77)
Add:- Remeasurement gain/(loss) on defined benefit plans	(204.36)	-	-	-	347.65	143.29
Balance as at 31st March, 2023	1,07,692.52	16,333.33	29,229.21	6,134.12	5,867.65	1,65,256.82

Notes :

1. Securities premium is used to record the premium on issue of equity shares. The Securities premium amount is utilised in accordance with the provision of the companies Act 2013.
2. The capital redemption account is created on account of redemption of preference shares and to be utilised in accordance of the provision of the companies Act 2013.
3. Capital Reserve was created on account of reduction of shares capital as per the order passed Hon'ble High Court of Gujarat and can be utilised in accordance with the provision of companies act 2013.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023
17. NON-CURRENT BORROWINGS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
Term loans from Banks		
HDFC Bank Ltd.	514.19	777.72
Kotak Mahindra Bank	80,232.72	1,16,734.06
Total	80,746.91	1,17,511.78
Term loans from NBFC		
Siemens Financial Services Pvt Ltd	17,049.20	22,715.69
Sundaram Finance Ltd	1,132.74	1,569.69
Total	18,181.94	24,285.38
Unsecured		
Loans From Bank	-	337.01
Loans From NBFC	531.14	2,534.88
Loans From Related Parties	-	341.64
Total	531.14	3,213.53
Total	99,459.99	1,45,010.69

Note:

- Loans from related party includes loan payable to Non Executive Director of the Company. No interest is paid towards the said loan.
- Vehicle loans has been secured by way of hypothecation of the vehicle purchased from the loan.
- Term loan from Kotak Mahindra Bank Ltd. Has been primarily secured by way of creation of first exclusive charge on all existing and future current assets and fixed assets (movable and immovable) of the borrower and colloateraly secured by way of registered mortgage on land, factory building and plant & machinery located at registered office of the company.
- Personal Guarantee from Mr. Shaileshbhai Mehta has been given in respect of Term loan from Kotak Mahindra Bank Ltd.
- HDFC Bank Loan repayable in 60 monthly EMI of ₹ 26.297 thousand ending on January, 2026. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".
- Kotak Mahindra Bank Loan interest rate 15.90% p.a. , repayable in 60 monthly installments ending on April, 2026. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".

18. NON CURRENT LEASE LIABILITY

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liability	1,28,752.54	1,45,219.00
Total	1,28,752.54	1,45,219.00

19. OTHER NON CURRENT FINANCIAL LIABILITIES

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Trade - Deposit	3,050.10	1,700.10
Total	3,050.10	1,700.10

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

20. NON CURRENT PROVISIONS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
For Employees Benefits		
Provision for Gratuity	4,848.01	5,020.67
Provision for Sick Leave	312.64	278.51
Provision for Leave encashment	813.19	869.82
Total	5,973.84	6,168.99

21. DEFERRED TAX LIABILITIES (NET)

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Deferred tax liabilities (Net)	6,179.51	8,101.66
Total	6,179.51	8,101.66

22. CURRENT BORROWINGS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
Loan Repayable On demand	1,488.88	7,433.38
Total	1,488.88	7,433.38
Unsecured		
Intercorporate Loan	33,742.46	35,235.33
Total	33,742.46	35,235.33
Current Maturity of Long Term Debts	47,491.83	48,046.82
Total	82,723.17	90,715.52

Note:-

Inter corporate Loan carries interest at various rates between 12% to 15% and payable on quarterly basis. Further the said loan is repayable on demand.

23. CURRENT LEASE LIABILITIES

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liability	16,466.46	14,263.94
Total	16,466.46	14,263.94

24. TRADE PAYABLES

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Due to Micro and Small Enterprise	442.66	838.94
Due to Other than Micro and Small Enterprise.	3,34,939.69	2,29,480.04
Total	3,35,382.35	2,30,318.98

Note:-

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2022-23, to the extent the company has received intimation from the "Suppliers" regarding their status under the Act.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ In Thousand]

		As at 31st March, 2023	As at 31st March, 2022
a.	Principal and interest amount remaining unpaid	442.66	838.94
b.	Interest due thereon remaining unpaid	103.08	65.85
c.	Interest paid by the company in terms of section 16 of the Micro, Small and Medium enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d.	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Macro, Small and Medium Enterprise Act, 2006	-	-
e.	Interest accrued and remaining unpaid	-	-
f.	Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Note: (i) Refer note (47) for other disclosure.

25. OTHER CURRENT FINANCIAL LIABILITIES

[₹ In Thousand]

	As at 31st March, 2023	As at 31st March, 2022
Expanses accrued but not due	994.17	1,287.83
Total	994.17	1,287.83

26. OTHER CURRENT LIABILITIES

[₹ In Thousand]

	As at 31st March, 2023	As at 31st March, 2022
Statutory Liabilities	2,021.06	1,870.68
Advances From Customer	1,10,326.51	42,962.01
Payable on purchase of property, plant & equipment	35,212.31	5,582.50
Salary and Wages payable	2,861.51	4,039.21
Other payables	11,733.18	3,954.76
Total	1,62,154.57	58,409.16

27. CURRENT PROVISIONS

[₹ In Thousand]

	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity	297.54	128.78
Provision for Sick Leave	35.71	29.12
Provision for Leave encashment	130.96	151.49
Provision of Warrenty	5,737.97	2,386.55
Total	6,202.18	2,695.93

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

28. REVENUE FROM OPERATIONS [₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
i Sale of Products	9,61,644.63	8,90,924.71
ii Other Operating Revenues		
- Sale of Waste & Others	35,567.83	18,474.06
Total	9,97,212.46	9,09,398.77

29. OTHER INCOME [₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest Income on :		
Interest Income on others	1,332.47	9,325.13
Interest on Fixed Deposit with Bank	931.76	643.35
Export Incentives	2,113.63	373.74
Profit on Fixed Assets Discarded	-	1.34
Provision for foreign exchange markup gain	1,416.16	619.07
Other Misc. Income	-	112.60
Total	5,794.02	11,075.23

30. COST OF MATERIALS CONSUMED [₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening Stock	91,978.14	43,635.91
Add : Purchases, Including Incidental Expenses	5,02,115.94	5,33,232.35
Total	5,94,094.08	5,76,868.26
Less : Closing Stock	73,979.92	91,978.14
Total	5,20,114.16	4,84,890.12

31. PURCHASES OF STOCK-IN-TRADE [₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Traded Goods	2,79,563.91	2,25,042.37
Total	2,79,563.91	2,25,042.37

32. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE [₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Opening Inventories		
Finished Goods	47,068.24	19,072.66
Process Stock	62,521.48	74,171.46
Waste/Scrap	4,957.57	359.07
	1,14,547.29	93,603.19
Closing Inventories		
Finished Goods	61,988.77	47,068.24
Process Stock	44,381.65	62,521.48
Waste/Scrap	2,287.01	4,957.57
	1,08,657.43	1,14,547.29
(Increase) / Decrease in Stocks	5,889.85	(20,944)
Total	5,889.85	(20,944.10)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

33. EMPLOYEES BENEFIT EXPENSES

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries and Wages	48,344.25	38,499.77
Contribution to Provident and other Funds	1,390.44	1,123.56
Staff Welfare Expenses	1,736.18	2,481.79
Total	51,470.87	42,105.12

34. FINANCE COSTS

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest on Borrowing	23,370.41	8,486.93
Interest on Income tax	-	1,069.46
Bill Discount Charges	6,228.12	3,004.46
Interest on Lease Liability	9,951.69	1,494.94
Loan Processing Charges	884.17	819.73
Interest on Trade payable	6,987.50	18,707.24
Total	47,421.89	33,582.76

35. OTHER EXPENSES

Manufacturing Expenses

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of Stores, Spare Parts and Components and Incidental Expenses	3,266.57	12,672.49
Processing Charges	66,241.11	39,119.89
Power & Fuel	30,134.73	22,952.23
Repairs to Buildings	199.54	276.75
Repairs to Machinery	453.08	449.15
Total	1,00,295.03	75,470.51

Administration, Selling and Distribution Expenses

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Advertisement and Sales Promotion	1,158.82	3,289.55
Insurance	1,767.64	2,022.19
Rates and Taxes	638.06	461.99
Directors' Sitting Fees	130.00	150.00
Bank Charges & Commission	170.50	183.64
Repairs & Maintenance- Computer & Other	904.34	685.07
Conveyance Exp.	1,457.08	1,663.20
Freight and forwarding	11,653.89	8,840.03
Legal and professional charges	3,209.95	4,923.15
Post & Telegram	290.80	233.58
Printing and stationery	558.02	390.35
Sales commission	4,332.16	2,422.90
Security Charges	1,724.02	1,502.60

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Administration, Selling and Distribution Expenses

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Sundry balance w/off	(2,791)	-
Telephone Expenses	39.97	10.42
Site Expense	5,765.64	9,789.07
Rounding Off	1.39	-
Research & Development Exp.	1.70	3.19
Travelling Expenses	1,583.00	1,509.30
Other General & Miscellaneous Expenses	21,918.74	9,343.69
Bad debts/advance written off	256.75	364.54
Provision for post-sales support & warranties	260.30	727.41
Tender Fees	208.91	-
Total	55,241.13	48,515.87

Auditors' Remuneration (excluding service tax) charged to Statement of Profit and Loss

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Payments to Statutory Auditors:		
Audit Fee	100.00	100.00
Tax Audit Fee	25.00	25.00
Certification Charges	10.00	-
Total	135.00	125.00
Grand Total	1,55,671.16	1,24,111.38

36. EARNINGS PER SHARE:

		Year ended 31st March, 2023	Year ended 31st March, 2022
Net profit for the year attributable to equity shareholders	₹ In Thousand	-1,08,863.77	12,877.76
Weighted-average-number of equity shares outstanding	Number of Shares	83,39,689	83,39,689
Basic Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	-13.05	2.04
Diluted Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	-13.05	2.04

37. INCOME TAX EXPENSES

Tax expense recognized in the statement of Profit and Loss

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Current Tax		
Current Tax on taxable income for the year	-	267.79
Total current tax expense	-	267.79
Deferred tax		
Deferred tax charges/(credit)	(952.36)	4,358.58
Total deferred income tax expense/(benefit)	(952.36)	4,358.58
Total income tax expense	(952.36)	4,626.37

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

- A) reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

[₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Enacted income tax rate in India applicable to the company	25.168%	25.168%
Profit Before Tax	(1,09,816.75)	17,504.13
Current Tax expenses on Profit Before tax expenses at the enacted income tax rate in India	(27,638.68)	4,405.44
Tax effect of the amount which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowances	26.81	459.23
Income not considered for tax purpose	(58.63)	(54.95)
Expenses not allowed for tax purpose	16,664.40	4,822.18
Additional Allowables for tax purpose	(22,475.80)	(9,357.37)
Deferred Tax for Current Year	(952.36)	4,358.58
Other	-	-
Total Income tax expense/(Credit)	(34,434.26)	4,633.11

Consequent to reconciliation items shown above, the effective tax rate is 31.36% (2021-22 : 26.47%)

- B) The Movement in deferred tax assets and liabilities during the year ended 31st March, 2022 and 31st March, 2023

[₹ In Thousand]

	As at 31 st March, 2021 - Deferred Tax Liabilities/ (Asset)	Charge/ (Credit) in statement of Profit and Loss	As at 31 st March, 2022 - Deferred Tax Liabilities/ (Asset)	Charge/ (Credit) in statement of Profit and Loss	Remeasurment of defined benefit Plan	As at 31 st March, 2023 - Deferred Tax Liabilities/ (Asset)
Depreciation	6,978.92	8,833.25	15,812.17	(794.38)	-	15,017.79
Provision for Gratuity	(1,245.97)	(50.04)	(1,296.01)	0.98	-	(1,295.03)
Lease Payment AS 116	-	(3,940.47)	(3,940.47)	(1,460.97)	-	(5,401.43)
Remeasurment of defined benefit Plan	248.96	(248.96)	116.94	-	(116.94)	(116.94)
Provision on Loan subsidiary (P&L)	(1,367.46)	-	(1,367.46)	-	-	(1,367.46)
Provision for Leave Encashment	(302.00)	(32.47)	(334.47)	96.85	-	(237.62)
Provision of Bonus	(435.93)	(164.72)	(600.65)	535.14	-	(65.51)
Provision of Warranty	(250.38)	(38.03)	(288.41)	(65.87)	-	(354.28)
Total Deferred Tax Liabilities/(Asset)	3,626.14	4,358.58	8,101.66	(1,688.25)	(116.94)	6,179.52

Note : The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for taxation and remeasured its deferred tax liabilities based on the rate prescribed in the said Section as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

38. COMMITMENTS AND CONTINGENT LIABILITIES:

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
38.1 Commitments		
(a) Capital Commitments		
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
- Property, Plant and Equipments	2,888.35	3,358.95
38.2 Contingent Liabilities		
(a) EPF Interest and Damages		
(The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and set aside the notice of demand raised by Employees Provident Fund Organisation for ₹1,131.46 thousand on late payment of remittance for November, 1998 to January, 2014 vide notice dated 25.04.2016 and to stay on the notice of demand dated 25.04.2016 during pending admission and hearing of the present petition).*	1,131.46	1,131.46
(b) Income Tax demand raised by Income tax Department for Assessemnt year 2018-2019 , Against that Appeal has been filed at Commissioner of Income Tax - Appeal. *	1,461.62	1,461.62
(c) Bank Guarantee (against 100% margin money in form of deposits)	5,424.61	8,477.46

* Cash outflows for the above cases are determinable only on receipt of judgements pending at various forums/authorities.

