

# SUDITI INDUSTRIES LTD.



Admin office: C-3/B, M.I.D.C., T.T.C. Industrial Area, Pawne Village, Turbhe, Navi Mumbai – 400 705  
Tel. No: 67368600/10, web site: [www.suditi.in](http://www.suditi.in) E-mail: [cs@suditi.in](mailto:cs@suditi.in) CIN: L19101MH1991PLC063245  
Regd.Office: C-253/254, MIDC, TTC INDL.AREA, PAWNE VILLAGE, TURBHE, NAVI MUMBAI – 400 705.

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September 7, 2023

To,  
BSE Limited  
Corporate Relation Department,  
Listing Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 023.  
Facsimile No. 22723121/22722037 /2041

Scrip Code: 521113

Sub: Submission of Annual Report pursuant to Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

In compliance with the provisions of Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Annual Report of the Company for the year ended 31st March, 2023.

The Annual Report is also uploaded on the Company's website: <http://suditi.in>

You are requested to take the same in your record.

Thanking You,

For Suditi Industries Limited

Pawan Agarwal  
Digitally signed  
by Pawan  
Agarwal  
Date: 2023.09.07  
13:11:33 +05'30'

Pawan Agarwal  
Chairman  
DIN: 00808731

Encl: As above



**SUDITI INDUSTRIES LTD.**

**CIN: L19101MH1991PLC063245**

**ANNUAL REPORT**

**2022-23**

**BOARD OF DIRECTORS & KEY MANAGERIAL PERSON:**

Mr. Pawan Agarwal (Chairman)

Mr. Rajagopal Raja Chinaraj (Whole Time Director & CEO)

Mr. Vivek Gangwai

Ms. Krina Gala

Ms. Shweta Gupta, Company Secretary

**Registered Office:**

C-253/254, MIDC, T.T.C. Industrial Area,  
Pawane Village, Navi Mumbai 400 705

**Factory Address:**

c-3/B, MIDC, T.T.C. Industrial Area,  
Navi Mumbai 400 705

Tel No. 67368600/10

Email: [cs@suditi.in](mailto:cs@suditi.in)

Website: <https://suditi.in>

**Statutory Auditors:**

Chaturvedi & Partners

404, Apollo Complex, R. K. Singh Marg,  
Off. Parsi Panchat Road, Andheri (E),  
Mumbai 400 069

**Registrar & Transfer Agent**

Link Intime India Pvt. Ltd

Regd. Off: C 101, 247 Park, LBS Marg,  
Vikhroli (East), Mumbai 400 803

Tel: 022-49186270

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Website: [www.linkintime.com](http://www.linkintime.com)

**THIRTY SECOND ANNUAL GENERAL MEETING**

Friday, September 29, 2023 at 3.00 P.M.

Through Video Conferencing (VC) or Other  
Audio Visual Means (OAVM)

**NOTICE OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting ('AGM / the meeting') of the Members of Suditi Industries Limited ('the Company') is scheduled to be held on **Friday, September 29, 2023 at 03:00 P.M.** through Video conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses:

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**Ordinary Business:**

1. To receive, consider and adopt:
  - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditor thereon; and
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with Reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of **Mr. Pawan Agarwal (DIN: 00808731)**, Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To regularize the appointment of **Ms. Krina Gaurav Gala, (DIN 07040989)** from Additional Director to a Director 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and approval of the Board, Ms. Krina Gaurav Gala (DIN 07040989), who was appointed as an Additional Non-Executive Independent Director of the Company w.e.f. November 1, 2022 in accordance the provisions of Section 161 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Act proposing her candidature for the office of Director of the Company, and who has submitted the declaration that she meets the criteria for independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period of 5 (Five) years with effect from November 1, 2022 till October 30, 2027.

**RESOLVED FURTHER THAT** any one of the Director of the Company or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such other acts as may be necessary to give effect to the aforesaid resolution."

#### 4. To approve the Related Party transactions.

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

“RESOLVED THAT in supersession to the earlier resolution(s) passed and pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meeting of Board and its powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ( including any amendment, modification, variation or re-enactment to any of the foregoing) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the members of the Company hereby accord their approval to all the contracts/agreements/arrangements, whether existing or to be entered in the future, during the financial year and onwards in the ordinary course of business and on arm’s length basis with the following related parties and for the details mentioned herein below

Name of the related party	Nature of relationship	Particulars of contract	Amount of transaction
Intime Knits Pvt. Ltd.	Company in which Director is Interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 30 Cr
Black Gold Leasing Pvt. Ltd.	Promoter Group Entity	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 60 Cr
R.Piyarellal Pvt. Ltd.	Promoter Group Entity	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr
B.L.R. Knits Pvt. Ltd.	Promoter Group Entity	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 15 Cr
Suditi Design Studio Limited	Subsidiary	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 50 Cr
Suditi Sports Apparel Limited	Subsidiary	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 75 Cr
SAA & Suditi Retail Pvt. Ltd.	Joint Venture	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 50 Cr
Chendur Dress Manufacturers Pvt. Ltd.	Company in which Director is Interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr
Chendur Enterprises	Entity in which a Director is interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr

Chendur Inc.	Entity in which a Director is interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr
Velaxmi Exim LLP	Entity in which a Director is interested	Sale/Purchase of Fabrics & Finished Garments including related & other Job work services	Rs. 10 Cr

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Director be and is hereby authorized to agree, make, accept and finalize all such terms, conditions, modifications and alterations as it may deem fit within the aforesaid limits and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.”

**5. To authorize board of directors under Section 180(1)(c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 50 crores:**

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) 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, consent of the Members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 50 Crores (Rupees Fifty Crores Only);

**RESOLVED FURTHER THAT** any of the director be and is hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

**6. To authorize the board of directors under Section 180(1)(a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 50 crores:**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 50 Crores (Rupees Fifty Crores Only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

By Order of the Board of Directors of  
**Suditi Industries Limited**

Sd/-

**Date:** August 14, 2023  
**Place:** Navi Mumbai

**Mr. Rajagopal Raja Chinraj**  
**Whole time Director & CEO**  
**DIN: 00158832**

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA'), Government of India has permitted to conduct Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed physical presence of the members at the meeting vide its Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 19/2021 dated 8<sup>th</sup> December, 2021, Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, Circular No. 2/2022 dated 5<sup>th</sup> May, 2022, and Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 prescribed the specified procedures to be followed for conducting the AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA and SEBI circulars, the 32<sup>nd</sup> AGM of the members will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and the same will also be available at the website of the Company at <https://suditi.in>
3. Members holding shares in Electronic (Demat) form are advised to inform the particulars of their bank account, change of postal address and email ids to their respective Depository Participants only. The Company or its RTA cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars.
4. Members holding shares in physical form are advised to inform the particulars of their bank account, change of postal address and email ids to our RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.
5. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, to the RTA i.e. Link Intime India Private Limited (Unit: Suditi Industries Limited), or the Secretarial Department of the Company.
6. Members who have not registered their email IDs with the depository participants, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in)/[ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in) or [cs@suditi.in](mailto:cs@suditi.in) for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.
7. 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 Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In compliance with the provisions of section 101 and section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI Listing Regulations and MCA circulars, Notice of the AGM along with the Annual Report 2022-23, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
9. Members may note that the Notice of the 32<sup>nd</sup> AGM and Annual Report 2022-23 will also be available on the Company’s website at <http://suditi.in> and websites of the Stock



Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Private Limited at on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. Since this AGM is being held through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Further, the Route Map is not required to be annexed in this to the Notice.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Institutional/Corporate members are encouraged to attend and vote at the meeting through VC/OVAM. We also request them to send, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and vote through remote e-voting on its behalf at [cs@suditi.in](mailto:cs@suditi.in) and [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in)/[ashok.sherugar@linkintime.co.in](mailto:ashok.sherugar@linkintime.co.in), pursuant to Section 113 of the Companies Act, 2013.
13. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names will be entitled to vote.
14. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM. Members who wish to inspect, may send their request through an email at [cs@suditi.in](mailto:cs@suditi.in) up to the date of AGM.
16. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password. Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.
17. The Company has fixed **Friday, September 22, 2023** as Cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 3 days commencing from **Tuesday, September 26, 2023** (9.00 am) to **Thursday, September 28, 2023** (5.00 pm) (both days inclusive). The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, September 23, 2023 to Friday, September 29, 2023 (both days inclusive).

18. The Company has appointed M/s. Mitesh J. Shah & Associates, Practicing Company Secretaries (FCS 10070; CP 12891) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/Electronic mode during normal business hours (10:00 hours to 16:00 hours) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to inspect, may send their request through an email at [cs@suditi.in](mailto:cs@suditi.in) up to the date of 32<sup>nd</sup> AGM.
20. Information required under Regulation 36 of SEBI Listing Regulations and Secretarial Standards - SS 2 on General Meetings, for directors seeking appointment/re-appointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
21. In line with the measures of “Green Initiatives”, the Act provides for sending Notice of the AGM and all other correspondences through electronic mode. Hence, Members who have not registered their mail IDs so far with their depository participants are requested to register their email ID for receiving all the communications including Annual Report, Notices etc., in electronic mode. The Company is concerned about the environment and utilizes natural resources in a sustainable way.
22. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from 1<sup>st</sup> April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
23. The Securities and Exchange Board of India (‘SEBI’) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
24. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
25. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
26. Pursuant to section 124 of the Act (as notified on the 7th September, 2016), and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more, shall be transferred to an IEPF Account established by the Central

Government, within thirty days of such shares becoming due for transfer to the Fund. The Members whose shares/ unclaimed dividend have been transferred to the Fund may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the Authority from time to time.

27. Pursuant to the provisions of section 205C of the Companies Act, 1956 and section 125 of the Companies Act 2013 (with effect from 7th September, 2016), the Company has transferred the unpaid or unclaimed dividend amount for the financial year ended 31st March, 2015 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company is in the process of uploading the details of unpaid and unclaimed amounts lying with the Company on the 31st March, 2023 on the website of the Company as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

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

The remote e-voting begins on **Tuesday, September 26, 2023 at 9.00 am** and ends on **Thursday, September 28, 2023 at 5.00 pm** (both days inclusive). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 22, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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

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

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

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

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

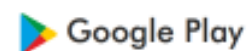
**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this

will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

#### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@suditi.in](mailto:cs@suditi.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement,



PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@suditi.in](mailto:cs@suditi.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@suditi.in](mailto:cs@suditi.in). The same will be replied by the company suitably.

29. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- i. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request on or before September 22, 2023, mentioning their name, demat account number/folio number, e-mail ID, mobile number, questions to ask, if any, at: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) and [cs@suditi.in](mailto:cs@suditi.in).
- ii. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- iii. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.
- iv. Members will get confirmation on first cum first basis. First 10 Speakers registered with the Company will only be allowed to speak at the AGM for a duration upto 3 minutes each
- v. Members will receive “speaking serial number” once they mark attendance for the meeting.
- vi. Members are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
- vii. Please remember your speaking serial number and start your conversation with panelist by switching on video mode and audio of your device
- viii. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before September 22, 2023 mentioning their name, demat account number/folio number, e-mail ID, mobile number at: [cs@suditi.in](mailto:cs@suditi.in). These queries will be replied by the Company suitably by e-mail.

By Order of the Board of Directors of  
Suditi Industries Limited

Sd/-

**Date:** August 14, 2023

**Place:** Navi Mumbai

**Mr. Rajagopal Raja Chinraj**  
**Whole time Director & CEO**  
**DIN: 00158832**

**Registered Office:**

C-253/254, MIDC, TTC Industrial Area,  
Pawne Village, Turbhe, Navi Mumbai  
Dist. - Navi Mumbai - 400705, Maharashtra, India.  
CIN: L19101MH1991PLC063245  
Website: <https://suditi.in>

**STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013:**

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

**ITEM NO. 3**

Ms. Krina Gaurav Gala was appointed by the Board as an Additional Director with effect from November 1, 2023 to hold the said position upto the date of this Annual General Meeting. As per the provisions contained under Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days during 10.00 a.m. to 4.00p.m. up to the date of the Meeting.

Based on the recommendation of the Nomination and Remuneration Committee (‘NRC’) and pursuant to the provisions of section 149, 150 and 152 of the Act, read with rules framed thereunder, the Board of Directors in its meeting held on November 1, 2022, appointed Ms. Krina Gaurav Gala (DIN: 07040989) as an Additional Non-Executive Independent Director of the Company for term of 5 consecutive years November 1, 2023 till October 30, 2028 subject to the approval of the members of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying the candidature of Ms. Krina Gaurav Gala as an Independent Director of the Company. The Company has also received a declaration of independence from her.

In the opinion of the Board, Ms. Krina Gaurav Gala (DIN: 07040989) fulfils the conditions specified in the Act and the Rules made thereunder and the Listing Regulations for her appointment as Independent Director of the Company and is independent of the management of the Company. Ms. Krina Gaurav Gala (DIN: 07040989) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Company has received from her all statutory disclosures /declarations including her consent to act as an Independent Director. The letter of appointment is available for inspection by members at the registered office of the Company between 10 a.m. to 4 p.m. on any working day of the Company.

Having regard to the qualification, knowledge and experience, the appointment of Ms. Krina Gaurav Gala (DIN: 07040989) as an Independent Director will be beneficial and in the interest of the Company. A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 3 of the Notice. The Board of Directors recommends the Special Resolution as set out at item no. 3 of the Notice for approval of the members.

**ITEM NO. 4**

Your Company generally enters into transaction with related parties as prescribed in the table of resolution mentioned in item no. 4 in ordinary course of business and at arm's length basis, which falls in the definition of "Related Parties" under the Act and/or SEBI Listing Regulations.

Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules") exempts a Company from obtaining consent of the Board of Directors and the members in case the related party transactions entered into by the Company are in the ordinary course of business and on arm's length basis.

However, Regulation 23 of the SEBI Listing Regulations requires approval of the members for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis, if the same is not exempt under Regulation 23(5) of the SEBI Listing Regulations. For this purpose, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower.

Accordingly, your Company may have to enter into material related party transactions in future requiring shareholders' approval, the framework of which has been recommended by the Audit Committee and approved by the Board of Directors of the Company in the text of the resolution proposed in the Notice. In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution.

The respective transactions have been carried out on arm's Length basis and all factors relevant to the respective transactions have been considered by the Board.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Shri. Pawan Agarwal and Shri Rajagopal Raja Chinraj and their relative's and their group of shareholders, is in any way, concerned or interested, in the resolution set out at Item No.4 of the Notice.

The Board recommends the resolution as special resolution as set out at Item No. 4 of the Notice for approval by the shareholders. The Board recommends the special resolution as set out at item No. 4 for approval by unrelated shareholders of the Company in terms of Section 188 (3) of the Act and Regulation 23 of the Listing Regulations.

**ITEM NO. 5 & 6:**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 & 6 in the notice.

The Board recommends the resolution as special resolution as set out at Item No. 5 & 6 of the Notice for approval by the shareholders.

#### ANNEXURE TO THE NOTICE OF AGM

(Details of Directors retiring by rotation, seeking appointment / re-appointment / fixation of remuneration at the ensuing Annual General Meeting)

(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India)

Name of Director	Mr. Pawan Agarwal	Ms. Krina Gaurav Gala
Director Identification Number (DIN)	00808731	07040989
Date of Birth	19/02/1965	02/03/1985
Age	58 years	38 years
Date of the first appointment on the Board	September 12, 1991	November 1, 2022
Qualifications	Bachelor's degree in commerce	Post graduate
Expertise in specified field	Has more than three decades of experience in the finance, marketing & other related matters particularly with reference to expertise in the manufacture and export of garments	Wide experience in Finance, administration and policy management of business & marketing with industry expertise in the family business
Number of Board Meetings attended in the Financial Year 2022-23	7	4
Directorships held in other Companies *	1. Intime Knits Private Limited 2. Suditi Sports Apparel Limited 3. SAA & Suditi Retail Private Limited 4. Suditi Design Studio Limited 5. Black Gold Leasing Private Limited	None

	6. Lehar Investrade Private Limited 7. R Piyarelall Private Limited	
Chairman/ Member in the Committees of the Boards of other companies in which he is Director *	None	None
Shareholding in the Company as on 31st March, 2023	1,68,13,398	67,600
Relationship with Directors, Managers and Key Managerial Personnel	Mr. Pawan Agarwal is not related to any director of the Company	Ms. Krina Gaurav Gala is not related to any director of the Company
Terms & Conditions of appointment or re-appointment /	As per the resolutions at item No. 2 of the Notice convening Annual General Meeting	As per the resolutions at item No. 3 of the Notice convening Annual General Meeting
Remuneration details (Including Sitting Fees & Commission)	Refer Corporate Governance Report	Refer Corporate Governance Report

**\* Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).**

**DIRECTORS' REPORT:**

Dear Shareholders,

The Directors have pleasure in presenting the Thirty Second Annual Report of the Company together with the Audited Balance Sheet as at March 31, 2023 and the Profit and Loss Account for the year ended on that date.

**Financial Results: (Consolidated and Standalone)**

(Rs.in Lakhs)

Particulars	Standalone		Consolidated	
	Current Year	Previous Year	Current Year	Previous Year
Revenue from operations	9242.53	9840.72	10278.29	10328.32
Other Income	1373.87	68.24	1374.07	85.64
Gross income	10616.40	9908.96	11652.36	10413.96
Profit before Interest and Depreciation	(569.42)	(1693.27)	(1149.83)	(1631.73)
Finance Cost	314.86	441.69	325.34	452.15
Profit after Finance Cost	(884.28)	(2134.96)	(1475.17)	(2083.88)
Depreciation	185.60	134.94	187.70	136.57
Profit / (Loss) before Tax	(1069.88)	(2269.90)	(1662.87)	(2220.45)
Provision for Tax	0.00	0.00	00	00
Profit / (Loss) after Tax before extra ordinary items and exceptional items	(1069.89)	(2269.90)	(1662.87)	(2220.45)
Exceptional Items	0.00	626.50	00	763.47
Profit / (Loss) after Tax	(1069.89)	(2896.40)	(1662.87)	(2983.92)
Deferred Tax provision	16.56	3.70	(15.61)	2.10
Comprehensive income/Net of expenses	11.34	3.84	1.35	3.84
Net Profit/(-) Loss	(1041.98)	(2896.26)	(1751.71)	(3504.87)
<u>Earning Per share</u>				
Basic	(3.95)	(16.50)	(6.66)	(19.94)
Diluted	(3.95)	(16.50)	(6.66)	(19.94)

**HIGHLIGHTS OF THE FINANCIAL SUMMARY**

The Consolidated and Standalone Financial Statements of the Company for the year ended March 31, 2023 have been prepared in accordance with Indian Accounting Standards (IND-AS), the relevant provisions of sections 129 and 133 of Companies Act, 2013 (hereinafter referred to as “the Act”), Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), which have been reviewed by the Statutory Auditors.

**Standalone Performance:**

The total revenue of the Company for F.Y. 2022-2023 stood at Rs. 9242.53 Lakhs. The Company incurred a loss after tax of Rs. 1069.89 Lakhs for F.Y. 2022-23, as compared to loss of Rs. 2896.40 Lakhs in the previous year.

**Consolidated Performance**

The total consolidated revenue of the Company for F.Y. 2022-23 stood at Rs. 10278.29 Lakhs. The company incurred a consolidated loss after tax of Rs. 1662.87 Lakhs for F.Y. 2022-23.

**Dividend:**

Due to the prevailing market conditions and losses, the Board has not recommended any Dividend for the financial year. In terms of Regulation 43A of the SEBI Listing Regulations, the Board of the Company has adopted a Dividend Distribution Policy, which can be accessed on the website of the Company at <https://suditi.in>.

**Share capital:**

During the year, the company has allotted 88,13,168 Equity shares of Rs.10/- each at a premium of Rs.20/- each on rights basis on September 28, 2022. Further, during the year, the company has not issued any shares under SUDITI ESOP PLAN 2011 to employees. During the year under review and in the previous year, the company has neither granted any options nor issued any shares to any employees under SUDITI ESOP 2011. The Certificate from the Secretarial Auditors of the Company certifying that the Company's Stock Option Plans are being implemented in accordance with the ESOP Regulations and the resolution passed by the Members, would be available for inspection during the meeting in electronic mode.

As on March 31, 2023, the paid-up share capital of the company is Rs. 26,36,72,910/- divided into 2,63,67,291 Equity shares of Rs. 10/- each and similarly the reserves have also increased by Rs.17,62,63,360/- due to receipt of share premium from the issue which is now accounted under other Equity.

**Details of Subsidiary/Joint Ventures/Associate Companies:**

The company has two subsidiary companies namely M/s. Suditi Design Studio Limited and M/s. Suditi Sports Apparel Limited. Apart from this, the company has entered into a joint venture arrangement with PAS Lifestyles Pvt. Ltd a company promoted by celebrity actor Ms. Anushka Sharma and her family. The joint venture company M/s. SAA & Suditi Retail Pvt Ltd. The statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries and joint venture (AOC-1) is annexed and marked as **Annexure I**.

**Deposits:**

The Company has not accepted any deposits within the meaning of Section 73 & 76 of Companies Act, 2013 and the rules made there under.

**Directors & the Key Managerial Personnel:**

The list of Directors & KMP's of the company as on March 31, 2023 are as follows:

Sr. No.	Name of Director (DIN)	Designation
1	Mr. Rajagopal Raja Chinraj (DIN: 00158832)	Whole Time Director (ED) & CEO
2	Mr. Pawan Agarwal (DIN: 00808731)	Non-Executive Director
3	Mr. Vivek Gangwal (DIN: 01079807)	Independent Director
4	Mrs. Krina Gaurav Gala (DIN: 07040989)	Independent Director
5	Mr. Hari Gopalkrishnan	Company Secretary



During the year under review, following changes took place in the composition of the Board of Directors:

- Mrs. Sanjula Sanghai (DIN 00049344), Independent Woman Director, has resigned from the board with effect from October 14, 2022 due to pre-occupation with her family business.
- Mrs. Krina Gaurav Gala (DIN 07040989) has appointed as an Additional Independent woman Non- Executive Director on November 1, 2022.

Post financial year, the following changes took place in the composition of Board & KMPs:

- Further, the tenure of the appointment of Mr. Rajagopal Raja Chinraj (DIN: 00158832) was due for renewal from June 1, 2023 and accordingly the company has re-appointed Mr. Rajagopal Raja Chinraj as Whole Time Director (ED) & CEO with effect from June 1, 2023 for a further period of 3 years. Since Mr. Rajagopal Raja Chinraj is above 70 years the company has passed Special Resolution. These appointments are further approved by the shareholders by passing special Resolution through Postal Ballot on December 30, 2022.
- Mr. Gopalkrishnan, Company Secretary has retired from the services of the company on May 31, 2023
- Mrs. Shweta Gupta has been appointed as Company Secretary cum compliance officer w.e.f. August 16, 2023.

Further in accordance with the provisions of Section 152 of the Companies Act, 2013 the Director and Chairman of the board Mr. Pawan Agarwal (DIN 00808731) retires by rotation in the forthcoming Annual General Meeting and being eligible offer himself for reappointment.

Presently, the company has not appointed any Chief Financial Officer (CFO) due to the prevailing situation and also on account of utilization of capacity at lower levels. The company will be taking necessary measures in this regard after recording some improvement in the operation. Till then the CEO will be overseeing the functions.

Further, none of the Directors are disqualified for being appointed as the Director of the Company in terms of Section 164 of the Companies Act, 2013.

A declaration by an Independent Director(s) that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been submitted to the Board every year in the first Board Meeting of the year including for the year 2022-23. An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and making disclosure of such appointment in the Board's report. In the opinion of the Board, the independent directors fulfill the conditions specified in the Regulations and are independent of the management.

#### **Directors' Responsibility Statement:**

The Directors hereby confirm -

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) That 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 at the end of the financial year and of the profit of the Company for that period;
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv) That the Directors have prepared the annual accounts on a 'going concern' basis;
- v) That the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and;
- vi) That the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and were operating effectively;

**Meetings of the Board:**

The company prepares a calendar of meetings in advance and circulated to the Directors. During the year seven Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 including the amendments and the rules.

**Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Independent Directors have reviewed the performance of all the Directors including their own performance, as well as the evaluation of the working of its Audit committee, Nomination & Remuneration committee and other Compliance Committees. The details are provided in the Corporate Governance Report.

**Particulars of contracts or arrangements with related parties:**

The related party transactions undertaken by the company are within the permissible limits of the special resolution passed by the shareholders and as a matter of prudence all the transactions with related parties are also placed before the Audit Committee for its review. An omnibus approval from the Audit Committee was obtained for the related party transactions which are though repetitive in nature. All the transactions with related parties, entered into during the year under review were in the Ordinary Course of Business and on Arms' Length Basis in accordance with the provisions of the Act, Rules made thereunder and SEBI Listing Regulations.

The Audit Committee and the Board, review all the transactions entered into pursuant to the omnibus approvals, on a quarterly basis. Approval of the Members of the Company is also obtained in case any related party transaction exceeds the prescribed limits and as good corporate governance practice, since there may be few transactions that may be carried out in the long-term interest of the Company. The Policy on Related Party Transactions is available on the Company's website and can be accessed at <https://suditi.in>.

The particulars of contract or arrangements entered into by the Company with related parties at arm's length basis referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form No. AOC-2 as **Annexure II**.

**Particulars of Employees:**

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details are annexed and marked as **Annexure III** and forms part of the report.

**Energy, Technology and Foreign Exchange:**

The particulars relating to conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 is given in the Annexure IV forming part of this report.

**Corporate Governance:**

A separate section on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Regulation 34 & other applicable Regulations of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (Listing Regulations), form part of the Annual Report.

**Auditors:**

M/s. Chaturvedi & partners, Chartered Accountants (FRN: 307068E) were appointed as Statutory Auditors of the Company, at the 31<sup>st</sup> Annual General Meeting held on September 29, 2022, for a term of 5 (five) consecutive years i.e. to hold office from the conclusion of 31<sup>st</sup> Annual General Meeting until the conclusion of 36<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2027. Further, the aforesaid Statutory Auditors have confirmed that they are not disqualified to act as Auditors and are eligible to hold office as Auditors of your Company for financial year 2023-24.

Further, the report of the Statutory Auditors along with the notes to accounts is enclosed with the Financial Statements. The Auditors have issued an unmodified opinion on the Financial Statements for the financial year ended 31st March, 2023. The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

**Secretarial Audit Report:**

In terms of Section 204 of the Companies Act 2013 and the rules made there under, Mr. Shivhari Jalan, Practicing Company Secretary had been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed. The Secretarial Audit Report is self-explanatory and does not call for any further additional comments since the comments are addressed separately in this report.

**Cost Audit:**

In view of the new Companies (Cost Records & Audit) Rules 2014 and amendment thereof, the company is now out of the purview of the Cost Audit Report Rules.

**Internal Audit & Controls:**

The Company had appointed M/s. Shambu Gupta & Co., Chartered Accountants as the internal Auditor to carry out the internal audit functions including the task of suggesting and implementing the board's recommendations to improve the control environment for the year 2022-23. Their scope of work covered review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

**Vigil Mechanism:**

The company has set up a Vigil Mechanism in pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 for directors and employees to report genuine concerns from time to time. The Vigil Mechanism Policy has been made available to each and every stakeholder and the Company has designated a senior official as Vigilance Officers to support the Vigilance Mechanism functions.

**Risk management policy:**

A statement indicating development and implementation of a risk management policy for Company including identification therein of elements of risk, if any, that in the opinion of the Board may threaten the existence of the company is given separately in the Corporate Governance Report.

**Details in respect of adequacy of internal financial controls with reference to the Financial Statements:**

The company has an internal control mechanism in operation to ensure that the financial statements prepared are true, fair and transparent. Apart from this there is an internal audit mechanism also apart from the direct supervision of the Management to ensure that all the financial transactions executed are in compliance with applicable laws and regulations and in line with the budget plans. All the major variations or deviations are appropriately dealt with by the internal Audit department as well as by the Audit committee. The Company had earlier engaged an independent Chartered Accountant Firm to develop an improved and strong standard operating procedures and the same is followed. According to the management the present mechanism followed in the company is adequate and effective. The details are also stated in the Management discussion and analysis report annexed herewith and form part of this report.

**Particulars of loans, guarantees or investments under section 186 of the companies Act:**

There are no loans/guarantee or security provided during the year under review. Details of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

**Extract of Annual Return:**

As required pursuant to section 92(3) read with Section 134(3) (a) of the Act, the annual return is placed on the website of the company.

**Obligation of company under the “Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act 2013:**

The company has set up a separate internal compliance committee under the “Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”. The Internal Complaints Committee is empowered to look into complaints relating to sexual harassment at work place of any women employee. Accordingly, the Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and the Committee ensures that the said policy is properly implemented all over the company. During the year Company has not received any complaint of harassment.

**Corporate Social Responsibility (CSR):**

As per the provisions of the Companies Act, 2013, the company has constituted a separate committee to formulate the CSR policy and ensure the compliance of the same as per the provisions of the Companies act 2013. In view of the substantial losses reported, there is no requirement for the company to earmark any amount for the purpose of CSR expenditure.

However as per the provisions of the Act for the financial year 2019-20, the company is required to spend an amount of Rs.7.20 Lakhs in the year 2020-21 and accordingly the company has spent an amount of Rs.9.75 lakhs against the same. The surplus spend is carried forward and the same will be adjusted against the amount to be spend subsequently. Apart from this, the company needs to spend another amount of Rs.9.51 lakhs pertaining to the profits computed based on the Financial Results of FY 2018-19. However, in view of the prevailing circumstances the company has not made the expenditure of the same. The details are separately provided in the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014.

**Transfer of amounts to Investor Education and Protection Fund:**

There is an amount of Rs. 6,17,118/- lying unpaid and unclaimed in the unpaid dividend account due to be transferred to Investor Education and Protection Fund (IEPF) by November 2023. Further the company has also transferred 40012 shares to IEPF. Pursuant to the provisions of the Investor Education Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012. The Company has already filed the necessary form and uploaded the details of unpaid and unclaimed amounts lying with the Company, as on the date of last AGM, with the Ministry of Corporate Affairs.

**Listing with Stock Exchange:**

The Company confirms that it has paid the Annual Listing Fees to the BSE Ltd (Bombay Stock Exchange Limited) where the Company's Shares are listed.

**Statement on compliances of secretarial standards:**

The Board has complied with applicable Secretarial Standards as specified u/s 118 of Companies Act, 2013.

**Miscellaneous:**

- During the year, there was no change in the general nature of business of your Company.
- There are no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.
- There are no material changes and commitment affecting financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2023 and the date of this Report.
- Your company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- Your Company did not allot any sweat equity shares. Therefore, no disclosures as required under Rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.

- During the financial year under review, no applications was made or proceeding initiated against the Company under the Insolvency and Bankruptcy Code, 2016 nor any such proceeding was pending at the end of the financial year under review.

**Appreciation:**

Your Company and its Directors wish to place on record their sincere appreciation for the support and assistance extended by different Central and State Government Departments and Agencies, Banks and Financial Institutions, Insurance companies, Customers and Vendors. Your directors are thankful to the esteemed shareholders for their continued support and confidence reposed in the company and its management. Your directors also wish to place on record their deep sense of appreciation to all the employees of the Company for their outstanding and dedicated contribution made towards the growth of the Company.

**For and on behalf of the Board of Directors  
Of Suditi Industries Limited**

**Sd/-**

**Pawan Agarwal  
Chairman  
DIN: 00808731**

**Place: Navi Mumbai  
Date: August 14, 2023**

**Annexure -I - FORM NO. AOC -1**

Statement containing salient features of the financial statement of Subsidiaries/ Joint Ventures  
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts)  
Rules, 2014)

**Part "A": Subsidiaries**

S.No	Particulars	Amount in Lacs Rupees	
1	Name of the Subsidiary	<b>Suditi Design Studio Ltd</b>	<b>Suditi Sports Apparel Ltd</b>
2	Reporting period for the subsidiary concerned	March 31, 2023	March 31, 2023
3	<b>Reporting Currency</b>	INR	INR
4	Share Capital	87	200
5	Reserves	<b>(891.81)</b>	<b>(307.39)</b>
6	Total Assets	<b>207.12</b>	<b>768.47</b>
7	Total Liabilities	<b>1011.94</b>	<b>875.86</b>
8	Investments	NIL	NIL
9	Turnover	<b>6.02</b>	<b>1203.39</b>
10	Profit before Tax	<b>(305.23)</b>	<b>(287.78)</b>
11	Provisions for taxation	NIL	0.95
12	<b>Profit after Taxation</b>	<b>(305.23)</b>	<b>(288.73)</b>
13	<b>Proposed Dividend</b>	NIL	NIL
14	<b>% of Shareholding</b>	100	60

**Part "B": Associates and Joint Ventures**

S.No	Name of Associates or Joint Ventures	SAA and Suditi Retail Pvt. Ltd.
1.	Latest Audited Balance Sheet Date	March 31, 2023
2.	Date on which the Joint Venture was associated	19-09-2017
3.	Shares of Joint Ventures held by Company on the year end	
	No.	50000
	Amount of Investment in Joint Venture	500000
	Extent of Holding (in percentage)	50%
4.	Description of How there is significant influence	50% of the shareholdings & 50% of Board Members are nominated by the Company
5.	Reason why the Associate/Joint Venture is not consolidated	Not applicable as it is Consolidated as per Equity method
6.	Networth attributable to shareholding as per latest Audited Balance Sheet	Nil
7.	Profit or Loss for the year	(110.45)
	i) Considered in Consolidation	Full
	ii) Not considered in Consolidation	N.A.

1.Names of Subsidiaries/ Joint Ventures which are yet to commence operations. Nil

2.Names of Subsidiaries/ Joint Ventures which have been liquidated or sold during year- Nil

For and on behalf of the Board of Directors  
Of Suditi Industries Limited

Sd/-

Pawan Agarwal  
Chairman  
DIN: 00808731

Place: Navi Mumbai  
Date: August 14, 2023

## Annexure II

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a	Name (s) of the related party & nature of relationship	Nil
b	Nature of contracts/arrangements/transaction	Nil
c	Duration of the contracts/arrangements/transaction	Nil
d	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e	Justification for entering into such contracts or arrangements or transactions'	Nil
f	Date of approval by the Board	Nil
g	Amount paid as advances, if any	Nil
h	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details (1)	Details (2)	Details (3)	Details (4)
A	Name (s) of the related party & nature of relationship	Intime Knits Pvt. Ltd. (Company in which a Director is Interested)	Black Gold Leasing Pvt. Ltd. (Promoter Group Entity)	R.Piyarellal Pvt. Ltd. (Promoter Group Entity)	B.L.R. Knits Pvt. Ltd. (Promoter Group Entity)
B	Nature and particulars of contracts/arrangements/transaction	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services
c.	Monetary value of the contract / arrangement for financial year 2023-24 and onward	Rs. 30 Crore	Rs. 60 Crore	Rs. 10 Crore	Rs. 15 Crore



d.	Salient terms of the contracts or arrangements or transactions	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & In ordinary course of business
e	Date of approval by the Board	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2022.	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2022.	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2022.	10.08.2022 for a period of 2 years also approved by shareholders by special resolution in the General Meeting held on 29.09.2022.
f	Amount paid as advances, if any	Nil	Nil	Nil	Nil

Sr. no	Particulars	Details (5)	Details(6)	Details (7)	Details (8)
a	Name (s) of the related party & nature of relationship	Suditi Design Studio Limited (Subsidiary)	Suditi Sports Apparel Limited (Subsidiary)	SAA & Suditi Retail Pvt. Ltd. (Joint Venture)	Chendur Dress Manufacturers Pvt. Ltd. (Company in which a Director is Interested)
B	Nature and particulars of contracts/arrangements/transaction	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related other Job work services
C	Monetary value of the contract / arrangement for financial year 2023-24 and onwards	Rs. 50 Crore	Rs. 75 Crore	Rs. 50 Crore	Rs. 10 Crore
D	Salient terms of	On Arm's	On Arm's	On Arm's	On Arm's

	the contracts or arrangements or transaction	Length Basis & In ordinary course of business	Length Basis & In ordinary course of business	Length Basis & In ordinary course of business	Length Basis & In ordinary course of business
e	Date of approval by the Board	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2022.	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2022.	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by special resolution in the General Meeting held on 29.09.2022.	10.08.2022 for a period of 2 years also approved by shareholders by special resolution in the General Meeting held on 29.09.2022.
F	Amount paid as advances, if any	Nil	Nil	Nil	Nil

SL. No.	Particulars	Details (9)	Details(10)	Details (11)
a.	Name (s) of the related party & nature of relationship	Chendur Enterprises (Entity in which a Director is Interested)	Chendur Inc. (Entity in which a Director is Interested)	Velaxmi Exim LLP (Limited Liability Firm in which a Director is Interested)
b.	Nature and particulars of contracts/arrangements/transaction	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services	Sale/ Purchase of Fabrics & Finished Garments including related & other Job work services
c.	Monetary value of the contract / arrangement for financial year 2023-24 and onwards	Rs. 10 Crore	Rs. 10 Crore	Rs. 10 Crore
d.	Salient terms of the contracts or arrangements or transaction	On Arm's Length Basis & in ordinary course of business	On Arm's Length Basis & In ordinary course of business	On Arm's Length Basis & in ordinary course of business
e.	Date of approval by the Board	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by special resolution in	In board meeting held on 10.08.2022 for a period of 2 years. Further approved by shareholders by

		special resolution in the General Meeting held on 29.09.2022.	the General Meeting held on 29.09.2022.	special resolution in the General Meeting held on 29.09.2022.
f.	Amount paid as advances, if any	Nil	Nil	Nil

For and on behalf of the Board of Directors  
Of Suditi Industries Limited

Sd/-

Pawan Agarwal  
Chairman  
DIN: 00808731

Place: Navi Mumbai  
Date: August 14, 2023

**Annexure III**

Disclosure pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

a) The ratio of remuneration of each director to the median remuneration of the employees;  
Executive Director 8.90:1

b) % increase in remuneration of each Director, KMP and of %. Increase in median remuneration of employees

% increase/(decrease) in remuneration of Executive Director = 0%

% increase (decrease) in remuneration of KMP = 2%

% increase/(decrease in remuneration of median = 11%

c) Number of permanent employees on the rolls of the company as on March 31, 2023 is 154 (including Executive Director).

d) Justification of increase in managerial remuneration (percentile) with that of increase in remuneration of other employees:

There is no increase in the remuneration of any Managerial Persons during the year under review. The increase which is reflected is mainly due to remuneration paid the managerial persons in both the years are not comparable due to the lock-down impact and varying remuneration pattern followed during the pandemic period. The revision of the remuneration will be considered by the Board after the recommendation of the Nomination and Remuneration Committee and the committee has not made any recommendation in view of prevailing economic & market conditions.

e) Affirmation that remuneration is as per remuneration policy of the Company.

I, Pawan Agarwal, Chairman of the company hereby affirm that all the employees including key managerial personal are paid remuneration as per the remuneration policy formulated by the company and approved by the Board. No employee is treated unfairly or denied any benefits as may be applicable and payable to him as per the company's payment of remuneration policy.

B) Details of every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Further the statement showing the requisite information pursuant to the Companies (Appointment of Managerial Personnel) Rules 2014 is not annexed herewith as there are no employees covered by the rule (2)(i) (ii) & (iii).

The statement of the name of the top ten employees in terms of remuneration drawn is as under:

Sr. No	Name Designation Qualification No of shares held	Remuneration (incl perquisites)	Nature of Employment	Exp (Approx)	Date of commencement	Last Employment	Whether relative of any Director /manager of company	No. of shares held
1.	Mr. R. Chinraj Designation: Whole time Director Dob: 25.03.1950 Qualification : B. Tech	1969227	Non-contractual	47 years	01.08.2003	Kasha Synthotics Pvt. Ltd	No	67600
2.	Mr. Harsh Pawan Agarwal Designation: Head Design & Development DoB: 25.11.1991	3141020	Non-contractual	8 years	13.02.2019	Black Gold Leasing Pvt L	Yes	35000
3.	Mr. Hitesh Doshi Designation: General Manager-Garment Dob: 22.12.1972	1800000	Non-contractual	29 years	16.10.2021	Fractal Fashion	No	-
4.	Mr. H Gopalkrishnan Designation: Company Secretary DoB: 08.07.1957	1417856	Non-contractual	37 years	28.07.2004	Aarey Drugs & Pharmaceuticals Ltd	No	8000
5.	Mr. Arvind Singh Designation: Head of Production	1098830	Non-contractual	20 years	18.03.2013	Fingerprints Fashion Pvt Ltd	No	-

	Dob: 16.07.1977							
6.	Mr. Deepak Naik Designation: V. P. Factory Dob: 14.09.1955	1054902	Non-contractual	47 years	01.12.1992	Velo Industries	No	28187
7.	Mr. Prafull Chandra Jena Designation: Production Manager Dob: 20.05.1975	953333	Non-contractual	27years	10.04.2023	DKI	No	-
8.	Mr. Siyaram Singh Designation: Dyeing Manager Dob: 10.12.77	881891	Non-contractual	23 years	22.04.2017	Innovative Textiles Ltd	No	-
9.	Mr. Sanjay Thakur Designation: Plant Engineer Dob: 03.07.1973	867643	Non-contractual	27 years	26.3.1996	First Job	No	5000
10	Mr. Rajendra Gaikwad Designation: Quality Assurance- Dyeing Div Dob :01.06.1973	760819	Non-contractual	27 years	01.08.2000	Santogen Rxpotrs Limited	No	-
11	Mr. Sujeet Deena Verma Designation: Commercial Manager- Garment Dob: 03.09.1982	635511	Non-contractual	14years	15.04.2019	Clothing Culture Ltd.	No	-

- C) Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report. Nil
- D) There are no disclosures to be made as the directors (except the whole time Director), are not in receipt of any remuneration or stock options other than sitting fees and reimbursement of expenses incurred for attending the meeting. The details are furnished separately in the corporate governance report.

For and on behalf of the Board of Directors  
Of Suditi Industries Limited

Sd/-

Pawan Agarwal  
Chairman  
DIN: 00808731

Place: Navi Mumbai  
Date: August 14, 2023

**Annexure IV**

Information under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules and forming Part of the Directors Report for the year ended March 31, 2023.

**Conservation of energy, technology absorption and foreign exchange earnings and outgo:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**a) Conservation of Energy:**

The company lays great emphasis on the energy conservation measures as it plays a significant role in the development of any country. The company keeps a close watch on all the energy conservation measures practiced in the industry and takes all necessary steps to implement them in the manufacturing units of the company to the best possible extent

(i)	the steps taken or impact on conservation of energy	The Company has been taking continuous steps to conserve the energy and minimize energy cost at all levels. Regular efforts are made for optimization of process parameters, improving the operational efficiencies and reducing water and energy consumption. While undertaking expansion, modernization and technological up gradation of production facilities, due consideration is given to energy efficient plant and equipment's with multi product capabilities
(ii)	the steps taken by the company for utilizing alternate sources of energy	The company is looking into the scope as well as the cost of the systems to properly assess the prospects of the usage of solar energy to support heating and daytime usage of lights in the plant. Necessary decision will be taken at the appropriate time.
(iii)	the capital investment on energy conservation equipment's	The capital investments on the items installed till date are not very significant.

**(b) Technology absorption:**

(i)	the efforts made towards technology absorption	The Company is constantly making efforts to adopt latest technology wherever possible to improve quality of product, productivity and efficiency of the machineries. The Company is also at a continuous endeavor to improve the efficiency of process by way of deep study of new technologies and exchange of information with other mills and machinery manufacturers.
(ii)	the benefits derived like product improvement, cost reduction,	Up gradation of technology is mainly aimed towards quality improvement with cost



	product development or import substitution	benefits.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	the expenditure incurred on Research and Development	Expenditure on R & D has been shown under respective heads of expenditure in the profit and loss account as no separate account is maintained.

**(c) Foreign exchange earnings and Outgo:**

(Rs. in Lakhs)

Particulars	Current Year	Previous Year
Total Foreign Exchange used	-	45.72
Total Foreign Exchange earned (FOB Value)	-	-

For and on behalf of the Board of Directors  
Of Suditi Industries Limited

Sd/-

Pawan Agarwal  
Chairman  
DIN: 00808731

Place: Navi Mumbai  
Date: August 14, 2023

## REPORT ON CORPORATE GOVERNANCE

### **1. COMPANY GOVERNANCE PHILOSOPHY:**

Our corporate governance practices are a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. Corporate governance is about maximizing shareholder value legally, ethically and sustainably. At Suditi, the Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures seek to attain the best practices in international corporate governance. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

### **2. BOARD OF DIRECTORS:**

The Board of Directors is the apex body constituted by shareholders for overseeing the Company's overall functioning. The Board provides strategic direction and leadership and oversees the management policies and their effectiveness looking at long-term interests of shareholders and other stakeholders. The Board, inter alia, reviews and guides corporate strategy, major plans of action, risk policy, annual budgets, acquisitions and divestments. It also monitors implementation and effectiveness of governance structures. The Board and its Committees provide effective governance to the Company. The Board's actions and decisions are aligned with the Company's best interests

In line with the applicable provisions of the Companies Act, 2013 (the "Act") and the SEBI Listing Regulations, your Company's Board has an optimum combination of Executive and Non-Executive Directors. The Board effectively separates the functions of governance and management and balances deliverables.

#### **Composition of Board of Directors:**

The constitution of the board has a balanced mix of Executive and Non-Executive Directors as well as Independent Directors with expertise from different fields. The Directors are all persons of integrity with adequate qualifications and experience in different fields like management, marketing, finance & technical and administration who upholds ethical standards and assists the company in implementing best corporate governance practices.

As on March 31, 2023, the Board comprised Four members, consisting of a non-executive and non-independent Chairman, Chief Executive Officer & Whole Time Director (CEO & WTD), and two independent directors. While all the Board members possess the skills identified. The details of composition of the Board as at March 31, 2023, the attendance record of the Directors at the Board Meetings held during FY 2022-23 and at the last Annual General Meeting (AGM), as also the number of Directorships, Committee Chairmanships and Memberships held by them in other Public Companies, the names of other listed entities where they have Directorship and their category of directorship in such listed entities, and their area of core expertise is given in their respective profiles below.

Name of the Director & date of Appointment (DOA)	NO. of shares held	Executive or Non-Executive	Independent	Total No. of Directorships (including SIL)	No. of other outside Committee		Name of the listed entities where the person is a director (Category of Directorship)	Area of expertise
					Membership	Chair-person		
Mr. Rajagopal Raja Chinraj DOA: 01/06/2018	67600	Executive	No	2	-	-	--	<ul style="list-style-type: none"> <li>• Leadership &amp; Operational Experience</li> <li>• Strategy Planning</li> <li>• Policy Making</li> <li>• Risk Management</li> <li>• Finance &amp; Regulator</li> <li>• Commercial</li> </ul>
Mr. Pawan Agarwal DOA:01/02/2015*	1,68,13,398	Non-Executive	No	8	--	--	--	<ul style="list-style-type: none"> <li>• Strategy Planning</li> <li>• Finance &amp; Regulatory</li> <li>• Commercial Business</li> <li>• International Global business</li> </ul>
Mr. Vivek Gangwal DOA: 01/04/2019**	NIL	Non-Executive	Yes	5	--	--	--	<ul style="list-style-type: none"> <li>• Strategy Planning</li> <li>• Policy Making</li> <li>• Risk Management</li> <li>• Finance &amp; Regulatory</li> </ul>
Sanjula Sanghai : 31/03/2015	NIL	Non-Executive	Yes	2	--	--	--	<ul style="list-style-type: none"> <li>• Policy Making</li> <li>• Commercial Decisiveness</li> <li>• International Business</li> <li>• Management and Administration</li> </ul>
Ms. Krina Gaurav Gala DOA: 01/11/2022	NIL	Non-Executive	Yes	1	-	-	-	<ul style="list-style-type: none"> <li>• Strategy Planning</li> <li>• Policy Making</li> <li>• Risk management</li> <li>• Management &amp; Administration</li> </ul>

Note:

1. Number of Directorship/Memberships held in other companies excludes Directorships/Memberships in Foreign Companies, companies under section 8 of the Companies Act, 2013.
2. This relates to membership of Committees referred to in Regulation 26(1) of the Listing Regulations, viz. Audit Committee and Stakeholders Relationship Committee of all public limited companies, whether listed or not and excludes private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013 / Section 25 of the Companies Act, 1956;
3. Ms. Sanjula Sanghai resigned with effect from 14.10.2022 has confirmed that that there were no other material reasons other than those provided in the resignation letter submitted to the Company.
4. Appointment of Ms. Krina Gaurav Gala (DIN: 07040989) as an Additional Director (Non -Executive Independent Category) of the Company w.r.f. November 1, 2022, who will hold office up to the date of the 32<sup>nd</sup> Annual General meeting and the Board has recommended her appointment to the shareholders.
5. There are no inter-se relationship between the Directors
  - \* (Director on the Board since 12/09/1991)
  - \*\* (Director on the Board since 16/06/2003)

#### **Brief profile of Directors: -**

The brief profile of the Directors as on March 31, 2023 is as follows:

#### **Mr. Rajagopal Raja Chinraj (Whole Time Director & CEO - Executive & Non- Independent Director)**

Mr. Rajagopal Raja Chinraj holds B. Tech (Textiles) and Post Graduate Diploma in Wet Processing from Mumbai, has wide experience in the textile industry spanning of more than 45 years. He has expertise in the technical and commercial aspect of product development and Research.

#### **Mr. Pawan Agarwal (Non -Independent & Non-Executive Director)**

Mr. Pawan Agarwal holds bachelor's degree in commerce and has more than three decades of experience in the finance, marketing & other related matters particularly with reference to expertise in the manufacture and export of garments.

#### **Mr. Vivek Gangwal (Non-Executive Independent Director)**

Mr. Vivek Gangwal is qualified chartered accountant with vast experience and knowledge in the various aspects of primary and secondary market operations. He has expertise in portfolio management, and equity research. His experience span over a period of more than 20 years and also traveled for enhancing and sharing his wide business experience.

#### **Ms. Krina Gaurav Gala (Non-Executive Independent Director)**

Ms. Krina Gaurav Gala is a post graduate with wide experience in Finance, administration and policy management of business & marketing with industry expertise in the family business.

Further, the independent director who resigned, has confirmed that there is no other material reason other than those provided in the resignation letter submitted to the Company.

**Independent Directors:**

The Independent directors play a very important part in the implementation of Corporate Governance policies and practices as per the requirements of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and other applicable laws in the company. They continue to enrich the Board with their vast experience and knowledge and take active part in the deliberations during the meetings of the Board and committees. Apart from the statutory and regulatory obligations, the independent directors are also responsible for ensuring that the company discharges its obligation towards the society and the public in general.

All Independent Directors meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 (1) (b) of the SEBI (LODR) Regulations and are independent of the management. The terms and conditions of appointment of Independent Directors were set out in the appointment letter issued to the Director at the time of his/her appointment/re-appointment as an Independent Non-Executive Director of the Company. The terms and conditions as mentioned in the appointment letter is disclosed on the Company's website <https://suditi.in>

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI Listing Regulations, 2015, a meeting of the Independent Directors of the Company was held on 14th February, 2023 without the attendance of Non-Independent Directors and members of the management.

**Familiarization program for Independent Directors:**

The Company believes that the Board be continuously empowered with the knowledge of the latest developments in the Company's business and the external environment affecting the industry as a whole. To this end, the Directors were given brief update on the global business environment, as well as all business areas of the Company including business strategy, risks opportunities. Periodical updates on performance/ developments giving highlights of performance of the Company including the developments/ events having impact on the business of the Company are also sent to all the Directors.

In the opinion of the board, the independent directors fulfill the conditions specified in Companies Act, 2013 & SEBI Listing Regulation, 2015 and are independent of the management. The details are available on the Company's website <https://suditi.in> .

**Board Meetings:**

The Board Meetings are held at least once in every quarter to review the quarterly results and additional meetings are held whenever required to consider any specific agenda of items. The Board meeting dates are decided in consultation with the Board members. The schedule of the Board meetings and Board Committee meetings are communicated in advance to the Directors to enable them to attend the meetings. Senior Management Personnel & Auditors are also intimated to attend the Board meeting, to provide additional inputs to the items being discussed by the Board. As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparing agenda and documents for the Board meeting. Sufficient time is allocated for discussions and deliberations at the meeting.

Seven Board Meetings were held during the financial year. The details of Board meetings and attendance of Directors at these meetings and at last Annual General Meeting (AGM) are given below:

Name of Director	Attendance at the Board Meetings held on							Attendance at AGM held on 29/09/22
	30/05/22	10/08/22	30/08/22	01/11/22	14/11/22	24/11/22	14/02/23	
Mr. Pawan Agarwal	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Vivek Gangwal	Yes	Yes	No	No	Yes	Yes	Yes	Yes
Ms. Sanjula Sanghai*	Yes	Yes	Yes	Yes	NA <sup>#</sup>	NA <sup>#</sup>	NA <sup>#</sup>	No
Mr. Rajagopal Raja Chinraj	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Krina Gala **	NA <sup>#</sup>	NA <sup>#</sup>	NA <sup>#</sup>	Yes	Yes	Yes	Yes	NA <sup>#</sup>

Note: \*Ms. Sanjula Sanghai resigned with effect from 14.10.2022.

\*\* Mrs. Krina Gaurav Gala was appointed with effect from 01.11.2022

# No. of committee meetings indicated is with reference to the date of joining of the Director.

### **3. BOARD COMMITTEE:**

In compliance with the requirements under various Acts & Regulations the Board has constituted the following committees Viz., Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Risk Management Committee, Compensation committee and also a Right Issue Committee. This enables the board to provide specialized and focused attention relating to all the activities falling within the terms of reference including the assignments of its Members thereof.

#### **I. AUDIT COMMITTEE:**

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI Listing Regulations. The Audit Committee comprises of three directors as members out of which two third are Independent Directors and all directors are financially literate.

The terms of reference stipulated by the Board of Directors to the Audit Committee are as contained under Regulation 18 read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Company Secretary of the Company acts as the Secretary of the Committee. None of recommendations made by the Audit Committee were rejected by the Board. Mr. Vivek Gangwal, Chairman of the Audit Committee was present at the last Annual General Meeting held on September 29, 2022.

The Audit Committee has met 4 times during the year under review. The composition and attendance of each member of the committee at the Audit Committee meeting held is as under:

Name of Director	Category	Attendance at committee Meetings held on			
		30/05/22	10/08/22	14/11/22	14/02/23
Mr. Vivek Gangwal (Chairman)	Non-Executive Independent	Yes	Yes	Yes	Yes
Mr. Rajagopal Raja Chinraj	Executive	Yes	Yes	Yes	Yes
Ms. Sanjula Sanghai *	Non-Executive Independent	Yes	Yes	NA <sup>#</sup>	NA <sup>#</sup>
Ms. Krina Gaurav Gala **	Non-Executive Independent	NA <sup>#</sup>	NA <sup>#</sup>	Yes	Yes

Note: \*Ms. Sanjula Sanghai resigned with effect from 14.10.2022.

\*\* Mrs. Krina Gaurav Gala was appointed with effect from 01.11.2022

# No. of committee meetings indicated is with reference to the date of joining of the Director.

## II. NOMINATION & REMUNERATION COMMITTEE:

Pursuant to section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, nomination and remuneration committee must fulfill below mentioned points:

- The committee shall comprise of **at least three directors**;
- **All directors of the committee shall be non-executive directors**;
- At least **two third** of the directors shall be **independent directors**.

The Nomination & Remuneration Committee reviews and recommends the compensation payable to the Executive/Managing Director. Further the Committee is also entrusted with the task of periodical review of the compensation structure and policies of the Company. The terms of reference include the matters specified under Part D of Schedule II to Regulation 19(4) of Listing Regulations as well as under section 178 of the Companies Act 2013. Based on the Recommendation of the Nomination & Remuneration Committee, the Board have formulated and adopted Nomination and Remuneration Policy.

During the year under review the committee met once in the year on October 14, 2022. The composition of the Nomination and Remuneration Committee as at March 31, 2023 and the attendance of each member at the Committee Meetings are as given below:

Name	Category	No of Meeting attended
Mr. Vivek Gangwal (Chairman)	Non-Executive Independent	1
Mr. Pawan Agarwal	Non-Executive Non-Independent	1
Ms. Sanjula Sanghai*	Non-Executive Independent	1
Ms. Krina Gaurav Gala **	Non-Executive Independent	NA <sup>#</sup>

Note: \*Ms. Sanjula Sanghai resigned with effect from 14.10.2022.

\*\* Mrs. Krina Gaurav Gala was appointed with effect from 01.11.2022

# No. of committee meetings indicated is with reference to the date of joining of the Director.

**Performance Evaluation:**

The Board has carried out the annual performance evaluation of its own performance, the Directors including the Chairman individually as well as the evaluation of the working of the Audit, Nomination and Remuneration and other Compliance Committees pursuant to the provisions of the Companies Act, 2013 and Regulations 17 of the Listing Regulations. The evaluation is based broadly on certain parameters like level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was also carried out by the Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

**Remuneration Policy:**

The committee reviews the compensation policy on periodical intervals. The company strives hard to ensure that the compensation levels of the Company are in line with industry standards followed in the area. The policy on appointment and remuneration including criteria for determining qualifications, positive attributes as well as independence of director and all other related matters including succession plans and other policies adopted by the Board are also available on the web site of the company.

The Committee also reviews the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. The compensation policy of the company also includes performance-oriented incentives for various staff and executives in the organization. The remuneration and other compensations to the Whole-time Director is recommended by the Committee in accordance with the various provisions of the Companies Act and Rules & regulations.

Non-Executive Directors have not drawn any remuneration from the Company except sitting fees for the Board Meetings attended by them. Details of remuneration paid to the Directors during the financial year ended March 31, 2023 is given below:

There were no pecuniary relationships or transactions between the Non-Executive Directors (including Independent Directors) and the Company except sitting fees drawn by Independent Directors for attending the meeting of the Board, Committee(s) thereof and Independent Directors' Meeting

Name of the Director	Salary	Perquisites & Other benefits	Sitting Fees	Reimbursement of expenses	Total
1. Mr. Pawan Agarwal	-	-	9000	-	9000
2. Mr. Rajagopal Raja Chinraj*	1850001	119226		108000	2077227
3. Mr. Krina Gaurav Gala	-	-	3000	-	3000
4. Mr. Vivek Gangwal	-	-	9000	-	9000
5. Ms. Sanjula Sanghai	-	-	6000	-	6000



**Criteria for making payment to Non-Executive Directors:**

Non-Executive Directors are paid only Sitting Fees & Travelling and other conveyance expenses for attending the Board & Committee Meetings. Apart from this they are not entitled for any remuneration. The policy related to managerial remuneration approved by the Board is placed on the website of the Company.

**Terms of appointment & remuneration - CEO & Wholetime Director:**

There is no change in the remuneration payable to Mr. Rajagopal Raja Chinraj Wholetime Director & CEO from the date of appointment in view of reporting significant losses and also due to the impact of pandemic conditions and the unfavourable market conditions. The terms continued to remain same while re-appointing him from June 1, 2023. The remuneration payable to Mr Rajagopal Raja Chinraj is furnished below: -

**Mr. Rajagopal Raja Chinraj**

Period of Appointment	5 years
Salary Grade	Rs.155000/- P.M
Allowances	Reimbursement of conveyance expenses
Perquisites	Nil
Retrial Benefits	As per company Rules
Performance Bonus	Only Annual Bonus
Sign-on Amount	Nil
Deferred Bonus	Nil
Minimum Remuneration	Same as above
Notice Period & Severance Fees	Nil
Other	Nil

**III. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Pursuant to section 178 (5) of Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 Stakeholders' Relationship Committee must fulfill below mentioned points:

- Chairman of this committee shall be a non-executive director;
- At least three directors, with atleast one being an independent director, shall be members of the Committee.

The Stakeholders Committee has met twice on 27/07/2022 and 28/03/2023 during the year under review. The composition & attendance of each member at Committee meeting held is as under:

Name	Category	Attendance at the meeting
Mr. Vivek Gangwal (Chairman)	Non-Executive Independent	2/2
Mr. Pawan Agarwal	Non-executive	2/2
Ms. Sanjula Sanghai*	Non-Executive Independent	1/1 <sup>#</sup>
Ms. Krina Gaurav Gala*	Non-Executive Independent	1/1 <sup>#</sup>

Note: \*Ms. Sanjula Sanghai resigned with effect from 14.10.2022.

\*\* Mrs. Krina Gaurav Gala was appointed with effect from 01.11.2022

# No. of committee meetings indicated is with reference to date of joining of the Director.

The Company Secretary of the Company is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreement with the Stock Exchanges in India.

The terms of reference cover the matters specified under Part D of Schedule II to Regulation 20(4) of Listing Regulations as well as under section 178 of the Companies Act 2013.

Number of complaints received and resolved to the satisfaction of Shareholders / Investors during the year under review and their break-up is as under:

Number of Investor complaints pending at the beginning of the year	:	2
Received during the year	:	2
Disposed during the year	:	4
Remaining unresolved at the end of the year	:	NIL

#### IV. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility Committee (CSR Committee) is constituted in accordance with the requirements under the Companies Act 2013 and its rules and amendments. The composition of the Committee is as under:

Name	Category	No. of Meetings attended during the year
Mr. Pawan Agarwal (Chairman)	Non-Executive Non Independent	1
Mr. Rajagopal Raja Chinraj	Executive	1
Ms. Sanjula Sanghai*	Non-Executive Independent	NA <sup>#</sup>
Ms. Krina Gaurav Gala**	Non-Executive Independent	1

Note: \*Ms. Sanjula Sanghai resigned with effect from 14.10.2022.

\*\* Mrs. Krina Gaurav Gala was appointed with effect from 01.11.2022

# No. of committee meetings indicated is with reference to the date of joining of the Director.

The committee has met once on February 14, 2023 and reviewed the status of the CSR under the revised CSR policy to advise the board.

#### V. COMPENSATION COMMITTEE:

The board has constituted a Compensation Committee to administer the SUDITI Employees Stock Option Plan 2011 (SUDITI ESOP PLAN 2011). The committee had met once during the year under review on 14<sup>th</sup> February 2023 to take stock of the plan. The directors have recorded their presence and the committee taken note of the present status of the pending stock options and decided to keep all the plan on hold in view of the prevailing circumstances. The committee manages the entire aspects of the SUDITI ESOP PLAN 2011 and advises the Board from time to time on the various issues related to the SUDITI ESOP PLAN 2011.

Name	Category	No. of Meetings attended During the year
Mr. Vivek Gangwal (Chairman)	Chairman	1/1
Mr. Pawan Agarwal	Member	1/1

Ms. Sanjula Sanghai*	Member	NA <sup>#</sup>
Ms. Krina Gaurav Gala**	Member	1/1

Note: \*Ms. Sanjula Sanghai resigned with effect from 14.10.2022.

\*\* Mrs. Krina Gaurav Gala was appointed with effect from 01.11.2022

# No. of committee meetings indicated is with reference to the date of joining of the Director.

## VI. RISK MANAGEMENT COMMITTEE:

The policy on risk assessment and minimization procedures as laid down by the Board are periodically reviewed by the Risk Management Committee, Audit Committee and the Board. The policy facilitates identification of risks at appropriate time and ensures necessary steps to be taken to mitigate the risks. Brief details of risks and concerns are given in the Corporate Governance Report and Management Discussion and Analysis Report.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with the legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, and mitigation as well as reporting of risks.

The Management does not envisage any risk associated with commodity price or foreign exchange and there are no hedging activities undertaken by the Company. The board has accepted the recommendations of the committees which are mandatorily wherever applicable and required to be accepted. The composition of the Risk Management Committee as at March 31, 2023 and details of the Members participation at the Committee Meeting are as under:

Name of the Member	Category	Attendance at the Risk Management Committee meeting held on 14/11/2022
Mr. Pawan Agarwal (Chairman)	Executive, WTD & CEO	Present
Mr. Vivek Gangwal	Non Executive, Independent Director	Present
Mr. Rajagopal Raja Chinraj	Executive Director	Present
Mr. Vikas Sharma	Head Marketing	Present

The board has accepted the recommendations of all the committees which are mandatorily required to be accepted.

#### **4. POLICIES AND DISCLOSURES:**

##### **Policies**

##### **(a) Prevention of insider trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The code is reviewed in line with the amendments in the regulations from time to time. The Code requires pre-clearance for dealing in the Company's shares beyond a specified limit and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code. All Board Directors and the designated employees during the year under review have confirmed compliance with the Code. The Board approved policy is available on the Company's website <https://suditi.in>

##### **(b) Code of Conduct:**

The Board of Directors has laid down a Code of Conduct for the Board of Directors and Senior Management (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Code of Conduct is hosted on the website of the Company. All the Board members and senior management personnel have confirmed compliance with the code. A declaration to that effect signed by the Whole time Director and CEO is annexed and forms part of the Annual Report of the Company.

##### **(c) Disclosure on Related Party Transaction:**

All transactions entered into with Related Parties as defined under the Companies Act, 2013, and Regulation 23 of SEBI (LODR) Regulations during the financial year were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 (except as stated in AOC - 2 (Annexure D to Directors' Report)). There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures as required by the Indian Accounting Standard (Ind AS 24) has been made in the notes to the Financial Statements. The Board approved policy for related party transactions is available on the Company's website <https://suditi.in>

##### **(d) Whistle Blower Policy/Vigil Mechanism:**

The Whistle Blower Policy/Vigil Mechanism has been formulated by the Company with a view to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee of the Board to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or ethics policy or any other unethical or improper activity including misuse or improper use of accounting policies and procedures resulting in misrepresentation of accounts and financial statements and incidents of leak or suspected leak of unpublished price sensitive information. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair

treatment. The Whistle Blower Policy/Vigil Mechanism also provides safeguards against victimization or unfair treatment of the employees who avail of the mechanism. The Company affirms that no personnel have been denied access to the Audit Committee.

**(e) Prevention of Sexual Harassment at Workplace:**

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment.

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

- a) No. of complaints filed during the financial year 2022-23: NIL
- b) No. of complaints disposed of during the financial year 2022-23: NIL
- c) No. of complaints pending as on 31.03.2023: NIL

**(f) Archival Policy:**

The Listing Regulations mandates listed entities to formulate a Policy for preservation and archiving of documents pursuant to Regulation 9 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is in this context that the Document Retention and Archival Policy (“Policy”) is being framed and implemented. The Archival Policy of the Company is available on company’s website.

**Objectives of the Policy:**

The objective of this Policy is to classify the documents in two categories i.e.

- (i) Documents which need to be preserved permanently &
- (ii) Documents which need to be preserved for a specific period of time.

**(g) Subsidiary Monitoring Framework:**

All the Subsidiary Companies of the Company are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their stakeholders. As a majority shareholder, the Company nominates its representatives on the Boards of subsidiary companies and monitors the performance of such companies. The Company has the two material subsidiaries, whose income is more than 10% of the consolidated income of the Company during the previous financial year. A policy for determination of Material Subsidiaries has been formulated and has been posted on the Company’s website <https://suditi.in>

Sr. no	Name of the material subsidiary	Date and place of incorporation	Name & Date of appointment of statutory auditor
1	Suditi Sports Apparel Ltd	18.03.2015, Navi Mumbai, Thane.	Chaturvedi & Co. being appointed as an auditor of the Company in the AGM held on 30.11.2021

2	Suditi Design Studio Ltd	23.03.2015, Navi Mumbai, Thane.	Chaturvedi & Co. being appointed as an auditor of the Company in the AGM held on 30.11.2021
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**Disclosures:****(a) Non-compliance by the Company on any matter related to capital markets and no strictures or penalties have been imposed on the Company by the Stock Exchanges or by the SEBI or by any statutory authority on any matters related to capital markets during the last three (3) years:**

2021-22	<p>There was a delay in the submission of Audited financial results for the fourth Quarter and year ended 31<sup>st</sup> March 2021. Accordingly, the Stock Exchange BSE Limited has issued notice asking the company to pay the penalty amount of Rs. 277300/- pertaining to the delay in the submission of the Audited Results for the fourth Quarter/year ended March 31, 2021.</p> <p>There was a delay in the submission of Un-Audited Financial Results for the first quarter ended 30<sup>th</sup> June 2021. Another notice asking the company to pay Rs.100300/- pertaining to the delay in the submission of the Un-Audited Financial Results for the first Quarter/period ended 30<sup>th</sup> June 2021.</p>
2020-21	<p>There was a delay in the submission of Audited financial results for the fourth Quarter and year ended 31<sup>st</sup> March 2020. The Company has received email from BSE Ltd on August 18, 2020 for levy of fines of Rs. 94,400.</p> <p>There was a delay in the submission of Un-Audited Financial Results for the first quarter ended 30<sup>th</sup> June 2020. Another notice asking the company to pay Rs.59,000/- pertaining to the delay in the submission of the Un-Audited Financial Results for the first Quarter/period ended 30<sup>th</sup> June 2021.</p>

Apart from these cases, there were no penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any statutory authority on any matters relating to capital markets during the last 3 years. The company has complied with all mandatory requirements stipulated under the provisions of the Listing regulations as amended from time to time.

**(b) Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):**

During the year under review, the company had raised Rs. 2643.95 lakhs/- through right issue of equity shares of Rs.10 each at premium of Rs. 20/- each on September 28, 2022. The proceeds of the right issue have been utilized to repay borrowings of the Company. All the proceeds of the said issue have been fully utilized. Apart from the above, the Company has not raised any other funds through Preferential Issue or Qualified Institutional Placement as specified under Regulation 32 (7A).

**5. COMPLIANCE WITH NON-MANDATORY REQUIREMENTS:**

The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the SEBI (LODR) Regulations 2015, is provided below:

- i. Non-Executive Chairperson's entitlement to maintain Chairman's Office and reimbursement of expenses incurred: The Company does have a Non-Executive Chairperson.
- ii. Shareholders' Rights: The Quarterly, Half Yearly, Nine Monthly and Annual financial performance including summary of significant events are published in the newspapers, communicated to the stock exchanges and also posted on the Company's website.
- iii. Modified Opinion in Auditors Report: The Company's financial statement for the financial year 2022-23 does not contain modified audit opinion.
- iv. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

**6. FEES PAID TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART:**

The total fees paid to the Statutory Auditors for all services rendered by them to the company and its subsidiaries on a consolidated basis amounts to Rs.8.15 Lakhs.

**7. LOANS AND ADVANCES BY COMPANY OR ITS SUBSIDIARIES TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED:**

Name of the Company	Amount INR/Crore	Name of the Director interested
Black Gold Leasing Pvt. Ltd. (Unsecured Loan)	450 Cr	Mr. Pawan Agarwal

**8. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE:**

There are no instances of non-compliance of any requirement of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para (C) of Schedule V. The Company has been regularly submitting the quarterly compliance report to the Stock Exchanges as required under Regulation 27 of the SEBI (LODR) Regulations, 2015.

**9. COMMUNICATION AND RELATIONSHIP WITH SHAREHOLDERS:**

Timely disclosure of consistent, comparable, relevant and reliable information on corporate financial performance is at the core of good governance towards this end

**(a) Quarterly/Half Yearly/Nine Monthly/ Annual Results:**

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are intimated to the Stock Exchanges immediately after they are approved by the Board.

**b) Publication of Quarterly/ Half Yearly/Nine Monthly/Annual Results:**

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, in the Business Standard in English and Navakal/Mumbai Lakshdeep daily in Marathi. Apart from this, announcement of General meeting, E-voting and book closures are published in the newspapers.

**(c) Website:**

The Company's website <https://suditi.in> contains a separate dedicated section where information for shareholders is available. The Quarterly, Half Yearly, Nine Monthly and Annual Financial Results, annual reports, investor forms, stock exchange information, shareholding pattern, corporate benefits, policies, investors' contact details, etc., are posted on the website in addition to the information stipulated under Regulations 46 & 62 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The latest official press releases are also available on the website.

**(d) Filing with BSE "Listing Centre":**

Pursuant to Regulation 10 (1) of the SEBI (LODR) Regulations, BSE has mandated the Listing Centre as the "Electronic Platform" for filing all mandatory filings and any other information to be filed with the Stock Exchanges by Listed Entities. BSE also mandated XBRL submissions for Financial Results, Shareholding Pattern, Corporate Governance Report, Reconciliation of Share Capital Audit Report & Voting Results etc. All the data relating to financial results, various quarterly, half yearly, nine monthly and annual submissions/disclosure documents etc., have been filed Electronically/XBRL mode with the Exchange on the "Listing Centre" (<http://listing.bseindia.com>).