39 LEASES

The Ministry of Corporate Affairs has notified Indian Accounting Standard 116 ('Ind AS 116'), Leases, with effect from April 1, 2019. The Standard primarily requires the Company, as a lessee, to recognize, at the commencement of the lease a right-to-use asset and a lease liability (representing present value of unpaid lease payments). Such right-to-use assets are subsequently depreciated and the lease liability reduced when paid, with the interest on the lease liability being recognized as finance costs, subject to certain remeasurement adjustments.

The Company has adopted the modified prospective transition method recognising the lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application and recognised the Right of Use Asset (ROU) an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application. The Company's leases comprises of leasing of factory land. The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standard to its leases applying modified retrospective approach.

(i) As Lessee

Maturity Analysis of Lease Liabilities

[₹ In Thousand]

Contractual undiscounted Cash Flows	As at 31 st March, 2023	As at 31 st March, 2022
Less than one year	25,426.41	24,215.63
One to five years	1,47,521.79	1,40,496.95
More than five years	5,451.81	37,903.06
Total Undiscounted Lease Liabilities	1,78,400.01	2,02,615.64
Lease Liabilities included in the Statement of Financial Position		
Non Current	1,28,752.54	1,45,219.00
Current	16,466.46	14,263.94
Total	1,45,219.00	1,59,482.95

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Following are the changes in Liability arising form financing activities for the year ended 31st March, 2023

[₹ In Thousand]

	Year ended on 31st March, 2023
Balance as at 1st April, 2021	1,71,738.27
Cash flow	(23,062.50)
Interest Expenses	10,807.17
Balance as at 31st March, 2022	1,59,482.95
Cash flow	(24,215.63)
Interest Expenses	9,951.68
Balance as at 31st March, 2023	1,45,219.00

Amount Recognized in the Statement of Profit & Loss

[₹ In Thousand]

	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Depreciation on Lease Asset	20,340.62	20,340.62

Amount Recognized in Capital Work in Progress

[₹ In Thousand]

	Year ended on 31st March, 2023	Year ended on 31st March, 2022
Interest Expenses capitalised during the year	-	10,807.17

40. Details of Related Party Disclosure

List of Related Parties with whom the Company has entered into transactions during the year.

(A) Subsidiary company	Texel Industries (Africa) Limited.
(B) Key Managerial Person (KMP)	Kirit Mehta (Chairman & Independent Director)
	Shailesh R Mehta (Managing Director)
	Naresh R Mehta (Non-Executive Director)
	Dr.Christy Fernandez (Independent Director)
	Mrs. Jasmin Nahidakhtar Vhora (Independent Director)
	Vikram Patel (Chief Financial Officer)
	Shweta Sultania (Company Secretary)
	Harsh Hirpara (Company Secretary)
	Pallav Vasavada (Chief Financial Officer)
Dhruvi Patel (Company Secretary)	
(C) Relative of KMP	Anisha Mehta
	Avishi Sharedalal
(D) Entity in which KPM/Relative of KMP having significant influence	Moneeto Plasti Fab Pvt Ltd
	Grow Materials LLC
	Risha Aquapruf Infrastructures LLP
	Risha Infrastructures
	Pima Controls Pvt Ltd
	Anjaneya Enterprise
	C R Sharedalal & Co
	Crossland Housing & Const. Limited
	Mehta & Dholabhai

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(A) Key Managerial Personnel Compensation:

[₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Short-term employee benefits	7,473.68	8,220.55
Other Benefits	130.00	150.00
Total Compensation	7,603.68	8,370.55

(B) The following transactions were carried out with the related parties in ordinary course of business during the year:

[₹ In Thousand]

	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
A) Transaction During the year				
Remuneration to Managing Director				
Shailesh R Mehta	5,760.80	-	-	-
	(5,520.32)	-	-	-
Remuneration to other Directors				
Dr. Christy Leon Fernandez	232.70	-	-	-
	(359.32)	-	-	-
Remuneration of KMP				
Shweta Sultania	450.46	-	-	-
	(1,200.59)	-	-	-
Vikram Patel	582.97	-	-	-
	(1,140.33)	-	-	-
Harsh Hirpara	183.14	-	-	-
	-	-	-	-
Dhruvi Patel	4.52	-	-	-
	-	-	-	-
Pallav Vasavada	259.10	-	-	-
	-	-	-	-
Remuneration Relative of KMP				
Avishi Sharedalal	-	534.06	-	-
	-	(534.12)	-	-
Anisha Mehta	-	809.59	-	-
	-	(844.75)	-	-
Director Sitting Fees				
Kirit Mehta	50.00	-	-	-
	(60.00)	-	-	-
Dr. Christy Leon Fernandez	60.00	-	-	-
	(70.00)	-	-	-
Mrs. Jasmin Nahidakhtar Vhora	20.00	-	-	-
	(20.00)	-	-	-
Legal and professional fees				
G.P. Kapadia & Co	-	-	-	-
	-	-	(555.56)	-
C R Sharedalal & Co	-	-	450.00	-
	-	-	(700.00)	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
Shailesh R Mehta				
Loan Taken by Texel	-	-	-	-
	(9,100.00)	-	-	-
Loan Interest Paid	-	-	-	-
	(38.64)	-	-	-
Rent Expenses	360.00	-	-	-
	(136.00)	-	-	-
Sponsorship				
Anisha Mehta*		-		
		(354.00)		
Risha Aquapruv Infrastructure LLP				
Site Expense (Labour Charges)	-	-	1,600.00	-
	-	-	(9,215.40)	-
Sales Commission			-	
			(360.61)	
Pima Controls Pvt Ltd				
Purchase of Capital Goods	-	-	-	-
	-	-	(1,709.77)	-
Purchase of Store Items	-	-	-	-
	-	-	(15.38)	-
Grow Materials LLC				
Purchase of Raw Material	-	-	14,541.24	-
	-	-	(3,731.49)	-
Advance Against Sale of Finish Goods			-	
			(4,971.74)	
Sales	-	-	13,149.02	-
	-	-	(3,027.27)	-
Moneeto Plasti-Feb Pvt. Ltd.				
Sales	-	-	11,613.65	-
	-	-	(5,912.39)	-
Anjaneya Plastech Private Limited				
Job works charges	-	-	3,796.49	-
	-	-	-	-
Anjaneya Enterprise				
Job works charges	-	-	245.53	-
	-	-	-	-
Purchase of Raw Material	-	-	28,933.56	-
	-	-	(9,040.42)	-
Sales	-	-	30,541.58	-
	-	-	(24,950.44)	-
Texel Industries (Africa) Limited.				
Loan Given	-	-	-	284.31
	-	-	-	-
Interest On Loan	-	-	-	1,047.56
	-	-	-	(1,707.46)

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
B) Closing balances				
Receivable from				
Moneeto Plasti-Feb Pvt. Ltd.	-	-	61,469.30	-
	-	-	(20.74)	-
Grow Materials LLC	-	-	1,066.40	-
	-	-	-	-
Payable to				
Anjaneya Enterprise	-	-	979.47	-
	-	-	(1,692.15)	-
Pima Controls Pvt Ltd	-	-	221.47	-
	-	-	(259.78)	-
Moneeto Plasti-Feb Pvt. Ltd.	-	-	34.08	-
	-	-	-	-
Risha Infrastructure	-	-	2,210.00	-
	-	-	(2,210.00)	-
Risha Aquapruv Infrastructure LLP	-	-	1,42,667.14	-
	-	-	(7,907.25)	-
Naresh R Mehta	-	-	-	-
	(440.15)	-	-	-
Shweta Sultania	-	-	-	-
	(53.18)	-	-	-
Pallav Vasavada	101.35	-	-	-
	-	-	-	-
Vikram Patel	-	-	-	-
	(115.87)	-	-	-
Anisha Mehta	-	74.15	-	-
	-	(33.06)	-	-
Avishi Sharedalal	-	46.35	-	-
	-	(41.91)	-	-
Grow Materials LLC	-	-	7,651.09	-
	-	-	(8,703.23)	-
G P Kapadia & Co.	-	-	100.00	-
	-	-	(100.00)	-
C R Sharedalal & Co	-	-	906.00	-
	-	-	(756.00)	-
Loans & Advances - Receivable				
Crossland Housing & Const. Limited	-	-	1,000.00	-
	-	-	(1,000.00)	-
Mehta & Dholabhai	-	-	615.21	-
	-	-	(615.21)	-
Texel Industries (Africa) Limited.	-	-	-	24,542.29
	-	-	-	(22,403.39)

Figures in brackets relates to previous year ended on 31st March, 2022

* The Company Sponsored the admission fees for the Post Graduate Programme in Management for Family Business (PGPMFAB). The admission fees were paid by the Company directly to the Indian School of Business.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

41. EMPLOYEE BENEFITS

[A] Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary. The Company recognised ₹ 1390.44 thousand (P.Y ₹ 1123.56 thousand) for contributions to various funds in the Statement of Profit and Loss.

[B] Defined benefit plans:

The Company has adopted Accounting Standard 19 (Ind AS-19) "Employee Benefits" which is mandatory from accounting periods starting from 1st April, 2017. Accordingly, the Company has provided for gratuity based on actuarial valuation done as per Projected Unit Credit Method.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at March 31, 2023.

I. Reconciliation of opening and closing balance of Defined Benefit Obligation (Unfunded) [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Present value of obligation as at the beginning	5,149.44	4,950.63
Current service cost	781.95	618.30
Past Service Cost	-	-
Interest cost	375.39	341.59
Benefits paid	(638.98)	(294.62)
Actuarial (Gain) / Loss	(522.26)	(466.46)
Present value of obligation as at the end (Unfunded)	5,145.55	5,149.44

II. Reconciliation of opening and closing balance of fair value of plan assets

Not applicable as Gratuity is unfunded.

III. Reconciliation of fair value of assets and obligation

Not applicable as Gratuity is unfunded.

IV. Reconciliation of Defined benefit obligation and fair value of plan assets: [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Present value of benefit obligation at the end of the period	5,145.55	5,149.44
Fair value of planned assets at the end of year	-	-
Net asset/(liability) recognised in the balance sheet	5,151.25	5,149.44

V. Expense recognised during the year [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Service cost	781.95	618.30
Interest cost	375.39	341.59
Actuarial (Gain) / Loss	(522.26)	(466.46)
Net cost included in 'Employee Benefit Expense'	635.09	493.44

VI. Investment Details

Not applicable as Gratuity is unfunded.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

VII. Actuarial Assumptions for Gratuity [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Discount rate (per annum)	7.48%	7.48%
Expected rate of return on plan assets (per annum)	N.A.	N.A.
Rate of escalation in salary (per annum)	7.00%	7.00%

VIII. Other disclosures [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Present value of obligation as at the end - Gratuity	5,145.55	5,149.44
Surplus/(deficit) - Gratuity	(5,145.55)	(5,149.44)
Experience adjustment on plan liability - Gratuity	(460.78)	(307.33)
Actuarial Loss / (Gain) due to change in assumptions - Gratuity	(61.49)	(157.32)

42. DISCLOSURE PURSUANT TO IND AS 115 -REVENUE FROM CONTRACTS WITH CUSTOMERS:

The company derives revenue from sale of products and scrap from its contract with customers. The revenue have been disclosed in Note No. 28.

(a) Disaggregation of revenue from contracts with customers [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Revenue from contracts with customers		
Revenue from Operations		
Domestic	9,28,175.97	9,03,391.98
Exports	69,036.48	6,006.79
Total	9,97,212.45	9,09,398.77

43. FINANCIALS INSTRUMENTS:

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(i) Categories of Financial Instruments

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Financial Assets (Measured at Amortized Cost)		
- Trade & Other Receivable	1,63,655.27	74,586.22
- Cash & Cash Equivalent	203.71	838.17
- Other Bank Balance	6,691.54	5,044.09
- Loans	1,092.64	1,391.45
- Other Financial Assets	49,078.11	30,155.92
- Investments	-	-
Total	2,20,721.28	1,12,015.84

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Financial Liabilities (Measured at Amortized Cost)		
- Borrowings	2,35,726.21	2,35,726.21
- Trade Payable	2,30,318.99	2,30,318.99
- Other Financial Liabilities	1,49,263.27	1,62,470.88
Total	6,15,308.47	6,28,516.08

The carrying amount of current financial assets and liabilities as at the end of each year presented approximate the fair value because of their short-term nature. The trade receivables, trade payables, borrowings, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

This note provide information about how the company determines fair value of various financial assets. Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximates their fair values.

(iii) Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

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

Level 3: Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data

44. FINANCIAL RISK MANAGEMENT:

The company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, receivables from government authorities, security deposits and cash and cash equivalents that derive directly from its operations. The company also holds investments. The corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Corporate Treasury function reports quarterly to the Board of Directors of the company for monitoring risks and reviewing policies implemented to mitigate risk exposures.

(i) 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 two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors and Risk Management Committee. There have been no significant changes to the company's exposure to market risk or the methods in which they are managed or measured.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(a) Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The company's exposure to currency risk relates primarily to the company's operating activities and borrowings when transactions are denominated in a different currency from the company's functional currency. The company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and borrowings.