**(e) Annual General Meeting:**

(a) The details of the Annual General Meeting (AGM) held during the preceding three years and the Special Resolutions passed there at, are as under:

AGM	Date and Time	Venue of AGM	Special Resolutions Passed
31 <sup>st</sup>	September 29, 2022 at 3.30 p.m.	Virtual meeting through VC/OAVM	1) Sale/Disposal of property at Navi Mumbai 2) Approval of Related Party transactions.
30 <sup>th</sup>	November 16, 2021 at 3.30 p.m.	Virtual meeting through VC/OAVM	1) Alteration of Articles of Association. 2) Shifting the Registered office of the company from A-2 Shah Nahar Estate. Unit no.23/26, Lower Parel Mumbai-400013 to C-253/254, TTC Industrial Area, MIDC, Pawne Village, Turbhe, Navi Mumbai-400705. 3) Authorization to the Board to undertake certain Related Party Transactions.
29 <sup>th</sup>	December 30, 2020 at 3.30	Virtual meeting through VC/OAVM	<b>No special Resolution was passed</b>



## b) Passing of Special Resolutions by Postal Ballot vide notice dated November 24, 2022:

During the year, the company has passed two special resolutions seeking the approval of the shareholders for the appointment of Ms. Krina Gaurav Gala as an independent woman director and the re-appointment of Mr. Rajagopal Raja Chinraj as Whole Time Director (ED) and CEO with effect from June 1, 2023 vide postal ballot on December 31, 2022.

The remote e-voting schedule commenced from December 1, 2022 at 9.00 am and concluded on December 30, 2022 at 5.00pm. The consolidated report on the result of the postal ballot through remote e-voting for approving the aforementioned resolutions was provided by the Scrutiniser by its report dated December 30, 2022.

## c) Shiv Hari Jalan &amp; Co. Practicing Company Secretary, (Membership No. FCS 5703, CP No. 4226) acted as the 'Scrutiniser' to conduct the postal Ballot /e-voting process in a fair and transparent manner.

## d) Procedure For Postal Ballot

All the aforesaid Postal Ballots were conducted by the Company as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a special resolution through Postal Ballot.

## (f) General Shareholders' Information

**Annual General Meeting:**

Date and time	Friday, September 29, 2023 at 03.00 P.M.
Venue	Through Video conference (VC)/ Other Audio Visual Mens (OVAM)
Book Closure	September 23, 2023 to September 29, 2023

**Financial Calendar (Tentative):**

The financial year of the Company starts from the 1st day of April and ends on 31st day of March of the next year. Our tentative calendar for declaration of results for the financial year 2023-24 are as given below. In addition, the Board may meet on other dates as and when required:

First Quarter	:	second week of August
Second Quarter/Half year	:	second week of November
Third Quarter	:	Second week of February
FourthQuarter/Annual	:	End of May (Audited Results)

**Dividend payment:**

Nil

**E-Voting Facility to members:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

**Listing on Stock Exchanges:**

The Company's equity shares are listed on The BSE LTD (Bombay Stock Exchange Ltd). Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

**Listing fees:**

The Annual Listing fee for the financial year has been paid to BSE Ltd. (The Bombay Stock Exchange)

**Delisting:**

Delisted from Ahmadabad Stock Exchange and applied for delisting of shares from the Calcutta Stock Exchanges. (Delhi already closed).

**Stock Code:**

Bombay Stock Exchange Ltd. (521113)

**The ISIN Number is:**

INE691D01012 (NSDL & CDSL)

**Share transfers:**

Transfer of shares in physical form is not permitted as per the new amendments issued by SEBI in this regard. Similarly, Dematerialisation requests are also processed within 21 days from the date of the receipt to give credit if the shares through the depositories. In compliance with the Listing Agreement with the Stock Exchange and the Listing regulations, every six months, a practicing Company secretary audits the system of Transfers and a certificate to that effect is issued. The Stakeholders Relationship committee is entrusted with the task and the details of the committee are stated separately in the report.

**Nomination facility for shareholding:**

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form are requested to contact the Registrar & Transfer Agency of the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

**Permanent Account Number (PAN):**

Members who hold shares in physical form are advised to contact R&T Agents as SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services like issue of duplicate share certificates.

**Payment of dividend through National Electronic Clearing Service (NECS):**

The Company has not recommended any dividend for the year 2022-23. Regarding the unpaid dividend members are requested to contact R&T agents for claiming the amount subject to the provisions of the Rules & Regulations.

**Dematerialization and Liquidity:**

The Company' has arrangement with both National Securities Depository Ltd. & Central Depository Services (India) Ltd. The Company is taking all steps to dematerialize the entire Share capital and the members are advised regularly.

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2023 is given below:

Particulars	No. of Shares	Percentage
Physical Segment	576360	2.18%
Demat Segment		
NSDL	16977159	64.39%
CDSL	8813772	33.43%
Total	26367291	100.000%

**Distribution of shareholding as on March 31, 2023:**

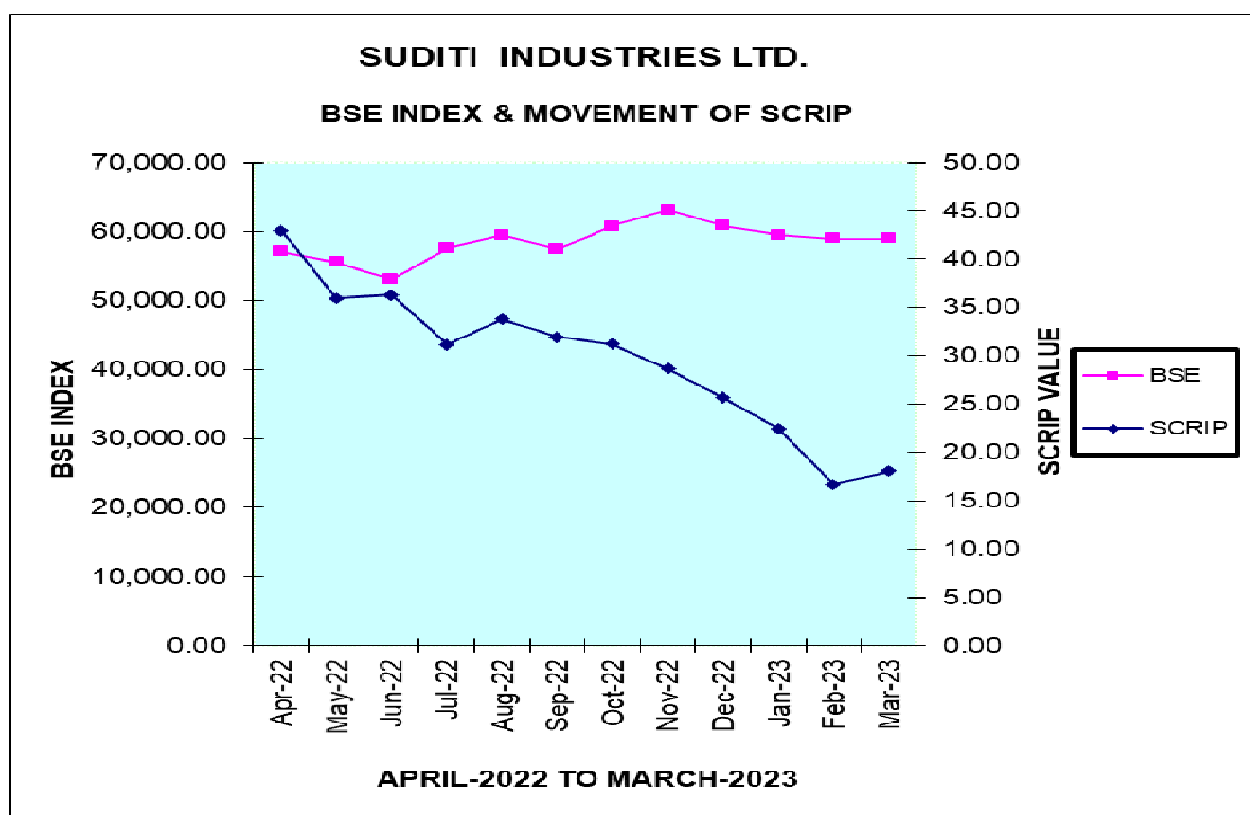
Category From - To	No. of Holders	% of total holders	Total Shares	% of issued capital
Upto 5000	6979	97.6494	1927495	7.3102
5001 - 10000	64	0.8955	478715	1.8156
10001 - 20000	43	0.6017	650203	2.4659
20001 - 30000	16	0.2239	399097	1.5136
30001 - 40000	11	0.1539	388084	1.4718
40001 - 50000	7	0.0979	306157	1.1611
50001 - 100000	11	0.1539	782969	2.9695
100001 and above	16	0.2239	21434571	81.2923
Total:	7147	100	26367291	100

**Market Price Data:**

Source (Website - bseindia.com)

The Stock Exchange, Mumbai.			
Month	Low (Rs.)	High (Rs.)	Monthly Volume
April, 2022	40.00	51.65	3,55,404
May, 2022	35.95	44.50	1,38,072
June, 2022	33.65	41.00	72,181
July, 2022	28.85	36.00	20,630
August, 2022	26.10	38.85	1,87,974
September, 2022	26.65	37.30	15,73,934
October, 2022	29.35	34.85	8,23,913
November, 2022	27.50	35.70	6,68,321
December, 2022	22.00	30.15	2,35,765
January, 2023	22.00	26.00	1,35,378
February, 2023	15.50	26.40	3,75,287
March, 2023	16.10	22.00	6,44,579

**Stock Price Suditi v/s BSE Sensex:**  
(Source-R&T Agents)



**Reconciliation of Share Capital Audit:**

As required by the Securities & Exchange Board of India (SEBI) regulations, quarterly audit of the Company's share capital is being carried out by an independent external auditor (Practicing Company Secretary) with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

**Details of Demat/unclaimed Suspense Account:**

There are no details to be furnished in respect of Demat suspense account/ unclaimed suspense account.

**Outstanding GDRs/ADRs, Warrants or Convertible Instrument, conversion dates & likely impact on equity:**

There are no outstanding GDRs/ADRs, Warrants or any Convertible Instrument as on March 31, 2023

**Complaints:**

The Company has received a letter from its R&T Agent M/s. Link Intime Pvt. Ltd. indicating that there are no complaints pending against the Company.

**Unclaimed Dividend:**

Unclaimed dividend (not due for transfer to IEPF) as on 31<sup>st</sup> March, 2023 is Rs.15,07,480/-. However, there is no unclaimed Dividend account due and pending for transfer to IEPF as on march 31, 2023, except the dividend distributed in the year 2016 and unclaimed for more than 7 years which is due for transfer to IEPF in the month of November, 2023. The Company has already circulated notices to those shareholders who have not claimed their dividends informing that the shares held by these shareholders are also due for transfer to IEPF.

**Share Transfer Agent:**

Link Intime India Pvt. Ltd.,  
C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.  
Tel: 49186000/49186270  
Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**Registered Office:**

C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705

**Plant Location:**

Administrative Office:  
C3-B, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.

**Factory:**

Unit No1:C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.

**Knitting and Garment Division:**

Unit No.2: C3-B, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.

**Garment Division:**

Unit No.3:Vapi

**Address for Correspondence:**

All correspondences shall be addressed to Company's Share Transfer Agents at address given above. In case of any difficulty, shareholders may contact Compliance Officer/Company Secretary Mrs. Shweta Gupta or alternatively Mr. Sandeep Gothankar (Authorised Person) (Tel: 67368600/10, 67368615/20) at the Company's Secretarial Dept. at C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.

**OTHER REQUIREMENTS**

The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and sub-regulation (2) of regulation 46 and the details are stated separately including various management policies and full Annual Report which are all available on the website of the Company <https://suditi.in>.

**CEO/CFO Certification:**

A declaration from Mr. Rajagopal Raja Chinraj, Whole time Director & Chief Executive Officer (WTD &CEO) has submitted necessary certificate to the Board stating the particulars specified under the listing regulations 17(8) of the SEBI (LODR) Regulations 2015 and reviewed by the Audit Committee. The said certificate is annexed and forms part of the Annual Report.

**Compliance Certificate by Practicing Company Secretary**

The Company has obtained a certificate from the - Mr. Shivhari Jalan, Practicing Secretarial Auditor pursuant to the provisions of Regulation 34(3) read with Schedule V Para C Clause (10)(i) of the SEBI (LODR) Regulations which is annexed herewith.

**Compliance Certificate by Auditors:**

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of the SEBI (LODR) Regulations which is annexed herewith.

**DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT**

As provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2023.

**For Suditi Industries Limited**

Sd/-

Place: Navi Mumbai  
Date: August 14, 2023

**Rajagopal Raja Chinraj**  
WTD & CEO  
(DIN: 00158832)

**DECLARATION & CERTIFICATION BY THE EXECUTIVE DIRECTOR AND CEO/ CFO.**

I, Rajagopal Raja Chinraj, Whole time Director & Chief Executive Officer (WTD &CEO) to the best of my knowledge and belief certify that:

- a. I have reviewed the financial statement and cash flow statement for the year ended March 31, 2023 and to the best of my 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. I also certify that to the best of my knowledge and belief, there are no transactions entered into by Suditi Industries Ltd., during the year; which are fraudulent, illegal, or in violation of the Company's Code of Conduct.
- c. I along with the Chairman of the company are responsible for establishing and maintaining internal controls for financial reporting and 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 we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit Committee:
  - i) Significant changes, if any, in internal controls during the year.
  - ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statement and
  - iii) Instances of significant fraud of which I 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.

**For Suditi Industries Limited**  
Sd/-

Place: Navi Mumbai  
Date: August 14, 2023

**Rajagopal Raja Chinraj**  
WTD & CEO  
(DIN: 00158832)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
Suditi Industries Limited  
C-253/254, MIDC, TTC Indl. Area,  
Pawne Village, Turbhe, Navi Mumbai - 400 705

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Suditi Industries Limited having CIN L19101MH1991PLC063245 and having registered office at C-253/254, MIDC, TTC Indl. Area, Pawne Village, Turbhe, Navi Mumbai - 400 705 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No	Name of Director	DIN	Date of appointment in company
1	Mr. Rajagopal Raja Chinraj	00158832	01.06.2018
2	Mr. Vivek Kumar Gangwal	01079807	16.06.2003
3	Mr. Pawan Agarwal	00808731	12.09.1991
44	Ms. Krina Gaurav Gala	07040989	01.11.2022

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

Place: Navi Mumbai  
Date: August 14, 2023

For Mitesh J. Shah & Associates  
Company Secretaries

Sd/-  
Mitesh Shah  
Proprietor  
Practicing Company Secretary  
FCS: 10070  
CP. No.: 12891  
UDIN: F010070E000935027



**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

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

To,

The Members of  
**Suditi Industries Limited**  
C - 253 / 254, MIDC, T.T.C. Ind. Area,  
Pawne Village, Turbhe, Navi Mumbai,  
Thane - 400705.

I, Shiv Hari Jalan, Proprietor of Shiv Hari Jalan & Co., Company Secretary in practice have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Suditi Industries Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the company during the review period)
- (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the company during the period under review)
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the review period)
- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the company during the review period)
- (j) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;

(vi) Other laws applicable specifically to the Company namely:

- (a) Factories Act, 1948;
- (b) The Contract Labour (Regulation and Abolition) Act, 1970 and Rules made thereunder;
- (c) Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder;
- (d) Environment Protection Act, 1986
- (e) Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following observations:

- *The Company has submitted outcome of Board Meeting held on 30.05.2022 to BSE Ltd with delay of 17 minutes in which board has approved and considered the audited standalone and consolidated financial result for the quarter and year ended 31.03.2022.*
- *The Company has delayed in appointing independent director on the Board of unlisted material subsidiaries of listed entity i.e. on 30.12.2022 pursuant to Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- *The Company has not appointed Chief Financial Officer as required under Section 203 of Companies Act, 2013.*

**I 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance in accordance with the provisions of Companies Act, 2013 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

**I further report** that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report** that during the audit period the company had following specific actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

The Company has allotted 88,13,168 equity shares of Rs. 10/- each issued at a premium of Rs.20/- on rights basis on September 28, 2022 which has been listed on BSE Limited on October 04, 2022 with script code 521113 vide BSE Ltd notice dated October 03, 2022.

**Place: Mumbai**  
**Date: 14.08.2023**  
**UDIN: F005703E000799023**

**For Shiv Hari Jalan & Co.**  
**Company Secretaries**  
**FRN: S2016MH382700**

**Sd/-**

**(Shiv Hari Jalan)**  
**Proprietor**  
**FCS No: 5703**  
**C.P.NO: 4226**  
**PR No. 1576/2021**

This report is to be read with my letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

**'Annexure A'**

To,  
The Members,  
**Suditi Industries Limited**  
C - 253 / 254, MIDC, T.T.C. Ind. Area,  
Pawne Village, Turbhe, Navi Mumbai,  
Thane - 400705.

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of provision of Corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial Audit report is neither an assurance as to the future viability of Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**Place: Mumbai**  
**Date: 14.08.2023**  
**UDIN: F005703E000799023**

**For Shiv Hari Jalan & Co.**  
**Company Secretaries**  
**FRN: S2016MH382700**

**Sd/-**  
**(Shiv Hari Jalan)**  
**Proprietor**  
**FCS No: 5703**  
**C.P.NO: 4226**  
**PR No. 1576/2021**

**Certificate of Statutory Auditor on Corporate Governance**

**Independent Auditor's Certificate on Corporate Governance**

Ref No. : 230814/011/C

**To the Members of SUDITI INDUSTRIES LIMITED**

1. This certificate is issued in accordance with the terms of our engagement letter dated 10 October, 2022.
2. We have examined the compliance of conditions of corporate governance by Suditi Industries Limited ('the Company') for the year ended on 31 March 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**Management's Responsibility**

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

**Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2023. We 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. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For Chaturvedi & Partners  
*Chartered Accountants*  
(Firm Registration No.: 307068E)

Sd/-

(Siddharth Punamiya)  
Partner  
Membership No.: 148540  
UDIN: 23148540BGUQOY4993

Place: Mumbai  
Date: August 14, 2023

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report has been prepared in accordance with the provisions of Regulation 34(2)(e) of Listing Regulations, read with Schedule V(B) thereto, with a view to provide an analysis of the business and Financial Statements of the Company for FY 2022-23 and should be read in conjunction with the Company's financial statements, the schedules and notes thereto and other information included elsewhere in the Integrated Report.

The objective of this report is to convey the Management's perspective on the external environment and our industry, as well as strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities and internal control systems and their adequacy in the Company during the FY 2022-23.

**Industry Structure & Development:**

Textile Industry is one of the largest contributors to the country's exports valuing nearly USD 35.5 billion. India is the third largest exporter of Textiles & Apparel in the world. India's textiles and clothing industry is one of the mainstays of the national economy. In terms of employment, Indian textile industry is the second largest employer after agriculture, providing direct and indirect employment to nearly 100 million people in India. In keeping with goal of making India's development inclusive and participative, the Government's central focus has been on increasing textile manufacturing by building the best-in-class manufacturing infrastructure, upgradation of technology fostering innovation, enhancing skills and traditional strengths in the textile sector.

The Ministry of Textiles has undertaken several initiatives to support the textile industry in India and strengthen its position in the global market, empowering economically disadvantaged people and improving infrastructure, plans to encourage sustainable fashion and promote advanced manufacturing facilities within India are also underway. The steps like Incubation centres for apparel manufacturing for start ups, Production linked incentive (PLI) scheme, PM-Mega Integrated Textiles and Apparel Park (PM MITRA), Capacity building scheme (SAMARTH) for textile industry are great initiative taken by the Ministry of textile for creating opportunities and growth in the sector.

In June 2023, Government has approved R&D projects worth US\$ 7.4 million (Rs. 61.09 crore) in textile sector and Huge funds in schemes such as Rs. 900 crore (US\$ 109.99 million) for Amended Technology Upgradation Fund Scheme (ATUFS) have been released by the Government in the union budget of 2023-24 to encourage more private equity investments and provide employment.

**Opportunities & Threats**

The fashion industry has historically demonstrated tremendous resilience and adaptability. Over the years, industry players have successfully navigated challenges and emerged stronger with new and innovative methods. The global apparel market expanded at a compound annual growth rate (CAGR) of 7.0% between 2022 and 2023, from US\$ 610 bn to US\$ 653 bn. The apparel market is anticipated to expand at a 6.2% CAGR to US\$830.69bn by 2027. Global apparel retail industry is expected to increase at 7% CAGR in the period between 2020 and 2025 with China and USA continuing to be the

largest markets in terms of the sales forecast. Besides, trade agreements with United Kingdom, other countries in the European Union and Canada are expected to drive robust growth, leading to an increase in India's stake in the global readymade garment trade.

Sustainable fashion, Gen-Z propelling gender-fluid fashion, development of E-commerce portals, customisation, personalisation, of digital technology in textile products, 3D modelling and other technologies will be key to driving growth and profitability in the long run. China plus one policy adopted by USA / Europe will give a boost to Indian Textile Sector. Economic volatility in Srilanka, Pakistan, Bangladesh and Vietnam has played out in favour of India as the world has started looking at India as reliable partner for their requirement.

The textile industry is highly sensitive to global economic conditions and can be significantly impacted by global demand and pricing. Rising competition in the market both on the domestic & export front, duty free access to competing countries in US & European markets, Rise of demand for low-cost products having sustainable and environment - friendly production processes, sustained inflationary pressure, cost of raw material and its availability, slowdown in demand & change in fashion trends, the geopolitical conflict in Europe, interest rate hikes by Central Banks across the world, lower demand in Europe, the UK and USA, extra inventories with traders are some of the challenges. Besides this the Company is also exposed to factors such as the change in government policies, duties & taxes, availability of power from the grid, availability of labour etc.

#### Performance:

In spite of the continued disturbance due to the economic and market conditions in the prevailing situation, the company has maintained the sales business in line with the previous year. However, the performance could have been more visible if there were profits from the performance for the year 2022-23 in the backdrop of losses reported in the previous year. The company had to account for substantial loss on the sale of accumulated inventory of retail division stocks and because of these the company reported substantial losses for the financial year.

(Rs.in Lakhs)

Particulars	2022-23	2021-22	Percentage Change
Total Sales (Domestic)	9242.53	9840.72	-6.08
Other Income	1373.87	68.24	1913.29
Total:	10616.40	9908.96	7.14



**Key Ratios:**

Particulars	2022-23 (Standalone)	2021-22 (Standalone)	2022-23 (Consolidated)	2021-22 (Consolidated)
Debtors Turnover	2.64	2.68	3.53	3.13
Inventory Turnover	6.84	3.43	5.48	3.14
Interest coverage Ratio	(2.36)	(4.13)	(4.11)	(5.59)
Debt Equity Ratio	0.03	(1.67)	(0.04)	(0.20)
Operating profit margin (%)	(7.01)	(18.41)	(11.47)	(24.27)
Net Profit margin (%)	(0.11)	(0.29)	(0.15)	(0.34)
Return on net worth (%)	0.02	0.02	(0.01)	(0.20)
Current Ratio	1.09	0.80	0.73	0.70

**Earnings per share:**

The Company's earnings per share for 2022-23 are Rs. (3.95) as against Rs. (16.50) during 2021-22. Detailed analysis of ratio are given separately in the notes to the accounts.

**Outlook:**

The Company envisions a positive outlook for its future, aspiring to increase its business. The focus is on establishing long term strategic partnerships that offer enhanced visibility into the business and drive a consistent stream of revenue. This enables the Company to transition from transactional orders to value-accretive businesses, ultimately driving higher margins and improved return ratios in the long term. Adapting to the dynamic economic and fashion landscape, the Company continues to evolve and build resilience against market upheavals. While acknowledging the near-term challenges that may impact growth, the Company anticipates a positive outlook. As a global platform, we remain dedicated to strengthening our capabilities, accompanied by a gradual increase in profitability. We, therefore, look at the future optimistically.

**Risk and Concerns:**

There are various risks and concerns associated with the textile and apparel industry such as Regulations, Competition, Business risk, Technology Obsolescence, Retention of talent, cyber security etc. Price fluctuation, interrupted availability of raw material, high inventory and rising input cost remain the major concern for the industry. As business passes on the rising cost due to rise in input prices, consumer sentiments are getting affected and the demand is being further contracted.

**Internal Controls & Systems:**

Company has in place robust Internal Control system to maximize the effectiveness and efficiency by including activities that are tailored to the nature, size and complexity of the entity. The Company follows proper hierarchy for reporting of routine activities. The company has set up adequate internal control and systems to ensure that all the functions and procedures followed are

effective and any major revenue leakage or wastage of resources are timely checked and controlled. The Company implements and manages efficient internal control systems to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, by maintaining proper records and reports in a timely manner. There is regular evaluation of all the Internal Controls Systems and procedures and it is also reviewed by Internal Auditors through checking, inspection and verification. Apart from this the company has also adequate internal financial control systems that include a risk based framework to ensure orderly and efficient conduct of its business, safeguarding assets and accuracy and completeness of the accounting records, and assurance on reliable financial information.

### **Internal Audit**

Internal Audit at the Company is an independent and objective activity designed to provide assurance to senior management and add value by identifying opportunities to deliver business benefits and improvements to internal controls. It helps us accomplish our objectives by bringing a systematic and disciplined approach to evaluating and improving the effectiveness of processes, controls, and governance. The internal audit function carries out a focused and risk-based annual internal audit plan approved by the Audit Committee.

### **Human Resources**

We take pride in fostering an inspiring workplace with an agile and high-performance culture to attract, develop and retain the best talent. Human Resources are capital of the Company. It could be invested through education and training which leads to an improvement in the quality and level of production. The Company has always given importance for developing individuals as well as teams. The system followed is transparent and performance based and it endeavors to retain, develop and provide better working environment to the employees by providing an atmosphere of trusteeship, competition and challenge, thereby providing opportunities for personal and professional growth through training and ample career enhancement opportunities. The Company organizes and provides requisite training to its employees from time to time and periodical appraisal and rewarding systems are in put well in place. The Company has shown full commitment towards employees, investors, consultants and all related personnel by providing safe-working conditions along with other welfare measures.

As on 31<sup>st</sup> March, 2023, the number of permanent employed is 154 (including Executive Director).

### **Cautionary Statement:**

All the statements and observations stated in the Management Discussion and Analysis & other reports, describing the Company's objectives, projections, data information and estimates may be "forward looking" statements within the meaning of applicable securities, laws, and regulations. Therefore, the actual results could differ materially from those expressed or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, statutes, and other incidental national and international

factors. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements.

By Order of the Board of Directors of  
Suditi Industries Limited

Sd/-

Date: August 14, 2023  
Place: Navi Mumbai

Mr. Rajagopal Raja Chinraj  
Whole time Director & CEO  
DIN: 00158832

**INDEPENDENT AUDITOR'S REPORT**

Ref no. 230530/005/R

To,  
THE MEMBERS OF  
SUDITI INDUSTRIES LIMITED

**Report on the Audit of Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **SUDITI INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income) for the period ended on that date, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, of total comprehensive loss (including other comprehensive income) for the period ended on that date, Changes in Equity and its Cash flows for the year then ended.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) 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 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 independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters:**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit matter description	How the scope of our audit responded to the key audit matter
<p><b>Revenue from Contracts with Customers:</b> (Refer to Significant accounting policies para 4(b).)</p> <p>Revenue from contracts with customer is recognized upon transfer of control of promised goods and is measured at the transaction price received or receivable, net of returns and allowances, trade discounts and volume rebates, based on contractually defined terms. In some cases, discounts estimated will be determined on sale of goods by the customers.</p> <p>Also, in certain cases the Company has contracts with customers which entitle them to right of return. At year end, number of returns, and discounts that have been incurred and not yet settled with the customer are estimated and accrued. Estimating the amount of accrual at year-end is considered a key audit matter due to the judgements required to be made by management.</p>	<p>The audit procedures included but were not limited to:</p> <ul style="list-style-type: none"> <li>--Assessment of the processes of the Company for adoption of the new accounting standards.</li> <li>--Selecting a sample from each type of the contracts with the customers, and testing the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. Carrying out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</li> <li>--Testing the relevant controls including access and change management controls of information technology systems, which are relevant for appropriate measurement and presentation of revenue and related account balances.</li> </ul> <p>Performing following procedures on the samples selected:</p> <ul style="list-style-type: none"> <li>--Reading, analysing and identifying the distinct performance obligations in these contracts.</li> <li>--Comparing these performance obligations with that identified and recorded by the Company.</li> <li>--Testing sample of revenues with the performance obligation specified in the underlying contracts.</li> <li>--Carrying analytical procedure for reasonableness of revenue disclosed by segments.</li> <li>--Evaluating the appropriateness of adequate disclosures in accordance with the standards.</li> </ul>
<p><b>Inventory valuation:</b> (Refer to Significant Accounting Policies para 4 j)</p> <p>As described in para (j) of the Significant Accounting policies and Notes 40, 41 and 42 on Inventories, the Company carries</p>	<p>We obtained a detailed understanding and evaluated the design and implementation of controls that the Company has established in relation to inventory valuation.</p> <p>We obtained assurance over the appropriateness</p>

<p>inventory at the lower of cost and fair value less costs to sell. The Company provides for changes in value based on estimated inventory usage. This methodology relies upon assumptions made in determining appropriate provisioning percentages to apply to inventory balances.</p>	<p>of management's assumptions applied in calculating the value of inventory provisions by:</p> <ul style="list-style-type: none"> <li>-- verifying the value of a sample of inventory items to confirm whether they are held at the lower of cost and net realizable value, through comparison to vendor invoices and sales prices;</li> <li>-- using data analytics to identify unusual inventory usage characteristics, completing assumption tolerance testing and recalculating the provision in totality.</li> </ul>
<p><b>Contingent liabilities:</b> (Refer to Note 53)</p> <p>The Company has ongoing legal matters relating to previous corporate transactions which require management judgement to be applied in order to determine the likely outcome.</p> <p>Judgement is required in assessing the nature of these exposures and their accounting and disclosure requirements.</p>	<p>In assessing the potential exposures to the Company, we have completed a range of procedures including:</p> <ul style="list-style-type: none"> <li>-- assessing the design and implementation of controls in relation to the monitoring of known exposures;</li> <li>-- reading Board and other meeting minutes to identify areas subject to Company consideration;</li> <li>-- meeting with the Company's internal legal advisors in understanding ongoing and potential legal matters impacting the Company;</li> <li>-- reviewing the proposed accounting and disclosure of actual and potential legal liabilities, drawing on third party assessment of open matters.</li> </ul>
<p><b>Allowance for Credit Losses:</b> (Refer to Significant Accounting Policies para 4(v)(ii)(f) and Note no: 60)</p> <p>The Company applies the 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the trade receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables adjusted to reflect current and estimated future economic conditions of its customers, their industry and geography of operations. At every reporting date these historical default rates are reviewed and changes in the</p>	<p>Our audit procedures to test the effectiveness of controls over allowances for credit loss includes the following:</p> <ul style="list-style-type: none"> <li>•• Trade Receivables ageing report as on balance sheet date</li> <li>•• Development of the expected credit model for the allowance for credit losses, including consideration of the current and estimated future economic conditions.</li> <li>•• Completeness and accuracy of information used in the estimation of probability of default</li> <li>•• Status of recovery of trade receivables as on the report date out of the total outstanding as at</li> </ul>

<p>forward-looking estimates are analysed. In calculating expected credit loss, the Company also considers other related information for its customers, including credit periods, to estimate the probability of default in future and has considered estimates of possible effects from any uncertain events/litigations etc. The Management has exercised significant judgement in estimating the allowance for credit losses making it a key audit matter.</p>	<p>March 31, 2023</p> <ul style="list-style-type: none"> <li>•• Verification of computation of the allowance for credit losses</li> <li>•• Testing the arithmetical accuracy and computation of the allowance prepared by the Management.</li> <li>•• Testing the allowance for credit loss through alternate scenarios, including profiling of customers based on their attributes with various sensitivities around the assumptions and reviewing the possible effects of any uncertain events/ litigations to validate the Management estimates.</li> </ul>
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#### Other Information:

The Directors are responsible for the other information. The other information comprises the information included in the annual report— Directors Report, Management Discussion & Analysis and Corporate Governance Report-- other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the other information. 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.

The Chairman's Statement, Directors Report, Management Discussion & Analysis and Corporate Governance Reports are expected to be made available to us after the date of this auditor's report. When we read these reports, if we conclude that the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the laws and regulations.

#### Responsibilities of the Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income/loss, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. The Board of Directors of the Company are responsible for 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 Standalone 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 standalone financial statements by the Board of Directors of the Company, as aforesaid.

In preparing the standalone financial statements, the Board of Directors of the Company are responsible for assessing the ability of the Company 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 of the Company are also responsible for overseeing the financial reporting process of the Company.

### **Auditor's Responsibilities for the Audit of the Standalone 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 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 Standards on Auditing (SA's) 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system with reference to the financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures 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 ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our



auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, (hereinafter referred to as the "Order") and on the basis of such checks of the books of accounts and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A hereto, a statement on the matters specified in the paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Rules issued thereon.
- (e) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 control with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of and limits laid down under section 197 read with Schedule V of 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's pending litigation comprise of proceedings pending with Local Body Tax and Excise Authorities. The Company has reviewed all its pending litigations and proceedings and disclosed the contingent liabilities in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position. (refer Note No.53 for details on contingent liabilities)
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the Intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.  
  
(b) The Management has represented that no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.

Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given by management under the above sub-clauses contain any material mis-statement.

- v. The Company has not declared/ paid any dividend in the current year. Accordingly, reporting on matters specified in sub-clause (iii) of Rule 11 (e) is not applicable.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from April 1, 2023, reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

For **Chaturvedi & Partners**  
*Chartered Accountants*  
(Firm Registration No.: 307068E)

Sd/-

**(Siddharth Punamiya)**  
Partner  
(Membership No.: 148540)  
UDIN: 23148540BGUQOB4943

Place: Mumbai  
Date: May 30, 2023

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of **Suditi Industries Limited** ("the Company") for the year ended March 31, 2023, we report that:

1)

- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment except for those under installation.  
(B) The Company has maintained proper records showing full particulars of intangible assets.

b. 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 a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of 3 years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.

c. According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of land and building comprising of the Right-to-Use Assets disclosed in the standalone financial statements are not held in the name of the Company. The details are as follows:

Particulars	As at 31 <sup>st</sup> March 2023 ( in lakhs)	As at 31 <sup>st</sup> March 2022 ( in lakhs)
<b>Right of use assets - Land &amp; Buildings</b>		
Balance at the beginning of the year	0	-
Additions for the year	838.53	-
Amortisation charge for the year	(48.22)	-
Balance at the end of the year	790.31	-

d. The Company has not revalued its Property, Plant and Equipment (Including Right-of use of assets) or intangible assets or both during the year. Hence, para 3(i)(d) of the Order is not applicable to the Company

e. In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

2) (a) As explained to us, the inventories of the company have been physically verified at intervals during the year by the management. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No material discrepancies were noticed on verification between the physical stocks and the book records.

(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has repaid its working capital dues to the Bank during the year. We have ,however, done a limited verification of the quarterly returns or statements of current assets filed by the Company with such Banks/financial institutions as compared to the books of accounts of the Company and the difference between

the statements filed and the books of accounts is as under:

(Rs. In lakhs)

Quarter	Value as per quarterly statement filed with Banks/financial institutions	Value as the book of accounts	Difference
Q1	6744.79	6744.79	--
Q2	6950.26	6950.26	--

- 3) (a) According to the information & explanations given to us and on the basis of our examination of records of the Company, the Company has not provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
  - (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that since the Company has not provided guarantee or security or granted any advances in the nature of loans, secured or unsecured the provisions of para 3(iii)(b) of the Order will not apply to that extent.
  - (c) According to the information & explanations given to us and on the basis of our examination of records of the Company, the Company has not provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, the provisions of para 3(iii)(c) -schedule of principal and interest payment being stipulated and whether repayments or receipts are regular--are not applicable.
  - (d) According to the information & explanations given to us and on the basis of our examination of records of the Company, the Company has not provided guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, the provisions of para 3(iii)(d) -repayment amounts are overdue beyond 90 days and whether reasonable steps have been taken by the Company for recovery of principal and interest payment being stipulated and whether repayments or receipts are regular--are not applicable.
  - (e) According to the information & explanations given to us and on the basis of our examination of records of the Company, there are no loans falling due during the year which have been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.
  - (f) According to the information & explanations given to us and on the basis of our examination of records of the Company, the Company has not given any loans either repayable on demand or without satisfying any terms or period of repayment.
4. The Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of investments made and has not provided any loans, guarantees, and security as per the provisions of section 185 and 186 of the Companies Act, 2013.
  5. During the year, the Company has not accepted any deposits or amounts which are deemed to be deposits from the Public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under as also the directives issued by the Reserve Bank of India. Accordingly, clause 3(v) of the Order is not applicable.
  6. According to the information & explanations given to us, the Central Government has not prescribed the Maintenance of Cost Records under Section 148(1) of the Companies Act, 2013 for products manufactures by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

7.

- a. According to the information and explanations given to us and the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, value added tax, cess and any other statutory dues to the appropriate authorities. There were no dues outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.
- b. According to the books of accounts and records as produced and examined by us in accordance with the generally accepted auditing practices in India, as at 31<sup>st</sup> March 2023, the following are the particulars of dues that have not been deposited on account of dispute:

Name of the Statute	Nature of dues	Amount (Rs. in lacs)	Forum where dispute is pending	Financial year to which the amount relates
Excise Act, 1958	Excise	30.84	Excise Tribunal	2013-14
Excise Act, 1958	Excise	1.25	Excise Tribunal	2002-03
Navi Mumbai Local Body Tax	LBT	41.51	LBT Assessing Officer - Navi Mumbai municipal Corporation	2014-15

8. 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax, 1961 as income during the year.
9. (a) 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 defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) 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 been declared a wilful defaulter by any Bank or financial institution or Government or Government authority.
- (c) According to the information and explanations given to us by the management and on the basis of our examination of the records of the Company, the Company has repaid all the term loans and working capital loans availed from its Bankers. Accordingly, the provisions of clause 3(ix)(c) do not apply..
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long term purposes by the Company.

- (e) Accordingly, to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix) of the Order is not applicable.
- (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 subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has raised moneys by way of a Rights Issue aggregating Rs. 26.44 crores to its existing shareholders at Rs. 30 per share. Consequently, the share capital of the Company has increased from Rs. 17.55 crores to Rs. 26.37 crores and an amount of Rs. 17.62 crores has been added to the share premium account. The Rights issue opened for subscription on September 15, 2022 and closed on September 21. The newly allotted shares were listed on the Stock Exchange from 29<sup>th</sup> September 2022 onwards..
- (b) 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanation given to us, there were no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards. (Refer to Note no. 50 to the financial statements).
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence, provisions of Section 192 of the Companies Act 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) (a) of the Order which covers Non-Banking Financial Companies (NBFC's), Housing Finance Companies (HFC's) is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (b) of the Order which requires comments on conduct of activities with valid Certificate of Registration (CoR) is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the Regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi) (d) are not applicable.
- (xvii) The Company has incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the 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) (a) In respect of other than ongoing projects in connection with Corporate Social Responsibility (CSR) obligations, there are no unspent amounts that are required to be transferred to a fund as specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note no.56 to the financial statements.
- (b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section



135 of Companies Act. This matter has been disclosed in note no. 56 to the financial statements.

For Chaturvedi & Partners  
*Chartered Accountants*  
(Firm Registration No.: 307068E)

**(Siddharth Punamiya)**  
Partner  
(Membership No.: 148540)  
UDIN: 23148540BGUQOB4943

Place: Mumbai  
Date: May 30, 2023

**ANNEXURE B TO THE INDEPENDENT AUDITORS REPORT****Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to the financial statements of **Suditi Industries Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, both 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. 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 with reference to 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to the 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 judgment, including the assessment of the risks of material misstatement of the standalone 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 with reference to financial statements.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial control with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For **Chaturvedi & Partners**  
*Chartered Accountants*  
(Firm Registration No.: 307068E)

Sd/-

(**Siddharth Punamiya**)  
Partner  
(Membership No.: 148540)  
UDIN: 23148540BGUQOB4943

Place: Mumbai  
Date: May 30, 2023

Suditi Industries Limited - Standalone Results

Standalone Balance Sheet as at 31-03-2023

		Amount (Rs. in Lakhs)		
	PARTICULARS	Notes	As at March 31, 2023	As at March 31, 2022
	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	a. Property, Plant and Equipment	5	1,386.03	752.31
	b. Capital work-in-progress		-	153.92
	c. Intangible assets	5	3.89	4.06
	d. Intangible assets under development		-	-
	e. Financial Assets			
	i. Investments			
	(a) Investments in Subsidiaries	6	207.00	206.00
	(b) Investments in Joint Ventures	7	5.00	5.00
	ii. Loans	8	135.98	778.88
	iii. Others financial assets	9	71.48	66.37
	f. Deferred tax assets (net)	10	18.47	5.73
	g. Other non-current assets	11	-	-
	<b>Total non-current assets</b>		<b>1,827.85</b>	<b>1,972.27</b>
<b>2</b>	<b>Current assets</b>			
	a. Inventories	12	643.27	2,057.70
	b. Financial Assets			
	i. Other investments	13	1.30	1.23
	ii. Trade receivables	14	3,298.77	3,702.22
	iii. Cash and cash equivalents	15	16.58	29.30
	iv. Loans	8	0.77	2.62
	c. Current Tax Assets (Net)	16	177.11	114.16
	d. Other Current Assets	11	442.06	944.21
	<b>Total current assets</b>		<b>4,579.86</b>	<b>6,851.45</b>
	<b>Total assets</b>		<b>6,407.71</b>	<b>8,823.72</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	a. Equity share capital	17	2,636.73	1,755.41
	b. Other equity	18	-1,256.21	-1,976.86
	<b>Total Equity</b>		<b>1,380.52</b>	<b>-221.44</b>
<b>1</b>	<b>LIABILITIES</b>			
	<b>Non-current liabilities</b>			
	a. Financial Liabilities			
	i. Borrowings	19	43.50	369.71
	b. Provisions	24	42.15	49.25
	c. Other non-current liabilities	20	744.61	54.16
	<b>Total non-current liabilities</b>		<b>830.26</b>	<b>473.12</b>
<b>2</b>	<b>Current liabilities</b>			
	a. Financial Liabilities			
	i. Borrowings	21	80.83	3,775.76
	ii. Trade payables	22		
	Micro Enterprises & Small Enterprises		326.51	187.51
	Others		2,698.16	3,016.13
	iii. Other financial liabilities	23	234.92	212.17
	b. Provisions	24	16.95	15.62
	c. Other current liabilities	25	839.56	1,364.85
	<b>Total current liabilities</b>		<b>4,196.93</b>	<b>8,572.04</b>
	<b>Total liabilities</b>		<b>5,027.19</b>	<b>9,045.17</b>
	<b>Total Equity and Liabilities</b>		<b>6,407.71</b>	<b>8,823.72</b>

The accompanying notes 1 to 65 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

sd/-

sd/-

**For Chaturvedi & Partners**  
Chartered Accountants  
(Firm Registration No.307068E)

**Pawan Agarwal**  
Chairman  
DIN: 00808731

**Vivek Gangwal**  
Director  
DIN: 01079807

sd/-

sd/-

**Siddharth P Punamiya**  
Partner  
(Membership No.148540)  
Mumbai, 30th May, 2023

**Rajagopal Raja Chinraj**  
Executive Director & CEO  
DIN: 00158832

**Krina Gala**  
Director  
DIN: 07040989

sd/-

**H.Gopalkrishnan**  
Company Secretary  
Navi Mumbai, 30th May, 2023

Suditi Industries Limited - Standalone Results

Statement of Standalone profit and loss for the year ended March 31, 2023

Particulars	Notes	Amount (Rs. in Lakhs)	
		As at March 31, 2023	As at March 31, 2022
I Revenue from operations	26	9,242.53	9,840.72
II Other Income	27	1,373.87	68.24
<b>III Total Income (I + II)</b>		<b>10,616.40</b>	<b>9,908.96</b>
<b>IV Expenses</b>			
Cost of materials consumed	28	5,536.10	6,567.42
Changes in stock of finished goods, work-in-progress and stock-in-trade	29	1,353.52	1,014.99
Employee benefits expense	30	593.16	524.54
Finance costs	31	314.86	441.69
Depreciation and amortisation expense	32	185.60	134.94
Other Expenses	33	3,703.04	3,495.28
<b>Total Expenses (IV)</b>		<b>11,686.29</b>	<b>12,178.86</b>
<b>V Profit/ (Loss) before exceptional items and tax (III - IV)</b>		<b>-1,069.89</b>	<b>-2,269.90</b>
<b>VI Exceptional items</b>	60	-	<b>626.50</b>
<b>VII Profit/ (Loss) before tax (V-VI)</b>		<b>-1,069.89</b>	<b>-2,896.41</b>
<b>VIII Tax expenses</b>			
(1). Current tax		-	-
(2). Deferred tax		-16.56	3.70
		<b>-16.56</b>	<b>3.70</b>
<b>IX Profit/ (loss) for the period (VII- VIII)</b>		<b>-1,053.33</b>	<b>-2,900.11</b>
<b>Other comprehensive income</b>	39		
A: (i) Items that will not be reclassified to Profit or Loss		15.16	5.13
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		-3.82	-1.29
B: (i) Items that will be reclassified to Profit or Loss		-	-
(ii) Income tax relating to items that will be reclassified to Profit or Loss		-	-
<b>VIII Total other comprehensive income [a+b]</b>		<b>11.34</b>	<b>3.84</b>
<b>X Total comprehensive income for the period (VII + VIII)</b>		<b>-1,041.99</b>	<b>-2,896.27</b>
Earnings per equity share (for continuing operations):			
(1). Basic (in Rs.)		(3.95)	(16.50)
(2). Diluted (in Rs.)		(3.95)	(16.50)

The accompanying notes 1 to 65 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

sd/-

sd/-

**For Chaturvedi & Partners**  
Chartered Accountants  
(Firm Registration No.307068E)

**Pawan Agarwal**  
Chairman  
DIN: 00808731

**Vivek Gangwal**  
Director  
DIN: 01079807

sd/-

sd/-

sd/-

**Siddharth P Punamiya**  
Partner  
(Membership No.148540)  
Mumbai, 30th May, 2023

**Rajagopal Raja Chinraj**  
Executive Director & CEO  
DIN: 00158832

**Krina Gala**  
Director  
DIN: 07040989

sd/-

**H.Gopalkrishnan**  
Company Secretary  
Navi Mumbai, 30th May, 2023

**Suditi Industries Limited - Standalone Results**  
**Cash Flow Statement for the year ended March 31, 2023**

	Amount (Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Cash flows from operating activities</b>		
Profit before Tax for the year	(1,069.89)	(2,896.41)
Adjustments for:		
Interest paid recognised in profit or loss	314.86	441.69
Depreciation and amortisation of non-current assets (continuing and discontinued operations)	185.60	134.94
Prior Period Expenses	-	-
Dividend	-	-
Loss on sale of Motor Car	-	-
Profit on sale of Land & Building	(1,326.77)	-
Profit on sale of Machinery	(0.77)	-
Loss on insurance claim	-	-
Impairment loss, net of reversals on financial assets	(0.06)	20.66
Deferred Revenue Included in OCI for the year	-	-
Employee's Compensation	-	-
	<b>(1,897.03)</b>	<b>(2,299.11)</b>
Movements in working capital:		
(Increase)/decrease in trade and other receivables	405.31	(71.36)
(Increase)/decrease in amounts due from customers under construction contracts	-	-
(Increase)/ decrease in inventories	1,414.43	1,630.77
(Increase)/decrease in other assets	439.20	(110.68)
Increase/ (Decrease) in Provisions	(5.77)	10.62
Increase/ (Decrease) in trade payables	(178.97)	692.48
Increase/ (Decrease) in Other Current/Financial Liabilities (excl Deferred Revenue)	(487.39)	779.19
<b>Cash generated from operations</b>	<b>(310.22)</b>	<b>631.90</b>
Income taxes paid	-	-
<b>Net cash generated by operating activities</b>	<b>(310.22)</b>	<b>631.90</b>
<b>Cash flows from investing activities</b>		
Payments to acquire financial assets	(839.03)	(135.00)
Proceeds on sale of financial assets	1,501.34	-
Movement in Long term loans and advances	637.79	14.10
Subsidy - Interest	-	-
Insurance claim received	-	-
Movement in Non Current Investments	(1.00)	(116.00)
<b>Net cash (used in)/generated by investing activities</b>	<b>1,299.10</b>	<b>(236.90)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of equity instruments of the Company	2,643.95	-
Proceeds from borrowings ( Incl Deferred revenue)	-	-
Proceeds from Current borrowings	(4,021.13)	45.27
Repayment of borrowings	-	-
Movement in Other long term liabilities	690.44	-
Dividends paid on equity shares and convertible non-participating preference shares	-	-
Tax paid on Dividend	-	-
Interest paid	(314.86)	(441.69)
<b>Net cash used in financing activities</b>	<b>(1,001.60)</b>	<b>(396.42)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(12.72)</b>	<b>(1.42)</b>
Cash and cash equivalents at the beginning of the year	29.30	30.72
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	-	-
<b>Cash and cash equivalents at the end of the year</b>	<b>16.58</b>	<b>29.30</b>
<b>Notes:</b>		
1. The above Cash Flow Statement has been prepared under the 'Indirect Method' in accordance with the Ind AS - 7 notified under Section 133 of the Companies Act, 2013 & Rules made thereunder.		
2. The Statement of Cash Flow for the year ended 31/03/2023 has been approved by the Board of Directors based on the numbers provided by the respective Group Companies audited by other Auditors. Previous year figures have been regrouped where necessary.		
	Amount (Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
3. Cash and Cash Equivalents comprises of:		
Cash on Hand	1.19	3.14
Balances with Banks		
- Current Accounts	0.31	6.81
Earmarked Balances with Banks		
- Unpaid Dividend	15.08	19.35
<b>Cash and Cash Equivalents in Cash Flow Statement</b>	<b>16.58</b>	<b>29.30</b>
	By order of Board of Directors For SUDITI INDUSTRIES LIMITED	
	sd/-	
	RAJAGOPAL RAJA CHINRAJ DIRECTOR (EXECUTIVE DIRECTOR) DIN: 00158832	
Place: Navi Mumbai		
Date: 30th May, 2023		

### 3. Explanatory Note on Ind AS 7

Ind AS on Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The required disclosure is made below. There is no other impact on the financial statements due to this

	As at March 31, 2022	Cash Flows	Non-cash changes		As at March 31, 2023
			Fair value changes	Current/Non- current classification	
Borrowings - Non Current	369.71	(326.21)	-	-	43.50
Borrowings - Non Current FCD's	-	-	-	-	-
Other Non Current Financial Liabilities	54.16	690.44	-	-	744.61
Borrowings - Current	3,775.76	(3,694.92)	-	-	80.83

4. In the Cash Flow from investing activities, movement of non-current Investment comprises of investment made by the Company in its 50:50 Joint Venture---M/s. SAA & Suditi Retail Pvt. Ltd. amounting to Rs.5 lacs which

The accompanying notes 1 to 65 are an integral part of the standalone financial statements

As per our report of even date attached For and on behalf of the Board of Directors

**For Chaturvedi & Partners**  
Chartered Accountants  
(Firm Registration No.307068E)

sd/-

**Siddharth P Punamiya**  
Partner  
(Membership No.148540)  
Mumbai, 30th May, 2023

sd/-

**Pawan Agarwal**  
Chairman  
DIN: 00808731

sd/-

**Rajagopal Raja Chinraj**  
Executive Director & CEO  
DIN: 00158832

sd/-

**H.Gopalkrishnan**  
Company Secretary  
Navi Mumbai, 30th May, 2023

sd/-

**Vivek Gangwal**  
Director  
DIN: 01079807

sd/-

**Krina Gala**  
Director  
DIN: 07040989

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**Statement of changes in Equity for the year ended 31st March, 2023.**

**a. Equity share capital**

**Amount (Rs. in Lakhs)**

Particulars	Notes	Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
(2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2023))	17	1,755.41	-	1,755.41	881.32	2,636.73

Particulars	Notes	Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
(1,75,54,123 Fully paid equity shares of Rs.10/- each (as at March 31, 2022))	17	1,755.41	-	1,755.41	-	1,755.41

During the year the company has issued 8813168 shares of Rs.10/- each at a premium of Rs.20/- per share. The shares were issued on "rights basis" to the shareholders, who were members and holding shares as on the record date announced by the company for this purpose. Accordingly the share capital of the company has increased from Rs.175541230 to Rs.263672910 after the issue. The designated Stock Exchange BSE Limited has issued necessary Listing and Trading approval to the entire shares issued under the Rights issue program.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

Other Equity

Particulars	Notes	Reserves & Surplus			Items of Other Comprehensive income, that will not be reclassified to Statement of Profit & Loss	Amount (Rs. in Lakhs)
		Securities Premium	Share option outstanding account	Retained Earnings		Total
<b>Balance at April 1, 2021</b>		<b>542.08</b>	<b>19.27</b>	<b>353.21</b>	<b>4.85</b>	<b>919.41</b>
Profit/ (loss) for the year				(2,900.11)		(2,900.11)
Other comprehensive income for the year, net of income tax					3.84	3.84
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>(2,900.11)</b>	<b>3.84</b>	<b>(2,896.27)</b>
<b>Balance at March 31, 2022</b>	18	<b>542.08</b>	<b>19.27</b>	<b>(2,546.90)</b>	<b>8.70</b>	<b>(1,976.86)</b>
Profit for the year				(1,053.33)		(1,053.33)
Transfers during the year		1,762.63				1,762.63
Other comprehensive income for the year, net of income tax					11.34	11.34
<b>Total comprehensive income for the year</b>		<b>1,762.63</b>	<b>-</b>	<b>(1,053.33)</b>	<b>11.34</b>	<b>720.64</b>
<b>Balance at March 31, 2023</b>		<b>2,304.71</b>	<b>19.27</b>	<b>(3,600.24)</b>	<b>20.04</b>	<b>(1,256.21)</b>

During the year the company has issued 8813168 shares of Rs.10/- each at a premium of Rs.20/- per share. The shares were issued on "rights basis" to the shareholders, who were members and holding shares as on the record date announced by the company for this purpose. Accordingly the share capital of the company has increased from Rs.175541230/- to Rs.263672910/- after the issue. Similarly the premium component of Rs.176263360/- is transferred to Share premium account and disclosed under Other Equity. The designated Stock Exchange BSE Limited has issued necessary Listing and Trading approval to the entire shares issued under the Rights issue program.

The accompanying notes 1 to 65 are an integral part of the standalone financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For Chaturvedi & Partners**  
Chartered Accountants  
(Firm Registration No.307068E)

sd/-

**Pawan Agarwal**  
Chairman  
DIN: 00808731

sd/-

**Vivek Gangwal**  
Director  
DIN: 01079807

sd/-

sd/-

**Rajagopal Raja Chinraj**  
Executive Director & CEO  
DIN: 00158832

sd/-

**Krina Gala**  
Director  
DIN: 07040989

**Siddharth P Punamiya**  
Partner  
(Membership No.148540)  
Mumbai, 30th May, 2023

sd/-

**H.Gopalkrishnan**  
Company Secretary  
Navi Mumbai, 30th May, 2023

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **1. Corporate information**

Suditi Industries Limited (the 'company') was incorporated on 12th September, 1991 as Suditi Hosiery Processors Limited. The name of the company was subsequently changed to Suditi Industries Limited on 21st October, 1994.

The company is in the business of processing and manufacturing of knitted hosiery fabrics and readymade garments. The company is also in the business of retail sector.

### **2. Basis of Preparation**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016 as notified under Section 133 of the Companies Act, 2013 ("the Act") and other relevant provisions of the Act.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments (refer accounting policy regarding financial instruments), which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services as at the date of respective transactions.

The following assets and liabilities have been measured at fair value.

- i. Certain financial assets and liabilities (refer accounting policy regarding financial instruments)
- ii. Defined Benefit Plans--plan assets are measured at fair value
- iii. Share based payments

#### **a. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is considered current when it is:-

- a) Expected to be realised or intended to be sold or consumed in a normal operating cycle

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

- b) Held Primarily for the purpose of trading
- c) Expected to be realised within twelve months after the reporting period
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when :

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading.
- c) It is due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Advance tax paid is classified as non-current asset.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Certain comparative figures have been reclassified, wherever necessary, to conform to the presentation adopted in the financial statements. These reclassifications were not significant and have no impact on the total assets, total liabilities, total equity and profit of the company.

The financial statements of the Company are presented in Indian Rupees ( ), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off and reflected in Lakhs as per requirements of Schedule III of the Companies Act, 2013, unless otherwise stated.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **3. (a) Reclassification consequent to amendments to Schedule III**

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021. Consequent to this, the Group has changed the classification/presentation of :

- (i) The current maturities of long-term borrowings have now been included in the “Current borrowings” line item. Previously, current maturities of long-term borrowings were included in ‘other financial liabilities’ line item.
- (ii) Security Deposit has now been included in Other Non Current financial Assets and Other Current Financial Assets. Previously, Security Deposit was included in other Non- Current Financial Assets and Current Financial Assets.
- (iii) Fixed Deposit has now been included in Other Current Financial Assets. Previously it was included in Bank Balances other than cash and cash equivalents.

### **(b) Note on Recent Pronouncements**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

#### **i. Ind AS 1 – Preparation of Financial Statements**

Companies should now disclose “Material Accounting Policies” rather than their “Significant Accounting Policies”. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **ii. Ind AS 8 – Accounting Policies, Change in Accounting Estimates & Errors**

Definition of ‘change in account estimate’ has been replaced by revised definition of ‘accounting estimate’. As per revised definition, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty. A company develops an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates include:

- a. Selection of a measurement technique (estimation or valuation technique)
- b. Selecting the inputs to be used when applying the chosen measurement technique

### **iii. Ind AS 12 – Income Tax**

Narrowed the scope of the Initial Recognition Exemption (IRE) (with regard to leases and decommissioning obligations). Now IRE does not apply to transactions that give rise to equal and offsetting temporary differences. Accordingly, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on transactions such as initial recognition of a lease and a decommissioning provision.

## **4. Significant Accounting Policies**

### **a. Foreign Currencies**

Transactions in foreign currencies are recorded as and when arises at the exchange rates prevailing at the date of the transaction. Foreign currency denominated current assets and current liabilities are translated at the year-end exchange rates. The resulting gain/loss is recognized in the Profit & Loss account.

Foreign Currency liabilities incurred for the acquisition of fixed assets are translated at exchange rates prevailing on the last working day of the accounting year. The resulting gain/loss is recognised in the Profit & Loss account.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **b. Revenue from contracts with customers**

To determine whether to recognize revenue from contracts with customers, the Company follows a 5 -step process:

1. Identifying the contract with customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied

Revenue from contracts with customers for products sold and service provided is recognized when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts, No element of financing is deemed present as the sales are made with an average credit term of 60-90 days, which is consistent with market practice. A receivable is recognized when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

These activity-specific revenue recognition criteria are based on the goods or services provided to be customer and the contract conditions in each case, and are as described below.

#### **(1) Sale of Fabric**

Revenue from sale of fabric is recognized when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognized based on the price specified in the contract net of rebates and discounts.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **(2) Sale of Scrap**

Revenue from sale of scrap is recognized as and when the control over the goods is transferred.

### **(3) Dividend and interest income**

Dividend income is recognized when the unconditional right to receive the income is established. Income from interest on deposits, loans and interest-bearing securities is recognized on the time proportionate method taking in to account the amount outstanding and the rate applicable.

### **c. Government Grants**

Government Grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Where the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **d. Taxes**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

#### **Current Income Tax**

Current income tax for the current and prior periods are measured at the amount expected to be paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

#### **Deferred Income Tax**

Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.



## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognized outside profit or loss is recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

### **Minimum Alternate Tax (MAT)**

As the Company has opted for the new tax regime, the provisions of Minimum Alternate Tax (MAT) are no longer applicable.

#### **e) Property, plant and equipment**

Capital work in progress, property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and cost of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress. Depreciation is calculated on a straightline basis over the estimated useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act 2013.

The company considers 5% of the acquisition cost as the salvage value for the purpose of calculating depreciation.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **f) Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

A summary of the policies applied to the Company's intangible assets is, as follows:

<b>Particular</b>	<b>Amortisation</b>
Computer	Over a period of 3 years

### **g) Impairment of tangible and intangible assets other than goodwill**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually or whenever there is an indication that the asset may be impaired.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

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 recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as of April 1, 2017 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

### **h) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **i) Leases**

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116. Accordingly, the Company recognizes the value of the total sum of the Lease Rent Obligation for the entire period covered under the agreement as an Assets under Right to Use with corresponding Obligation as a Liability under Lease Liability. The asset acquired as Right to Use over a period of more than one year as stated in the agreement is further discounted and ascertained the present value of the entitlement to use the asset. The asset is amortized over the lease period proportionately in the books as charges during the particular year. Similarly, the lease liability is proportionately reduced by accounting the monthly lease payments. Both the assets and liabilities including the charges are reflected in the books.

#### **(a) Company as a lessee**

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116. The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option. The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are amortised over the lease period from the commencement date over the shorter of lease term or useful life of right-of-use asset.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment. The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of nonfinancial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The Company recognizes the amount of the remeasurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of there measurement in statement of profit and loss. Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

### **(b) Company as a lessor**

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **j) Inventories**

Inventories are valued at lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

#### **Raw materials, consumables, stores,spares and packing materials:**

Raw materials are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

#### **Finished goods and work in progress:**

Work in progress and finished goods are valued at lower of cost and net realisable value. Cost includes the combined cost of material, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion to make the sale.

#### **Stores and Spares:**

Stores and spares consists of packing materials, engineering spares and consumables (such as lubricants, cotton waste and oils), which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method.

#### **Traded goods:**

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Traded goods are valued at standard cost that approximates to actual cost.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### **k) Provisions, Contingent liability & Contingent Assets**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets are neither recognised nor disclosed in the financial statements.



## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **l) Employee Benefits**

#### **i) Defined Contribution Plans.**

Contributions to the Employees' Regional Provident Fund, Superannuation Fund, Employees Pension Scheme and Employees' State Insurance are recognized as defined contribution plan and charged as expenses during the period in which the employees perform the services.

#### **ii) Defined Benefit Plans.**

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognized in Other Comprehensive Income. Such re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

The Provident Fund Contribution other than contribution to Employees' Regional Provident Fund, is made directly to the fund administered by the Employees provident fund authority. a Trust administered by the Trustees. The interest rate to the members of the fund shall not be lower than the statutory rate declared by the Central Government under Employees' Provident Fund and Miscellaneous Provision Act, 1952. The Employer shall make good deficiency, if any.

#### **iii) Short-term Employee Benefits.**

Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **iv) Long-term Employee Benefit.**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

Annual leaves can either be availed or encashed subject to restriction on the maximum accumulation of leaves.

### **v) Termination Benefits.**

Termination benefits are recognized as an expense in the period in which they are incurred.

The Company shall recognize a liability and expense for termination benefits at the earlier of the following dates:

- (a) When the entity can no longer withdraw the offer of those benefits;  
and
- (b) When the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

### **m) Financial instruments**

#### **Financial Instruments.**

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

#### **1 Financial Assets.**

##### **1.1 Definition:**

Financial Assets include Cash and Cash Equivalents, Trade and Other Receivables, Investments in Securities and other eligible Current and Non-Current Assets.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

At initial recognition, all financial assets are measured at fair value. The classification is reviewed at the end of each reporting period.

### **(i) Financial Assets at Amortised Cost:**

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortization is included as interest income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of Profit and Loss.

### **(ii) Financial Assets at Fair value through Other Comprehensive Income :**

At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR) method, impairment gain or loss and foreign exchange gain or loss are recognized in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in Other Comprehensive Income is reclassified from the OCI to the Statement of Profit and Loss.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **(iii) Financial Assets at Fair value through Profit or Loss (FVTPL):**

At the date of initial recognition, Financial assets are held for trading, or which are measured neither at Amortized Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognized in the Statement of Profit and Loss.

### **1.2 Trade Receivables.**

A Receivable is classified as a 'trade receivable' if it is in respect of the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment. For some trade receivables the Company may obtain security in the form of guarantee, security deposit, in cash or goods or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement.

### **1.3 Investment in Equity Shares.**

Investment in Equity Securities are initially measured at cost. Any subsequent fair value gain or loss is recognized through Profit or Loss if such investments in Equity Securities are held for trading purposes. The fair value gains or losses of all other Equity Securities are recognized in Other Comprehensive Income.

### **1.4 Derecognition of Financial Assets.**

A Financial Asset is primarily derecognized when:

- The right to receive cash flows from asset has expired, or
- The Company has transferred its right to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement and either:

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

- a) The Company has transferred substantially all the risks and rewards of the asset, or
- b) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred or ceased the control of the asset. When the Company has transferred its right to receive cash flows from an asset or has entered into a pass through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

## **2 Financial Liabilities.**

### **2.1 Definition:**

Financial liabilities include Long-term and Short-term Loans and Borrowings, Trade and Other payables and Other eligible Current and Non-current Liabilities.

#### **(a) Initial Recognition and Measurement.**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

### **(b) Subsequent Measurement.**

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

#### **i) Financial Liabilities at Fair Value through Profit and Loss.**

Financial liabilities at fair value through profit and loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit and loss. Financial liabilities at fair value through profit and loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

#### **ii) Financial Liabilities measured at Amortized Cost.**

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

### **2.2 Loans and Borrowings.**

After initial recognition, interest-bearing borrowings are subsequently measured through Profit & loss as all the borrowings are long term in nature.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **2.3 Trade and Other Payables.**

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

### **2.4 De-recognition of Financial Liability.**

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit and loss as other income or finance costs.

## **3 Offsetting of Financial Instruments.**

Financial Assets and Financial Liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **Fair value Hierarchy**

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

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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.

### **n) Earnings per share**

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable were based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

### **o) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.



## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **p) Dividend distribution to equity holders**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

### **q) Cash Flow**

Cash flows are reported using the indirect method, whereby profit/loss before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short term highly liquid investments with original maturities of 3 months or less, as applicable.

### **r) Custom duty**

Custom duty payable on imported Raw materials, components, stores/spares etc is recognised to the extent assessed and charged by the custom department.

### **s) Segment Reporting**

In accordance with Ind AS 108 "Operating Segments", the Company has only one reportable Primary Business segment viz. Hosiery Fabrics and Garments. The Geographical segment reported earlier under Export as well as Domestic are now not reported as the exports are insignificant. Further, the Company does not have separate identifiable bifurcation of Assets as the entire operations are undertaken for Hosiery Fabric only.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **t) Investment in subsidiaries, joint venture and associates**

An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

- a) power over the investee;
- b) exposure, or rights, to variable returns from its involvement with the investee; and
- c) the ability to use its power over the investee to affect the amount of the investor's returns.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control over those policies. The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Company has elected to recognise its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, 'Separate Financial Statements'. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, 'Non-current Assets Held for Sale and Discontinued Operations', when they are classified as held for sale.

Investment carried at cost is tested for impairment as per Ind-AS 36.

### **u) Share-based payments**

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments which are classified as equity-settled transactions.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised as an employee benefit expense with a corresponding increase in 'Share-Based Payment Reserves' in other equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date at fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions.

Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the Statement of Profit and Loss.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **v) Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In particular, the Company has identified the following areas where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

#### **i) Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

##### **a) Contingencies**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **b) Recognition of deferred tax assets**

The extent to which deferred tax assets can be recognised is based on an assessment of the probability that future taxable income will be available against which the deductible temporary differences and tax loss carry-forward can be utilised. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

### **ii) Estimates and assumptions**

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

#### **a) Useful lives of depreciable assets**

The Company reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

#### **b) Defined benefit obligation**

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

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **c) Inventories**

The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realization of these inventories may be affected by future technology or other market-driven changes, natural calamities or other events beyond the control of the Management that may reduce future selling prices.

### **d) Impairment of non-financial assets and goodwill**

In assessing impairment, Company estimates the recoverable amount of each asset or cash-generating units based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

### **e) Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### **f) Impairment of Financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial assets other than those measured at fair value through profit and loss (FVTPL).

## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the Financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the Financial instrument)

For trade receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

5 Property, plant and equipment and capital work-in-progress

Amount (Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022
<b>Carrying amounts of:</b>		
Land (Leasehold)	-	15.27
Building	-	73.17
Plant & Machinery	243.65	264.38
Furniture and Fixtures	248.41	267.08
Office & Other Equipments	47.25	64.07
Computers	10.04	11.72
Electric Installation	38.60	47.50
Vehicles	7.77	9.11
Right to use Amortised Value of Assets	790.31	-
	<b>1386.03</b>	<b>752.31</b>
Capital work-in-progress	-	153.92
	<b>1386.03</b>	<b>906.23</b>

Intangible assets

	As at March 31, 2023	As at March 31, 2022
<b>Carrying amounts of:</b>		
Software	3.89	4.06
	<b>3.89</b>	<b>4.06</b>

Property, Plant & Equipment :

Particulars	Land (Leasehold)	Building	Plant and Machinery	Furniture and Fixtures	Office & Other Equipments	Computers	Electric Installation	Vehicles	Right to use Amortised Value of Assets	Total
<b>Gross Block Cost or Deemed Cost</b>										
Balance at March 31, 2022	16.42	384.73	3,119.19	781.74	228.89	185.14	197.82	24.55	38.54	4,977.02
Additions	-	112.73	0.20	41.44	0.12	0.11	-	-	838.53	993.13
Disposals/Adjustment	16.42	497.46	11.40	-	-	-	-	-	38.54	563.82
<b>Balance at March 31, 2023</b>	-	-	<b>3,107.99</b>	<b>823.18</b>	<b>229.01</b>	<b>185.25</b>	<b>197.82</b>	<b>24.55</b>	<b>838.53</b>	<b>5,406.33</b>

Accumulated depreciation and impairment										
Balance at March 31, 2022	1.15	311.56	2,854.81	514.66	164.82	173.43	150.32	15.43	38.54	4,224.71
Depreciation charge for the year	0.19	27.76	20.36	60.11	16.94	1.78	8.91	1.34	48.23	185.62
Depreciation adjustment for the year	(1.34)	(339.32)	(10.83)	-	-	-	-	-	(38.54)	(390.03)
<b>Balance at March 31, 2023</b>	-	-	<b>2,864.34</b>	<b>574.77</b>	<b>181.76</b>	<b>175.21</b>	<b>159.22</b>	<b>16.77</b>	<b>48.23</b>	<b>4,020.30</b>

Carrying amount										
Balance at March 31, 2022	15.27	73.17	264.38	267.08	64.07	11.72	47.50	9.11	-	752.31
Balance at March 31, 2023	-	-	243.65	248.41	47.25	10.04	38.60	7.77	790.31	1,386.03

Intangible Assets

	Software	Trademark	Total
<b>Gross Block Cost or Deemed Cost</b>			
Balance at March 31, 2022	40.42	3.00	43.42
Additions	-	-	-
Disposals	-	-	-
<b>Balance at March 31, 2023</b>	<b>40.42</b>	<b>3.00</b>	<b>43.42</b>

Accumulated depreciation and impairment			
Balance at March 31, 2022	36.35	3.00	39.35
Depreciation charge for the year	0.17	-	0.17
<b>Balance at March 31, 2023</b>	<b>36.53</b>	<b>3.00</b>	<b>39.53</b>

Carrying amount			
Balance at March 31, 2022	4.06	-	4.06
Balance at March 31, 2023	3.89	-	3.89

Note:

a) During the year, the Company has disposed off the property located at C-253/254, MIDC, TTC Industrial Area, Pawne Village, Turbhe, Navi Mumbai from which it was operating its process house. The Company has disposed only the Land & Building whereas all the Plant and related equipment continue to remain with the Company. The Company had taken approval from the Shareholders by way of a Special Resolution in the 31st Annual General Meeting held on 29th September, 2022. The proceeds from the sale of property have been utilized to fully liquidate the working capital borrowings. The Company has computed the profit on the sale of the property in accordance with the applicable tax provisions and accounted for it accordingly in its books of accounts.

b) Since the Company was unable to identify a suitable alternative location to shift the process house operations, it has entered into a Leave and License agreement with Buyer of the Property for an initial period of 5 years.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

5.1 Ageing Schedule for Capital Work-in-progress

As at March 31, 2023

CWIP aging schedule

Amount (Rs. in Lakhs)

CWIP / Intangible assets under development	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	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

CWIP / Intangible assets under development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 year
Projects 1	-	-	-	-
Projects 2	-	-	-	-

As at March 31, 2022

CWIP aging schedule

Amount (Rs. in Lakhs)

CWIP / Intangible assets under development	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	11.65	13.77	88.96	39.54	153.92
Projects temporarily suspended	-	-	-	-	-

CWIP / Intangible assets under development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 year
Projects 1	11.65	13.77	88.96	39.54
Projects 2	-	-	-	-

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

6 Investments in Subsidiary

Break-up of investments in Subsidiary Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
<b>Investments in Equity Instruments</b>				
<b>Investments in subsidiary:</b>				
Investment in Suditi Design Studio Ltd	870,000	87.00	860,000	86.00
Investment in Suditi Sports Apparel Ltd.	1,200,000	120.00	1,200,000	120.00
<b>Total Aggregate Unquoted Investments (A)</b>	<b>2,070,000</b>	<b>207.00</b>	<b>2,060,000</b>	<b>206.00</b>

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
<b>Aggregate Carrying Value of unquoted investments</b>	207.00	206.00

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**7 Investments in Joint ventures**

**Amount (Rs. in Lakhs)**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
<b>Unquoted Investments (all fully paid)</b>				
<b>Investments in Equity Instruments</b>				
Investment in SAA & Suditi Retail Pvt. Ltd.	50,000	5.00	50,000	5.00
<b>Total Investments Carrying Value</b>	<b>50,000</b>	<b>5.00</b>	<b>50,000</b>	<b>5.00</b>

Particulars	As at March 31, 2023	As at March 31, 2022
	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)
<b>Aggregate Carrying Value of unquoted investments</b>	5.00	5.00

**Details and financial information of material joint ventures**

Details of the Group's material joint venture at the end of the reporting period is as follows:

Name of joint venture	Principal Activity	Place of incorporation and principal place of business	Proportion of ownership interest and voting rights held by the Group	
			As at March 31, 2023	As at March 31, 2022
SAA & Suditi Retail Pvt. Ltd.	Manufacturing & Retail Sales of Fashion Garments under Brand name " NUSH"	Navi Mumbai	50%	50%

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**8 Loans**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Non- Current</b>		
	<b>Unsecured, considered Good</b>		
	Security Deposits	135.98	750.96
	Capital Advances	-	27.92
	<b>Total</b>	<b>135.98</b>	<b>778.88</b>
	<b>Current</b>		
	Loans & Advances to Employees	0.77	2.62
	<b>Total</b>	<b>0.77</b>	<b>2.62</b>

**9 Other Non Current Financial Assets**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Unsecured, considered good</b>		
	<b>Fixed Deposit with Banks</b>		
	Bank deposits with original maturity for more than 12 months	71.48	66.37
	<b>Total</b>	<b>71.48</b>	<b>66.37</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**10 Deferred Tax Assets/(Liabilities)**

**Amount (Rs. in Lakhs)**

The following is the analysis of deferred tax assets presented in the balance sheet:

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Deferred tax assets	18.47	5.73
	<b>Total</b>	<b>18.47</b>	<b>5.73</b>

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Deferred tax Assets</b>		
	Related to Other Current Liabilities	(1.49)	0.77
	Related to Plant, Property & Equipment	19.96	4.96
	<b>Total</b>	<b>18.47</b>	<b>5.73</b>

	<b>Deferred tax Liabilities</b>		
	<b>Total</b>	-	-
	Impact of Change in Tax Rate	-	-
	<b>Net deferred tax (liability) / asset</b>	<b>18.47</b>	<b>5.73</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**11 Other Assets**

**Amount (Rs. in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b><u>(A) Other Non- Current Assets</u></b>		
<b>Unsecured, Considered Good</b>		
<b>Total of Other Non- Current</b>	-	-
<b><u>(B) Other Current Assets</u></b>		
Other Advances	19.92	118.69
Advance to Suppliers	303.79	467.03
Prepaid Expenses	1.97	4.42
<b>Others:-</b>		
- <b>Balances with government authorities</b>		
- Central Excise and Customs	-	5.37
- GST receivable	116.38	266.79
- Sales tax Refund and Set-off	-	81.90
-		
<b>Total of Other Current Assets</b>	<b>442.06</b>	<b>944.21</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**12 Inventories**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Inventories (lower of cost and net realisable value)</b>		
	- Raw materials	82.96	122.68
	- Work-in-progress	99.35	254.41
	- Finished goods	392.78	1591.24
	- Stock-in-trade	-	-
	- Stores and spares	66.18	72.56
	- Fuel & Oil	2.00	16.81
	<b>Total</b>	<b>643.27</b>	<b>2057.70</b>

**Details of inventories pledged for Bank Borrowings as security for liabilities is as follows:**

<b>Particulars</b>	<b>Amount (Rupees)</b>	<b>Security hypothecated/pledged against</b>
<b>31st March 2023</b>		
— Raw Materials / Work-in-progress	-	Working Capital Loans repaid completely during the year
— Finished goods / Stock-in-trade	-	
<b>31st March 2022</b>		
— Raw Materials / Work-in-progress	377.09	Working Capital Loan from Axis Bank Limited & The South Indian Bank Limited
— Finished goods / Stock-in-trade	1,591.24	

\*Note: Since the working capital loans have been fully repaid during the year the current assets--raw materials, work-in-process and finished goods are no longer hypothecated/pledged with the Banks.