(b) Price Risk

The Company's investments in listed securities, mutual funds, other funds and debentures are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total equity instruments. Reports on the portfolio are submitted to the Company's senior management on a regular basis.

(c) 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's exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates. The loans advanced as at March 31, 2022 is ₹ 19177.96 thousand (previous year ₹ 17039.06 thousand) which are interest bearing and interest rates are variable.

(ii) Liquidity Risk

(a) Maturities of financial liabilities

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted contractual cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include both interest and principal cash flows.

[₹ In Thousand]

Particulars	Less than 1 Year	More than 1 Year	Total
As on 31.03.2023			
Non-interest bearing			
- Borrowings	82,723.00	99,460.00	1,82,183.00
- Trade payable	3,35,382.66	-	3,35,382.66
- Lease Liability	16,466.46	1,28,753.00	1,45,219.46
- Other financial liabilities	994.17	3,050.00	4,044.17
Total	4,35,566.29	2,31,263.00	6,66,829.29
As on 31.03.2022			
Non-interest bearing			
- Borrowings	90,715.52	1,45,010.69	2,35,726.21
- Trade payable	2,30,318.98	-	2,30,318.98
- Lease Liability	14,263.94	1,45,219.00	1,59,482.95
- Other financial liabilities	1,287.83	1,700.10	2,987.93
Total	3,36,586.27	2,91,929.79	6,28,516.06

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(a) Liquidity risk management

The company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Chief Financial Officer of the company is responsible for liquidity risk management who has established an appropriate liquidity risk management framework for the management of the company's short, medium and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Chief Financial Officer reports the same to the Board of Directors on quarterly basis.

45. CAPITAL MANAGEMENT:

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the company is able to provide maximize return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company board of directors reviews the capital structure on a regular basis. As part of this review, the board considers cost of capital, risk associated with each class of capital requirements and maintenance of adequate liquidity.

Disclosure

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes.

46. TRADE RECEIVABLE AGEING SCHEDULE AS AT 31ST MARCH, 2023

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables - considered good	1,39,992.09	7,062.94	3,858.79	12,741.45	-	1,63,655.27
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	1,39,992.09	7,062.94	3,858.79	12,741.45	-	1,63,655.27
	Less: Expected Credit Loss (ECL)	-	-	-	-	-	-
	Total Trade Receivable	1,39,992.09	7,062.94	3,858.79	12,741.45	-	1,63,655.27

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

TRADE RECEIVABLE AGEING SCHEDULE AS AT 31ST MARCH, 2022

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables - considered good	58,114.67	2,083.00	2,362.95	12,025.61	-	74,586.23
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	58,114.67	2,083.00	2,362.95	12,025.61	-	74,586.23
	Less: Expected Credit Loss (ECL)	-	-	-	-	-	-
	Total Trade Receivable	58,114.67	2,083.00	2,362.95	12,025.61	-	74,586.23

47. TRADE PAYABLE AGEING SCHEDULE AS AT 31ST MARCH, 2023

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	442.66	-	-	-	442.66
(ii)	Others	3,16,525.45	17,664.17	825.73	367.00	3,35,382.35
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

TRADE PAYABLE AGEING SCHEDULE AS AT 31ST MARCH, 2022

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	838.94	-	-	-	1,501.93
(ii)	Others	2,27,641.33	928.28	212.18	698.26	2,29,480.05
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023
48. ACCOUNTING RATIOS

SN	Particulars	Numerator	Denominator	FY 2022-23		FY 2021-22		% Variance	Reasons for variance (if +/- 25%)
1	Current Ratio	Current Asset	Current Liabilities	504018.01	0.84	432366.02	1.09	23.15%	
				603250.29		397691.50			
2	Debt-Equity Ratio	Short+Long Term Debt	Net worth	841159.29	3.38	695790.28	1.95	-73.75%	*
				248653.10		357374.21			
3	Debt Service Coverage Ratio	Earnings available for Debt service	Debt service	-69869.65	-1.47	47262.69	1.41	204.69%	*
				47421.89		33582.76			
4	Return on Equity Ratio	Net profit After Tax	Average Net worth	-108864.39	-0.36	12877.76	0.04	911.79%	*
				303013.66		290979.03			
5	Inventory Turnover Ratio	Cost of goods sold	Average Value of Inventory	520114.00	2.49	484890.12	2.70	7.56%	
				208694.07		179852.35			
6	Trade Receivables turnover ratio (in times)	Net sales	Average Trade Receivable	997212.00	8.37	909398.77	7.31	-14.49%	
				119120.62		124375.11			
7	Trade Payable turnover ratio (in times)	Net Purchase / Services	Average Trade Payable	279564.00	0.99	225042.37	0.99	0.58%	
				282850.82		226368.43			
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	997212.00	-10.05	909398.77	26.23	138.32%	*
				-99232.28		34674.65			
9	Net profit ratio (in %)	Net profit After Tax	Total Sales	-108864.39	-0.11	12877.76	0.01	870.93%	*
				997212.00		909398.77			
10	Return on Capital employed (in %)	Earning Before Interest and Tax	Capital Employed	-69869.65	-0.14	47262.70	0.07	299.09%	*
				492741.62		663574.66			

*The change in Debt Equity Ratio is due to increase in term borrowings and due to Rights Issue of Equity Shares. The change in Interest Coverage Ratio is due to decrease in Net Profits and increase in interest expenses. The Net Profit Margin has affected due to reduced demand of products due to impact of pandemic on the economy and due to very high cost of raw materials.

NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

49. OTHER STATUTORY DISCLOSURES

- a) The company do not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
 - b) The company has not carried out any revaluation of it's Property, Plant and Equipment.
 - c) The company holds all properties in it's own name.
 - d) The company do not have any transactions with struck off companies.
 - e) The company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - f) The company have not traded or invested in Crypto currency or Virtual Currency during the year.
 - g) The company have 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:
 - (i) 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
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - h) The company have 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:
 - (i) 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
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
 - i) The company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- 50.** Previous year figures have been regrouped, whenever necessary to confirm to current year classification.
- 51.** The financial statements were authorized for issue in accordance with a resolution passed by the Board of Directors on 29th May, 2023. The financial statements as approved by the Board of Directors are subject to final approval by its Shareholders.

Significant Accounting Policies

Accompanying Notes are an integral part of the Financial Statements

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad
Date : 29th May, 2023

For and On Behalf of the Board of Director

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora
Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698

Independent Auditor's Report

To the Members of Texel Industries Limited

REPORT ON THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Texel Industries Limited (hereinafter referred to as "the Holding Company"), its wholly owned subsidiary (the Holding Company and its subsidiary together referred to as "the Group") comprising of the consolidated balance sheet as at 31st March, 2023 the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of separate financial statements and on the other financial information of the subsidiary, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 consolidated state of affairs of the Group as at 31st March, 2023 their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended 31st March, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditors' responsibilities for the audit of the Standalone Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Financial Statements.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
1.	The Company has recognised right of use assets and lease liability of ₹ 1,25,433.85 thousand and Rs 1,28,752.54 thousand respectively at year end. Application of Ind AS 116 requires significant judgement and estimate in determining the right of use assets and lease liabilities based on terms of the underlying lease agreements, hence we considered this as a key audit matter.	As part of our audit procedures, our procedures included the following: <ul style="list-style-type: none"> - Read and assessed the Company's accounting policies in accordance with the requirements of Ind AS 116. - Obtained an understanding, evaluated the design and tested the operating effectiveness of controls that the Company has in relation to accounting of leases under Ind AS116; - Tested the accuracy and completeness of the underlying lease master by agreeing the underlying data pertaining to lease rentals, term, escalation and other relevant terms and conditions to lease agreements and recomputed the calculations involved on a sample basis. - Evaluated the underlying assumptions and estimates including the discount rates. - Assessed the disclosures made in the financial statements by the Company in this regard.

Sr. No.	Key Audit Matter	How our audit addressed the key audit matter
2.	This is a key audit matter as the amount of investments and loans to subsidiaries is material to the standalone financial statements of the company and the determination of recoverable value for impairment assessment involves significant management judgement.	<ul style="list-style-type: none"> - We evaluated the cash flow forecasts (with underlying economic growth rate) by comparing them to the approved budgets and our understanding of the internal and external factors. - We Evaluated The Disclosures Made In The Standalone Financial Statements.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated AS financial statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group and of its associates 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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with Governance of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the audit of consolidated Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS 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 consolidated Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS 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 Act, we are also responsible for expressing our opinion on whether the Holding 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 in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated 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 auditors' report.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of Holding company or business activities within the Group of which we are the independent auditors to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated Ind AS financial statement of which we are independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended 31st March, 2023 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.

Other Matter

The Consolidated Financial Statements include the Group's share of total assets amounting ₹ 4,19,243.19 thousand for the year ended 31st March, 2023, as considered in the Consolidated Financial Statements, in respect of one wholly owned subsidiary, whose financial statements have not been audited by us. These financial statements and other financial information have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of this wholly owned subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act, insofar as it relates to the aforesaid wholly owned subsidiary, is based solely on the information furnished to us.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit and on the considerations of report of management on separate financial statements as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books;
 - (c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated cash flow statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the companies (Indian Accounting Standards) Rules 2015 as amended.
 - (e) on the basis of the written representations received from the directors of Holding company as on 31st March 2023 taken on record by the Board of Directors of holding company, none of the directors is disqualified as on 31st March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**"; and
 - (g) In our opinion, the managerial remuneration for the year ended 31st March, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - (h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its consolidated financial position– The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and to set aside the notice of demand raised by Employees Provident Fund Organisation for ₹ 1131.46/- thousand on late payment of remittance for the period November, 1998 to January 2014, vide its notice dated 25.04.2016 and to put a stay on the notice of demand dated 25.04.2016 during Pending admission and hearing of the present petition.
 - ii. The Group is not required to make provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts as the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Group.
 - iv. A. The Holding Company Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company, its subsidiaries and its associates to or in any other person(s) or entity(ies), including foreign entities ("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 Holding Company, its subsidiaries and its associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - B. The Holding Company Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company, its subsidiaries and its associates from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, its subsidiaries and its associates 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; and

- v. Based on such audit procedures that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under above contain any material mis-statement.
 - vi. No dividend has been declared or paid during the year by the Holding Company and its Subsidiary Company. Hence, provisions of section 123 of the Companies Act, 2013 are not applicable.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's Report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its Subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

Place: Ahmedabad
Date: 29th May, 2023
UDIN : 23192753BGSTQR8262

[CA Harshil Lohia]
Partner
M. No. 192753

ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENT OF THE TEXEL INDUSTRIES LIMITED ("THE COMPANY")

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

In conjunction with our audit of the consolidated Ind AS financial statements of Texel Industries Limited as of and for the year ended 31st March, 2023, we have audited the internal financial controls over financial reporting of Texel Industries Limited (hereinafter referred to as the "Holding Company") and its wholly owned subsidiary company, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to these consolidated Ind AS financial statements 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 over financial reporting with reference to these consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements.

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 consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion the holding company and its wholly owned subsidiary, in all material respects, have maintained an adequate internal financial controls system over financial reporting and were operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the holding 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 ICAI.

For, **SUNIL PODDAR & CO.**
Chartered Accountants
Firm Reg. No 110603W

Place: Ahmedabad
Date: 29th May, 2023
UDIN : 23192753BGSTQR8262

[CA Harshil Lohia]
Partner
M. No. 192753

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023

[₹ In Thousand]

Particulars	Notes	As at 31 st March, 2023	As at 31 st March, 2022
(I) ASSETS			
1. Non Current Assets			
(a) Property, Plant and Equipment	2	4,19,243.19	3,99,670.07
(b) Capital Work in Progress	2	-	8,633.66
(c) Right to use Assets	2	1,28,014.06	1,45,774.47
(d) Financial Assets			
- Other Financial Assets	3	22,206.01	23,085.72
(e) Other non-current assets	4	3,333.78	34,700.00
Total Non Current Assets		5,72,797.04	6,11,863.92
2. Current Assets			
(a) Inventories	5	2,02,719.01	2,15,626.21
(b) Financial Assets			
- Trade Receivables	6	1,63,655.27	74,586.23
- Cash and cash equivalents	7	308.49	891.48
- Bank balances other than Cash and Cash Equivalents	8	6,691.54	5,044.09
- Loans	9	1,092.64	1,391.45
- Other Financial Assets	10	26,872.10	7,070.20
(c) Current Tax Assets (Net)	11	794.01	542.69
(d) Other Current Assets	12	1,02,757.62	1,28,084.31
Total Current Assets		5,04,890.69	4,33,236.67
Total Assets		10,77,687.73	10,45,100.59
(II) EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share Capital	13	83,396.89	83,396.89
(b) Other Equity	14	1,45,132.11	2,57,724.67
Total Equity		2,28,529.00	3,41,121.56
2. Non-current liabilities			
(a) Financial Liabilities			
- Borrowings	15	99,459.99	1,45,010.69
- Lease Liability	16	1,28,752.54	1,45,219.00
- Other financial liabilities	17	3,050.10	1,700.10
(b) Provisions	18	5,973.84	6,169.00
(c) Deferred tax liabilities (Net)	19	7,545.47	8,101.66
Total Non Current Liability		2,44,781.94	3,06,200.45
3. Current liabilities			
(a) Financial Liabilities			
- Borrowings	20	82,723.17	90,715.52
- Lease Liability	21	16,466.46	14,263.94
- Trade Payables	22		
(i) Total outstanding dues of micro and small enterprise		442.66	838.94
(ii) Total outstanding dues of creditors other than micro and small enterprise		3,35,393.62	2,29,567.25
- Other financial liabilities	23	994.17	1,287.83
(b) Other current liabilities	24	1,62,154.53	58,409.16
(c) Provisions	25	6,202.18	2,695.93
Total Current Liability		6,04,376.79	3,97,778.58
Total Equity and Liability		10,77,687.73	10,45,100.59
Significant Accounting Policies and Notes to Consolidated Financial Statements.	1		