The method of valuation of inventories has been stated in note 4-j of summary of significant accounting policies.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

13 Other investments

Amount (Rs. in Lakhs)

Current

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
<b>Quoted Investments (all fully paid)</b>				
<b>(a) Investments in Equity Instruments</b>				
IDBI Bank Limited [2880 (Including Bonus Shares issue of 1080 shares)]	2,880	1.30	2,880	1.23
<b>Total Aggregate Quoted Investments (A)</b>	<b>2,880</b>	<b>1.30</b>	<b>2,880</b>	<b>1.23</b>

Investment in equity shares are recognised at fair value through profit and loss.



Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

14 Trade Receivables

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Current</b>		
<b>Secured</b>		
(a) Considered good		
— From Related Parties	1,652.52	1,576.02
— From Others	14.32	1,138.15
<b>Unsecured</b>		
(a) Considered good		
— From Related Parties	-	-
— From Others	1,491.50	530.00
(b) Receivables which have significant increase in credit risk		
— From Related Parties		
— From Others	641.54	1,279.71
<b>Allowance for expected credit loss</b>		
(a) Receivables which have significant increase in credit risk		
— From Related Parties	-	-
— From Others	(501.11)	(821.66)
<b>Credit impaired</b>	-	-
<b>Total</b>	<b>3,298.77</b>	<b>3,702.22</b>

Movement in provisions of doubtful debts

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Provision	821.66	526.79
Add : Additional Provision made	306.95	294.86
Less : Provision write off	627.50	-
<b>Closing Provisions</b>	<b>501.11</b>	<b>821.66</b>

**Note :** Allowance for bad & doubtful debts is created in accordance 'expected credit loss' model prescribed under Ind AS 109.

Trade receivables are non-interest bearing and credit period generally falls in the range of 30 to 120 days terms.

The company has some balances of certain customers accumulated over a period of time which became non moving particularly after the pandemic crisis. The same continued to remain non-moving and carried forward from year to year without any major movement due to differences in the claims and counterclaims from the customer. Accordingly the company every year used to make necessary provisions in the books in respect of those accounts where balances are either challenged by the customers or under scrutiny for reconciliation. During the year the management has completed the scrutiny and reconciliation of some of the major customers and decided to write off those balances which are in excess of the provision made for bad debts in the books. Accordingly the company has written off an amount of Rs.627.50 Lakhs in the books and consequent to that total amount of Rs.1128.61 Lakhs has now been removed from the books of account due to write off & provision.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**14.1 Ageing for trade receivables is as follows**

**As at March 31, 2023**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed Trade receivables- considered good	1,336.91	52.05	545.45	416.45	807.48	3,158.34
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	224.79	224.79
(iv) Disputed Trade Receivables– considered good	-	-	-	-	416.75	416.75
(v) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-
<b>TOTAL</b>	<b>1,336.91</b>	<b>52.05</b>	<b>545.45</b>	<b>416.45</b>	<b>1,449.02</b>	<b>3,799.88</b>

**As at March 31, 2022**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	Total
(i) Undisputed Trade receivables- considered good	1,602.61	432.98	889.74	826.46	0.46	3,752.25
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	26.16	0.36	26.53
(iv) Disputed Trade Receivables– considered good	-	-	-	184.11	225.54	409.65
(v) Disputed Trade Receivables – considered doubtful	-	-	13.11	186.19	136.15	335.45
<b>TOTAL</b>	<b>1,602.61</b>	<b>432.98</b>	<b>902.85</b>	<b>1,222.92</b>	<b>362.51</b>	<b>4,523.87</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**15 Cash and Cash Equivalents**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balances with Banks	0.31	6.81
	Cash on hand	1.19	3.14
	<b>Others :</b>		
	Unclaimed Dividend Accounts	15.08	19.35
	<b>Total</b>	<b>16.58</b>	<b>29.30</b>

**16 Current tax assets**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Current tax assets</b>		
	Income Tax (TDS Receivable, Net of Provisions)	177.11	114.16
	<b>Total</b>	<b>177.11</b>	<b>114.16</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**17 Equity share capital**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Equity share capital	2,636.73	1,755.41
	<b>Total</b>	<b>2,636.73</b>	<b>1,755.41</b>
	<b>Authorised Share Capital</b>		
	3,00,00,000 Fully paid equity shares of Rs.10/- each	3,000.00	3,000.00
	<b>Issued, subscribed &amp; Paid Up</b>		
	(2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2023) ;		
	(1,75,54,123 of 10 each as at March 31, 2022)	2,636.73	1,755.41
	<b>Total</b>	<b>2,636.73</b>	<b>1,755.41</b>

During the year the company has issued 88,13,168 shares of Rs.10/- each at a premium of Rs.20/- per share. The shares were issued on "rights basis" to the shareholders, who were members and holding shares as on the record date announced by the company for this purpose. Accordingly the share capital of the company has increased from Rs.17,55,41,230/- to Rs.26,36,72,910/- after the issue. The designated Stock Exchange BSE Limited has issued necessary Listing and Trading approval to the entire shares issued under the Rights issue program.

**Fully paid equity shares**

	<b>Particulars</b>	<b>Number of shares</b>	<b>Share capital (Amount)</b>
	<b>Balance at March 31, 2022</b>	<b>17,554,123</b>	<b>1,755.41</b>
	Changes in equity share capital during the year	8,813,168	881.32
	<b>Balance at March 31, 2023</b>	<b>26,367,291</b>	<b>2,636.73</b>

**Fully paid equity shares, which have a par value of Rs. 10, carry one vote per share and carry a right to dividends.**

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**Details of Ordinary (Equity) shares held by shareholders holding more than 5% of the aggregate shares in the Company:**

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
<b>Fully paid equity shares</b>				
Pawan Kishorilal Agarwal	16,813,398	63.766	11,387,255	64.869

The company has only one class of shares i.e. Equity Shares having a face value of Rs.10/- each. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the members at the annual general meeting of that year. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by share holders.

in view of losses reported as well as uncertainty prevailing in the market, the Board of Directors has not recommended any dividend for the financial year 2022-23.

**Shares reserved for issue under options**

960000 shares were reserved for issue under the Employees Stock Option Plan pursuant to a special resolution passed in 20th Annual General Meeting held on 2nd September, 2011. During the year 2021-22, the Company has neither granted any options to any employees nor any options were exercised as there are no options pending which are yet to be exercised. The details of the options granted and exercised in past are as follows.

- 1) The company has so far allotted 317320 shares.
- 2) The balance as on 31st March 2023 is 642680 options which is yet to be granted to the employees from reserved portion of the equity capital.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

There has been no allotment of shares pursuant to contract(s) without payment being received in (cash during 5 years immediately preceding 31st March, 2023).

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**17.1 Disclosure of Shareholding of Promoters / Promoters group**

<b>Shares held by promoters at the end of year</b>					
		<b>As on 31st March, 2023</b>		<b>As on 31st March, 2022</b>	
<b>Sr No.</b>	<b>Promoter name</b>	<b>No. of shares</b>	<b>% of total shares</b>	<b>No. of shares</b>	<b>% of total shares</b>
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16813398	63.77	11387255	64.87
2	SHALINI AGARWAL (P/PG/PAC)	326044	1.24	209600	1.19
3	RAJENDRA AGARWAL (P/PG/PAC)	40788	0.15	26221	0.15
4	ARCHANA AGARWAL (PG/PAC)	77000	0.29	49500	0.28
5	HARSH AGARWAL (PG/PAC)	35000	0.13	22500	0.13
6	TANAY AGARWAL (PG/PAC)	35000	0.13	22500	0.13
7	TANUJ AGARWAL (PG/PAC)	35000	0.13	22500	0.13
8	MEENA GUPTA (PG/PAC)	15555	0.06	10000	0.06
9	SHILPA AGARWAL (PG/PAC)	3888	0.01	2500	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1519717	5.76	19717	0.11
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	100	0.00
<b>Total</b>		<b>18901545</b>	<b>71.69</b>	<b>11772393</b>	<b>67.06</b>

Note P means Promoter  
PG means Promoter Group  
PAC means Persons Acting in Concert

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

17.2 Disclosure of Shareholding of Promoters / Promoters group

Shares held by promoters at the end of year									
Sr No.	Promoter name	As on 31st March, 2023			As on 31st March, 2022			As on 1st April 2021	
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16813398	63.77	(1.10)	11387255	64.87	0.61	11279991	64.26
2	SHALINI AGARWAL (P/PG/PAC)	326044	1.24	0.04	209600	1.19	-	209600	1.19
3	RAJENDRA AGARWAL (P/PG/PAC)	40788	0.15	0.01	26221	0.15	-	26221	0.15
4	ARCHANA AGARWAL (PG/PAC)	77000	0.29	0.01	49500	0.28	-	49500	0.28
5	HARSH AGARWAL (PG/PAC)	35000	0.13	0.00	22500	0.13	-	22500	0.13
6	TANAY AGARWAL (PG/PAC)	35000	0.13	0.00	22500	0.13	-	22500	0.13
7	TANUJ AGARWAL (PG/PAC)	35000	0.13	0.00	22500	0.13	-	22500	0.13
8	MEENA GUPTA (PG/PAC)	15555	0.06	0.00	10000	0.06	-	10000	0.06
9	SHILPA AGARWAL (PG/PAC)	3888	0.01	0.00	2500	0.01	-	2500	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1519717	5.76	5.65	19717	0.11	-	19717	0.11
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	0.00	100	0.00	-	100	0.00
<b>Total</b>		<b>18901545</b>	<b>71.69</b>		<b>11772393</b>	<b>67.06</b>		<b>11665129</b>	<b>66.45</b>

Note P means Promoter  
PG means Promoter Group  
PAC means Persons Acting in Concert



**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**18 Other Equity**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Retained earnings	(3,600.24)	(2,546.90)
	Securities premium	2,304.71	542.08
	Share option outstanding account	19.27	19.27
	Items of Other Comprehensive Income	20.04	8.70
	<b>Total</b>	<b>(1,256.21)</b>	<b>(1,976.86)</b>

The details are as follows:-

	<b>Retained Earnings</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balance at the beginning of year	(2,546.90)	353.21
	Add: Profit During the year	(1,053.33)	(2,900.11)
	<b>Balance at end of year</b>	<b>(3,600.24)</b>	<b>(2,546.90)</b>

	<b>Securities premium</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balance at the beginning of year	542.08	542.08
	Add: Transfers during the year	1,762.63	-
	<b>Balance at end of year</b>	<b>2,304.71</b>	<b>542.08</b>

	<b>Share option outstanding account</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balance at the beginning of year	19.27	19.27
	Add: Transfers during the year	-	-
	<b>Balance at end of year</b>	<b>19.27</b>	<b>19.27</b>

	<b>Items of other comprehensive income</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balance at the beginning of year	8.70	4.85
	Add: Additions during the year	11.34	3.84
	<b>Balance at end of year</b>	<b>20.04</b>	<b>8.70</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**Description of nature & purpose of each reserve:**

**Retained Earnings:** Created from Profit/loss of the Company, as adjusted for distribution to owners, transfers to other reserves etc.

**Securities Premium:** Securities premium reserve is created due to premium on issue of shares. These reserve is utilized in accordance with the provisions of the Companies Act, 2013.

**Share option outstanding account:** Created for recording the grant date fair value of options issued to employees under the Employees stock option schemes & is adjusted on exercise/forfeiture of options.

**Items of other comprehensive income:** Created for transferring the re-measurements gains & losses on defined benefit plans.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**19 Non-current borrowings**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Secured</b>		
(i).	Term loans		
	- From banks*	54.33	597.36
	Less: Current maturities of Long-term debt	10.83	227.64
	<b>Total non-current borrowings</b>	<b>43.50</b>	<b>369.71</b>

\* TUF Loan amounting to Rs. 54.33 lakhs is secured by lien marked on Fixed Deposit (Refer Note No.9) by the Company. It is further secured by hypothecation of specific plant & machinery procured by utilization of the loan.

**20 Other non-current liabilities**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Security Deposits	-	54.16
	Lease Liability*	744.61	-
	<b>Total</b>	<b>744.61</b>	<b>54.16</b>

\* Please refer to Note no.51.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**21 Current borrowings**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
a).	<b>Loans repayable</b>		
	- from Commercial Banks	-	2,098.11
	- from Directors	-	750.00
	- from Promoter Group	-	450.00
	- from others	70.00	250.00
b).	Current maturities of Long-term debt	10.83	227.64
	<b>Total</b>	<b>80.83</b>	<b>3,775.76</b>

- 1) Secured Loans are the Credit Facilities availed by the Company from its existing Banks viz. M/s. Axis Bank Limited and The South Indian Bank Limited under Emergency Credit Line Guarantee Scheme (ECLGS) extended by the Reserve Bank of Indian (RBI) to support the Companies during the pandemic period. The Company had during FY 2020-21 received Rs.4,85,00,000/- from Axis Bank Limited and Rs.1,96,93,000/- from The South Indian Bank Limited. These Facilities are extended without any counter-guarantee to the Bank. However, these loans are secured against the hypothecation of the Company's Inventory & Book Debts. The Rate of Interest charged by Axis Bank Limited is 8.75% and The South Indian Bank Limited is 8.65%. The Company has repaid the entire loan during the year.
- 2) Loans of Commercial Banks includes the borrowings from Axis Bank Limited and The South Indian Bank Limited . Rate of interest charged for the working capital borrowing in respect of Axis Bank Limited is MCLR + 1.5% p.a. & The South Indian Bank Limited is MCLR + 0.55% p.a. Working capital loan is secured by hypothecation of inventories and book debts. The loan is collaterally secured by Land & Building and Plant & machinery located at Pawne village Turbhe, Navi Mumbai and also personal guarantee executed by Chairman Shri Pawan Agarwal in favour of both the Banks. During the year the Company has repaid the entire Working Capital Loan availed from the Commercial Banks.
- 3) Current maturities of Long-term debt is the installment due for payment pertaining to TUF Loan.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**21.1 Disclosure regarding reconciliation of quarterly returns filed with banks and books of accounts.**

**Amount (Rs. in Lakhs)**

Quarter	Name of Bank	Particulars of securities provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Jun-22	Axis Bank Limited/ South Indian Bank	a) Trade receivables	4,747.40	4,747.40	-	
		b) loan receivables	-	-	-	
		c) Inventory	1,997.39	1,997.39	-	
Sep-22	Axis Bank Limited/ South Indian Bank	a) Trade receivables	4,875.45	4,875.45	-	
		b) loan receivables	-	-	-	
		c) Inventory	2,074.81	2,074.81	-	
Dec-22	Axis Bank Limited/ South Indian Bank	a) Trade receivables	-	-	-	
		b) loan receivables	-	-	-	
		c) Inventory	-	-	-	
Mar-23	Axis Bank Limited/ South Indian Bank	a) Trade receivables	-	-	-	
		b) loan receivables	-	-	-	
		c) Inventory	-	-	-	

the working capital loans completely. Accordingly no stock statement were required to be submitted to the Bank.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**22 Trade payables**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	(a) Total outstanding dues of micro enterprises and small enterprises	326.51	187.51
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	2,698.16	3,016.13
	<b>Total</b>	<b>3,024.68</b>	<b>3,203.64</b>

According to information available with the management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'), the Company has amounts due to Micro, Small and Medium Enterprises under the said Act as follows :

i)	Principal amount remaining unpaid to any supplier as at the end of the year.	326.51	187.51
ii)	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-
iii)	The amount of interest due and payable for the period of delay in making payment (Which have been paid but beyond the appointed day during the year ) without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
iv)	The amount of interest due accrued and remaining unpaid at the end of each accounting year.	23.52	10.97
v)	Further 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 enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

Note: Interest is paid by the Company to the suppliers and service providers as and when demanded.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**22.1 Ageing of Trade Payables:**

**As at March 31, 2023**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	326.51	-	-	-	326.51
(ii) Other	1,367.32	1,126.28	204.57	-	2,698.17
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

**As at March 31, 2022**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	184.76	0.66	1.93	0.16	187.51
(ii) Other	2,361.21	594.97	45.04	14.90	3,016.13
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**23 Other financial liabilities**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Current</b>		
a	Employee Benefits Payable	84.06	64.20
b	Outstanding Expenses	50.47	42.64
c	Vendor Payment Facility	85.32	85.99
d	Unpaid Dividend	15.07	19.35
	<b>Total</b>	<b>234.92</b>	<b>212.17</b>

Note: An amount of Rs.422509/-, being unclaimed dividend, has been transferred during the year to the Investor Education and Protection Fund as per applicable Rules and reported to the Registrar of Companies, Ministry of Corporate Affairs.

**24 Provisions**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Non-current</b>		
	Defined benefit liability (net)	31.53	35.07
	Other long term employee obligations	10.62	14.18
	<b>Total</b>	<b>42.15</b>	<b>49.25</b>
	<b>Current</b>		
	Defined benefit liability (net)	-	-
	Other long term employee obligations	4.53	6.76
	Audit Fees Payable	12.42	8.86
	<b>Total</b>	<b>16.95</b>	<b>15.62</b>



**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**25 Other current liabilities**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	TDS Payable	10.97	11.19
	Professional Tax payable	0.39	0.38
	Income tax payable	-	-
	Advances from Customers	747.08	1,349.78
	Lease Liability	59.85	-
	Provident fund	2.66	3.04
	ESIC	0.41	0.47
	Sales tax	18.19	-
	<b>Total</b>	<b>839.56</b>	<b>1,364.85</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**26 Revenue from operations**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>A. Revenue from contracts with customers disaggregated based on nature of product or services</b>		
(a)	Revenue from Sale of Products:		
	- Manufactured goods	9231.92	9821.29
	- Stock-in-trade	-	-
	<b>Sub-Total (a)</b>	<b>9231.92</b>	<b>9821.29</b>
(b)	Other operating revenues:		
	- Export incentives		
	- Royalty received From subsidiaries and associates		
	- Royalty received From others		
	- Scrap Sales	10.61	19.43
	- Others (specify details)	-	-
	<b>Sub-Total (b)</b>	<b>10.61</b>	<b>19.43</b>
	<b>Total Revenue from Operations (a+b)</b>	<b>9242.53</b>	<b>9840.72</b>

	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>B. Revenue from contracts with customers disaggregated based on geography</b>		
The table below presents disaggregated revenue from contracts with customers for the year ended March 2023 and March 2022. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors		
(a) Domestic	9242.53	9840.72
(b) Exports	-	-
<b>Total Revenue from Operations (a+b)</b>	<b>9242.53</b>	<b>9840.72</b>

<b>C. Reconciliation of Gross Revenue from Contracts With Customers</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Gross Revenue	9402.25	11195.75
Less : Discount	-	1166.30
Less : Returns	136.95	156.55
Less : price concession	22.75	32.18
Less : incentives and performance bonus	-	-
Less : Others (specify details)	-	-
<b>Net Revenue recognised from Contracts with Customers</b>	<b>9242.53</b>	<b>9840.72</b>

**Notes:**

C1. The amounts receivable from customers become due after expiry of credit period which on an average is less than **180 days**. There is no significant financing component in any transaction with the customers.

C2. The Company provides agreed upon performance warranty for all range of products. The amount of liability towards such warranty is immaterial.

C3. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

**27 Other Income**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>(a).</b>	<b>Interest Income from:</b>		
-	Bank deposits	3.44	0.30
		<b>3.44</b>	<b>0.30</b>
<b>(b).</b>	<b>Other non-operating income</b>		
	Profit on sale of Land & Building	1326.77	-
-	Miscellaneous Income (Fees, Charges & Write Backs)	43.66	67.94
		<b>1370.43</b>	<b>67.94</b>
<b>(a + b)</b>		<b>1373.87</b>	<b>68.24</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**Amount (Rs. in Lakhs)**

<b>28 Cost of Materials consumed</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Opening stock	122.68	138.44
Add: Purchases	5,496.40	6,551.65
Less: Closing stock	82.96	122.68
	<b>5,536.10</b>	<b>6,567.42</b>
<b>Raw Material and packaging material consumed:</b>		
Chemicals	366.52	409.90
Dyes	165.03	180.27
Yarn & Fabric	4,978.29	5,912.94
Other Raw Materials	26.26	64.31
	<b>5,536.10</b>	<b>6,567.42</b>

**29 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**  
**Amount (Rs. in Lakhs)**

<b>Inventories at the end of the year:</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Finished goods	392.78	2,217.75
Work-in-progress	99.35	254.41
Stock-in-trade	-	-
	<b>492.13</b>	<b>2,472.16</b>
<b>Inventories at the beginning of the year:</b>		
Finished goods	1,591.24	3,440.24
Work-in-progress	254.41	46.91
Stock-in-trade	-	-
	<b>1,845.65</b>	<b>3,487.15</b>
	<b>1,353.52</b>	<b>1,014.99</b>

The difference in the Last Year Closing Value & Current Year Opening Value of the Finished Goods Inventory is due to writing down the value of the Inventory in the Previous Year which is separately reflected in the Profit & Loss A/c under exceptional items.

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

**30 Employee benefits expenses** **Amount (Rs. in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Salaries, Wages and Bonus	504.88	440.05
Contribution to provident funds and other funds	26.96	24.88
Staff Welfare Expenses	61.32	59.60
<b>Total Employee Benefit expenses</b>	<b>593.16</b>	<b>524.54</b>

**31 Finance Costs** **Amount (Rs. in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Interest costs :-</b>		
Interest on borrowings	156.89	329.95
Interest on Trade payables	7.88	11.80
Interest on Income Tax	-	-
Interest on MSME	23.52	10.97
Interest on Vehicle Loan	0.50	0.10
Other interest expense	126.09	88.87
<b>Total</b>	<b>314.86</b>	<b>441.69</b>

**32 Depreciation and amortisation expense** **Amount (Rs. in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation of property, plant and equipment	185.43	134.35
Amortisation of intangible assets	0.17	0.59
<b>Total depreciation and amortisation expenses</b>	<b>185.60</b>	<b>134.94</b>

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

33 Other expenses

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Consumption of Stores, Spares & Consumables	314.53	404.91
Consumption of Packing Materials	78.38	78.72
Sub Contracting	1,007.95	1,261.61
Power & Fuel	826.68	765.28
Water	62.89	78.18
Rent Including Lease Rentals	30.83	39.38
Repairs & Maintenance:		
- Building	2.51	7.85
- Machinery	9.01	10.80
- Others	27.95	29.27
Insurance	9.69	13.49
Rates & Taxes	4.93	5.06
Telephone & Communication Charges	11.62	13.36
Travelling & Conveyance	33.92	42.89
Printing & Stationery	13.49	10.66
Sales Commission	20.00	17.53
Brokerage	1.56	6.74
Sales Tax Expenses	0.00	18.94
Testing Expenses	21.79	12.21
Royalty	45.74	83.13
Donation & Contributions	-	-
Legal & Professional fees	74.93	54.90
Statutory Auditors Remuneration*	8.15	8.15
Transportation Charges	122.72	126.78
Bank Charges, Commission & Others	11.32	10.39
Advertisement Expenses	4.53	23.79
Motor Car Expenses	8.81	10.20
Security Charges	32.43	30.44
Registrar & Transfer Expenses	9.25	2.23
Subscription & Membership	0.41	4.71
Sundry Balance w/off	456.79	0.49
Impairment of Assets Written Off (Intangible Assets)	-	20.78
Amortisation of Land	0.19	0.23
Discounting charges on Amortised Assets	22.25	-
Provision for Bad & Doubtful Debts	306.95	294.86
Miscellaneous Expenses	8.32	6.60
GST Expenses	99.26	0.60
Business Promotion Expense	13.24	0.13
<b>Total</b>	<b>3,703.04</b>	<b>3,495.28</b>

\* Statutory Auditors Remuneration

Particulars	As at March 31, 2023	As at March 31, 2022
a) For audit	8.15	6.90
b) For taxation matters	-	1.25
<b>Total</b>	<b>8.15</b>	<b>8.15</b>

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

34 Ratio & Variance Analysis

Sr. no.	Ratio	Measurement Unit	Numerator	Denominator	2022-23	2021-22	% Variance	Reason for variance
					Current period ratio	Previous period ratio		
1	Current Ratio	Times	Current Assets	Current Liabilities (inclusive of current maturities of long term debts)	1.09	0.80	36.53	Due to lower incidence of losses made by the company during the year.
2	Debt-Equity Ratio	Times	Total Debt (Non-current borrowings + Current borrowings + Lease liabilities)	Shareholder's Equity	0.63	(1.67)	(137.70)	Due to repayment of the Debts & increase in the owner's stake due to issue of shares.
3	Debt Service Coverage Ratio	Times	Net Profit before tax + Depreciation + Lease rent + Interest + Profit on Sales of Fixed Assets	Interest & Lease Payments + Principal Repayments	(1.81)	(3.83)	(52.83)	Due to repayment of the Debts.
4	Return on Equity Ratio	Percentage	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	1.80	2.36	(23.85)	Due to lower incidence of losses made by the company during the year.
5	Inventory Turnover Ratio	Times	Total Sales	Average Inventories	6.84	3.43	99.81	Due to improvement in realization of receivables & disposal of inventory.
6	Trade Receivables Turnover Ratio	Times	Net Credit Sales	Average Accounts Receivable	2.64	2.68	(1.66)	Due to improvement in realization of receivables & disposal of inventory.
7	Trade Payables Turnover Ratio	Times	Purchases + other expenses (excluding non-cash expenses)	Average Trade Payables	1.72	2.16	(20.77)	Due to decrease in the procurement of materials & diligent use of credit terms.
8	Net Capital Turnover Ratio	Times	Net Credit Sales	Average Working Capital (current assets - current liabilities inclusive of current maturities of long term debts)	(13.82)	(66.74)	(79.30)	Due to lower incidence of losses made by the company during the year.
9	Net Profit Ratio	Percentage	Net Profit after Tax	Revenue from Operations	(0.11)	(0.29)	(61.69)	Due to lower incidence of losses made by the company during the year.
10	Return on Capital Employed	Percentage	Earning before interest and taxes	Capital employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	-	-	-	Due to significant losses the return of capital employed in negative in both the years.
11	Return on Investment	Percentage	Earning before interest and taxes	Total Assets	-	-	-	Not Applicable

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**35 Details of Corporate Social Responsibility (CSR) Obligation**

Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of previous years shortfall	Reason for shortfall	Nature of CSR activities	Details of related party transactions	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately
-	-	-	-	-	-	-	N.A.

Note: As the Company has incurred substantial losses during the last two years continuously no CSR obligation arises as per the provisions of the Company Act, 2013.



## Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

### 36 Financial Risk Management Objectives & Policy

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 loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds FVTPL investments. The Company is exposed to market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews Financial Risk Management Policy for managing and mitigating these risks, which are summarized below:

#### 1) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of a financial instrument. The value of a financial instrument may change as a result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly of risks related to changes in foreign currency exchange rates, commodity prices and interest rates. The Company has a moderate risk management system monitored by Risk Management Committee to inform Board Members about risk management and minimization procedures.

#### a) Foreign currency risk management

The Company's functional currency is Indian Rupees (INR). The Company is not having any significant foreign transactions; hence the company is not prone to foreign currency risks as on the date of the balance sheet.

#### b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations. The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The following table provides a break-up of the Company's fixed and floating rate borrowings:

Particulars	Amount (Rs. in Lakhs)	
	As at March 31, 2022	As at March 31, 2022
<b>Loans in Rupees:</b>		
a) Fixed Rate borrowings	43.50	369.71
b) Floating Rate borrowings	80.83	3,775.76
<b>Sub-Total</b>	124.33	4,145.47
Add: Upfront Fees	-	-
<b>Total Borrowings</b>	124.33	4,145.47

**Interest Rate Sensitivity :**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings. With all other variables held constant, the Company's profit / (Loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Change in basis Points	25	25
Effect on profit / (loss) before tax	(0.20)	(9.44)
Change in Basis Points	-25	-25
Effect on profit / (loss) before tax	0.20	9.44

**c) Commodity price risk:**

The Company's revenue is exposed to the market risk of price fluctuations related to the sale of its products. Market forces generally determine prices for the products sold by the Company. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its products.

The Company primarily purchases its raw materials in the open market from third parties. The Company is therefore subject to fluctuations in prices for the purchase of raw materials. The Company purchased substantially all of its iron ore and coal requirements from third parties in the open market during the year ended 31 March 2023.

The Company aims to sell the products at prevailing market prices. Similarly the Company procures key raw materials based on prevailing market rates as the selling prices of its products and the prices of input raw materials move in the same direction.

## 2) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Company's credit risk arises principally from the trade receivables and financial instruments and deposits with banks.

### Trade receivables:

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment. Credit risk on receivables from organized and bigger buyers is mitigated by securing the same against letters of credit and guarantees of reputed nationalized and private sector banks/ part advance payments/post dated cheques.

The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. The outstanding from the trade segment is secured by two tier security – security deposit from the dealer himself, and our business associates who manage the dealers are also responsible for the outstanding from any of the dealers in their respective region. Impairment analysis is performed based on historical data at each reporting period on an individual basis.

### Ageing of Trade Receivables:

Particulars	As at March 31, 2023	As at March 31, 2022
Upto 6 Months	1336.91	1602.61
Above 6 months	1961.85	2099.61
Grand Total	3298.77	3702.22

### Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. Generally, balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

### 3) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long term. The Company 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 following tables detail the Company's remaining contractual maturity for its non derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted 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. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

#### Liquidity exposure as at 31 March 2023

Particulars	Amount (Rs. in Lakhs)				
	Carrying Amount	< 1 year	1-5 years	> 5 years	Total
<b>Financial assets:</b>					
Non-current investments	212.00	117.00	95.00	-	212.00
Current investments	1.30	1.30	-	-	1.30
Loans	0.77	0.77	-	-	0.77
Trade receivables	3,298.77	1,388.96	1,909.81	-	3,298.77
Cash and cash equivalents	16.58	16.58	-	-	16.58
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	71.48	71.48	-	-	71.48
Inventory	643.27	643.27	-	-	643.27
<b>Total financial assets</b>	<b>4,244.16</b>	<b>2,239.35</b>	<b>2,004.81</b>	<b>-</b>	<b>4,244.16</b>
<b>Financial liabilities:</b>					
Long term borrowings	43.50	-	43.50	-	43.50
Short term borrowings	80.83	80.83	-	-	80.83
Trade payables	3,024.68	1,693.84	1,330.85	-	3,024.68
Other financial liabilities	234.92	234.92	-	-	234.92
<b>Total financial liabilities</b>	<b>3,383.93</b>	<b>2,009.59</b>	<b>1,374.35</b>	<b>-</b>	<b>3,383.94</b>

Liquidity exposure as at 31 March 2022

Amount (Rs. in Lakhs)

Particulars	Carrying Amount	< 1 year	1-5 years	> 5 years	Total
<b>Financial assets:</b>					
Non-current investments	211.00	116.00	95.00	-	211.00
Current investments	1.23	1.23	-	-	1.23
Loans	2.62	2.62	-	-	2.62
Trade receivables	3,702.22	3,702.22	-	-	3,702.22
Cash and cash equivalents	29.30	29.30	-	-	29.30
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	66.37	66.37	-	-	66.37
Inventory	2,057.70	2,055.38	2.32	-	2,057.70
<b>Total financial assets</b>	<b>6,070.45</b>	<b>5,973.13</b>	<b>97.32</b>	<b>-</b>	<b>6,070.45</b>
<b>Financial liabilities:</b>					
Long term borrowings	369.71	369.71	-	-	369.71
Short term borrowings	3,775.76	3,775.76	-	-	3,775.76
Trade payables	3,203.64	3,203.64	-	-	3,203.64
Other financial liabilities	212.17	212.17	-	-	212.17
<b>Total financial liabilities</b>	<b>7,561.28</b>	<b>7,561.28</b>	<b>-</b>	<b>-</b>	<b>7,561.28</b>

### 37 Capital Risk Management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital as well as to maintain proper leverage.

For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, less cash & cash Equivalents.