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad
Date : 29th May, 2023

For and On Behalf of the Board of Director

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora
Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ In Thousand]

Particulars	Notes	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Revenue			
Revenue from Operations	13	9,97,212.46	9,09,398.77
Other Income	14	4,580.56	10,153.64
Total Revenue (I)		10,01,793.02	9,19,552.41
Expenses			
Cost of Materials Consumed	15	5,20,114.16	4,84,890.12
Purchases of Stock-In-Trade	16	2,79,563.91	2,25,042.37
Changes In Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	17	5,889.85	(20,935.25)
Employees Benefits Expense	18	51,470.87	42,105.12
Finance Costs	19	47,421.89	33,582.76
Depreciation and Amortisation expense	2	52,690.77	14,182.72
Other Expenses	20	1,56,021.83	1,24,462.08
Total Expenses (II)		11,13,173.28	9,03,329.93
Profit Before Tax (I)-(II)		(1,11,380.26)	16,222.48
Tax Expense			
Current Tax		-	267.79
Deferred Tax (PL)		413.58	4,358.58
Total Tax Expense		413.58	4,626.37
Profit for the period (III)		(1,11,793.84)	11,596.12
Other Comprehensive Income / (Expenses)			
A Items that will not be reclassified to profit or loss		464.65	464.65
Income tax relating to items that will not be reclassified to profit or loss		(117.00)	(116.94)
B Items that will be reclassified to profit or loss		(942.06)	(790.58)
Income tax relating to items that will be reclassified to profit or loss			
Other Comprehensive Income for the year (IV)		(594.41)	(442.87)
Total Comprehensive Income for the year (III)+(IV)		(1,12,388.25)	11,153.25
Earnings Per Equity Share (Face Value ₹ 10 each)	21		
Basic (In Rupees)		(13.41)	1.84
Diluted (In Rupees)		(13.41)	1.84
Significant Accounting Policies	1		
Accompanying Notes are an integral part of the Financial Statements			

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad
Date : 29th May, 2023

34th Annual Report 2022-23

For and On Behalf of the Board of Director

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora
Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ In Thousand]

Particulars	Year ended 31 st March, 2023	Year ended 31 st March, 2022
A Cash flow form operating activities		
Profit/(loss) before tax	(1,11,380.29)	16,222.48
Adjustment for		
Depreciation / Amortisation	52,690.75	14,182.72
(Gain) / Loss on discard of property, plant and equipment	(202.70)	(661.95)
Unrealized foreign exchange (gain) / loss	-	(1.34)
Interest expense	47,421.89	33,582.76
Interest income	(2,264.23)	(9,046.89)
Operating cash flow before working capital changes	(13,734.58)	54,277.79
(Increase) / Decrease in Trade Receivable	(89,069.05)	99,577.75
(Increase) / Decrease in Inventories	12,907.20	(70,582.75)
(Increase) / Decrease in Other Financial Assets	(19,821.72)	(737.32)
(Increase) / Decrease in Other Assets	56,441.61	(90,346.25)
Increase / (Decrease) in Trade Payable	1,05,430.10	7,737.64
Increase / (Decrease) in Other Financial Liabilities	2,29,682.37	13,595.11
Increase / (Decrease) in Other Liabilities	(1,07,556.61)	8,987.42
Cash generated from operations	1,74,279.33	22,509.39
Income taxes paid (net)	-	10,962.22
Net cash generated by operating activities	1,74,279.33	11,547.17
B Cash flow from investing activities		
Purchase of property, plant and equipment	(45,869.80)	(2,55,080.31)
Investment in Non-Current Bank Fixed deposits	1,198.34	(2,050.27)
Interest received	2,264.23	2,881.23
Net cash used in investing activities	(42,407.23)	(2,54,249.35)
C Cash flow from financing activities		
Proceeds from issue of equityshare	-	1,19,564.89
Proceeds from long-term borrowing	(45,550.70)	1,11,192.88
Proceeds from short-term borrowing	(7,992.35)	66,691.23
Payment of lease liabilities	(24,215.63)	(23,062.50)
Interest paid	(47,421.89)	(32,196.27)
Net cash generated from / used in financing activities	(1,25,180.56)	2,42,190.23
Net (decrease)/increase in cash & cash equivalents (A+B+C)	6,691.54	(508.44)
Cash and cash equivalents cash flow statement at beginning of period		
Balances with banks in current accounts and deposit account	194.72	6,316.94
Cash on hand	113.77	127.07
Cash and cash equivalents at the end of the period (Refer Note 9 & 10)	7,000.03	5,935.57

The Cash Flow Statement reflects the combined cash flows pertaining to continuing and discontinuing operations.

See accompanying notes forming part of the financial statements

As per our Report of even date attached

For Sunil Poddar & Co.

Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia

Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad

Date : 29th May, 2023

For and On Behalf of the Board of Director

Shailesh R. Mehta

Managing Director
DIN: 01457666

Pallav Vasavada

Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora

Independent Director
DIN: 07173838

Place : Prantij, Gujarat

Date : 29th May, 2023

Dhruvi Patel

Company Secretary
Membership No. ACS 42698

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(1) As at 31st March, 2023

[₹ in Thousand]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated 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
83,396.89	-	-	-	83,396.89

(2) As at 31st March, 2022

[₹ in Thousand]

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated 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
52,229.21	-	-	31,167.68	83,396.89

B OTHER EQUITY

(1) As at 31st March, 2023

[₹ in Thousand]

	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss	Other Comprehensive income		Total
					Remeasurement gain/(loss) on defined benefit plans	Foreign Currency Translation Reserve	
Balance at the beginning of the current reporting period	1,07,896.88	16,333.33	29,229.21	99,555.66	5,520.01	(810.42)	2,57,724.67
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	347.64	-	347.64
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	(1,11,793.87)	-	-	(1,11,793.87)
Right Issue Premium (Net)	(204.36)	-	-	-	-	-	(204.36)
Remeasurement of the Net Defined benefit liability/ asset, net of tax effect	-	-	-	-	-	-	-
Foreign Currency Translation Reserve	-	-	-	-	-	(942.06)	(942.06)
Balance at the end of the current reporting period	1,07,692.52	16,333.33	29,229.21	(12,238.21)	5,867.65	(1,752.48)	1,45,132.02

STATEMENT OF CHANGES IN EQUITY (CONTD.)

(2) As at 31st March, 2022

[₹ in Thousand]

	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss	Other Comprehensive income		Total
					Remeasurement gain/(loss) on defined benefit plans	Foreign Currency Translation Reserve	
Balance at the beginning of the current reporting period	19,499.67	16,333.33	29,229.21	87,959.54	5,172.29	(19.84)	1,58,174.21
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	347.71	-	347.71
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	11,596.12	-	-	11,596.12
Remeasurement of the Net Defined benefit liability/ asset, net of tax effect	-	-	-	-	-	-	-
Right Issue Premium (Net)	88,397.21	-	-	-	-	-	88,397.21
Foreign Currency Translation Reserve	-	-	-	-	-	(790.58)	(790.58)
Balance at the end of the current reporting period	1,07,896.88	16,333.33	29,229.21	99,555.66	5,520.00	(810.42)	2,57,724.67

As per our Report of even date attached

For Sunil Poddar & Co.

Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia

Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad

Date : 29th May, 2023

For and On Behalf of the Board of Director

Shailesh R. Mehta

Managing Director
DIN: 01457666

Pallav Vasavada

Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora

Independent Director
DIN: 07173838

Place : Prantij, Gujarat

Date : 29th May, 2023

Dhruvi Patel

Company Secretary
Membership No. ACS 42698

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

1. CORPORATE INFORMATION

Texel Industries Limited is a Public Limited Company, incorporated in India under the provisions of the Companies Act, 1956, having its registered office at Block No 2106 Santej-Khatrej Road Nr Gayatri Farm House Vill-Santej, Tal-Kalol, Dist-Gandhinagar, Gujarat. Its shares are listed on BSE Limited. The Company is engaged in the business of manufacturing of Tarpaulins and Geomembrane.

Significant accounting policies followed by the company:

1.1 Basis of preparation

(i) Statement of compliance

The consolidated financial statements of the group 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 from time to time and other accounting principal generally accepted in India.

(ii) Principles of Consolidation

The consolidated financial statements comprise the financial statements of the company and its wholly owned subsidiary. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in consolidated financial statements, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all the entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

(iii) Basis of Measurement

These consolidated financial statements have been prepared and presented under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. The fair value is the price that would be received to sell an assets or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.

The Financial Statements have been presented in Indian Rupees (INR), which is also the Company's functional currency. All values are rounded off to the nearest rupees, unless otherwise indicated.

(iv) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- (ii) Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (iii) Level 3 : inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or group's assumptions about pricing by market participants.

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

(iv) Use of estimates and judgments

The estimates and judgments used in the preparation of the consolidated financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the group believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected. Significant judgments and estimates about the carrying amount of assets and liabilities include useful lives of tangible and intangible assets, impairment of tangible assets, intangible assets including goodwill, investments, employee benefits and other provisions and recoverability of deferred tax assets.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

1.2 The significant estimates and assumption are required in particulars for the following

(i) Property, plant and equipment.

This involves determination of the estimated useful life of the property, plant and equipment and intangible assets if any and the assessment as to which component of the cost may be capitalised. The useful life of the assets are based on the life as prescribed in schedule II to the Companies Act 2013 or based on the technical estimates, taking in to account the nature of the assets, estimated usages, expected residual value and operating conditions of the assets. The Management reviews its estimate of the useful lives of depreciable assets at each reporting dates, based on the expected utility of the assets.

(ii) Impairment of Non Financial Assets.

Determining Whether property, plant and equipment and other intangible assets are impaired requires an estimation of the value in use of the relevant cash generating units. The value in use calculation is based on a discounted cash flow model over the estimated useful life of the underlying assets or cash generating unit. Further, the cash flow projection are based on the estimates and assumption relating to expected revenue, operational performance of the assets, market price of the related product or services, inflation, terminal value etc. Which are considered by the management.

(iii) Income Taxes.

The group's tax jurisdiction in India, the significant judgements are involved in estimating budgeted profit for the purpose of the paying advances taxes, determining the provision for income tax, including amount of income tax excepted to be paid. The significant management judgement also required to determine the amount of deferred tax assets that can be recognised, based on timing and level of future taxable profit.

(iv) Fair value measurement of the financial instruments.

In estimating the fair value of the financial assets and financial liability, the group uses market observable data to the extent available. Where such level -1 inputs are not available, the group establishes appropriate valuation techniques and inputs to the model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair value. The judgement includes considerations inputs such as liquidity risk, credit risk and volatility. The changes in assumptions about these factors could affect the reported fair value of the financial instruments.

(V) Defined benefits plans (Gratuity Benefits).

The cost of the defined benefit of gratuity plan and present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual development in future. These includes the determination of the discount rate , future salary increase / decrease and mortality rates. Due to complexity involved in the valuation and its long term nature, a defined benefit obligations is highly sensitive to changes in these assumptions. All assumptions are reviewed at each balance sheet date.

(vi) Classification of Assets, current and non-current.

The assets or liability is classified as current, if it satisfies the any of the following condition.

- (i) The assets / Liability expected to be realised or paid in the group's normal operating cycle.
- (ii) The assets is intended for sales or consumption.
- (iii) The assets / liability held for the purpose of trade or business
- (iv) The Assets / liability is expected to be realised/ settled within 12 month After reporting period.
- (v) The assets is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 month after reporting date.
- (vi) In case of liability , the company does not have an unconditional right to deter settlement of the liability for at least 12 month after the reporting date.

All other assets or liabilities are classified as non current. Deferred assets and Deferred liability are classified as on current assets or liability respectively.

For the purpose of current / non current classification of assets and liabilities , the group has ascertained its normal operating cycle as 12 month. This is based on nature of the business and the time between the acquisition of assets or inventories for processing and their realisation in cash or cash equivalents.

1.3 Summary of significant accounting policies

1. Property, Plant and Equipment.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided using straight line method (SLM) as specified schedule II of the companies Act 2013. Depreciation on assets acquired / disposed off during the year if any, is provided on pro-rata basis with reference to the date of addition / disposal. The estimated useful lives of assets are as under:

Class of assets	Useful Life
Building	30 Years
Plant & Machinery	15 Year
Furniture & Fixtures	10 Years
Office Equipment	5 Years
Vehicles	8 Years
Computers	3 Years

The residual values are not more than 5% of the original cost of the asset. The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Capital work in process

Expenditure related to and incurred during the implementation of capital project, to get the assets ready for intended use is shown under "capital work in process". The same is allocated to the respective items property, plant and equipment on completion of construction / erection of the capital assets . The cost of assets not put to use before the year and capital inventory are disclosed under Capital work in process.

Impairment of Tangible Assets

The group reviews at each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the reporting period, there is an indication that there is change in the previously assessed impairment loss, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Recoverable amount is the higher of fair value less costs of disposal and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

2. Inventories

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower' except for Waste / Scrap which are valued at net realisable value. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formulae used are 'First-in-First-out. 'Specific identification', as applicable. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

3. Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The group has only single business segment hence the detailed disclosure related to segment reporting is not required to be made.

4. Borrowings

Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Preference shares, which are mandatorily redeemable on a specific date are classified as liabilities. The dividend on these preference shares is recognised in Statement of Profit and Loss as finance costs.

5. Borrowing costs

Borrowing cost directly attributable to the acquisition, construction of qualifying asset that necessarily takes a substantial period of time to get ready for its intended use , capitalised as part of cost of asset. The borrowing costs includes interest and transaction cost that group company incurs in connection with the borrowing of the funds. Other interest and borrowing costs are charged to Statement of Profit and Loss.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

6. Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

7. Revenue recognition

The revenue from contract with customer is recognised upon transfer of control of promised product or services to the customer in an amount that reflect the consideration, which the company expect to receive in exchange of product or service. The revenue is measured based on the transaction price, which is the consideration, adjusted for discount and other incentives if any. The Amount of consideration to which the group expect to be entitled in exchange for transferring promised goods or service to a customer excluding amounts collected on behalf of third parties (Duties & Taxes on behalf of Government).

The specific recognition criteria from various steam of revenue is described as under:

(i) Sales of Goods:

Revenue from sales of the goods is recognised when the control of the goods has been passed to the customers as per terms of agreement and there is no continuing effective control or managerial involvement with goods.

(ii) Interest Income:

Interest income is accrued on a time basis, by reference to the principal outstanding amount and at the effective interest rate applicable, the future cash receipt through the expected life of the financial asset to that asset's carrying amount on initial recognition.

8. Trade Receivable

A receivable represents the company's right to an amount of consideration that is unconditional i.e. only passage of time required before payment of consideration is due.

The Expected credit loss is mainly based on the historical experience. The receivables are assessed on an individual basis for credit loss. The trade receivables are written of on cases to cases basis, if deemed not to be collectable on assessment and circumstances.

9. Employee benefits

Employees benefit includes gratuity , compensated absences , contribution to provided fund employees state insurance and superannuation fund.

(i) Short-term Benefits

Employee benefit payable wholly within 12 months of rendering services are classified as short term employee benefit and recognised in the period which the employee renders services. These are recognised at the undiscounted amount of the benefit expected to be paid in exchange for that services.

(ii) Post-employment Benefit

(a) Defined contribution Plan

Retirement benefit in the form of provident fund and superannuation fund are defined contribution schemes. The company has no obligation other than the contribution payable to the provident fund. The company recognises contribution payable to such funds as an expenditure , when an employee renders services.

(b) Defined Benefit Plans

The company operates a defined benefit gratuity plan. The cost of providing benefit under the defined benefit plan is determined based un actuarial valuation , carried out by an independent actuary.

Remeasurement gains or losses arising from changes in actuarial assumptions , the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

(c) Other Long-term employee Benefits

Other long-term employee benefits include compensated absences / leaves. The actuarial valuation is done as per projected unit method.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Remeasurement gains or losses arising from changes in actuarial assumptions, the same are recognised immediately in balance sheet through other comprehensive income in the period in which they occurred.

- (d) For the purpose of the presentation of the defined benefit plans and other long-term benefits, the allocation between current and noncurrent provision has been made as determined by the actuary.

10. Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Indian rupee (INR), which is group's functional and presentation currency.

b) Transactions and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

11. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is

probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are off set where the group has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

12. Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all attached conditions.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Profit and Loss on a straight - line basis over the expected lives of related assets and presented within other income.

13. Cash and Cash Equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

14. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the profit or loss attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted earning per share is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of equity shares, for the effects of all diluted potential equity shares.

CONSOLIDATED NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

PROPERTY, PLANT AND EQUIPMENT

[₹ In Thousand]

	Gross Block			Depreciation / Amortisation			Net Block	
	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023	As at 1 st April, 2022	Additions	Deductions	As at 31 st March, 2023
Current Year ended 31st March, 2023								
TANGIBLE ASSETS								
Freehold Land	2,403.62	-	-	2,403.62	-	-	-	2,403.62
Buildings	43,765.45	459.67	-	44,225.12	7,712.67	3,608.32	-	32,904.12
Plant and Equipments	3,71,619.23	46,511.98	-	4,18,131.20	19,830.34	26,109.69	-	3,72,191.17
Furniture and Fixtures	4,498.51	338.39	-	4,836.90	1,813.33	463.19	-	2,560.39
Vehicles	6,000.06	-	-	6,000.06	1,860.93	712.55	-	3,426.58
Office Equipments	6,394.19	1,134.85	-	7,529.03	4,514.16	900.05	-	2,114.83
Electric Installations	2,037.49	3,280.42	-	5,317.91	1,327.12	348.31	-	3,642.48
Total Tangible Assets	4,36,718.54	51,725.30	-	4,88,443.84	37,058.54	32,142.11	-	4,19,243.19
INTANGIBLE ASSETS								
Computer Software	-	2,788.25	-	2,788.25	-	208.04	-	2,580.21
Right to use Assets [#]	1,83,065.61	-	-	1,83,065.61	37,291.14	20,340.62	-	1,25,433.85
Total Intangible Assets	1,83,065.61	2,788.25	-	1,85,853.86	37,291.14	20,548.66	-	1,28,014.06
Total Capital Work-in-Progress	8,633.66	-	8,633.66	-	-	-	-	-
TOTAL	6,28,417.82	54,513.55	8,633.66	6,74,297.70	74,349.69	52,690.77	-	5,47,257.24

[₹ In Thousand]

	Gross Block			Depreciation / Amortisation			Net Block	
	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022	As at 1 st April, 2021	Additions	Deductions	As at 31 st March, 2022
Current Year ended 31st March, 2022								
TANGIBLE ASSETS								
Freehold Land	2,403.62	-	-	2,403.62	-	-	-	2,403.62
Buildings	27,716.49	16,048.96	-	43,765.45	5,947.27	1,765.40	-	36,052.77
Plant and Equipments	64,562.09	3,07,057.14	-	3,71,619.23	12,673.05	7,157.29	-	3,51,788.89
Furniture and Fixtures	4,055.52	442.99	-	4,498.51	1,391.57	421.75	-	2,685.18
Vehicles	4,122.32	1,877.74	-	6,000.06	1,239.12	621.82	-	4,139.13
Office Equipments	5,705.49	731.76	33.00	6,404.26	3,656.05	884.82	26.71	1,890.10
Electric Installations	2,037.49	-	-	2,037.49	1,134.23	192.89	-	710.38
Total Tangible Assets	1,10,603.01	3,26,158.59	33.00	4,36,728.61	26,041.29	11,043.97	26.71	3,99,670.07
INTANGIBLE ASSETS								
Right to use Assets [#]	-	1,83,065.61	-	1,83,065.61	16,950.52	20,340.62	-	1,45,774.47
Total Intangible Assets	-	1,83,065.61	-	1,83,065.61	16,950.52	20,340.62	-	1,45,774.47
Total Capital Work-in-Progress	1,73,108.99	5,15,854.03	60,535.13	6,28,427.89	42,991.81	31,384.59	26.71	5,54,078.20
TOTAL	1,73,108.99	5,15,854.03	60,535.13	6,28,427.89	42,991.81	31,384.59	26.71	5,54,078.20

Note-1: Property, Plant and Equipments as recognized in financial statements as at the date of transition to Ind ASs measured as per the previous GAAP and use that as its deemed cost as at the date of transition and accordingly, Presentation has been made during the year (with corresponding restatement of comparative amounts).

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023
Other Disclosure
(a) CWIP aging schedule

 As at 31st March, 2023

[₹ In Thousand]

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	-	-	-	-	-

 As at 31st March, 2022

[₹ In Thousand]

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Year	
Projects in progress	6,629.83	2,003.84	-	-	8,633.66

3. OTHER NON-CURRENT FINANCIAL ASSETS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Security Deposits	14,357.94	14,039.31
Fixed Deposits with Bank (Maturity more than twelve Months)	7,848.07	9,046.41
Total	22,206.01	23,085.72

Note:- Total Bank deposits maturity Greater than twelve Months ₹ 7848.07 thousand (PY 9046.41) are given as margin against bank guarantee.

4. OTHER NON-CURRENT ASSETS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Capital Advances for capital Goods	2,888.35	34,158.46
Balances with Government Revenue Authorities	445.43	541.54
Total	3,333.78	34,700.00

5. INVENTORIES (Valued at lower of cost or net realisable value, unless otherwise stated)

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Raw Materials	73,979.92	91,978.14
Work-in-Progress	44,381.65	62,521.48
Finished Goods	62,467.42	47,546.30
Stores and Spare parts	19,603.01	8,622.72
Waste / Scrap (valued at net realisable value)	2,287.01	4,957.57
Total	2,02,719.01	2,15,626.21

6. TRADE RECEIVABLES

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Unsecured, Considered Good	1,63,655.27	74,586.23
Credit Impaired	-	-
	1,63,655.27	74,586.23
Less: Allownce for Credit Impaired	-	-
	1,63,655.27	74,586.23
OTHERS		
Unsecured, Considered Good	-	-
Total	1,63,655.27	74,586.23

Note: (i) Refer note (46) for other disclosure.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

7. CASH AND CASH EQUIVALENTS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Balances with Banks		
- In Current Account	194.72	287.42
Cash on Hand	113.77	604.06
Total	308.49	891.48

8. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Fixed Deposits with Banks (Maturity upto twelve months)	6,691.54	5,044.09
Total	6,691.54	5,044.09

Note: Total Bank deposits maturity less than twelve months ₹ 6691.54 thousand (PY 5,044.09 thousand) are given as margin against bank guarantee.

9. LOAN [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Loan to Employees	1,092.64	1,391.45
Total	1,092.64	1,391.45

10. OTHER CURRENT FINANCIAL ASSETS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Income Accrued But Not due	26,872.10	7,070.20
Total	26,872.10	7,070.20

11. OTHER CURRENT FINANCIAL ASSETS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Current Tax Assets (Net)	794.01	542.69
Total	794.01	542.69

12. OTHER CURRENT ASSETS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Prepaid Expenses	5,182.93	4,170.55
Balances with Government Authorities	72,784.13	50,857.42
Other Short-Term Loans and Advances (including Advances to Suppliers etc.)	24,790.56	73,056.34
Total	1,02,757.62	1,28,084.31

13. EQUITY SHARE CAPITAL

13.1 Authorised [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
1,65,00,000 (PY 1,00,00,000) Equity Shares of ₹ 10 each	1,65,000	1,65,000
35,00,000 Unclassified Shares of ₹ 10 each (PY 35,00,000 Preference Shares of ₹ 10 each)	35,000	35,000
Total	2,00,000	2,00,000

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

13.2 Issued, Subscribed and Fully Paid Equity Shares

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
83,39,689 (PY 52,22,921) Equity Shares of ₹ 10 each fully paid	83,396.89	83,396.89
Total	83,396.89	83,396.89

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share held.
- The Board of Directors has not recommended any dividend for the year ended 31st March, 2023
- In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

13.3 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the year

	Number of Shares	Amount (INR)
As at 1st April, 2021	52,22,921	52,229.21
Changes in equity share capital*	31,16,768	31,167.68
As at 31st March, 2022	83,39,689	83,397
Changes in equity share capital	-	-
As at 31st March, 2023	83,39,689	83,396.89

Note : * During the year 2021-2022, the Company has allotted 31,22,398 Equity Shares of face value of ₹ 10/- each pursuant to Rights Issue of Equity Shares of the Company and out of which 5,630 Equity Shares were forfeited due to non payment of First and Final Call Money.