Particulars	As at March 31, 2023	As at March 31, 2022
Long term borrowings	43.50	369.71
Current maturities of long term debt and finance lease obligations		
Short term borrowings	80.83	3,775.76
Less: Cash & Cash Equivalents	16.58	29.30
Less: Bank balances other than cash and cash equivalents	-	-
Less: Current investments	1.30	1.23
<b>Net debt (A)</b>	<b>142.21</b>	<b>4,176.00</b>
Equity Share Capital	2,636.73	1,755.41
Other Equity	(1,256.21)	(1,976.86)
<b>Total Capital (B)</b>	<b>1,380.52</b>	<b>(221.44)</b>
<b>Capital &amp; Net debt (C = A+B)</b>	<b>1,522.72</b>	<b>3,954.56</b>
<b>Gearing Ratio (A / C)</b>	<b>9.34%</b>	<b>105.60%</b>

The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**38 Fair Value of Financial Assets & Liabilities**

	As at March 31, 2023		As at March 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>A. Financial Assets</b>				
<b>(i) At fair value through statement of Profit &amp; Loss</b>				
Investments				
a) IDBI Shares	1.30	1.30	1.23	1.23
b) Trade Receivables	3,298.76	3,298.76	3,702.22	3,702.22
<b>Total</b>	<b>3,300.06</b>	<b>3,300.06</b>	<b>3,703.45</b>	<b>3,703.45</b>
<b>B. Financial Liabilities</b>				
<b>(i) At fair value through statement of Profit &amp; Loss</b>				
	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Fair Valuation Techniques**

1. Fair Value of Investments in quoted shares are based on the prevailing market price at the reporting date.
2. Fair Value of Trade receivables is derived after considering the expected credit losses of these receivables.

**39 Other Comprehensive Income (OCI )**

The disaggregation of changes to OCI by each type of reserves in equity is shown below

	Retained Earnings	
	As at March 31, 2023	As at March 31, 2022
Remeasurement gains/(Losses) on defined benefit plans	15.16	5.13
Tax Impact on Remeasurement gains/(Losses) on defined benefit plans	(3.82)	(1.29)
	<b>11.34</b>	<b>3.84</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

Unit	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)
<b>40 Cost of Material Consumed</b>				
Chemicals		366.52		409.90
Dyes		165.03		180.27
Yarn & Fabric	Kgs 1,086,453	4973.51	896,456	5822.60
	Pcs -	-	32,046	89.94
Garment	Pcs 1,551	2.33	-	-
Other Raw Materials		26.26		64.31
Stores & Spares		314.53		404.91
Packing Materials		78.38		78.72
		<b>5926.56</b>		<b>7050.65</b>
		<b>For the year ended 31st March, 2023</b>		<b>For the year ended 31st March, 2022</b>
		<b>% Amount</b>	<b>% Amount</b>	
		<b>(Rs. in Lakhs)</b>	<b>(Rs. in Lakhs)</b>	
Imported	-	-	-	-
Indigenous	100.00	5,926.56	100.00	7,050.65
	<b>100.00</b>	<b>5,926.56</b>	<b>100.00</b>	<b>7,050.65</b>

**Notes:**

- (a) The above details of consumption consists of Raw materials which are consumed directly for manufacture of finished products and also other items which are indirectly related to manufacture of finished products, i.e. stores, spares and packing materials.



**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

		<b>As at</b>		<b>As at</b>		
		<b>01st April, 2022</b>		<b>01st April, 2021</b>		
		<b>Quantity</b>	<b>Amount</b>	<b>Quantity</b>	<b>Amount</b>	
		<b>(Rs. in Lakhs)</b>		<b>(Rs. in Lakhs)</b>		
<b>41 Opening Stock</b>						
1.	Yarn	Kgs	20,084	53.78	28,069	64.10
2.	Grey fabric	Kgs	9,516	26.35	6,396	16.42
3.	Chemicals			22.79		21.50
4.	Stores, Spares & Other items			74.50		76.91
5.	Packing Materials			14.87		9.11
6.	Dyes			19.76		13.28
7.	Stock in trade	Kgs Pcs	- -	- -	- -	- -
8.	Work in Progress	Kgs Pcs	16,974 129,404	59.42 194.99	12,121 49,971	42.63 4.28
9.	Finished Goods					
	Finished Fabric	Kgs	61,347	266.29	40,540	120.60
	Finished Garments	Pcs	426,313	1324.96	544,018	3319.64
			<b>2057.70</b>			<b>3688.47</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

		<b>As at 31st March, 2023</b>		<b>As at 31st March, 2022</b>		
		<b>Quantity</b>	<b>Amount (Rs. in Lakhs)</b>	<b>Quantity</b>	<b>Amount (Rs. in Lakhs)</b>	
<b>42 Closing Stock</b>						
1.	Yarn	Kgs	13,364	32.71	20,084	53.78
2.	Grey fabric	Kgs	6,001	14.80	9,516	26.35
3.	Chemicals			19.49		22.79
4.	Stores, Spares & Other items			55.52		74.50
5.	Packing Materials			12.66		14.87
6.	Dyes			15.97		19.76
7.	Stock in trade	in Kgs Pcs	- -	- -	- -	- -
8.	Work Progress	in Kgs Pcs	1,902 46,410	6.18 93.17	16,974 129,404	59.42 194.99
9.	Finished Goods					
	Finished Fabric	Kgs	22,032	97.02	61,347	266.29
	Finished Garments	Pcs	252,179	295.76	426,313	1324.96
			<b>643.27</b>			<b>2057.70</b>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

			<b>For the year ended 31st March, 2023</b>		<b>For the year ended 31st March, 2022</b>	
			<b>Quantity</b>	<b>Amount (Rs. in Lakhs)</b>	<b>Quantity</b>	<b>Amount (Rs. in Lakhs)</b>
<b>43 Sales</b>						
1.	Processed Fabric	Kgs	2,123,533	5776.26	1,916,143	6288.22
		Pcs	-	-	-	-
2.	Ready Made Garments	Pcs	1,372,152	3455.66	1,459,810	3533.06
				<b>9231.92</b>		
					<b>9821.29</b>	

Note: Sale of Processed Fabric includes Fabrics sourced from outside.

**44 Purchases of Stock-in-Trade**

1.	Purchases - Mtrs Fabric & Others		-	-	-	-
				-		
					-	

**45 CIF Value of Imports**

Components and Spare Parts	-	-
Capital Goods	-	45.72

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

	<b>For the year ended 31st March, 2023</b>		<b>For the year ended 31st March, 2022</b>	
	<b>Quantity</b>	<b>Amount (Rs. in Lakhs)</b>	<b>Quantity</b>	<b>Amount (Rs. in Lakhs)</b>

**46 Expenditure in Foreign Currency**

Travelling	-	-
Others	-	-

**47 Earnings in Foreign Exchange**

FOB Value of Exports	-	-
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**48 Forward Contracts and Unhedged Foreign Currency Outstanding Balances**

The company has not executed any forward contract for hedging exchange rate risk; the outstanding unhedged foreign currency balances as on 31st March, 2022 are as under:

- (a) The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at the Balance Sheet date are as follows:

Particulars	<b>As at 31st March, 2023</b>		<b>As at 31st March, 2022</b>	
	<b>Amount in Foreign Currency</b>	<b>Amount in Rupees</b>	<b>Amount in Foreign Currency</b>	<b>Amount in Rupees</b>
Receivables				
US Dollar	-	-	-	-
Payables #	-	-	-	-

- # There is no amount payable in foreign currency outstanding as on 31st March, 2023.

## Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

### 49 Employee Benefits

#### Gratuity:

The Company has a defined benefit gratuity plan governed by the Payments of Gratuity Act, 1972. Every employee who has completed five years or more of services is eligible for gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. The Company has formed a Gratuity Trust to which contribution is made and an insurance policy is taken by the trust, which is a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate ( particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset. The Company makes a provision of unfunded liability based on actuarial valuation in the Balance Sheet as part of employee cost.

The company has classified various employee benefits as under:

#### (A) Defined Contribution Plans

The company has recognised the following amounts in the Statement of Profit and Loss for the year:

	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
	<b>Amount (Rs. in Lakhs)</b>	<b>Amount (Rs. in Lakhs)</b>
(i) Contribution to Provident Fund	13.95	13.32
(ii) Contribution to Employees' State Insurance Scheme	3.04	2.48

(B) Defined Benefit Plan

Valuation in respect of Gratuity has been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

	<b>For the year ended 31st March, 2023</b>		<b>For the year ended 31st March, 2022</b>	
	<b>Leave Encashment</b>	<b>Gratuity</b>	<b>Leave Encashment</b>	<b>Gratuity</b>
(a) Discount Rate	7.45%	7.45%	6.96%	6.96%
(b) Salary Increase Rate	5.00%	5.00%	5.00%	5.00%

	<b>For the year ended 31st March, 2023</b>		<b>For the year ended 31st March, 2022</b>	
	<b>Leave Encashment Amount (Rs. in Lakhs)</b>	<b>Gratuity Amount (Rs. in Lakhs)</b>	<b>Leave Encashment Amount (Rs. in Lakhs)</b>	<b>Gratuity Amount (Rs. in Lakhs)</b>

(i) Changes in the Present Value of Obligation

(a) Opening Present Value of Obligation	20.94	83.00	19.10	73.65
(b) Interest Cost	1.22	5.33	1.03	4.51
(c) Past Service Cost	-	-	-	-
(d) Current Service Cost	4.21	10.63	3.78	9.57
(e) Benefits Paid	(5.09)	(14.60)	(0.27)	0.00
(f) Actuarial (Gain)/Loss	(6.13)	(15.11)	(2.71)	(4.73)

(g) Closing Present Value of Obligation	15.15	69.24	20.94	83.00
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(ii) Changes in the Fair Value of Plan Assets

(a) Opening Fair Value of Plan Assets	-	47.94	-	44.66
(b) Expected Return on Plan Assets	-	3.34	-	2.88
(c) Actuarial Gain/(Loss)	-	0.05	-	0.41
(d) Employers' Contributions	-	-	-	0.00
(e) Benefits Paid	-	(13.60)	-	0.00
(f) Closing Fair Value of Plan Assets	-	37.72	-	47.94

<b>For the year ended 31st March, 2023</b>		<b>For the year ended 31st March, 2022</b>	
<b>Leave Encashment Amount (Rs. in Lakhs)</b>	<b>Gratuity Amount (Rs. in Lakhs)</b>	<b>Leave Encashment Amount (Rs. in Lakhs)</b>	<b>Gratuity Amount (Rs. in Lakhs)</b>

(iii) Amount recognised in the Balance Sheet

(a) Present Value of Obligation as at the year end	15.15	69.24	20.94	83.00
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(b) Fair Value of Plan Assets as at the year end	-	37.72	-	47.94
(c) (Asset)/Liability recognised in the Balance Sheet	15.15	31.52	20.94	35.07

For the year ended 31st March, 2023		For the year ended 31st March, 2022	
Leave Encashment	Gratuity	Leave Encashment	Gratuity
Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)

(iv) Expenses recognised in the Statement of Profit and Loss

(a) Current Service Cost	4.21	10.63	3.78	9.57
(b) Past Service Cost	-	-	-	-
(c) Interest Cost	1.22	5.33	1.03	4.51
(d) Expected Return on Plan Assets	-	(3.34)	-	(2.88)
(e) Net Actuarial (Gain)/Loss	(6.13)	-	(2.71)	-
Total Expenses recognised	<b>(0.70)</b>	<b>12.62</b>	<b>2.11</b>	<b>11.20</b>



For the year ended 31st March, 2023		For the year ended 31st March, 2022	
Leave Encashment	Gratuity	Leave Encashment	Gratuity
Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)	Amount (Rs. in Lakhs)

(v) Amount recognised in other Comprehensive Income

(a) Actuarial (Gain) / Loss due to Demographi c Assumption changes in DBO	-	-	-	-
(b) Actuarial (Gain) / Loss due to Financial Assumption changes in DBO	-	(2.13)	-	(0.90)
(c) Actuarial (Gain) / Loss due to Experience on DBO	-	(12.98)	-	(3.82)
(d) Return on Plan Assets (Greater) / Less than Discount rate	-	(0.05)	-	(0.41)

(e) Changes in asset ceiling/onerous liability (excluding interest income)	-	-	-	-
(f) Total Actuarial (Gain)/Loss included in OCI	-	(15.16)	-	(5.13)

NOTE:

- i. Leave Encashment liability is determined by an independent actuary and relevant provisions are made in the books of account. The payment towards the liability is made by the company as and when the employee becomes eligible to claim the encashment.
- ii. The liability towards gratuity is determined by an independent actuary and the relevant amounts towards gratuity liability is paid by the company to the "Suditi Employees Group Gratuity Trust". The said Trust administers the scheme.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**50 Related Party Disclosures**

The Disclosures of Transaction with the related parties as defined in the Accounting Standard are as follows:

**Name of Related Parties & their Relationship**

**1 Key Management Personnel**

- a. Mr. Pawan Agarwal - Chairman
  - a1. Relatives of Key Management Personnel:
    - 1. Mr. Rajendra Agarwal (Brother)
    - 2. Mrs. Pramila Agarwal (Sister-in-law of Pawan Agarwal)
    - 3. Mrs. Shalini Agarwal (Wife of Pawan Agarwal)
    - 4. Mrs. Archana Agarwal (Wife of Rajendra Agarwal)
    - 5. Mr. Harsh Agarwal (Son of Pawan Agarwal)
    - 6. Mr. Tanay Agarwal (Son of Pawan Agarwal)
    - 7. Mr. Tanuj Agarwal (Son of Pawan Agarwal)
  - a2. Enterprises under Common control of the Promoters
    - 1. Intime Knits Pvt. Ltd.
    - 2. Black Gold Leasing Pvt. Ltd.
    - 3. R. Piyarellal Pvt. Ltd.
    - 4. Suditi Design Studio Ltd.
    - 5. Suditi Sports Apparels Ltd.
    - 6. SAA & Suditi Retail Pvt. Ltd.
    - 7. SK BLR Knits and Apparel Pvt. Ltd.
- b. Mr. Rajagopal Raja Chinraj - Wholetime Director  
(Not related to Promoter/Promoter Group)
  - b1. Relatives of Key Management Personnel:
    - 1. Mrs. Anita Chinraj (Wife of Rajagopal Raja Chinraj)
  - b2. Enterprises under Common control of the Wholetime Director
    - 1. Chendur Dress Manufacturers Pvt. Ltd.
    - 2. Chendur Enterprises
    - 3. Chendur Inc.
    - 4. Ve Laxmi Exim LLP
- c. Mr. H. Gopalkrishnan - Company Secretary
  - c1. Relationship - Not related to Promoter or any Director
  - c2. Enterprises - Nil

**2 Terms and conditions of transactions with related parties**

The sales to and purchase from related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**3 Disclosure of transactions between the company and related parties**

		<b>Amount (Rs. in Lakhs)</b>	
		For year ended March 2023	For year ended March 2022
a)	Key Management Personnel - Remuneration		
	1 Shri Rajagopal Raja Chinraj	19.69	19.63
	2 Shri H. Gopalkrishnan	14.18	13.93
		<b>33.87</b>	<b>33.56</b>

Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

b) Transactions with related parties:

Suditi Industries Limited

Amount (Rs. in Lakhs)

Description	Subsidiaries		Joint Ventures		Relatives of		Entities in which a	
	For year ended	For year ended	For year ended	For year ended	For year ended	For year ended	For year ended	
	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022	March 2023	March 2022
<b>a) Sale of Goods/Related Services</b>								
1 Intime Knits Pvt. Ltd.							783.43	699.71
2 SK BLR Knits and Apparel Pvt. Ltd.							0.48	-
3 Suditi Design Studio Ltd.	37.85	-						
4 Suditi Sports Apparel Limited	117.35	297.86						
5 SAA & Suditi Retail Pvt. Ltd.			1.01	2.54				
6 Black Gold Leasing Pvt. Ltd.							-	-
7 Chendur Dress Manufacturers Pvt. Ltd.							19.56	48.27
<b>b) Purchase of Goods</b>								
1 Intime Knits Pvt. Ltd.							0.62	1.30
2 SK BLR Knits and Apparel Pvt. Ltd.							-	-
3 Suditi Design Studio Ltd.	-	-						
4 Suditi Sports Apparel Limited	17.39	10.81						
5 R. Piyarellal Pvt. Ltd.							-	-
6 Chendur Dress Manufacturers Pvt. Ltd.							-	1.49
7 SAA & Suditi Retail Pvt. Ltd.			2.44	-				
8 Black Gold Leasing Pvt. Ltd.							-	7.50
<b>c) Expenses towards Services received</b>								
1 Intime Knits Pvt. Ltd.							-	0.41
2 Black Gold Leasing Pvt. Ltd.							230.27	546.35
3 R. Piyarellal Pvt. Ltd.							3.07	1.86

4	SK BLR Knits and Apparel Pvt. Ltd.								-	0.88
5	Chendur Dress Manufacturers Pvt. Ltd.								25.99	31.99
6	Chendur Enterprises								6.03	6.52
7	Chendur Inc.								5.96	5.96
8	Ve Laxmi Exim LLP								7.78	7.78
9	SAA & Suditi Retail Pvt. Ltd.			-	-					
10	Suditi Design Studio Ltd.	-	-							
11	Mr. Harsh Pawan Agarwal						31.41	22.96		
<b>d)</b>	<b>Balance Outstanding as at the year end</b>									
1	SK BLR Knits and Apparel Pvt. Ltd. (Receivable)								-	2.07
2	Intime Knits Pvt. Ltd. (Net Receivable)								-	-
3	Intime Knits Pvt. Ltd. (Net Payable)								719.20	1,297.97
4	Black Gold Leasing Pvt. Ltd. (Deposits Receivable)								-	303.81
5	Black Gold Leasing Pvt. Ltd. (Payable)								211.42	16.89
6	Black Gold Leasing Pvt. Ltd. (Receivable)								47.76	47.76
7	R. Piyarellal Pvt. Ltd. (Payable)								27.17	24.90
8	Suditi Design Studio Ltd. (Receivable)	661.80	608.60							
9	Suditi Sports Apparel Ltd. (Receivable)	327.69	294.57							
10	SAA & Suditi Retail Pvt. Ltd. (Receivable)			528.92	716.62					
11	Chendur Dress Manufacturers Pvt. Ltd. (Receivable)								46.79	38.48
12	Chendur Dress Manufacturers Pvt. Ltd. (Payable)								35.23	20.31
13	Chendur Enterprises (Receivable)								2.45	-
14	Chendur Enterprises (Payable)								3.51	2.00
15	Chendur Inc. (Payable)								3.47	1.99
16	Ve Laxmi Exim LLP (Payable)								4.54	2.59
<b>e)</b>	<b>Loan Taken</b>									
1	Black Gold Leasing Pvt. Ltd. (Unsecured Loan)								-	450.00
2	Shri Pawan Agarwal (Unsecured Loan)								-	750.00
<b>f)</b>	<b>Investment in Subsidiary</b>									
1	Suditi Sports Apparel Ltd.	-	116.00							
2	Suditi Design Studio Ltd. *	-	1.00							

The figures are re-grouped / re-arranged and re-classified wherever necessary.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**51 Leases**

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116 - Leases.

In terms of the provisions of Ind AS 116, the Lease Liability is determined as the present value of lease rentals over the period discounted at the effective interest rate applicable to the Company. An equal amount has been recognised under the head "Property, Plant and Equipment" as a 'Right to Use Asset'. This Right to Use Asset will be depreciated over the period of lease and the lease liability is reduced by accounting the monthly lease payments.

i) Lease liabilities are presented in the balance sheet is as follows:

	<u>For the year ended 31st March, 2023</u>	<u>For the year ended 31st March, 2022</u>
Current maturities of lease liabilities (Refer note 25)	59.85	-
Non-current lease liabilities (Refer note 20)	744.61	-
Total	<u>804.46</u>	<u>-</u>

ii) The recognised right of use assets relate to land, buildings and plant and equipments as at 31 March 2023 and 31 March 2022:

	<u>For the year ended 31st March, 2023</u>	<u>For the year ended 31st March, 2022</u>
Right of use assets - land, buildings and plant and equipments		
Balance at the beginning of the year	-	-
Additions for the year (Refer note 5)	838.53	-
Amortisation charge for the year (Refer note 5)	(48.23)	-
Balance at the end of the year	<u>790.31</u>	<u>-</u>

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**52 Earnings per Share**

Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. Diluted earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. Dilutive potential equity shares that have been converted in to equity shares during the year are included in the calculation of diluted earnings per share from the beginning of the year to the date of conversion and from the date of conversion, the resulting equity shares are included in computing both basic and diluted earnings per share. Earnings per Share has been computed as under:

	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Profit/(Loss) for the year:		
Amount (Rs. in Lakhs)	<u>(1,041.99)</u>	<u>(2,896.27)</u>
Weighted average number of Shares for Basic Earnings per Share	26,367,291	17,554,123
Add: Effect of Dilutive Potential Shares (Share Warrants)	-	-
Add: Effect of Dilutive Potential Shares (Employee Stock Options)	-	-
Add: Effect of Dilutive Fully Convertible Debentures	-	-
Weighted average number of Shares for Diluted Earnings per Share	<u>26,367,291</u>	<u>17,554,123</u>
Earnings per Share (Rs. per Equity Share of Rs. 10 each)		
Basic	(3.95)	(16.50)
Diluted	(3.95)	(16.50)

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

	<u>As at 31st March, 2023</u> Amount (Rs. in Lakhs)	<u>As at 31st March, 2022</u> Amount (Rs. in Lakhs)
<b>53 Contingent Liabilities</b>		
(i) Sales tax/ CST / VAT matters	-	177.21
(ii) Excise matters	32.09	32.09
(iii) Professional Tax	-	20.06
(iv) Local Body Tax	41.51	76.18
	<u>73.60</u>	<u>305.54</u>

**Note:**

- (i) Future cash outflows in respect of (a)(ii) and a(iv) above is determinable only on receipt of judgments/decisions pending with various authorities/forums and/or final outcome of the matters. Accordingly, no provision in the accounts has been made as management is confident that these matters would be decided in the company's favour.
- (ii) The aforesaid amount referred to in (a)(i) above is inclusive of interest and other penalties/levies.

**Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (Previous year Rs. Nil).



## **Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

### **54 Segment Reporting**

The Company is primarily in the business of manufacturing and sales of textile products (i.e., Fabrics and Garments). The Chief Operating Decision Maker (CODM), the Chairman & Managing Director, performs a detailed review of the operating results, takes decisions about the allocation of resources based on the analysis of the various performance indicators of the Company as a whole. Therefore, there is only one operating segment in accordance with Ind AS 108 "Operating Segments" namely, "Textiles".

**55** The Company can exercise the option permitted under Section 115 BAA of the Income Tax Act, 1961 as promulgated by the Taxation Laws (Amendment) Ordinance, 2019. Section 115BAA states that domestic companies have the option to pay tax at a rate of 22% plus sc of 10% and cess of 4%. The Effective Tax rate being 25.17% from the FY 2020-21 (AY 2021-22) onwards if such domestic companies adhere to certain condition and do not avail any exemptions/incentives under different provisions of income tax like Claiming a set-off of any loss carried forward or depreciation from earlier years, if such losses were incurred in respect of the aforementioned deductions. Since the Company has incurred losses the need for making any provision for Income Tax does not arise for F.Y. 2022-23.

**56** As per provisions of Section 135 of the Companies Act 2013, the company needs to compute its obligations under Corporate Social Responsibility (CSR). Due to the continued losses made by the company in the last 2 years, there is no obligation towards CSR. The matters pertaining to the prior years are stated below :

i) The obligation towards CSR for FY 2018-19 was determined at Rs.9.51 lakhs which has remained unspent. In terms of the regulatory provisions prevailing at that time, the said amount was not required to be deposited in a specified bank account & was allowed to be utilised at a future date.

ii) The obligation towards CSR for FY 2019-20 was determined at Rs.7.19 lakhs. The company spent an amount of Rs.9.75 lakhs through donation to a specified organisation. The excess amount of Rs.2.56 lakhs has been carried forward to be set off against future obligations.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

- 57** During the year 2019-20, the Company had received a refund in bank of Rs.30,83,919/- consequent upon receiving a favorable judgement from the Appellate Tribunal. Subsequently, the Excise Assistant Commissioner (Refund) Central Excise - Belapur division has issued an order directing the Company to refund the Cash amount and to receive equivalent CENVAT credit for future setoff. The Company has filed an appeal against the said order with the Commissioner (Appeals). The Excise Commissioner passed an Order in favour of the Department against which the Company has filed an appeal with the Appellate authorities. There is no further development in the matter. The Management strongly believes that the final outcome of the Tribunal will be in the favour of the Company.
- 58** Physical verification of inventory was conducted by the Internal Auditor (an external Chartered Accountant firm appointed by the company) along with a team member of the Statutory Auditors on a periodically basis. Each item was physically examined in the presence of the company's team and any difference or variation was rectified on the spot. Only unresolved items are listed out and discussed separately with the Chief Executive Officer of the company. The report was presented before the Audit committee and also commended to the Board for noting.
- 59** a) During the year the company has valued the remaining slow moving/unsaleable inventory at the best realizable value and accordingly has written down the value of the retail division finished goods inventory by Rs.514.33 lakhs. Accordingly, the company has passed necessary entries in the books. b) The Company has written off bad debts/un-realizable amounts amounting to Rs.456.79 lakhs. c) The Company has made a provision for probable estimated credit loss of Rs.306.95 lakhs as required under Ind AS 109. Further, the company had provided Rs.627.50 lakhs for the bad and doubtful debts till the year 2021-22 which has now been written off during the year.
- 60** Credit loss is calculated on the basis of actual outstanding receivables based on the age wise analysis and also based on the past three year's average. Accordingly a certain specified percentage of the amount arrived based on the three years average is computed and provided in the books. As per the prevailing trend and past experience the computed amount has been provided in the books.

**Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023**

**61 Additional regulatory information not disclosed elsewhere in the financial information**

- (a) The Company did not hold any benami property during the year.
- (b) The Company has not been declared as a wilful defaulter by any bank or financial Institution or other lender.
- (c) The Company did not have any transactions with struck off companies during the year under Section 248 or 560 of the Companies Act, 2013.
- (d) No loans/advances were given to promoters, directors, KMPs & other related parties that were payable on demand or without specifying any terms & conditions.
- (e) Neither any charges were created on the assets of the company during the year with the Registrar of companies nor was satisfaction of any charge pending beyond the stipulated period.
- (f) The Company did not deal in any manner whatsoever with crypto currency/virtual currency during the year.
- (g) The Company has not advanced/loaned/invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) 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 has not received funds from any other 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 to or on behalf of the Ultimate Beneficiaries
  
- (i) The Company neither declared nor paid any Dividend during the financial year. Hence, disclosure under provisions of Section 123 are not applicable.
  
- (j) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 such as search, survey or any other provisions of the Income Tax Act, 1961.
  
- (k) The Company has used borrowings from Banks and Financial Institutions for the specific purpose for which it was obtained.
  
- (l) Quarterly returns or statements of current assets filed by the Company with Banks or Financial Institutions are in agreement with the books of accounts.
  
- (m) The title deeds of all immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work in process are held in the name of the Company as at the Balance Sheet date.
  
- (n) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
  
- (o) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

## Summary of significant accounting policies and other explanatory information on the Standalone Financial Statement for the year ended 31st March, 2023

**63** The Financial results have been presented in accordance with the Division II of Schedule III to the Companies Act, 2013. Certain Balances of assets and liabilities as at March 31, 2023 have been regrouped/reclassified, wherever necessary, to comply with the amended Division II of Schedule III. Such reclassifications did not have a material impact on the financial results.

### **64 Events after the reporting date**

No other adjusting or significant non-adjusting events has occurred between the reporting date (31st March, 2023) and the report release date (30th May, 2023).

**65** The previous period figures have been regrouped / reclassified, wherever necessary to conform to the current period presentation.

Signatures to Notes 1 to 65

The accompanying notes are an intergral part of the standalone financial statements.

As per our report of even date attached For and on behalf of the Board of Directors

	sd/-	sd/-
<b>For Chaturvedi &amp; Partners</b> Chartered Accountants (Firm Registration No.307068E)	<b>Pawan Agarwal</b> Chairman DIN: 00808731	<b>Vivek Gangwal</b> Director DIN: 01079807
sd/-	sd/-	sd/-
<b>Siddharth P Punamiya</b> Partner (Membership No.148540) Mumbai, 30th May, 2023	<b>Rajagopal Raja Chinraj</b> Executive Director & CEO DIN: 00158832	<b>Krina Gala</b> Director DIN: 07040989
	sd/-	
	<b>H.Gopalkrishnan</b> Company Secretary Navi Mumbai, 30th May, 2023	





**SCHEDULE "D" - FIXED ASSETS**

(Amount in Rs.)

Sr. Description No.	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2022	Additions	Deduction/ Adjustments	As at 31.03.2023	As at 01.04.2022	For the Period	Deductions	Other Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
1 Land (Leasehold)	16,42,190	-	16,42,190	-	1,14,835	19,139	-	(1,33,974)	-	-	15,27,355
2 Building	3,84,72,991	1,12,73,416	4,97,46,407	-	3,11,55,562	27,76,480	-	(3,39,32,042)	-	-	73,17,429
3 Plant & Machinery	31,19,19,238	19,650	11,39,851	31,07,99,038	28,54,81,332	20,35,678	-	(10,82,858)	28,64,34,152	2,43,64,886	2,64,37,906
4 Furniture & Fixtures	7,81,74,117	41,44,244	-	8,23,18,361	5,14,65,748	60,11,474	-	-	5,74,77,223	2,48,41,138	2,67,08,369
5 Office & Other Equip.	2,28,88,721	12,288	-	2,29,01,009	1,64,82,077	16,93,562	-	-	1,81,75,639	47,25,370	64,06,644
6 Computers	1,85,14,282	10,600	-	1,85,24,882	1,73,42,523	1,78,303	-	-	1,75,20,826	10,04,056	11,71,759
7 Electrical Installation	1,97,81,922	-	-	1,97,81,922	1,50,31,585	8,90,734	-	-	1,59,22,319	38,59,603	47,50,337
8 Vehicles	24,54,577	-	-	24,54,577	15,43,225	1,34,085	-	-	16,77,310	7,77,268	9,11,353
9 Right to use Amortised	38,53,870	8,38,53,278	38,53,870	8,38,53,278	38,53,870	48,22,615	-	(38,53,870)	48,22,615	7,90,30,663	-
10 Software	40,41,766	-	-	40,41,766	36,35,491	17,084	-	-	36,52,576	3,89,190	4,06,275
11 Trademark	3,00,000	-	-	3,00,000	3,00,000	-	-	-	3,00,000	-	-
	<b>50,20,43,675</b>	<b>9,93,13,476</b>	<b>5,63,82,317</b>	<b>54,49,74,833</b>	<b>42,64,06,248</b>	<b>1,85,79,154</b>	<b>-</b>	<b>(3,90,02,744)</b>	<b>40,59,82,659</b>	<b>13,89,92,174</b>	<b>7,56,37,426</b>
Previous Year											

Capital Work In Progress



**SCHEDULE "D" - FIXED ASSETS**
**(Amount in Rs.)**

Sr. Description No.	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01.04.2022	Additions	Deduction/ Adjustments	As at 31.03.2023	As at 01.04.2022	For the Period	Deductions	Other Adjustments	As at 31.03.2023	As at 31.03.2023	As at 31.03.2022
1 Land (Leasehold)	16,42,190	-	16,42,190	-	1,14,835	19,139	-	(1,33,974)	-	-	15,27,355
2 Building	3,84,72,991	1,12,73,416	4,97,46,407	-	3,11,55,562	27,76,480	-	(3,39,32,042)	-	-	73,17,429
3 Plant & Machinery	31,19,19,238	19,650	11,39,851	31,07,99,038	28,54,81,332	20,35,678	-	(10,82,858)	28,64,34,152	2,43,64,886	2,64,37,906
4 Furniture & Fixtures	7,81,74,117	41,44,244	-	8,23,18,361	5,14,65,748	60,11,474	-	-	5,74,77,223	2,48,41,138	2,67,08,369
5 Office & Other Equip.	2,28,88,721	12,288	-	2,29,01,009	1,64,82,077	16,93,562	-	-	1,81,75,639	47,25,370	64,06,644
6 Computers	1,85,14,282	10,600	-	1,85,24,882	1,73,42,523	1,78,303	-	-	1,75,20,826	10,04,056	11,71,759
7 Electrical Installation	1,97,81,922	-	-	1,97,81,922	1,50,31,585	8,90,734	-	-	1,59,22,319	38,59,603	47,50,337
8 Vehicles	24,54,577	-	-	24,54,577	15,43,225	1,34,085	-	-	16,77,310	7,77,268	9,11,353
9 Right to use Amortised	38,53,870	8,38,53,278	38,53,870	8,38,53,278	38,53,870	48,22,615	-	(38,53,870)	48,22,615	7,90,30,663	-
10 Software	40,41,766	-	-	40,41,766	36,35,491	17,084	-	-	36,52,576	3,89,190	4,06,275
11 Trademark	3,00,000	-	-	3,00,000	3,00,000	-	-	-	3,00,000	-	-
	<b>50,20,43,675</b>	<b>9,93,13,476</b>	<b>5,63,82,317</b>	<b>54,49,74,833</b>	<b>42,64,06,248</b>	<b>1,85,79,154</b>	<b>-</b>	<b>(3,90,02,744)</b>	<b>40,59,82,659</b>	<b>13,89,92,174</b>	<b>7,56,37,426</b>
Previous Year											

Capital Work In Progress

**SCHEDULE "C" - FIXED ASSETS**

SR NO	DESCRIPTION	DEP %	GROSS BLOCK				DEPRECIATION				NET BLOCK		
			AS AT 01.04.2022	ADDITION	DEDUCTION ADJUST.	AS AT 31.03.2023	AS AT 01.04.2022	ADDITION	DEDUCTION	OTHER ADJUST.	AS AT 31.03.2023	AS AT 31.03.2023	AS AT 31.03.2022
1	LAND(Leasehold)	-	16,42,190	-	16,42,190	-	1,14,835	19,139	-	(1,33,974)	-	-	15,27,355
2	BUILDING-I BUILDING-II Garent	3.17	3,84,72,991 -	1,12,73,416 -	4,97,46,407 -	- -	3,11,55,562 -	27,76,480	-	(3,39,32,042)	- -	- -	73,17,429 -
3	PLANT & MACHI PLANT & MACHI Gmt	12.66 12.66	28,12,26,600 2,25,01,008	- 9,000	- 11,39,851	28,12,26,600 2,13,70,157	26,35,09,110 2,15,64,061	5,55,097 5,13,192	- -	- (10,82,858)	26,40,64,207 2,09,94,395	1,71,62,393 3,75,763	1,77,17,490 9,36,947
4	FURNITURE & FIX.	11.88	5,16,33,148	41,18,244	-	5,57,51,391	3,37,14,125	43,26,902	-	-	3,80,41,027	1,77,10,364	1,79,19,023
5	OFFICE & OTHER	19.00	2,08,72,663	-	-	2,08,72,663	1,50,17,017	15,25,217	-	-	1,65,42,235	43,30,429	58,55,646
6	ELECTRICAL INST.	9.50	1,21,50,134	-	-	1,21,50,134	99,61,067	3,38,817	-	-	1,02,99,884	18,50,250	21,89,067
7	VEHICLES	11.88	20,08,170	-	-	20,08,170	11,90,973	2,38,306	-	-	14,29,279	5,78,891	8,17,197
8	COMPUTER	31.67	1,20,36,390	-	-	1,20,36,390	1,14,06,045	16,646	-	-	1,14,22,691	6,13,699	6,30,345
9	RIGHT TO USE AMORTISED VALUE OF A		38,53,870	7,31,08,252	38,53,870	7,31,08,252	38,53,870	24,78,246	-	(38,53,870)	24,78,246	7,06,30,006	-
10	Software	31.67	3,41,238	-	-	3,41,238	3,24,176	-	-	-	3,24,176	17,062	17,062
	Software	31.67	3,09,150	-	-	3,09,150	2,93,692	-	-	-	2,93,692	15,458	15,458
		31.67	4,50,000	-	-	4,50,000	4,27,500	-	-	-	4,27,500	22,500	22,500
11	Trademark		3,00,000	-	-	3,00,000	3,00,000	-	-	-	3,00,000	-	-
			<b>44,77,97,552</b>	<b>8,85,08,912</b>	<b>5,63,82,317</b>	<b>47,99,24,146</b>	<b>39,28,32,034</b>	<b>1,27,88,042</b>	<b>-</b>	<b>(3,90,02,744)</b>	<b>36,66,17,332</b>	<b>11,33,06,814</b>	<b>5,49,65,518</b>

## INDEPENDENT AUDITOR'S REPORT

Ref no. 230530/006/R

To,  
**THE MEMBERS OF  
SUDITI INDUSTRIES LIMITED**

### Report on the Audit of Consolidated Financial Statements

#### Opinion

We have audited the accompanying consolidated financial statements of **SUDITI INDUSTRIES LIMITED** ("the Holding Company"), its subsidiaries along with share in a joint venture, as listed in Annexure 'A' (the Company, its subsidiaries and joint venture together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income) for the period ended on that date, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the report of the other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with Indian Accounting Standard prescribed under section 133 of the Companies Act, 2013 ('the Act') and other accounting principles generally accepted in India, of the consolidated state of affairs (consolidated financial position) of the Group as at March 31, 2023, the consolidated loss (including other comprehensive income) for the period ended on that date, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) issued by the Institute of Chartered Accountants of India (ICAI). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated 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 independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made 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 and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter:

We draw attention to Note 74 to the Consolidated Financial Statements related to the following matter:

- A. "Material Uncertainty Related to Going Concern" paragraph in the other Auditors Report dated 25<sup>th</sup> May, 2023 on the separate financial statements of "Suditi Design Studio Limited", a subsidiary of the company for the financial year ended on 31<sup>st</sup> March, 2023 whose extract is produced below:  
---"Suditi Design Studio Limited"

"We draw attention to Note 38 in the financial statements, which states that the Company has incurred continuous losses; its net worth has been fully eroded and its current liabilities exceeded its current assets as at the Balance Sheet date. As stated in Note 38, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. However, as stated in the Note, the Company has received an assurance of continued long-term support from the Parent Company basis which the financial statements of the Company have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter."

#### Key Audit Matters:

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit matter description	How the scope of our audit responded to the key audit matter
<p><b>Revenue from Contracts with Customers:</b> (Refer to Significant Accounting policies--para 6)</p> <p>Revenue from contracts with customer is recognized upon transfer of control of promised goods and is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates, based on contractually defined terms. In some cases, discounts estimated will be determined on sale of goods by the customers.</p> <p>Also, in certain cases the Company has</p>	<p>The audit procedures included but were not limited to:</p> <p>--Assessment of the processes of the Company for adoption of the new accounting standards.</p> <p>--Selecting a sample from each type of the contracts with the customers, and testing the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. Carrying out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</p> <p>--Testing the relevant controls including access and change management controls of information</p>

<p>contracts with customers which entitles them to right of return. At year end, amount of returns, and discounts that have been incurred and not yet settled with the customer are estimated and accrued. Estimating the amount of accrual at year-end is considered a key audit matter due to the judgements required to be made by management.</p>	<p>technology systems, which are relevant for appropriate measurement and presentation of revenue and related account balances.</p> <p>Performing following procedures on the samples selected:</p> <ul style="list-style-type: none"> <li>--Reading, analysing and identifying the distinct performance obligations in these contracts.</li> <li>--Comparing these performance obligations with that identified and recorded by the Company.</li> <li>--Testing sample of revenues with the performance obligation specified in the underlying contracts.</li> <li>--Carrying analytical procedure for reasonableness of revenue disclosed by segments.</li> <li>--Evaluating the appropriateness of adequate disclosures in accordance with the standards.</li> </ul>
<p><b>Inventory valuation:</b></p> <p>As described in para 12(i), 12(ii) &amp; 12(iii) of the Significant Accounting policies and Notes 52, 53 and 54 on Inventories, the Company carries inventory at the lower of cost and fair value less costs to sell using the weighted average cost basis. The Company provides for changes in value based on estimated inventory usage. This methodology relies upon assumptions made in determining appropriate provisioning percentages to apply to inventory balances.</p>	<p>We obtained a detailed understanding and evaluated the design and implementation of controls that the Company has established in relation to inventory valuation.</p> <p>We obtained assurance over the appropriateness of management's assumptions applied in calculating the value of inventory provisions by:</p> <ul style="list-style-type: none"> <li>— verifying the value of a sample of inventory items to confirm whether they are held at the lower of cost and net realizable value, through comparison to vendor invoices and sales prices;</li> <li>— using data analytics to identify unusual inventory usage characteristics, completing assumption tolerance testing and recalculating the provision in totality.</li> </ul>
<p><b>Contingent liabilities:</b> (Refer to Note 65)</p> <p>The Company has ongoing legal matters relating to previous corporate transactions which require management judgement to be applied in order to determine the likely outcome.</p>	<p>In assessing the potential exposures to the Company, we have completed a range of procedures including:</p> <ul style="list-style-type: none"> <li>— assessing the design and implementation of controls in relation to the monitoring of known</li> </ul>

<p>Judgement is required in assessing the nature of these exposures and their accounting and disclosure requirements.</p>	<p>exposures;</p> <ul style="list-style-type: none"> <li>— reading Board and other meeting minutes to identify areas subject to Company consideration;</li> <li>— meeting with the Company's internal legal advisors in understanding ongoing and potential legal matters impacting the Company;</li> <li>— reviewing the proposed accounting and disclosure of actual and potential legal liabilities, drawing on third party assessment of open matters.</li> </ul>
<p><b>Allowance for Credit Losses:</b> (Refer to Significant Accounting Policies para 5(v) and Note no: 72)</p> <p>The Company applies the 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the trade receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables adjusted to reflect current and estimated future economic conditions of its customers, their industry and geography of operations. At every reporting date these historical default rates are reviewed and changes in the forward-looking estimates are analysed. In calculating expected credit loss, the Company also considers other related information for its customers, including credit periods, to estimate the probability of default in future and has considered estimates of possible effects from any uncertain events/litigations etc. The Management has exercised significant judgement in estimating the allowance for credit losses making it a key audit matter.</p>	<p>Our audit procedures to test the effectiveness of controls over allowances for credit loss includes the following:</p> <ul style="list-style-type: none"> <li>•• Trade Receivables ageing report as on balance sheet date</li> <li>•• Development of the expected credit model for the allowance for credit losses, including consideration of the current and estimated future economic conditions.</li> <li>•• Completeness and accuracy of information used in the estimation of probability of default</li> <li>•• Status of recovery of trade receivables as on the report date out of the total outstanding as at March 31, 2023</li> <li>•• Verification of computation of the allowance for credit losses</li> <li>•• Testing the arithmetical accuracy and computation of the allowance prepared by the Management.</li> <li>•• Testing the allowance for credit loss through alternate scenarios, including profiling of customers based on their attributes with various sensitivities around the assumptions and reviewing the possible effects of any uncertain events/ litigations to validate the Management estimates.</li> </ul>

**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—Chairman's Statement, Directors Report, Management Discussion & Analysis and Corporate Governance Report-- other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the other information. 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.

The Directors Report, Management Discussion & Analysis and Corporate Governance Reports are expected to be made available to us after the date of this auditor's report. When we read these reports, if we conclude that the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the laws and regulations.

#### **Responsibilities of the Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for preparation of Ind AS financial statements, Further, in terms of provisions of the Act, the respective Board of Directors of the companies included in the Group, covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 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 financial statements by the Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing (SA's) 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 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 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 financial controls 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 control 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors. For the other entities included in the financial statements, which have been audited by the 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of



our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of Rs. 975.59 lakhs and net assets of (912.20) lakhs as at 31<sup>st</sup> March 2023, total revenue of Rs. 1209.60 lakhs and net cash outflows amounting to Rs.19.83 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs. 110.45 lakhs for the year ended 31<sup>st</sup>March 2023, as considered in the consolidated financial statements, in respect of the joint venture company, whose financials have not been audited by us. These financial statements have been audited by other auditors whose report 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 these subsidiaries and joint venture, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary companies and joint venture company, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements and our report on other legal and regulatory requirements below are not modified in respect of the above matters with respect to our reliance on the work done by and 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 consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries and joint venture, 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 of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and of its joint venture company covered under the Act, none of the Directors of the Group company and joint venture company 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 controls with reference to the financial statements of the Group companies and its joint venture company covered under the Act and the operating effectiveness of such controls, refer to our separate report in "Annexure B". and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and based on the consideration of the report of other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture and to the best of our information and according to the explanations given to us:
  - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. (Refer Note No. 65 to the consolidated financial statements).
  - ii) The Group and its joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and joint venture company incorporated in India.

iii) (a) The respective managements of the Company, its subsidiaries and joint venture whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any such subsidiaries or joint venture to or in any other person(s) or entities, including foreign entities ("intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company or any of such subsidiaries or joint venture (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

(b) The respective Managements of the Company and its subsidiaries and joint venture, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any such subsidiaries or joint venture from any person(s) or entities including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that such Company or any such subsidiaries or joint venture 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and by the other auditors on its subsidiaries and joint venture whose financial statements have been audited under the provisions of the Act, we report that nothing has come to our notice that has caused us to believe that the representations given by the respective managements under the sub-clauses (i) and (ii) of Rule 11(e) contain any material mis-statement.

- iv) The Company has not declared/ paid any dividend during the current year. Accordingly, reporting on matters specified in sub-clause (iii) of Rule 11 (f) does not apply.
- v) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from April 1, 2023, reporting under clause (g) of Rule 11 of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- h) 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 Companies Act, 2013, 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 those given by the other auditor's for the subsidiaries 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 reports.
- i) As required by section 197(16) of the Act, based on our audit, we report that the Holding Company, covered under the Act, paid remuneration to their respective Directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

Suditi Industries Limited

For **Chaturvedi & Partners**  
*Chartered Accountants*  
(Firm Registration No.: 307068E)

Sd/-  
(Siddharth Punamiya)  
Partner  
(Membership No.: 148540)  
UDIN: 23148540BGUQOC5232

Place: Mumbai  
Date: 30<sup>th</sup> May, 2023

**ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT****List of subsidiaries and joint venture included in the Consolidated Financial Statements**

Name of entity	As at March 31, 2023	
	% holding	Consolidated as
Suditi Design Studio Ltd.	100%	Subsidiary
Suditi Sports Apparels Ltd.	60%	Subsidiary
SAA & Suditi Retail Pvt. Ltd.	50%	Joint Venture

## **ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT**

### **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 financial statements of the Company as of and for the year ended 31<sup>st</sup> March, 2023, we have audited the internal financial controls with reference to the financial statements of **Suditi Industries Ltd.**, (hereinafter referred to as "the Holding Company"), its subsidiary companies and joint venture company, which are companies incorporated in India, as of that date.

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

The Respective Board of Directors of the Holding Company, its subsidiary companies and joint venture company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("IFCFR") 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 with reference to financial statements of the entities of the Group, which are Companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards of Auditing, both 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. 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 with reference to 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 judgment, 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 Company's internal financial controls with reference to financial statements.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 and based on the consideration of the reports of the other auditors on internal financial control with reference to financial statements and to the best of our information and according to explanations given to us, the Holding Company, its subsidiary companies and joint venture company, which are incorporated in India, have, in all material respects, an adequate internal financial control with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India”.

### **Other Matters**

We did not audit the IFCFR in so far as it relates to joint venture company, which is a company covered under the Act, in respect of which, the Group's share of net loss of Rs. 110.45 lakhs for the year ended 31<sup>st</sup> March, 2023 has been considered in the consolidated financial statements. The IFCFR in so far as it relates to the subsidiary companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the IFCFR for the Holding Company, its subsidiary companies and joint venture company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary companies and joint venture is based solely on the report of the auditor of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the report of the other auditor.

**For Chaturvedi & Partners**  
*Chartered Accountants*  
(Firm Registration No.: 307068E)

Suditi Industries Limited

Sd/-

**(Siddharth Punamiya)**

Partner

(Membership No.: 148540)

UDIN: 23148540BGUQC5232

Place: Mumbai

Date: 30<sup>th</sup> May, 2023



		Amount (Rs. in Lakhs)		
	PARTICULARS	Notes	As at March 31, 2023	As at March 31, 2022
	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	a. Property, Plant and Equipment	19	1393.85	761.61
	b. Capital work-in-progress		-	153.92
	c. Intangible assets	19	4.12	4.29
	d. Intangible assets under development		-	-
	e. Financial Assets			
	i. Investments			
	(a) Investments in Subsidiaries		-	-
	(b) Investments in Joint Ventures		-	-
	ii. Loans	20	152.94	795.84
	iii. Others financial assets	21	71.48	66.37
	f. Deferred tax assets (net)	22	21.74	6.58
	g. Other non-current assets	23	0.50	0.50
	<b>Total non-current assets</b>		<b>1644.63</b>	<b>1789.11</b>
<b>2</b>	<b>Current assets</b>			
	a. Inventories	24	1104.39	2644.13
	b. Financial Assets			
	i. Other investments	25	1.30	1.23
	ii. Trade receivables	26	2572.20	3246.68
	iii. Cash and cash equivalents	27	20.56	53.12
	iv. Loans	20	1.21	2.90
	c. Current Tax Assets (Net)	28	178.19	114.16
	d. Other Current Assets	23	658.58	1154.84
	<b>Total current assets</b>		<b>4536.43</b>	<b>7217.05</b>
	<b>Total assets</b>		<b>6181.06</b>	<b>9006.16</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	a. Equity share capital	29	2636.73	1755.41
	b. Other equity	30	(3592.38)	(3718.11)
	<b>Equity attributable to owners of the Company</b>		<b>(955.65)</b>	<b>(1962.70)</b>
	Non-Controlling Interest		(42.60)	77.87
	<b>Total Equity</b>		<b>(998.25)</b>	<b>(1884.83)</b>
	<b>LIABILITIES</b>			
<b>1</b>	<b>Non-current liabilities</b>			
	a. Financial Liabilities			
	i. Borrowings	31	43.50	369.71
	b. Provisions	36	63.75	55.62
	c. Other non-current liabilities	32	852.25	161.81
	<b>Total non-current liabilities</b>		<b>959.50</b>	<b>587.14</b>
<b>2</b>	<b>Current liabilities</b>			
	a. Financial Liabilities			
	i. Borrowings	33	104.30	3799.22
	ii. Trade payables	34		
	Micro Enterprises & Small Enterprises		675.46	482.54
	Others		2916.55	3059.17
	iii. Other financial liabilities	35	271.23	265.48
	b. Provisions	36	20.28	17.81
	c. Other current liabilities	37	2231.99	2679.63
	<b>Total current liabilities</b>		<b>6219.81</b>	<b>10303.85</b>
	<b>Total liabilities</b>		<b>7179.31</b>	<b>10890.99</b>
	<b>Total Equity and Liabilities</b>		<b>6181.06</b>	<b>9006.16</b>

-0.00                      -0.00

The accompanying notes 1 to 80 are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For Chaturvedi & Partners**  
Chartered Accountants  
(Firm Registration No.307068E)

sd/-  
**Pawan Agarwal**  
Chairman  
DIN: 00808731

sd/-  
**Vivek Gangwal**  
Director  
DIN: 01079807

sd/-  
**Siddharth P Punamiya**  
Partner  
(Membership No.148540)  
Mumbai, 30th May, 2023

sd/-  
**Rajagopal Raja Chinraj**  
Executive Director & CEO  
DIN: 00158832

sd/-  
**Krina Gala**  
Director  
DIN: 07040989

**H.Gopalkrishnan**  
Company Secretary  
Navi Mumbai, 30th May, 2023

Suditi Industries Limited - Consolidated Results:

Consolidated Statement of profit and loss for the year ended March 31, 2023

Particulars	Notes	Amount (Rs. in Lakhs)	
		As at March 31, 2023	As at March 31, 2022
I Revenue from operations	38	10278.29	10328.32
II Other Income	39	1374.06	85.64
<b>III Total Income (I + II)</b>		<b>11652.35</b>	<b>10413.96</b>
<b>IV Expenses</b>			
Cost of materials consumed	40	5872.20	6745.72
Changes in stock of finished goods, work-in-progress and stock-in-trade	41	1478.83	537.80
Employee benefits expense	42	830.84	707.89
Finance costs	43	325.33	452.15
Depreciation and amortisation expense	44	187.70	136.57
Other Expenses	45	4620.36	4054.26
<b>Total Expenses (IV)</b>		<b>13315.26</b>	<b>12634.41</b>
<b>V Profit/ (Loss) before exceptional items and tax (III - IV)</b>		<b>(1662.91)</b>	<b>(2220.45)</b>
<b>VI Exceptional items</b>	72	<b>0.00</b>	<b>763.47</b>
<b>VII Profit/(Loss) before Share of Profit/(Loss) of Associates/ Joint Ventures and tax (V - VI)</b>		<b>(1662.91)</b>	<b>(2983.92)</b>
<b>VIII Share of profit/(loss) in Joint Venture</b>		(110.45)	(518.85)
<b>IX Profit/(Loss) before tax (VII + VIII)</b>		<b>(1773.36)</b>	<b>(3502.77)</b>
<b>X Tax expenses</b>			
(1). Current tax		-	-
(2). Deferred tax		(15.62)	2.10
		<b>(15.62)</b>	<b>2.10</b>
<b>XI Profit/(Loss) for the period (IX - X)</b>		<b>(1757.74)</b>	<b>(3504.87)</b>
<b>Other comprehensive income</b>	51		
A: (i) Items that will not be reclassified to Profit or Loss		1.81	5.13
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(0.45)	(1.29)
B: (i) Items that will be reclassified to Profit or Loss		-	-
(ii) Income tax relating to items that will be reclassified to Profit or Loss		-	-
<b>XII Total other comprehensive income [a+b]</b>		<b>1.35</b>	<b>3.84</b>
<b>XIII Total comprehensive income for the period (XI + XII)</b>		<b>(1756.39)</b>	<b>(3501.03)</b>
<b>XIV Total comprehensive income for the period attributable to</b>			
Owners of the Parent		(1636.90)	(3510.04)
Non-controlling Interest		(119.48)	9.01
		<b>(1756.38)</b>	<b>(3501.03)</b>
Earnings per equity share (for continuing operations):			
(1). Basic (in Rs.)		(6.66)	(19.94)
(2). Diluted (in Rs.)		(6.66)	(19.94)

The accompanying notes 1 to 80 are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

sd/-

sd/-

**For Chaturvedi & Partners**  
Chartered Accountants  
(Firm Registration No.307068E)

**Pawan Agarwal**  
Chairman  
DIN: 00808731

**Vivek Gangwal**  
Director  
DIN: 01079807

sd/-

sd/-  
**Rajagopal Raja Chinraj**  
Executive Director & CEO  
DIN: 00158832

sd/-  
**Krina Gala**  
Director  
DIN: 07040989

**Siddharth P Punamiya**  
Partner  
(Membership No.148540)  
Mumbai, 30th May, 2023

sd/-  
**H.Gopalkrishnan**  
Company Secretary  
Navi Mumbai, 30th May, 2023

**Suditi Industries Limited - Consolidated Results**

**Consolidated Cash Flow Statement for the year ended March 31, 2023**

Particulars	Amount (Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Cash flows from operating activities</b>		
Profit before Tax	-1,662.91	-2,983.92
Adjustments for:		
Finance cost	325.33	452.15
Depreciation and amortisation of non-current assets (cont inuing and discontinued operations)	187.70	136.57
Share of Profit/(loss) of joint ventures/others	-110.45	-518.85
Prior period account	-	-
Amortisation of Rights Issue Expenses	-	-
Profit on sale of Land & Building	-1,326.77	-
Profit on sale of Machinery	-0.77	-
Profit on sale of fixed assets	-	-
Impairment loss, net of reversals on financial assets	-0.06	20.66
Deferred Revenue/ Deferred Tax Adjustment	-	-
Employee's Compensation & other Equity Adjustment	-	-
Operating cash flow before movement in working capital	<b>-2,587.93</b>	<b>-2,893.39</b>
Movements in working capital:		
(Increase)/decrease in trade and other receivables	676.17	105.85
(Increase)/decrease in amounts due from customers under construction contracts	-	-
(Increase)/ decrease in inventories	1,539.74	1,290.55
(Increase)/decrease in other assets	432.23	-208.80
Increase/ (Decrease) in Provisions	10.61	18.47
Increase/ (Decrease) in trade payables	50.31	883.67
Increase/ (Decrease) in Other Current/Financial Liabilities (excl Deferred Revenue)	-440.11	1,355.52
<b>Cash generated from/(used in) operations</b>	<b>-318.98</b>	<b>551.87</b>
Income Taxes Paid	-	-
<b>Net cash generated by/(used in) operating activities</b>	<b>-318.98</b>	<b>551.87</b>
<b>Cash flows from investing activities</b>		
Payments to acquire financial assets	-839.64	-137.78
Proceeds on sale of financial assets	1,501.34	-
Movement in Long term loans and advances	637.79	14.10
Subsidy - Interest	-	-
Insurance claim received	-	-
Movement in Non Current Investments	-	-
<b>Net cash (used in)/generated by investing activities</b>	<b>1,299.49</b>	<b>-123.68</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of equity instruments of the Company	2,642.95	79.00
Proceeds from Non Current borrowings (Incl Deferred revenue)	-	-
Repayment of Non Current Borrowings	-	-
Proceeds from Current Borrowings	-4,021.13	-40.26
Movement in Other long term liabilities	690.44	-
Dividends paid on equity shares and convertible non-participating preference shares	-	-
Tax paid on Dividend	-	-
Interest paid	-325.33	-452.15
<b>Net cash (used in)/ raised from financing activities</b>	<b>-1,013.07</b>	<b>-413.40</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>-32.57</b>	<b>14.79</b>
Cash and cash equivalents at the beginning of the year	53.12	38.34
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	-	-
<b>Cash and cash equivalents at the end of the year</b>	<b>20.56</b>	<b>53.12</b>
<b>Notes:</b>		
1. The above Cash Flow Statement has been prepared under the 'Indirect Method' in accordance with the Ind AS - 7 notified under the Section 133 of the Companies Act, 2013 & Rules made thereunder.		
2. The Statement of Cash Flow for the year ended 31/03/2023 has been approved by the Board of Directors based on the numbers provided by the respective Group Companies audited by other Auditors. Previous year figures have been regrouped where necessary.		
(Rs. in lacs)		
	As at March 31, 2022	As at March 31, 2021
3. Cash and Cash Equivalents comprises of:		
Cash on Hand	2.22	4.06
Balances with Banks		
- Current Accounts	3.26	29.70
Earmarked Balances with Banks		
- Unpaid Dividend	15.08	19.35
<b>Cash and Cash Equivalents in Cash Flow Statement</b>	<b>20.56</b>	<b>53.12</b>
By order of Board of Directors For SUDITI INDUSTRIES LIMITED		
sd/-		
RAJAGOPAL RAJA CHINRAJ DIRECTOR (EXECUTIVE DIRECTOR) DIN: 00158832		
Place: Navi Mumbai		
Date: 30th May, 2023		

### 3. Explanatory Note on Ind AS 7

Ind AS on Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. This disclosure is given below and there is no other impact on the financial statements.

	As at March 31, 2022	Cash Flows	Non-cash changes		As at March 31, 2023
			Fair value changes	Current/Non- current classification	
Borrowings - Non Current	369.71	-326.21	-	-	43.50
Borrowings - Non Current FCD's	-	-	-	-	-
Other Non Current Financial Liabilities	161.81	690.44	-	-	852.25
Borrowings - Current	3,799.22	-3,694.92	-	-	104.30

4. In the Cash Flow Statement, Investment made by the Company in the 50:50 Joint Venture M/s. SAA & Suditi Retail Pvt. Ltd. amounting to Rs.5 lacs is accounted as per Equity method.

The accompanying notes 1 to 80 are an integral part of the consolidated financial statements

As per our report of even date attached For and on behalf of the Board of Directors

	sd/-	sd/-
<b>For Chaturvedi &amp; Partners</b> Chartered Accountants (Firm Registration No.307068E)	<b>Pawan Agarwal</b> Chairman DIN: 00808731	<b>Vivek Gangwal</b> Director DIN: 01079807
sd/-	sd/-	sd/-
<b>Siddharth P Punamiya</b> Partner (Membership No.148540) Mumbai, 30th May, 2023	<b>Rajagopal Raja Chinraj</b> Executive Director & CEO DIN: 00158832	<b>Krina Gala</b> Director DIN: 07040989
	sd/-	
	<b>H.Gopalkrishnan</b> Company Secretary Navi Mumbai, 30th May, 2023	

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

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

**a. Equity share capital**

**Amount (Rs. in Lakhs)**

Particulars	Notes	Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023
(2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2023))	29	1,755.41	-	1,755.41	881.32	2,636.73

Particulars	Notes	Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated Balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
(1,75,54,123 Fully paid equity shares of Rs.10/- each (as at March 31, 2022))	29	1,755.41	-	1,755.41	-	1,755.41

During the year the company has issued 8813168 shares of Rs.10/- each at a premium of Rs.20/- per share. The shares were issued on "rights basis" to the shareholders, who were members and holding shares as on the record date announced by the company for this purpose. Accordingly the share capital of the company has increased from Rs.175541230 to Rs.263672910 after the issue. The designated Stock Exchange BSE Limited has issued necessary Listing and Trading approval to the entire shares issued under the Rights issue program.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

Other Equity

Particulars	Notes	Reserves & Surplus			Items of Other Comprehensive income, that will not be reclassified to Statement of Profit & Loss	Amount (Rs. in Lakhs)
		Securities Premium	Share option outstanding account	Retained Earnings		Total
<b>Balance at April 1, 2021</b>		<b>542.08</b>	<b>19.27</b>	<b>-787.41</b>	<b>17.98</b>	<b>-208.07</b>
Profit/ (loss) for the year				-2,900.11		-2,900.11
Other comprehensive income for the year, net of income tax					3.84	3.84
<b>Total comprehensive income for the year</b>		<b>-</b>	<b>-</b>	<b>-2,900.11</b>	<b>3.84</b>	<b>-2,896.27</b>
Adjustment of Profit/Loss in Subsidiary				-94.93		-94.93
Share of Profit in Joint Venture				-518.85		-518.85
<b>Balance at March 31, 2022</b>	30	<b>542.08</b>	<b>19.27</b>	<b>-4,301.29</b>	<b>21.83</b>	<b>-3,718.11</b>
Profit for the year				-1,053.33		-1,053.33
Transfers during the year		1,762.63				1,762.63
Other comprehensive income for the year, net of income tax					11.34	11.34
<b>Total comprehensive income for the year</b>		<b>1,762.63</b>	<b>-</b>	<b>-1,053.33</b>	<b>11.34</b>	<b>720.64</b>
Adjustment of Profit/Loss in Subsidiary				-484.46		-484.46
Share of Profit in Joint Venture				-110.45		-110.45
<b>Balance at March 31, 2023</b>		<b>2,304.71</b>	<b>19.27</b>	<b>-5,949.53</b>	<b>33.17</b>	<b>-3,592.38</b>

During the year the company has issued 8813168 shares of Rs.10/- each at a premium of Rs.20/- per share. The shares were issued on "rights basis" to the shareholders, who were members and holding shares as on the record date announced by the company for this purpose. Accordingly the share capital of the company has increased from Rs.175541230/- to Rs.263672910/- after the issue. Similarly the premium component of Rs.176263360/- is transferred to Share premium account and disclosed under Other Equity. The designated Stock Exchange BSE Limited has issued necessary Listing and Trading approval to the entire shares issued under the Rights issue program.

The accompanying notes 1 to 80 are an integral part of the consolidated financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

sd/-

sd/-

**For Chaturvedi & Partners**  
Chartered Accountants  
(Firm Registration No.307068E)

**Pawan Agarwal**  
Chairman  
DIN: 00808731

**Vivek Gangwal**  
Director  
DIN: 01079807

sd/-

sd/-

sd/-

**Siddharth P Punamiya**  
Partner  
(Membership No.148540)  
Mumbai, 30th May, 2023

**Rajagopal Raja Chinraj**  
Executive Director & CEO  
DIN: 00158832

**Krina Gala**  
Director  
DIN: 07040989

sd/-

**H.Gopalkrishnan**  
Company Secretary  
Navi Mumbai, 30th May, 2023

## **Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

### **1 Group overview:**

- (a) The Group, Suditi Industries Limited (SIL) (Parent Co) and its Subsidiaries majorly is in the business of processing and manufacturing of knitted hosiery fabrics and readymade garments. The company is also in the business of retail sector. The manufacturing facilities of the group are situated in India.

The Parent Company is a public limited Company domiciled and incorporated in India and its Shares are publicly traded on the Bombay Stock Exchange (BSE Ltd). The Registered Office of the Company is situated at C-253/254, MIDC, TTC Industrial Area, Pawne Village, Turbhe, Navi Mumbai - 400 705.

- (b) Basis of Preparation:

The consolidated financial statements consist of Suditi Industries Ltd (SIL), its subsidiaries and joint venture. Subsidiaries are those entities in which SIL directly or indirectly has interest more than 50% of the voting rights. The Company has adopted Equity Method of Accounting while Consolidating the Financial Results of its Joint Venture Company M/s. SAA & Suditi Retail Pvt. Ltd. as per Ind AS - 28 "Investments in Associates and Joint Ventures". In terms of the Joint Venture agreement executed by the Company with Project Anushka Sharma Lifestyle Pvt. Ltd., the Company has accounted for the entire loss of the Joint Venture in the Consolidated Financial Statements together with the depletion in value of its Investment.

2

- a) The Consolidated Financial Statements comprises of audited Financial statements of Suditi Industries Limited (SIL) and the followings as on 31/03/2023.

Name	Proportion of ownership interest		Financial Statements as on	For the period
	31-03-2023	31-03-2022		
<b>Subsidiaries &amp; Indirect Subsidiary</b>				
Suditi Design Studio Limited	100.00%	98.85%	31-03-2023	12 Months
Suditi Sports Apparels Limited	60%	80%	31-03-2023	12 Months
<b>Joint Venture</b>				
SAA & Suditi Retail Private Limited	50%	50%	31-03-2023	12 Months

- b) The Financial Statements of the parent Company and its subsidiaries have been consolidated on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after eliminating Intra-group balances, Intra-group transactions and unrealised profits or losses in accordance with Ind AS 110 – “Consolidated Financial Statements”. The deferred tax to be recognised for temporary differences arises from elimination of profits and losses resulting from intra group transactions.
- c) Non-controlling Interest represents the equity in a subsidiary not attributable, directly or indirectly to a Parent. Noncontrolling interest in the net assets of the subsidiaries being consolidated is identified and presented in the consolidated Balance Sheet separately from the equity attributable to the Parent’s shareholders and liabilities. Profit or loss and each component of other comprehensive income are attributed to Parent and to non-controlling interest.
- d) The difference between the cost of investment and share of net assets in the subsidiaries is identified in the financial statements as Goodwill or Capital Reserve as the case may be.



- e) One of the Subsidiary i.e Suditi Design studio limited has not recognised deferred tax assets in its books as the Management does not consider it appropriate to account for the Net Deferred Tax Asset due to uncertainty of future profits. Accordingly, the same is not recognised in Consolidated Financial statements.
- f) The Accounting policies of the parent Company, its subsidiary and Joint Venture are largely similar.
- g) Significant Accounting policies and notes accompanying to financial statements of the Company and its subsidiaries are set out in their respective financial statements.

**3 (a) Reclassification consequent to amendments to Schedule III**

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021. Consequent to this, the Group has changed the classification/presentation of :

(i) The current maturities of long-term borrowings have now been included in the "Current borrowings" line item. Previously, current maturities of long-term borrowings were included in 'other financial liabilities' line item.

(ii) Security Deposit has now been included in Other Non Current financial Assets and Other Current Financial Assets. Previously, Security Deposit was included in other Non- Current Financial Assets and Current Financial Assets.

(iii) Fixed Deposit has now been included in Other Current Financial Assets. Previously it was included in Bank Balances other than cash and cash equivalents.

**(b) Note on Recent Pronouncements**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

**a. Ind AS 16 – Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the Company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

**b. Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract**

The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

**c. Ind AS 109 – Annual Improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the ‘10%’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

#### **4 Reporting and presentation currency:**

The consolidated financial statements are presented in Indian Rupees (₹), which is also the functional currency of the Holding Company. All amounts have been rounded off to the nearest Rupee, except share data and as otherwise stated.

#### **5 Critical accounting estimates, assumptions and judgements:**

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosures as at the date of the consolidated financial statements and the reported amounts of income and expense for the periods reported.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

(i) **Deferred income tax assets and liabilities:**

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if management estimates of projected future taxable income or if tax regulations undergo a change.

(ii) Useful lives of property, plant and equipment ('PPE') and intangible assets:

Management reviews the estimated useful lives and residual value of PPE and Intangibles at the end of each reporting period. Factors such as changes in the expected level of usage, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.

(iii) Employee benefit obligations:

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(iv) Provisions and contingencies:

From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Significant judgement is required when evaluating the provision including, the probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the financial statements.

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

(v) Impairment of Financial assets:

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of Financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the Financial instrument that are possible within 12 months after the reporting date); or
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the Financial instrument).

For trade receivables, the Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

## **6 Revenue from contracts with customers:**

To determine whether to recognise revenue from contracts with customers, the Group follows a 5-step process:

1. Identifying the contract with customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when / as performance obligation(s) are satisfied.

Revenue from contracts with customers for products sold and service provided is recognised when control of promised products or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes Goods and services taxes and is net of rebates and discounts. No element of financing is deemed present as the sales are made with a credit term of 60-90 days, which is consistent with market practice. A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due. These activity-specific revenue recognition criteria are based on the goods or services provided to the customer and the contract conditions in each case, and are as described below.

(i) Sale of fabrics and garments:

Revenue is recognised when control of the product is transferred to the customer, being when the products are delivered, accepted and acknowledged by customers and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Revenue from the sale is recognised based on the price specified in the contract, net of rebates and discounts.

(ii) Sale of scrap:

Revenue from sale of scrap is recognised as and when the control over the goods is transferred.

(iii) Dividend and interest income:

Dividend income is recognised when the unconditional right to receive the income is established. Income from interest on deposits, loans and interest bearing securities is recognised on the time proportionate method taking in to account the amount outstanding and the rate applicable.

## 7 Property, plant and equipment:

(i) Plant and equipment:

Plant and other equipment (comprising plant and machinery, furniture and fittings, electrical equipment, office equipment, computers and vehicles) are initially recognised at acquisition cost, including any costs directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the management. Plant and other equipment are subsequently measured at cost less accumulated depreciation and any impairment losses. Cost of property, plant and equipment not ready for the intended use before reporting date is disclosed as capital work in progress.

(ii) Land:

Land (other than investment property) held for use in production or administration is stated at cost. As no finite useful life for land can be determined, related carrying amounts are not depreciated. Subsequent expenditure incurred on an item of property, plant and equipment is added to the book value of that asset only if this increases the future benefits from the existing asset beyond its previously assessed standard of performance.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in the statement of profit and loss within other income or other expenses. The components of assets are capitalised only if the life of the components vary significantly and whose cost is significant in relation to the cost of respective asset. The life of components in assets are determined based on technical assessment and past history of replacement of such components in the assets. Property, plant and equipment are carried at the cost of acquisition or construction less accumulated depreciation and accumulated impairment, if any. The cost of property, plant and equipment includes non-refundable taxes, duties, freight and other incidental expenses related to the acquisition and installation of the respective assets. Property, plant and equipment which are retired from active use and are held for disposal are stated at the lower of their net book value or net realizable value. Cost of property, plant and equipment not ready for the intended use as at balance sheet date are disclosed as "capital work-in-progress".

## **8 Impairment testing of intangible assets and property, plant and equipment:**

For the purpose of impairment assessment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. All individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's (or cash-generating unit's) carrying amount exceeds its recoverable amount, which is the higher of fair value less costs of disposal and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganizations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessments of the time value of money and asset-specific risk factors. Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

## **9 Depreciation and amortization:**

Depreciation on property, plant and equipment is provided on straight line method and in the manner prescribed in Schedule II to the Companies Act, 2013, over its useful life specified in the Act, or based on the useful life of the assets as estimated by management based on technical evaluation and advice. The residual value is generally assessed as 5% of the acquisition cost which is considered to be the amount recoverable at the end of the asset's useful life. The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end.



## **10 Leases:**

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116. Accordingly, the Company recognizes the value of the total sum of the Lease Rent Obligation for the entire period covered under the agreement as an Asset under "Right to Use" with corresponding Obligation as a Liability under "Lease Liability". The asset acquired as Right to Use over a period of more than one year as stated in the agreement is further discounted and ascertained the present value of the entitlement to use the asset. The asset is amortized over the lease period proportionately in the books as charges during the particular year. Similarly, the lease liability is proportionately reduced by accounting the monthly lease payments. Both the assets and liabilities including the charges are reflected in the books.

### **(a) Company as a lessee**

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116. The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option. The Company at the commencement of the lease contract recognizes a Right-of-Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low value assets. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the lease term. The cost of the right-of-use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets are measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets are amortised over the lease period from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The estimated useful life of right-of-use assets are determined on the same basis as those of property, plant and equipment. The Company applies Ind AS 36 to determine whether an RoU asset is impaired and accounts for any identified impairment loss as described in the impairment of nonfinancial assets below.