13.4 List of Shareholders holding more than 5 % shares in the Equity Share Capital of the Company:

	As at 31 st March, 2023		As at 31 st March, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares				
Shailesh R Mehta	20,02,817	24.02%	20,02,817	24.02%
Krishnakant G Vakharia	4,43,227	5.31%	4,43,227	5.31%

13.5 Shareholding of Promoters

	As at 31 st March, 2022			As at 31 st March, 2021		
	No. of Shares	% of Total Shares	% Change	No. of Shares	% of Total Shares	% Change
Avani Shaileshbhai Mehta	1,20,341	1.44	-	1,20,341	1.44	-
Krishnakant Gulabchand Vakharia	4,43,227	5.31	-	4,43,227	5.31	4.79
Bhupendra Ramnik Mehta	1,70,473	2.04	-	1,70,473	2.04	-
Shaileshbhai Ramniklal Mehta	20,02,817	24.02	-	20,02,817	24.02	-
Ramaniklal Vrajlal Mehta	1,49,153	1.79	-	1,49,153	1.79	-
Harsha Shailesh Shah	16,393	0.20	-	16,393	0.20	-
Sonal Bhupendra Mehta	15,115	0.18	-	15,115	0.18	-
Shailesh Dwarkadas Shah	6,120	0.07	-	6,120	0.07	-
Riddhi Sahil Parikh	3,355	0.04	-	3,355	0.04	-
Rishita Pravrit Parikh	7,120	0.09	-	7,120	0.09	-
Avishi Anuj Sharedalal	3,003	0.04	-	3,003	0.04	-
Asheshbhai Dilipbhai Bhakta	1,700	0.02	-	1,700	0.02	-
Lilaben Krishnakant Vakharia	2,716	0.03	-	2,716	0.03	-
Sunil Dwarkadas Shah	878	0.01	-	878	0.01	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

	As at 31 st March, 2022			As at 31 st March, 2021		
	No. of Shares	% of Total Shares	% Change	No. of Shares	% of Total Shares	% Change
Vikram Rashmikant Mehta	1,357	0.02	-	1,357	0.02	-
Kapila Rashmikant Mehta	10,305	0.12	-	10,305	0.12	-
D D Shah Fragrances Pvt. Ltd.	1,29,064	1.55	-	1,29,064	1.55	-
Foreign						
Rajendrakumar Bhikhabhai Bhakta	231683	2.78	-	231683	2.78	-
Naresh Ramniklal Mehta	99801	1.20	-	99801	1.20	-
Mahendrakumar B Bhakta	52084	0.62	-	52084	0.62	-
Sujata Naresh Mehta	19650	0.24	-	19650	0.24	-
Aman Mehta	200	0.00	-	200	0.00	-

14. OTHER EQUITY

[₹ In Thousand]

	Securities Premium Account	Capital Redemption Reserve	Capital Reserve	Surplus as per Statement of Profit and Loss	Other Comprehensive income		Total
					Remeasurement gain/(loss) on defined benefit plans	Foreign Currency Translation Reserve	
Balance as at 1st April, 2021	19,499.67	16,333.33	29,229.21	87,959.54	5,172.29	(19.84)	1,58,174.21
Profit For The Year	-	-	-	11,596.12	-	-	11,596.12
Add: Right Issue Premium	93,503.04						93,503.04
Less: Right Issue Exps.	(5,105.83)						(5,105.83)
Add:- Remeasurement gain/(loss) on defined benefit plans	-	-	-	-	347.71		347.71
Add : Foreign Currency Translation Reserve	-	-	-	-		(790.58)	(790.58)
Balance as at 31st March, 2022	1,07,896.88	16,333.33	29,229.21	99,555.66	5,520.00	(810.42)	2,57,724.67
Profit For The Year	-	-	-	(1,11,793.84)	-	-	(1,11,793.84)
Add:- Remeasurement gain/(loss) on defined benefit plans	(204.36)	-	-	-	347.71		143.35
Add : Foreign Currency Translation Reserve						(942.06)	(942.06)
Balance as at 31st March, 2023	1,07,692.52	16,333.33	29,229.21	(12,238.19)	5,867.71	(1,752.48)	1,45,132.11

Notes :

- Securities premium is used to record the premium on issue of equity shares. The Securities premium amount is utilised in accordance with the provision of the companies Act 2013.
- The capital redemption account is created on account of redemption of preference shares and to be utilised in accordance of the provision of the companies Act 2013.
- Capital Reserve was created on account of reduction of shares capital as per the order passed Hon'ble High Court of Gujarat and can be utilised in accordance with the provision of companies act 2013.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

15. NON-CURRENT BORROWINGS

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
Term loans from Banks		
HDFC Bank Ltd.	514.19	777.72
Kotak Mahindra Bank	80,232.72	1,16,734.06
Total	80,746.91	1,17,511.78
Term loans from NBFC		
Siemens Financial Services Pvt Ltd	17,049.20	22,715.69
Sundaram Finance Ltd	1,132.74	1,569.69
Total	18,181.94	24,285.38
Unsecured		
Loans From Bank	-	337.01
Loans From NBFC	531.14	2,534.88
Loans From Related Parties	-	341.64
Total	531.14	3,213.53
	99,459.99	1,45,010.69

Note:

- Loans from related party includes loan payable to Non Executive Director of the Company. No interest is paid towards the said loan.
- Vehicle loans has been secured by way of hypothecation of the vehicle purchased from the loan.
- Term loan from Kotak Mahindra Bank Ltd. Has been primarily secured by way of creation of first exclusive charge on all existing and future current assets and fixed assets (movable and immovable) of the borrower and colloaterally secured by way of registered mortgage on land, factory building and plant & machinery located at registered office of the company.
- Personal Guarantee from Mr. Shaileshbhai Mehta has been given in respect of Term loan from Kotak Mahindra Bank Ltd.
- HDFC Bank Loan repayable in 60 monthly EMI of ₹ 26.297 thousand ending on January, 2026. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".
- Kotak Mahindra Bank Loan interest rate 15.90% p.a. , repayable in 60 monthly installments ending on April, 2026. , Out of above loans, The EMI falling due within period of one year from reporting date, have been grouped under " Current maturity of long term Debts".

16. NON CURRENT LEASE LIABILITY

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liability	1,28,752.54	1,45,219.00
Total	1,28,752.54	1,45,219.00

17. OTHER NON CURRENT FINANCIAL LIABILITIES

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Trade - Deposit	3,050.10	1,700.10
Total	3,050.10	1,700.10

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

18. NON CURRENT PROVISIONS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
For Employees Benefits		
Provision for Gratuity	4,848.01	5,020.67
Provision for Sick Leave	312.64	278.51
Provision for Leave encashment	813.19	869.82
Total	5,973.84	6,169.00

19. DEFERRED TAX LIABILITIES (NET) [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Deferred tax liabilities (Net)	7,545.47	8,101.66
Total	7,545.47	8,101.66

20. CURRENT BORROWINGS [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Secured		
Loan Repayable On demand	1,488.88	7,433.38
Total	1,488.88	7,433.38
Unsecured		
Intercorporate Loan	33,742.46	35,235.33
Total	33,742.46	35,235.33
Current Maturity of Long Term Debts	47,491.83	48,046.82
Total	82,723.17	90,715.52

Note:-

Inter corporate Loan carries interest at variuos rates between 12% to 15% and payable on quarterly basis. Further the said loan is repayable on demand.

21. CURRENT LEASE LIABILITY [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Lease Liability	16,466.46	14,263.94
Total	16,466.46	14,263.94

22. TRADE PAYABLES [₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Due to Micro and Small Enterprise	442.66	838.94
Due to Other than Micro and Small Enterprise.	3,35,393.62	2,29,567.25
Total	3,35,836.28	2,30,406.19

Note:-

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2021-22, to the extent the company has received intimation from the "Suppliers" regarding their status under the Act.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ In Thousand]

	As at 31st March, 2023	As at 31st March, 2022
a. Principal and interest amount remaining unpaid	442.66	838.94
b. Interest due thereon remaining unpaid	103.08	65.85
c. Interest paid by the company in terms of section 16 of the Micro, Small and Medium enterprise Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Macro, Small and Medium Enterprise Act, 2006	-	-
e. Interest accrued and remaining unpaid	-	-
f. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Note: (i) Refer note (46) for other disclosure.

23. OTHER CURRENT FINANCIAL LIABILITIES

[₹ In Thousand]

	As at 31st March, 2023	As at 31st March, 2022
Expanses accrued but not due	994.17	1,287.83
Total	994.17	1,287.83

24. OTHER CURRENT LIABILITIES

[₹ In Thousand]

	As at 31st March, 2023	As at 31st March, 2022
Statutory Liabilities	2,021.06	1,870.68
Advances From Customer	1,10,326.51	42,962.01
Payable on purchase of property, plant & equipment	35,212.31	5,582.50
Salary and Wages payable	2,861.51	4,039.21
Other payables	11,733.14	3,954.76
Total	1,62,154.53	58,409.16

25. CURRENT PROVISIONS

[₹ In Thousand]

	As at 31st March, 2023	As at 31st March, 2022
Provision for Gratuity	297.54	128.78
Provision for Sick Leave	35.71	29.12
Provision for Leave encashment	130.96	151.49
Provision of Warrenty	5,737.97	2,386.55
Total	6,202.18	2,695.93

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

26. REVENUE FROM OPERATIONS [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
i Sale of Products	9,61,644.63	8,90,924.71
ii Other Operating Revenues		
- Sale of Waste and Others	35,567.83	18,474.06
Total	9,97,212.46	9,09,398.77

27. OTHER INCOME [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Interest Income on :		
Interest Income on others	1,332.47	8,403.54
Interest on Fixed Deposit with Bank	931.76	643.35
Export Incentives	2,113.63	373.74
Profit on Fixed Assets Discarded	-	1.34
Provision for foreign exchange markup gain	202.70	619.07
Other Misc. Income	-	112.60
Total	4,580.56	10,153.64

28. COST OF MATERIALS CONSUMED [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Opening Stock	91,978.14	43,635.91
Add : Purchases, Including Incidental Expenses	5,02,115.94	5,33,232.35
Total	5,94,094.08	5,76,868.26
Less : Closing Stock	73,979.92	91,978.14
Total	5,20,114.16	4,84,890.12

29. PURCHASES OF STOCK-IN-TRADE [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Traded Goods	2,79,563.91	2,25,042.37
Total	2,79,563.91	2,25,042.37

30. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE [₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Opening Inventories		
Finished Goods	47,068.24	19,559.57
Process Stock	62,521.48	74,171.46
Waste/Scrap	4,957.57	359.07
	1,14,547.29	94,090.10
Closing Inventories		
Finished Goods	61,988.77	47,546.30
Process Stock	44,381.65	62,521.48
Waste/Scrap	2,287.01	4,957.57
	1,08,657.43	1,15,025.35
(Increase) / Decrease in Stocks	5,889.85	(20,935)
Total	5,889.85	(20,935.25)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

31. EMPLOYEES BENEFIT EXPENSES

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Salaries and Wages	48,344.25	38,499.77
Contribution to Provident and other Funds	1,390.44	1,123.56
Staff Welfare Expenses	1,736.18	2,481.79
Total	51,470.87	42,105.12

32. FINANCE COSTS

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Interest on Borrowing	23,370.41	8,486.94
Interest on Income tax	-	1,069.46
Bill Discount Charges	6,228.12	3,004.47
Interest on Lease Liability	9,951.69	1,494.92
Loan Processing Charges	884.17	819.73
Interest on Trade payable	6,987.50	18,707.24
Total	47,421.89	33,582.76

33. OTHER EXPENSES

Manufacturing Expenses

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Consumption of Stores, Spare Parts and Components and Incidental Expenses	3,266.57	12,672.49
Processing Charges	66,241.11	39,119.89
Power & Fuel	30,134.73	22,952.23
Repairs to Buildings	199.54	276.75
Repairs to Machinery	453.08	449.15
Total	1,00,295.03	75,470.51

Administration, Selling and Distribution Expenses

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Advertisement and Sales Promotion	1,158.82	3,289.55
Insurance	1,767.64	2,022.19
Rates and Taxes	638.06	499.23
Directors' Sitting Fees	130.00	150.00
Bank Charges & Commission	175.07	188.49
Repairs & Maintenance- Computer & Other	904.34	685.07
Conveyance Exp.	1,457.08	1,663.20
Freight and forwarding	11,653.39	8,840.03
Legal and professional charges	3,556.55	5,014.05
Post & Telegram	290.80	233.58
Printing and stationery	558.02	390.35
Sales commission	4,332.16	2,422.90
Security Charges	1,724.02	1,502.60

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Administration, Selling and Distribution Expenses

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Sundry balance w/off	(2,789)	-
Telephone Expenses	39.97	10.42
Site Expense	5,765.64	9,789.07
Research & Development Exp.	1.70	3.19
Travelling Expenses	1,583.00	1,509.30
Other General & Miscellaneous Expenses	21,918.74	9,561.41
Bad debts/advance written off	256.75	364.54
Provision for post-sales support & warranties	260.30	727.40
Tender Fees	208.91	-
Total	55,591.80	48,866.57

Auditors' Remuneration (excluding service tax) charged to Statement of Profit and Loss

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Payments to Statutory Auditors:		
Audit Fee	100.00	100.00
Tax Audit Fee	25.00	25.00
Certification Charges	10.00	-
Total	135.00	125.00
Grand Total	1,56,021.83	1,24,462.08

34 Earnings Per Share:

[₹ In Thousand]

		Year ended 31st March, 2023	Year ended 31st March, 2022
Net profit for the year attributable to equity shareholders	₹ In Thousand	-1,11,793.84	12,877.76
Weighted-average-number of equity shares outstanding	Number of Shares	83,39,689	83,39,689
Basic Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	-13.41	1.84
Diluted Earnings Per Share (Face Value of ₹ 10 each)	In Rupees	-13.41	1.84

35. INCOME TAX EXPENSES

Tax expense recognized in the statement of Profit and Loss

[₹ In Thousand]

	Year ended 31st March, 2023	Year ended 31st March, 2022
Current Tax		
Current Tax on taxable income for the year	-	267.79
Total current tax expense	-	267.79
Deferred tax		
Deferred tax charges/(credit)	(952.36)	4,358.58
Total deferred income tax expense/(benefit)	(952.36)	4,358.58
Total income tax expense	(952.36)	4,626.37

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

- A) reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

[₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Enacted income tax rate in India applicable to the company	25.168%	25.168%
Profit Before Tax	(1,11,380.26)	16,222.48
Current Tax expenses on Profit Before tax expenses at the enacted income tax rate in India	(28,032.18)	4,082.87
Tax effect of the amount which are not deductible/(taxable) in calculating taxable income		
Permanent Disallowances	26.81	459.23
Income not considered for tax purpose	(58.63)	(55.28)
Expenses not allowed for tax purpose	16,664.40	4,815.77
Additional Allowables for tax purpose	(22,475.80)	(9,357.37)
Deferred Tax for Current Year	(952.36)	4,358.58
Other	-	322.56
Total Income tax expense/(Credit)	(34,827.76)	4,626.36

Consequent to reconciliation items shown above, the effective tax rate is 31.27% (2021-22: 28.52%)

- B) The Movement in deferred tax assets and liabilities during the year ended 31st March, 2021 and 31st March, 2022

[₹ In Thousand]

	As at 31 st March, 2021 - Deferred Tax Liabilities/ (Asset)	Charge/ (Credit) in statement of Profit and Loss	As at 31 st March, 2022 - Deferred Tax Liabilities/ (Asset)	Charge/ (Credit) in statement of Profit and Loss	Remeasurment of defined benefit Plan	As at 31 st March, 2023 - Deferred Tax Liabilities/ (Asset)
Depreciation	6,978.92	8,833.25	15,812.17	(794.38)	-	15,016.29
Provision for Gratuity	(1,245.97)	(50.04)	(1,296.01)	0.98	-	(1,295.03)
Lease Payment AS 116	-	(3,940.47)	(3,940.47)	(1,460.97)	-	(5,401.43)
Remeasurment of defined benefit Plan	248.96	(248.96)	116.94	-	(116.94)	(116.94)
Provision on Loan subsidiary (P&L)	(1,367.46)	-	(1,367.46)	-	-	(1,367.46)
Provision for Leave Encashment	(302.00)	(32.47)	(334.47)	96.85	-	(237.62)
Provision of Bonus	(435.93)	(164.72)	(600.65)	535.14	-	(65.51)
Provision of Warranty	(250.38)	(38.03)	(288.41)	(65.87)	-	(354.28)
Total Deferred Tax Liabilities/(Asset)	3,626.14	4,358.58	8,101.66	(1,688.25)	(116.94)	6,178.02

Note : The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised provision for taxation and remeasured its deferred tax liabilities based on the rate prescribed in the said Section as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

36. COMMITMENTS AND CONTINGENT LIABILITIES:

₹ In Thousand

	As at 31 st March, 2023	As at 31 st March, 2022
36.1 Commitments		
(a) Capital Commitments		
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
- Property, Plant and Equipments	2,888.35	3,358.95
36.2 Contingent Liabilities		
(a) EPF Interest and Damages		
(The company has filed Special Civil Application on 18/05/2016, before Honourable Gujarat High Court for quash and set aside the notice of demand raised by Employees Provident Fund Organisation for ₹1,131.46 thousand on late payment of remittance for November, 1998 to January, 2014 vide notice dated 25.04.2016 and to stay on the notice of demand dated 25.04.2016 during pending admission and hearing of the present petition).*	1,131.46	1,131.46
(b) Income Tax demand raised by Income tax Department for Assesemnt year 2018-2019 , Against that Appeal has been filed at Commissioner of Income Tax - Appeal. *	1,461.62	1,461.62
(c) Bank Guarantee (against 100% margin money in form of deposits)	5,424.61	8,477.46

* Cash outflows for the above cases are determinable only on receipt of judgements pending at various forums/authorities.

37. LEASES

The Ministry of Corporate Affairs has notified Indian Accounting Standard 116 ('Ind AS 116'), Leases, with effect from April 1, 2019. The Standard primarily requires the Company, as a lessee, to recognize, at the commencement of the lease a right-to-use asset and a lease liability (representing present value of unpaid lease payments). Such right-to-use assets are subsequently depreciated and the lease liability reduced when paid, with the interest on the lease liability being recognized as finance costs, subject to certain remeasurement adjustments.

The Company has adopted the modified prospective transition method recognising the lease liability at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at the date of initial application and recognised the Right of Use Asset (ROU) an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

The Company's leases comprises of leasing of factory land. The Company has adopted Ind AS 116, effective annual reporting period beginning 1st April, 2019 and applied the standard to its leases applying modified retrospective approach.

(i) As Lessee

Maturity Analysis of Lease Liabilities

[₹ In Thousand]

Contractual undiscounted Cash Flows	As at 31 st March, 2023	As at 31 st March, 2022
Less than one year	25,426.41	24,215.63
One to five years	1,47,521.79	1,40,496.95
More than five years	5,451.81	37,903.06
Total Undiscounted Lease Liabilities	1,78,400.01	2,02,615.64
Lease Liabilities included in the Statement of Financial Position		
Non Current	1,28,752.54	1,45,219.00
Current	16,466.46	14,263.94
Total	1,45,219.00	1,59,482.95

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

Following are the changes in Liability arising form financing activities for the year ended 31st March, 2023

[₹ In Thousand]

	Year ended on 31 st March, 2022
Balance as at 1st April, 2020	1,80,619.07
Cash flow	(18,450.00)
Interest Expenses	9,569.21
Balance as at 31st March, 2021	1,71,738.27
During the year	-
Cash flow	(23,062.50)
Interest Expenses	10,807.17
Balance as at 31st March, 2022	1,59,482.95

Amount Recognized in the Statement of Profit & Loss

[₹ In Thousand]

	Year ended on 31 st March, 2023	Year ended on 31 st March, 2022
Depreciation on Lease Asset	20,340.62	20,340.62

Amount Recognized in Capital Work in Progress

[₹ In Thousand]

	Year ended on 31 st March, 2023	Year ended on 31 st March, 2022
Interest Expenses capitilised during the year	-	10,807.17

38. Details of Related Party Disclosure

List of Related Parties with whom the Company has entered into transactions during the year.

(A) Subsidiary company	Texel Industries (Africa) Limited.
(B) Key Managerial Person (KMP)	Kirit Mehta (Chairman & Independent Director)
	Shailesh R Mehta (Managing Director)
	Naresh R Mehta (Non-Executive Director)
	Dr.Christy Fernandez (Independent Director)
	Mrs. Jasmin Nahidakhtar Vhora (Independent Director)
	Vikram Patel (Chief Financial Officer)
	Shweta Sultania (Company Secretary)
	Harsh Hirpara (Company Secretary)
	Pallav Vasavada (Chief Financial Officer)
Dhruvi Patel (Company Secretary)	
(C) Relative of KMP	Anisha Mehta
	Avishi Sharedalal
(D) Entity in which KPM/Relative of KMP having significant influence	Moneeto Plasti Fab Pvt Ltd
	Grow Materials LLC
	Risha Aquapruf Infrastructures LLP
	Risha Infrastructures
	Pima Controls Pvt Ltd
	Anjaneya Enterprise
	C R Sharedalal & Co
	Crossland Housing & Const. Limited
	Mehta & Dholabhai

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(A) Key Managerial Personnel Compensation:

[₹ In Thousand]

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Short-term employee benefits	7,473.68	8,220.55
Other Benefits	130.00	150.00
Total Compensation	7,603.68	8,370.55

(B) The following transactions were carried out with the related parties in ordinary course of business during the year:

[₹ In Thousand]

	KMP	Relative of KMP	Entity in which KPM/Relative of KMP having significant influence	Subsidiary
A) Transaction During the year				
Remuneration to Managing Director				
Shailesh R Mehta	5,760.80	-	-	-
	(5,520.32)	-	-	-
Remuneration to other Directors				
Dr. Christy Leon Fernandez	232.70	-	-	-
	(359.32)	-	-	-
Remuneration of KMP				
Shweta Sultania	450.46	-	-	-
	(1,200.59)	-	-	-
Vikram Patel	582.97	-	-	-
	(1,140.33)	-	-	-
Harsh Hirpara	183.14	-	-	-
	-	-	-	-
Dhruvi Patel	4.52	-	-	-
	-	-	-	-
Pallav Vasavada	259.10	-	-	-
	-	-	-	-
Remuneration Relative of KMP				
Avishi Sharedalal	-	534.06	-	-
	-	(534.12)	-	-
Anisha Mehta	-	809.59	-	-
	-	(844.75)	-	-
Director Sitting Fees				
Kirit Mehta	50.00	-	-	-
	(60.00)	-	-	-
Dr. Christy Leon Fernandez	60.00	-	-	-
	(70.00)	-	-	-
Mrs. Jasmin Nahidakhtar Vhora	20.00	-	-	-
	(20.00)	-	-	-
Legal and professional fees				
G.P. Kapadia & Co	-	-	-	-
	-	-	(555.56)	-
C R Sharedalal & Co	-	-	450.00	-
	-	-	(700.00)	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
Shailesh R Mehta				
Loan Taken by Texel	-	-	-	-
	(9,100.00)	-	-	-
Loan Interest Paid	-	-	-	-
	(38.64)	-	-	-
Rent Expenses	360.00	-	-	-
	(136.00)	-	-	-
Sponsorship				
Anisha Mehta*		-		
		(354.00)		
Risha Aquapruv Infrastructure LLP				
Site Expense (Labour Charges)	-	-	1,600.00	-
	-	-	(9,215.40)	-
Sales Commission			-	
			(360.61)	
Pima Controls Pvt Ltd				
Purchase of Capital Goods	-	-	-	-
	-	-	(1,709.77)	-
Purchase of Store Items	-	-	-	-
	-	-	(15.38)	-
Grow Materials LLC				
Purchase of Raw Material	-	-	14,541.24	-
	-	-	(3,731.49)	-
Advance Agianst Sale of Finish Goods			-	
			(4,971.74)	
Sales	-	-	13,149.02	-
	-	-	(3,027.27)	-
Moneeto Plasti-Feb Pvt. Ltd.				
Sales	-	-	11,613.65	-
	-	-	(3,726.21)	-
Anjaneya Plastech Private Limited				
Job works charges	-	-	3,796.49	-
	-	-	-	-
Anjaneya Enterprise				
Job works charges	-	-	245.53	-
	-	-	-	-
Purchase of Raw Material	-	-	28,933.56	-
	-	-	(9,040.42)	-
Sales	-	-	30,541.58	-
	-	-	(24,950.44)	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

	KMP	Relative of KMP	Entity in which KMP/Relative of KMP having significant influence	Subsidiary
B) Closing balances				
Receivable from				
Moneeto Plasti-Feb Pvt. Ltd.	-	-	61,469.30	-
	-	-	(20.74)	-
Grow Materials LLC	-	-	1,066.40	-
	-	-	-	-
Payable to				
Anjaneya Enterprise	-	-	979.47	-
	-	-	(1,692.15)	-
Pima Controls Pvt Ltd	-	-	221.47	-
	-	-	(259.78)	-
Moneeto Plasti-Feb Pvt. Ltd.	-	-	34.08	-
	-	-	-	-
Risha Infrastructure	-	-	2,210.00	-
	-	-	(2,210.00)	-
Risha Aquapruv Infrastructure LLP	-	-	1,42,667.14	-
	-	-	(7,907.25)	-
Naresh R Mehta	-	-	-	-
	(440.15)	-	-	-
Shweta Sultania	-	-	-	-
	(53.18)	-	-	-
Pallav Vasavada	101.35	-	-	-
	-	-	-	-
Vikram Patel	-	-	-	-
	(115.87)	-	-	-
Anisha Mehta	-	74.15	-	-
	-	(33.06)	-	-
Avishi Sharedalal	-	46.35	-	-
	-	(41.91)	-	-
Grow Materials LLC	-	-	7,651.09	-
	-	-	(8,703.23)	-
G P Kapadia & Co.	-	-	100.00	-
	-	-	(100.00)	-
C R Sharedalal & Co	-	-	906.00	-
	-	-	(756.00)	-
Loans & Advances - Receivable				
Crossland Housing & Const. Limited	-	-	1,000.00	-
	-	-	(1,000.00)	-
Mehta & Dholabhai	-	-	615.21	-
	-	-	(615.21)	-

Figures in brackets relates to previous year ended on 31st March, 2022

* The Company Sponsored the admission fees for the Post Graduate Programme in Management for Family Business (PGPMFAB). The admission fees were paid by the Company directly to the Indian School of Business Hyderabad.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

39. EMPLOYEE BENEFITS

[A] Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary. The Company recognised ₹ 1390.44 thousand (P.Y ₹ 1123.56 thousand) for contributions to various funds in the Statement of Profit and Loss.

[B] Defined benefit plans:

The Company has adopted Accounting Standard 19 (Ind AS-19) "Employee Benefits" which is mandatory from accounting periods starting from 1st April, 2017. Accordingly, the Company has provided for gratuity based on actuarial valuation done as per Projected Unit Credit Method.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at March 31, 2023.

I. Reconciliation of opening and closing balance of Defined Benefit Obligation (Unfunded) ₹ In Thousand

	Year ended on 31 st March, 2023	Year ended on 31 st March, 2022
Present value of obligation as at the beginning	5,149.44	4,950.63
Current service cost	781.95	618.30
Past Service Cost	-	-
Interest cost	375.39	341.59
Benefits paid	(638.98)	(294.62)
Actuarial (Gain) / Loss	(522.26)	(466.46)
Present value of obligation as at the end (Unfunded)	5,145.55	5,149.44

II. Reconciliation of opening and closing balance of fair value of plan assets

Not applicable as Gratuity is unfunded.

III. Reconciliation of fair value of assets and obligation

Not applicable as Gratuity is unfunded.

IV. Reconciliation of Defined benefit obligation and fair value of plan assets: ₹ In Thousand

	As at 31 st March, 2023	As at 31 st March, 2022
Present value of benefit obligation at the end of the period	5,145.55	5,149.44
Fair value of planned assets at the end of year	-	-
Net asset/(liability) recognised in the balance sheet	5,151.25	5,149.44

V. Expense recognised during the year ₹ In Thousand

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Service cost	781.95	618.30
Interest cost	375.39	341.59
Actuarial (Gain) / Loss	(522.26)	(466.46)
Net cost included in 'Employee Benefit Expense'	635.09	493.44

VI. Investment Details

Not applicable as Gratuity is unfunded.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

VII. Actuarial Assumptions for Gratuity

₹ In Thousand

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Discount rate (per annum)	7.48%	7.29%
Expected rate of return on plan assets (per annum)	N.A.	N.A.
Rate of escalation in salary (per annum)	7.00%	7.00%

VIII. Other disclosures

₹ In Thousand

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Present value of obligation as at the end - Gratuity	5,145.55	5,149.44
Surplus/(deficit) - Gratuity	(5,145.55)	(5,149.44)
Experience adjustment on plan liability - Gratuity	(460.78)	(307.33)
Actuarial Loss / (Gain) due to change in assumptions - Gratuity	(61.49)	(157.32)

40. DISCLOSURE PURSUANT TO IND AS 115 -REVENUE FROM CONTRACTS WITH CUSTOMERS:

The company derives revenue from sale of products and scrap from its contract with customers. The revenue have been disclosed in Note No. 28.

(a) Disaggregation of revenue from contracts with customers

₹ In Thousand

	Year ended 31 st March, 2023	Year ended 31 st March, 2022
Revenue from contracts with customers		
Revenue from Operations		
Domestic	9,28,175.97	9,03,391.98
Exports	69,036.48	6,006.79
Total	9,97,212.45	9,09,398.77

41. FINANCIALS INSTRUMENTS:

Financial assets and financial liabilities are recognized when Company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

(i) Categories of Financial Instruments

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Financial Assets (Measured at Amortized Cost)		
- Trade & Other Receivable	1,63,655.27	74,586.23
- Cash & Cash Equivalent	308.49	891.48
- Other Bank Balance	6,691.54	5,044.09
- Loans	1,092.64	1,391.45
- Other Financial Assets	49,078.11	30,155.92
- Investments	-	-
Total	2,20,826.05	1,12,069.17

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

[₹ In Thousand]

	As at 31 st March, 2023	As at 31 st March, 2022
Financial Liabilities (Measured at Amortized Cost)		
- Borrowings	1,82,183.16	2,35,726.21
- Trade Payable	3,35,836.28	2,30,406.19
- Lease liability		1,59,482.95
- Other Financial Liabilities	4,044.27	2,987.93
Total	6,67,282.71	6,28,603.28

The carrying amount of current financial assets and liabilities as at the end of each year presented approximate the fair value because of their short-term nature. The trade receivables, trade payables, borrowings, capital creditors and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

This note provide information about how the company determines fair value of various financial assets. Management considers that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximates their fair values.

(iii) Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

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

Level 3: Inputs are not based on observable market data. Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data

42. FINANCIAL RISK MANAGEMENT:

The company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the company's operations. The company's principal financial assets include trade and other receivables, receivables from government authorities, security deposits and cash and cash equivalents that derive directly from its operations. The company also holds investments. The corporate treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the company through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The company seeks to minimise the effects of these risks by using derivative financial instruments to hedge risk exposures. The company does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

The Corporate Treasury function reports quarterly to the Board of Directors of the company for monitoring risks and reviewing policies implemented to mitigate risk exposures.

(i) 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 two types of risk: currency risk and interest rate risk. Financial instruments affected by market risk includes loan and borrowings. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. All such transactions are carried out within the guidelines set by the Board of Directors and Risk Management Committee. There have been no significant changes to the company's exposure to market risk or the methods in which they are managed or measured.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

(a) Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The company's exposure to currency risk relates primarily to the company's operating activities and borrowings when transactions are denominated in a different currency from the company's functional currency. The company manages its foreign currency risk by hedging transactions that are expected to occur within a maximum 12-month period for hedges of forecasted sales and borrowings.

(b) Price Risk

The Company's investments in listed securities, mutual funds, other funds and debentures are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total equity instruments. Reports on the portfolio are submitted to the Company's senior management on a regular basis.

(c) 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's exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates. The Loans & Advance as on 31.03.2023 ₹ 19,177.96 thousand (previous year ₹ 17,039.06) which are interest bearing and interest rates are variable.

(ii) Liquidity Risk

(a) Maturities of financial liabilities

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted contractual cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include both interest and principal cash flows.

[₹ In Thousand]

Particulars	Less than 1 Year	More than 1 Year	Total
As on 31.03.2023			
Non-interest bearing			
- Borrowings	82,723.00	99460.00	1,82,183.00
- Trade payable	3,35,382.66	-	3,35,382.66
- Lease Liability	16,466.46	1,28,753.00	1,45,219.46
- Other financial liabilities	994.17	3,050.00	4,044.17
Total	4,35,566.29	2,31,263.00	6,66,829.29
As on 31.03.2022			
Non-interest bearing			
- Borrowings	90,715.52	1,45,010.69	2,35,726.21
- Trade payable	2,30,318.98	-	2,30,318.98
- Lease Liability	14,263.94	1,45,219.00	1,59,482.95
- Other financial liabilities	1,287.83	1,700.10	2,987.93
Total	3,36,586.27	2,91,929.79	6,28,516.06

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023
(a) Liquidity risk management

The company's objective is to maintain optimum levels of liquidity to meet its cash and collateral requirements at all times. The Chief Financial Officer of the company is responsible for liquidity risk management who has established an appropriate liquidity risk management framework for the management of the company's short, medium and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Chief Financial Officer reports the same to the Board of Directors on quarterly basis.

43. CAPITAL MANAGEMENT:

The Company's objective when managing capital is to:

- Safeguard its ability to continue as going concern so that the company is able to provide maximize return to stakeholders and benefits for other stakeholders.
- Maintain an optimal capital structure to reduce the cost of capital.

The company board of directors reviews the capital structure on a regular basis. As part of this review, the board considers cost of capital, risk associated with each class of capital requirements and maintenance of adequate liquidity.

Disclosure

This section gives an overview of the significance of financial instruments for the company and provides additional information on balance sheet item that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognized in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes.

44. TRADE RECEIVABLE AGEING SCHEDULE AS AT 31ST MARCH, 2023

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables - considered good	1,39,992.09	7,062.94	3,858.79	12,741.45	-	1,63,655.27
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	1,39,992.09	7,062.94	3,858.52	12,741.45	-	1,63,655.27
	Less: Expected Credit Loss (ECL)	-	-	-	-	-	-
	Total Trade Receivable	1,39,992.09	7,062.94	1,63,655.27	12,741.45	-	1,63,655.27

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

TRADE RECEIVABLE AGEING SCHEDULE AS AT 31ST MARCH, 2022

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed Trade receivables - considered good	58,114.67	2,083.00	2,362.95	12,025.61	-	74,586.23
(ii)	Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables -credit impaired	-	-	-	-	-	-
(iv)	Disputed Trade Receivables -considered good	-	-	-	-	-	-
(v)	Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-
(vi)	Disputed Trade Receivables -credit impaired	-	-	-	-	-	-
	Total	58,114.67	2,083.00	2,362.95	12,025.61	-	74,586.23
	Less: Expected Credit Loss (ECL)	-	-	-	-	-	-
	Total Trade Receivable	58,114.67	2,083.00	2,362.95	12,025.61	-	74,586.23

45. TRADE PAYABLE AGEING SCHEDULE AS AT 31ST MARCH, 2023

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	442.66	-	-	-	442.66
(ii)	Others	3,16,525.45	16,642.44	2,225.73	-	3,35,393.62
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

TRADE PAYABLE AGEING SCHEDULE AS AT 31ST MARCH, 2022

[₹ In Thousand]

SN	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	838.94	-	-	-	838.94
(ii)	Others	2,26,889.58	1,140.46	1,537.21	-	2,29,567.25
(iii)	Disputed dues – MSME	-	-	-	-	-
(iv)	Disputed dues - Others	-	-	-	-	-

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

46. ACCOUNTING RATIOS

SN	Particulars	Numerator	Denominator	FY 2022-23		FY 2021-22		% Variance	Reasons for variance (if +/- 25%)
1	Current Ratio	Current Asset	Current Liabilities	504890.69	0.84	432366.02	1.09	23.15%	
				604376.79		397778.58			
2	Debt-Equity Ratio	Short+Long Term Debt	Net worth	182183.16	0.80	235726.21	0.69	-73.75%	*
				228529.00		341121.56			
3	Debt Service Coverage Ratio	Earnings available for Debt service	Debt service	-69869.65	-1.47	47262.69	1.41	204.69%	*
				47421.89		33582.76			
4	Return on Equity Ratio	Net profit After Tax	Average Net worth	-108864.39	-0.36	12877.76	0.04	911.79%	*
				303013.66		290979.03			
5	Inventory Turnover Ratio	Cost of goods sold	Average Value of Inventory	520114.16	2.49	484890.12	2.70	7.56%	
				208694.07		179852.35			
6	Trade Receivables turnover ratio (in times)	Net sales	Average Trade Receivable	997212.00	8.37	909398.77	7.31	-14.49%	
				119120.62		124375.11			
7	Trade Payable turnover ratio (in times)	Net Purchase / Services	Average Trade Payable	279564.00	0.99	225042.37	0.99	0.58%	
				282850.82		226368.43			
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	997212.00	-10.05	909398.77	26.23	138.32%	*
				-99232.28		34674.65			
9	Net profit ratio (in %)	Net profit After Tax	Total Sales	-108864.39	-0.11	12877.76	0.01	870.93%	*
				997212.00		909398.77			
10	Return on Capital employed (in %)	Earning Before Interest and Tax	Capital Employed	-69869.65	-0.14	47262.70	0.07	299.09%	*
				492741.62		663574.66			

**The change in Debt Equity Ratio is due to increase in term borrowings and due to Rights Issue of Equity Shares. The change in Interest Coverage Ratio is due to decrease in Net Profits and increase in interest expenses. The Net Profit Margin has affected due to reduced demand of products due to impact of pandemic on the economy and due to very high cost of raw materials.*

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

47. OTHER STATUTORY DISCLOSURES

- a) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- b) The company has not carried out any revaluation of its Property, Plant and Equipment.
- c) The company holds all properties in its own name.
- d) The company does not have any transactions with struck off companies.
- e) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- f) The company have not traded or invested in Crypto currency or Virtual Currency during the year.
- g) The company have 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:
 - (i) 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
 - (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- h) The company have 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:
 - (i) 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
 - (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- i) The company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

48. Previous year figures have been regrouped, whenever necessary to confirm to current year classification.

49. The financial statements were authorized for issue in accordance with a resolution passed by the Board of Directors on 29th May, 2023. The financial statements as approved by the Board of Directors are subject to final approval by its Shareholders.

Significant Accounting Policies

Accompanying Notes are an integral part of the Financial Statements

As per our Report of even date attached

For Sunil Poddar & Co.
Chartered Accountants
Firm. Reg. No. 110603W

CA. Harshil Lohia
Partner
Membership No. 192753
UDIN No: 23192753BGSTQR8262

Place : Ahmedabad
Date : 29th May, 2023

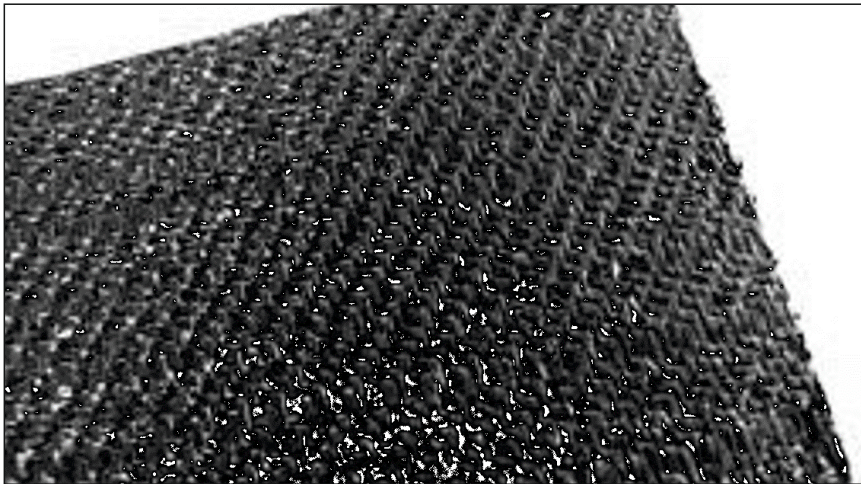
For and On Behalf of the Board of Director

Shailesh R. Mehta
Managing Director
DIN: 01457666

Pallav Vasavada
Chief Financial Officer

Ms. Jasmin Nahidakhtar Vhora
Independent Director
DIN: 07173838
Place : Prantij, Gujarat
Date : 29th May, 2023

Dhruvi Patel
Company Secretary
Membership No. ACS 42698



📍 BLOCK NO. : 2106, SANTEJ-KHATRAJ
ROAD. NEAR SHAH ALLOYS LTD.,
VILLAGE : SANTEJ - 382 721.
TAL. : KALOL, (N.G.)
DIST. : GANDHINAGAR, GUJARAT (INDIA)
CIN : L29100GJ1989PLC012576

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