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. The Company recognizes the amount of the remeasurement of lease liability as an adjustment to the right-of-use assets. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the measurement in statement of profit and loss. Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

**(b) Company as a lessor**

Leases under which the Company is a lessor are classified as finance or operating leases. Lease contracts where all the risks and rewards are substantially transferred to the lessee, the lease contracts are classified as finance leases. All other leases are classified as operating leases.

## 11 Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets other than equity instruments are classified into categories: financial assets at fair value through profit or loss and at amortised cost. Financial assets that are equity instruments are classified as fair value through profit or loss or fair value through other comprehensive income. Financial liabilities are classified into financial liabilities at fair value through profit or loss or amortised cost. Financial instruments are recognised on the balance sheet when the Group becomes a party to the contractual provisions of the instrument. Initially, a financial instrument is recognised at its fair value. Transaction costs directly attributable to the acquisition or issue of financial instruments are recognised in determining the carrying amount, if it is not classified as at fair value through profit or loss. Subsequently, financial instruments are measured according to the category in which they are classified. Classification and subsequent measurement of financial assets for the purpose of subsequent measurement financial assets are classified and measured based on the Group's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset at:

- a. Amortised cost
- b. Fair Value Through Other Comprehensive Income (FVOCI) or
- c. Fair Value Through Profit and Loss (FVTPL)

All financial assets are reviewed for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

a. Financial assets at amortised cost:

Includes assets that are held within a business model where the objective is to hold the financial assets to collect contractual cash flows and the contractual terms gives rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are measured subsequently at amortised cost using the effective interest method. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group also measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

b. Financial assets at Fair Value Through Other Comprehensive Income (FVOCI):

Includes assets that are held within a business model where the objective is both collecting contractual cash flows and selling financial assets along with the contractual terms giving rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, the Group, based on its assessment, makes an irrevocable election to present in other comprehensive income the changes in the fair value of an investment in an equity instrument that is not held for trading. These selections are made on an instrument-by-instrument (i.e., share-by-share) basis. If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, impairment gains or losses and foreign exchange gains and losses, are recognised in other comprehensive income. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. The dividends from such instruments are recognised in statement of profit and loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group also measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in other comprehensive income and shall not reduce the carrying amount of the financial asset in the balance sheet.

c. Financial assets at Fair Value Through Profit and Loss (FVTPL):

Financial assets at FVTPL include financial assets that are designated at FVTPL upon initial recognition and financial assets that are not measured at amortised cost or at fair value through other comprehensive income. All derivative financial instruments fall into this category, except for those designated and effective as hedging instruments, for which the hedge accounting requirements apply. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair value of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists. The loss allowance at each reporting period is evaluated based on the expected credit losses for next 12 months and credit risk exposure. The Group also measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. The loss allowance shall be recognised in profit and loss.

**12 Inventories:**

(i) Raw materials:

Raw materials are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out basis.

(ii) Work in progress and finished goods:

Work in progress and finished goods are valued at lower of cost and net realizable value. Cost includes the combined cost of material, labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes goods & services tax/excise duty, wherever applicable. Cost is determined on a First in First out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale.

(iii) Stores and Spares:

Stores and spares consists of packing materials, engineering spares and consumables which are used in operating machines or consumed as indirect materials in the manufacturing process, has been valued using weighted average cost method. The cost comprises of costs of purchase, duties and taxes (other than those subsequently recoverable), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less estimated cost to completion and applicable selling expenses.

**13 Post-employment benefits and short-term employee benefits:**

**Defined contribution plan:**

Contribution to Provident Fund in India and other defined contribution plans in the other entities of the Group are in the nature of defined contribution plan and are made to a recognised fund. The Group has no legal or constructive obligations to pay contributions in addition to its fixed contributions, which are recognised as an expense in the period that related employee services are received.

(i) Provident fund:

The Holding Company makes contribution to the statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952, which is a defined contribution plan, and contribution paid or payable is recognised as an expense in the period in which it falls due. Contributions to defined contribution pension scheme are recognised as an expense in the period which the related service is performed.

(ii) Other funds:

The Group's contribution towards defined contribution plan is accrued in compliance with the requirement of the domestic laws of the countries in which the consolidated entities operate in the year of which the contributions are done. Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

**Defined benefit Plan:**

Under the Group's defined benefit plans, the amount of benefit that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The legal obligation for any benefits remains with the Group, even if plan assets for funding the defined benefit plan have been set aside. Plan assets may include assets specifically designated to a long-term benefit fund as well as qualifying insurance policies.

The defined benefit funds maintained by the Group are as below:

(i) Gratuity:

The liability recognised in the statement of financial position for defined benefit plans is the present value of the defined benefit obligation (DBO) at the reporting date less the fair value of plan assets. The Group estimates the DBO annually with the assistance of independent actuaries. This is based on standard rates of inflation, salary growth rate and mortality. Discount factors are determined close to each year-end by reference to high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related gratuity liability. Service cost on the Group's defined benefit plan is included in employee benefits expense. Employee contributions, all of which are independent of the number of years of service, are treated as a reduction of service cost. Actuarial gains and losses resulting from measurements of the net defined benefit liability are included in other comprehensive income.

(ii) Leave salary - compensated absences :

The Group also extends defined benefit plans in the form of compensated absences to employees. Provision for compensated absences is made on actuarial valuation basis.

## **14 Taxation:**

Tax expense recognised in the statement of profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity. Calculation of current tax is based on tax rates in accordance with tax laws that have been enacted or substantively enacted by the end of the reporting period. Deferred income taxes are calculated using the liability method on temporary differences between tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at reporting date. Deferred taxes pertaining to items recognised in other comprehensive income are also disclosed under the same head. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the respective entity's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax is not provided on the initial recognition of goodwill, or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax liabilities are generally recognised in full, although Ind AS 12 'Income Taxes' specifies limited exemptions. As a result of these exemptions the Group does not recognise deferred tax liability on temporary differences relating to goodwill, or to its investments in subsidiaries. Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the statement of profit and loss, except where they relate to items that are recognised in other comprehensive income (such as the re-measurement of defined benefit plans) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

## **15 Contingent liabilities and provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Group and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.



Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material. Any reimbursement that the Group is virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. No liability is recognised if an outflow of economic resources as a result of present obligations is not probable. Such situations are disclosed as contingent liabilities if the outflow of resources is remote. The Group does not recognise contingent assets unless the realization of the income is virtually certain, however these are assessed continually to ensure that the developments are appropriately disclosed in the consolidated financial statements.

#### **16 Cash and cash equivalents:**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments maturing within 3 months from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

#### **17 Cash flow statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future receipts or payments. In the cash flow statement, cash and cash equivalents includes cash in hand, cheques on hand, balances with banks in current accounts and other short-term highly liquid investments with original maturities of 3 months or less, as applicable.

#### **18 Asset held for sale:**

Non-current assets and disposals groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal) is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets and its sale is highly probable. Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2022:

19 Property, plant and equipment and capital work-in-progress:

Amount (Rs. in Lakhs)

	As at March 31, 2023	As at March 31, 2022
<b>Carrying amounts of:</b>		
Land (Leasehold)	-	15.27
Building	-	73.17
Plant & Machinery	243.65	264.38
Furniture and Fixtures	252.24	271.74
Office & Other Equipments	47.32	64.28
Computers	12.32	14.88
Electric Installation	40.24	48.78
Vehicles	7.77	9.11
Right to use Amortised Value of Assets	790.31	-
	<b>1393.85</b>	<b>761.61</b>
Capital work-in-progress	-	153.92
	<b>1393.85</b>	<b>915.53</b>

Intangible assets

	As at March 31, 2023	As at March 31, 2022
<b>Carrying amounts of:</b>		
Software	4.12	4.29
	<b>4.12</b>	<b>4.29</b>

Property, Plant & Equipment :

Particulars	Land (Leasehold)	Building	Plant and Machinery	Furniture and Fixtures	Office & Other Equipments	Computers	Electric Installation	Vehicles	Right to use Amortised Value of Assets	Total
<b>Gross Block</b>										
<b>Cost or Deemed Cost</b>										
Balance at March 31, 2022	16.42	384.73	3119.19	790.41	230.28	202.90	200.01	24.55	38.54	5007.04
Additions	-	112.73	0.20	41.45	0.12	0.11	0.62	-	838.53	993.76
Disposals/Adjustment	16.42	497.46	11.40	-	-	-	-	-	38.54	563.82
Balance at March 31, 2023	-	-	3107.99	831.86	230.40	203.01	200.63	24.55	838.53	5436.98

Accumulated depreciation and impairment										
Balance at March 31, 2022	1.15	311.56	2854.81	518.68	166.00	188.03	151.24	15.43	38.54	4245.43
Depreciation charge for the year	0.19	27.76	20.36	60.93	17.08	2.66	9.15	1.34	48.23	187.71
Depreciation adjustment for the year	-1.34	-339.32	-10.83	-	-	-	-	-	-38.54	-390.03
Balance at March 31, 2023	-	-	2,864.34	579.61	183.08	190.69	160.39	16.77	48.23	4043.11

Carrying amount										
Balance at March 31, 2022	15.27	73.17	264.38	271.74	64.28	14.88	48.78	9.11	-	761.61
Balance at March 31, 2023	-	-	243.65	252.24	47.32	12.32	40.24	7.77	790.31	603.54

Intangible Assets

	Software	Trademark	Total
<b>Gross Block</b>			
<b>Cost or Deemed Cost</b>			
Balance at March 31, 2022	45.02	3.00	45.02
Additions	-	-	-
Disposals	-	-	-
Balance at March 31, 2023	45.02	3.00	45.02

Accumulated depreciation and impairment			
Balance at March 31, 2022	40.73	3.00	40.73
Depreciation charge for the year	0.17	-	0.17
Balance at March 31, 2023	40.90	3.00	40.90

Carrying amount			
Balance at March 31, 2022	4.29	-	4.29
Balance at March 31, 2023	4.12	-	4.12

Note:

a) During the year, the Company has disposed off the property located at C-253/254, MIDC, TTC Industrial Area, Pawne Village, Turbhe, Navi Mumbai from which it was operating its process house. The Company has disposed only the Land & Building whereas all the Plant and related equipment continue to remain with the Company. The Company had taken approval from the Shareholders by way of a Special Resolution in the 31st Annual General Meeting held on 29th September, 2022. The proceeds from the sale of property have been utilized to fully liquidate the working capital borrowings. The Company has computed the profit on the sale of the property in accordance with the applicable tax provisions and accounted for it accordingly in its books of accounts.

b) Since the Company was unable to identify a suitable alternative location to shift the process house operations, it has entered into a Leave and License agreement with Buyer of the Property for an initial period of 5 years.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

19.1 Ageing Schedule for Capital Work-in-progress

As at March 31, 2023

CWIP aging schedule

Amount (Rs. in Lakhs)

CWIP / Intangible assets under development	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	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

CWIP / Intangible assets under development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 year
Projects 1	-	-	-	-
Projects 2	-	-	-	-

As at March 31, 2022

CWIP aging schedule

Amount (Rs. in Lakhs)

CWIP / Intangible assets under development	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	11.65	13.77	88.96	39.54	153.92
Projects temporarily suspended	-	-	-	-	-

CWIP / Intangible assets under development	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 year
Projects 1	11.65	13.77	88.96	39.54
Projects 2	-	-	-	-

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

20 Loans

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b><u>Non- Current</u></b>		
<b>Unsecured, considered Good</b>		
Security Deposits	152.94	767.92
Capital Advances	-	27.92
<b>Total</b>	<b>152.94</b>	<b>795.84</b>
<b><u>Current</u></b>		
Loans & Advances to Employees	1.21	2.90
<b>Total</b>	<b>1.21</b>	<b>2.90</b>

21 Other Non Current Financial Assets

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good</b>		
<b>Fixed Deposit with Banks</b>		
Bank deposits with original maturity for more than 12 months	71.48	66.37
<b>Total</b>	<b>71.48</b>	<b>66.37</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**22 Deferred Tax Assets/(Liabilities)**

**Amount (Rs. in Lakhs)**

The following is the analysis of deferred tax assets presented in the balance sheet:

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Net Deferred Tax (Liability)/ Asset	21.74	6.58
	<b>Total</b>	<b>21.74</b>	<b>6.58</b>

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Deferred tax Assets</b>		
	Related to Other Current Liabilities	2.52	2.47
	Related to Plant, Property & Equipment	19.97	4.87
	<b>Total</b>	<b>22.49</b>	<b>7.33</b>

	<b>Deferred tax Liabilities</b>		
	<b>Total</b>	-	-
	Deffered Tax Liability on OCI	-0.76	-0.76
	Impact of Change in Tax Rate	-	-
	<b>Net deferred tax (liability) / asset</b>	<b>21.74</b>	<b>6.58</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**23 Other Assets**

**Amount (Rs. in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b><u>(A) Other Non- Current Assets</u></b>		
<b>Unsecured, Considered Good</b>		
Prepaid Expenses	-	-
Security Deposits	0.50	0.50
<b>Total of Other Non- Current Assets</b>	<b>0.50</b>	<b>0.50</b>
<b><u>(B) Other Current Assets</u></b>		
Other Advances	19.92	125.50
Advance to Suppliers	435.98	627.44
Prepaid Expenses	1.97	4.42
<b>Others:-</b>		
- <b>Balances with government authorities</b>		
- Central Excise and Customs	-	5.37
GST receivable	200.71	310.20
Sales tax Refund and Set-off	-	81.90
-		
<b>Total of Other Current Assets</b>	<b>658.58</b>	<b>1154.84</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**24 Inventories**

**Amount (Rs. in Lakhs)**

	Particulars	As at March 31, 2023	As at March 31, 2022
	<b>Inventories (lower of cost and net realisable value)</b>		
	- Raw materials	82.96	122.68
	- Work-in-progress	126.82	329.73
	- Finished goods	826.45	2102.35
	- Stock-in-trade	-	-
	- Stores and spares	66.17	72.56
	- Fuel & Oil	2.00	16.81
	<b>Total</b>	<b>1104.39</b>	<b>2644.13</b>

**Details of inventories pledged for Bank Borrowings as security for liabilities is as follows:**

	Particulars	Amount (Rupees)	Security hypothecated/pl edged against
	<b>31st March 2023</b>		
	— Raw Materials / Work-in-progress	-	Working Capital Loans repaid completely during the year
	— Finished goods / Stock-in-trade	-	
	<b>31st March 2022</b>		
	— Raw Materials / Work-in-progress	452.41	Working Capital Loan from Axis Bank Limited & The South Indian Bank Limited in respect of Suditi

— Finished goods / Stock-in-trade	2102.35	Industries Limited & from Indian Overseas Bank in respect of Suditi Design Studio Limited
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\*Note: Since the working capital loans have been fully repaid during the year the current assets--raw materials, work-in-process and finished goods are no longer hypothecated/pledged with the Banks.

**Mode of valuation:**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials, consumables, stores,spares and packing materials:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.

Finished goods and work in progress:

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Finished goods are valued on standard cost basis that approximates to actual cost.

Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Traded goods are valued at standard cost that approximates to actual cost.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

25 Other investments

Amount (Rs. in Lakhs)

**Current**

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	Amount (Rs. in Lakhs)	No. of Shares	Amount (Rs. in Lakhs)
<b>(A) Investments in Equity Instruments</b>				
Quoted- Others (At Fair Value through OCI)				
IDBI Bank Limited - Fully paid-up [2880 (Including Bonus Shares issues of 1080 shares)]	2,880	1.30	2,880	1.23
<b>Total Aggregate Quoted Investments (A)</b>	<b>2,880</b>	<b>1.30</b>	<b>2,880</b>	<b>1.23</b>

Investment in equity shares are recognised at fair value through profit and loss.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**26 Trade Receivables**

**Amount (Rs. in Lakhs)**

	Particulars	As at March 31, 2023	As at March 31, 2022
	<b><u>Current</u></b>		
	<b>Secured</b>		
	(a) Considered good		-
	— From Related Parties	663.88	666.89
	— From Others	206.62	1252.97
	<b>Unsecured</b>		
	(a) Considered good		
	— From Related Parties	-	-
	— From Others	1843.61	903.79
	(b) Receivables which have significant increase in credit risk		
	— From Related Parties	-	-
	— From Others	641.53	1279.71
	<b>Allowance for expected credit loss</b>		
	(a) Receivables which have significant increase in credit risk		
	— From Related Parties	-	-
	— From Others	(783.44)	(856.68)
	<b>Credit impaired</b>	-	-
	<b>Total</b>	<b>2572.20</b>	<b>3246.68</b>

**Movement in provisions of doubtful debts**

**(Amount in Rs.)**

	Particulars	As at March 31, 2023	As at March 31, 2022
	Opening Provision	856.68	561.82

Add : Additional Provision made	554.26	294.86
Less : Provision write off	627.50	-
<b>Closing Provisions</b>	<b>783.44</b>	<b>856.68</b>

**Note :** Allowance for bad & doubtful debts is created in accordance with 'expected credit loss' model prescribed under Ind AS 109.

Trade receivables are non-interest bearing and credit period generally falls in the range of 30 to 120 days terms.

The company has some balances of certain customers accumulated over a period of time which became non moving particularly after the pandemic crisis. The same continued to remain non-moving and carried forward from year to year without any major movement due to differences in the claims and counterclaims from the customer. Accordingly the company every year used to make necessary provisions in the books in respect of those accounts where balances are either challenged by the customers or under scrutiny for reconciliation. During the year the management has completed the scrutiny and reconciliation of some of the major customers and decided to write off those balances which are in excess of the provision made for bad debts in the books. Accordingly the company has written off an amount of Rs.627.50 Lakhs in the books and consequent to that total amount of Rs.1410.94 Lakhs has now been removed from the books of account due to write off & provision.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**26.1 Ageing for trade receivables is as follows**

**As at March 31, 2023**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	
(i) Undisputed Trade receivables- considered good	545.72	52.05	545.45	416.45	808.32	2,367.99
(ii) Undisputed Trade Receivables – considered doubtful	-	-	5.34	13.83	516.70	535.88
(iv) Disputed Trade Receivables– considered good	-	-	-	-	416.75	416.75
(v) Disputed Trade Receivables – considered doubtful	-	-	-	-	35.03	35.03
<b>TOTAL</b>	<b>545.72</b>	<b>52.05</b>	<b>550.79</b>	<b>430.28</b>	<b>1,776.80</b>	<b>3,355.64</b>

**As at March 31, 2022**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months – 1 year	1-2 year	2-3 year	More than 3 year	
(i) Undisputed Trade receivables- considered good	1,490.29	346.84	440.63	679.52	374.47	3,331.73
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	26.16	0.36	26.53
(iv) Disputed Trade Receivables– considered good	-	-	-	184.11	225.54	409.65
(v) Disputed Trade Receivables – considered doubtful	-	-	13.11	186.19	136.15	335.45
<b>TOTAL</b>	<b>1,490.29</b>	<b>346.84</b>	<b>453.74</b>	<b>1,075.98</b>	<b>736.52</b>	<b>4,103.36</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**27 Cash and Cash Equivalents**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balances with Banks	3.26	29.70
	Cash on hand	2.22	4.06
	<b>Others :</b>		
	Unclaimed Dividend Accounts	15.08	19.35
	<b>Total</b>	<b>20.56</b>	<b>53.12</b>

**28 Current tax assets**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Current tax assets</b>		
	Income Tax (TDS Receivable, Net of Provisions)	178.19	114.16
	<b>Total</b>	<b>178.19</b>	<b>114.16</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**29 Equity share capital**

**Amount (Rs. in Lakhs)**

	Particulars	As at March 31, 2023	As at March 31, 2022
	Equity share capital	2,636.73	1,755.41
	<b>Total</b>	<b>2,636.73</b>	<b>1,755.41</b>
	<b>Authorised Share Capital</b>		
	3,00,00,000 Fully paid equity shares of Rs.10/- each	3,000.00	3,000.00
	<b>Issued, subscribed &amp; Paid Up</b>		
	(2,63,67,291 Fully paid equity shares of Rs.10/- each (as at March 31, 2023) ;		
	(1,75,54,123 of 10 each as at March 31, 2022)	2,636.73	1,755.41
	<b>Total</b>	<b>2,636.73</b>	<b>1,755.41</b>

During the year the company has issued 88,13,168 shares of Rs.10/- each at a premium of Rs.20/- per share. The shares were issued on "rights basis" to the shareholders, who were members and holding shares as on the record date announced by the company for this purpose. Accordingly the share capital of the company has increased from Rs.17,55,41,230/- to Rs.26,36,72,910/- after the issue. The designated Stock Exchange BSE Limited has issued necessary Listing and Trading approval to the entire shares issued under the Rights issue program.

**Fully paid equity shares**

		Number of shares	Share capital (Amount)
	<b>Balance at March 31, 2022</b>	<b>1,75,54,123</b>	<b>1755.41</b>
	Addition to equity share capital during the year	88,13,168	881.32
	<b>Balance at March 31, 2023</b>	<b>2,63,67,291</b>	<b>2636.73</b>

**Fully paid equity shares, which have a par value of Rs. 10, carry one vote per share and carry a right to dividends.**

**Details of Ordinary (Equity) shares held by shareholders holding more than 5% of the aggregate shares in the Company:**

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding of equity shares	Number of shares held	% holding of equity shares
<b>Fully paid equity shares</b> Pawan KISHORJIJI Agarwal	1,68,13,398	63.766	1,13,87,255	64.869

The company has only one class of shares i.e. Equity Shares having a face value of Rs.10/- each. The equity shareholders are entitled to dividend only if dividend in a particular financial year is recommended by the Board of Directors and approved by the members at the annual general meeting of that year. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by share holders.

**Shares reserved for issue under options**

960000 shares were reserved for issue under the Employees Stock Option Plan pursuant to a special resolution passed in 20th Annual General Meeting held on 2nd September, 2011. During the year 2021-22, the Company has neither granted any options to any employees nor any options were exercised as there are no options pending which are yet to be exercised. The details of the options granted and exercised in past are as follows.

- 1) The company has so far allotted 317320 shares.
- 2) The balance as on 31st March 2023 is 642680 options which is yet to be granted to the employees from reserved portion of the equity capital.

There has been no allotment of shares pursuant to contract(s) without payment being received in (cash during 5 years immediately preceding 31st March, 2023).

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**29.1 Disclosure of Shareholding of Promoters / Promoters group**

<b>Shares held by promoters at the end of year</b>					
		<b>As on 31st March, 2023</b>		<b>As on 31st March, 2022</b>	
<b>Sr No.</b>	<b>Promoter name</b>	<b>No. of shares</b>	<b>% of total shares</b>	<b>No. of shares</b>	<b>% of total shares</b>
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16813398	63.77	11387255	64.87
2	SHALINI AGARWAL (P/PG/PAC)	326044	1.24	209600	1.19
3	RAJENDRA AGARWAL (P/PG/PAC)	40788	0.15	26221	0.15
4	ARCHANA AGARWAL (PG/PAC)	77000	0.29	49500	0.28
5	HARSH AGARWAL (PG/PAC)	35000	0.13	22500	0.13
6	TANAY AGARWAL (PG/PAC)	35000	0.13	22500	0.13
7	TANUJ AGARWAL (PG/PAC)	35000	0.13	22500	0.13
8	MEENA GUPTA (PG/PAC)	15555	0.06	10000	0.06
9	SHILPA AGARWAL (PG/PAC)	3888	0.01	2500	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1519717	5.76	19717	0.11
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	100	0.00
<b>Total</b>		<b>18901545</b>	<b>71.69</b>	<b>11772393</b>	<b>67.06</b>

Note P means Promoter  
PG means Promoter Group  
PAC means Persons Acting in Concert



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

29.2 Disclosure of Shareholding of Promoters / Promoters group

Shares held by promoters at the end of year									
Sr No.	Promoter name	As on 31st March, 2023			As on 31st March, 2022			As on 1st April 2021	
		No. of shares	% of total shares	% change during the year	No. of shares	% of total shares	% change during the year	No. of shares	% of total shares
1	PAWAN AGARWAL (KEY PROMOTER, DIRECTOR)	16813398	63.77	(1.10)	11387255	64.87	0.61	11279991	64.26
2	SHALINI AGARWAL (P/PG/PAC)	326044	1.24	0.04	209600	1.19	-	209600	1.19
3	RAJENDRA AGARWAL (P/PG/PAC)	40788	0.15	0.01	26221	0.15	-	26221	0.15
4	ARCHANA AGARWAL (PG/PAC)	77000	0.29	0.01	49500	0.28	-	49500	0.28
5	HARSH AGARWAL (PG/PAC)	35000	0.13	0.00	22500	0.13	-	22500	0.13
6	TANAY AGARWAL (PG/PAC)	35000	0.13	0.00	22500	0.13	-	22500	0.13
7	TANUJ AGARWAL (PG/PAC)	35000	0.13	0.00	22500	0.13	-	22500	0.13
8	MEENA GUPTA (PG/PAC)	15555	0.06	0.00	10000	0.06	-	10000	0.06
9	SHILPA AGARWAL (PG/PAC)	3888	0.01	0.00	2500	0.01	-	2500	0.01
10	BLACK GOLD LEASING PVT. LTD. (PG/PAC)	1519717	5.76	5.65	19717	0.11	-	19717	0.11
11	R. PIYARELALL PVT. LTD. (PG/PAC)	155	0.00	0.00	100	0.00	-	100	0.00
<b>Total</b>		<b>18901545</b>	<b>71.69</b>		<b>11772393</b>	<b>67.06</b>		<b>11665129</b>	<b>66.45</b>

Note P means Promoter  
PG means Promoter Group  
PAC means Persons Acting in Concert

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**30 Other Equity**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Retained earnings	(5949.53)	(4301.29)
	Securities premium reserve	2304.71	542.08
	Share option outstanding account	19.27	19.27
	Items of Other Comprehensive Income	33.17	21.83
	<b>Total</b>	<b>(3592.38)</b>	<b>(3718.11)</b>

The details are as follows:-

	<b>Retained Earnings</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balance at the beginning of year	(4301.29)	(787.41)
	Add: Profit During the year	(1053.33)	(2900.11)
	Impact on Account of Deferred Tax	-	-
	Adjustment of Profit/Loss of Subsidiary	(484.46)	(94.93)
	Share of Profit/(Loss) in Joint Venture	(110.45)	(518.85)
	<b>Balance at end of year</b>	<b>(5949.53)</b>	<b>(4301.29)</b>

	<b>Securities premium</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balance at the beginning of year	542.08	542.08
	<b>Add: Transfers during the year</b>	<b>1,762.63</b>	<b>-</b>
	<b>Balance at end of year</b>	<b>2304.71</b>	<b>542.08</b>

	<b>Share option outstanding account</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Balance at the beginning of year	19.27	19.27
	<b>Add: Transfers during the year</b>	<b>-</b>	<b>-</b>
	<b>Balance at end of year</b>	<b>19.27</b>	<b>19.27</b>

<b>Items of other comprehensive income</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of year	21.83	17.98
<b>Add:</b> Additions during the year	11.34	3.84
<b>Balance at end of year</b>	<b>33.17</b>	<b>21.83</b>

**Description of nature & purpose of each reserve:**

**Retained Earnings:** Created from Profit/loss of the Company, as adjusted for distribution to owners, transfers to other reserves etc.

**Securities Premium:** Securities premium reserve is created due to premium on issue of shares. The reserve is utilized in accordance with the provisions of the Companies Act, 2013.

**Share option outstanding account:** Created for recording the grant date fair value of options issued to employees under the Employees stock option schemes & is adjusted on exercise/forfeiture of options.

**Items of other comprehensive income:** Created for transferring the re-measurements gains & losses on defined benefit plans.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**31 Non-current borrowings**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
(ii).	<b>Secured</b>		
	Term loans		
	- From banks *	54.33	597.36
	Less: Current maturities of Long-term debt	10.83	227.64
	<b>Total non-current borrowings</b>	<b>43.50</b>	<b>369.71</b>

\* TUF Loan amounting to Rs. 54.33 lakhs is secured by lien marked on Fixed Deposit (Refer Note No.21) by the Company. It is further secured by hypothecation of specific plant & machinery procured by utilization of the loan.

**32 Other non-current liabilities**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Security Deposits	107.64	161.81
	Lease Liability (Refer Note no.63)	744.61	-
	<b>Total</b>	<b>852.25</b>	<b>161.81</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**33 Current borrowings**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
a).	<b>Loans repayable on demand</b>		
	- from Commercial Banks	-	2098.11
	- from Directors	-	750.00
	- from Promoter Group	-	450.00
	- from others	93.47	273.47
b).	Current maturities of Long-term debt	10.83	227.64
	<b>Total</b>	<b>104.30</b>	<b>3799.22</b>

- 1) Secured Loans are the Credit Facilities availed by the Company from its existing Banks viz. M/s. Axis Bank Limited and The South Indian Bank Limited under Emergency Credit Line Guarantee Scheme (ECLGS) extended by the Reserve Bank of Indian (RBI) to support the Companies during the pandemic period. The Company had during FY 2020-21 received Rs.4,85,00,000/- from Axis Bank Limited and Rs.1,96,93,000/- from The South Indian Bank Limited. These Facilities are extended without any counter-guarantee to the Bank. However, these loans are secured against the hypothecation of the Company's Inventory & Book Debts. The Rate of Interest charged by Axis Bank Limited is 8.75% and The South Indian Bank Limited is 8.65%. The Company has repaid the entire loan during the year.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

- 2) Loans of Commercial Banks includes the borrowings from Axis Bank Limited and The South Indian Bank Limited . Rate of interest charged for the working capital borrowing in respect of Axis Bank Limited is MCLR + 1.5% p.a. & The South Indian Bank Limited is MCLR + 0.55% p.a. Working capital loan is secured by hypothecation of inventories and book debts. The loan is collaterally secured by Land & Building and Plant & machinery located at Pawne village Turbhe, Navi Mumbai and also personal guarantee executed by Chairman Shri Pawan Agarwal in favour of both the Banks. During the year the Company has repaid the entire Working Capital Loan availed from the Commercial Banks. Further, since the Subsidiary Company has paid back their entire loans in the previous year, there are no Loans outstanding in the books of subsidiaries as on 31/03/2023.
  
- 3) Current maturities of Long-term debt is the installment due for payment pertaining to TUF Loan.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**34.1 Ageing of Trade Payables:**

**As at March 31, 2023**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	633.13	-	-	42.33	675.46
(ii) Other	882.67	1,126.28	204.57	703.02	2,916.54
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

**As at March 31, 2022**

**Amount (Rs. in Lakhs)**

Particular	Outstanding for following periods from due date of payment				
	Less than 1 years	1-2 Years	2-3 Years	More than 3 years	Total
i) MSME	479.78	0.66	1.93	0.16	482.54
(ii) Other	1,697.44	594.97	45.04	721.72	3,059.17
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – Others	-	-	-	-	-

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**35 Other financial liabilities**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b><u>Current</u></b>		
a	Employee Benefits Payable	100.83	65.74
b	Outstanding Expenses	70.01	94.39
c	Vendor Payment Facility	85.32	85.99
d	Unpaid Dividend	15.07	19.35
	<b>Total</b>	<b>271.23</b>	<b>265.48</b>

Note: An amount of Rs.422509/-, being unclaimed dividend, has been transferred during the year to the Investor Education and Protection Fund as per applicable Rules and reported to the Registrar of Companies, Ministry of Corporate Affairs.

**36 Provisions**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Non-current</b>		
	Defined benefit liability (net)	47.23	37.23
	Other long term employee obligations	16.52	18.39
	<b>Total</b>	<b>63.75</b>	<b>55.62</b>
	<b>Current</b>		
	Defined benefit liability (net)	1.20	0.01
	Other long term employee obligations	5.11	7.21
	Audit Fees Payable	13.97	10.59
	<b>Total</b>	<b>20.28</b>	<b>17.81</b>



**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**37 Other current liabilities**

**Amount (Rs. in Lakhs)**

Particulars	As at March 31, 2023	As at March 31, 2022
TDS Payable	15.52	22.36
Professional Tax Payable	1.39	1.35
Income tax payable	-	-
Advance to employee	-	-
Advances from Customers	878.31	1507.15
Lease Liability (Refer Note no.63)	59.85	-
Provident fund	2.87	3.27
ESIC	0.42	0.50
Sales tax	19.06	0.87
GST Payable	-	-
Share of loss from JV	1,254.57	1144.13
<b>Total</b>	<b>2231.99</b>	<b>2679.63</b>

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

38 Revenue from operations

Amount (Rs. in Lakhs)

	Particulars	As at March 31, 2023	As at March 31, 2022
	<b>A. Revenue from contracts with customers disaggregated based on nature of product or services</b>		
(a)	Revenue from Sale of Products:		
	- Manufactured goods	10267.68	10308.89
	- Stock-in-trade	-	-
	<b>Sub-Total (a)</b>	<b>10267.68</b>	<b>10308.89</b>
(b)	Other operating revenues:		
	- Export incentives	-	-
	- Royalty received From subsidiaries and associates	-	-
	- Royalty received From others	-	-
	- Scrap Sales	10.61	19.43
	- Others (specify details)	-	-
	<b>Sub-Total (b)</b>	<b>10.61</b>	<b>19.43</b>
	<b>Total Revenue from Operations (a+b)</b>	<b>10278.29</b>	<b>10328.32</b>

	B. Revenue from contracts with customers disaggregated based on geography	As at March 31, 2023	As at March 31, 2022
	The table below presents disaggregated revenue from contracts with customers for the year ended March 2023 and March 2022. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors		
(a)	Domestic	10278.29	10328.32
(b)	Exports	-	-
	<b>Total Revenue from Operations (a+b)</b>	<b>10278.29</b>	<b>10328.32</b>

<b>C. Reconciliation of Gross Revenue from Contracts With Customers</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Gross Revenue	10454.81	11935.67
Less : Discount	16.79	1166.35
Less : Returns	136.95	408.83
Less : price concession	22.75	32.18
Less : incentives and performance bonus	-	-
Less : Others (specify details)	-	-
<b>Net Revenue recognised from Contracts with Customers</b>	<b>10278.30</b>	<b>10328.32</b>

**Notes:**

C1. The amounts receivable from customers become due after expiry of credit period which on an average is less than **180 days**. There is no significant financing component in any transaction with the customers.

C2. The Company provides agreed upon performance warranty for all range of products. The amount of liability towards such warranty is immaterial.

C3. The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

**39 Other Income**

**Amount (Rs. in Lakhs)**

	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>(a). Interest Income from:</b>			
-	Bank deposits	3.44	0.30
		<b>3.44</b>	<b>0.30</b>
<b>(b). Other non-operating income</b>			
	Profit on sale of Land & Building	1326.77	-
-	Miscellaneous Income (Fees, Charges & Write Backs)	43.85	85.34
		<b>1370.62</b>	<b>85.34</b>
<b>(a + b)</b>		<b>1374.06</b>	<b>85.64</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**Amount (Rs. in Lakhs)**

		<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>40</b>	<b><u>Cost of Materials consumed</u></b>		
	Opening stock	122.68	138.44
	Add: Purchases	5,832.48	6,729.96
	Less: Closing stock	82.96	122.68
		<b>5,872.20</b>	<b>6,745.72</b>
	<b><u>Raw Material and packaging material consumed:</u></b>		
	Chemicals	366.52	409.90
	Dyes	165.03	180.27
	Yarn & Fabric	4,978.29	5,912.94
	Other Raw Materials	362.36	242.61
		<b>5,872.20</b>	<b>6,745.72</b>

**41 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**

**Amount (Rs. in Lakhs)**

		<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Inventories at the end of the year:</b>		
	Finished goods	826.44	2865.82
	Work-in-progress	126.82	329.73
	Stock-in-trade	-	-
		<b>953.25</b>	<b>3,195.55</b>
	<b>Inventories at the beginning of the year:</b>		
	Finished goods	2102.35	3686.44
	Work-in-progress	329.73	46.91
	Stock-in-trade	-	-
		<b>2432.08</b>	<b>3733.35</b>
		<b>1478.83</b>	<b>537.80</b>

The difference in the Last Year Closing Value & Current Year Opening Value of the Finished Goods Inventory is due to writing down the value of the Inventory in the Previous Year which is separately reflected in the Profit & Loss A/c under exceptional items.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**Amount (Rs. in Lakhs)**

		<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
<b>40</b>	<b><u>Cost of Materials consumed</u></b>		
	Opening stock	122.68	138.44
	Add: Purchases	5,832.48	6,729.96
	Less: Closing stock	82.96	122.68
		<b>5,872.20</b>	<b>6,745.72</b>
	<b><u>Raw Material and packaging material consumed:</u></b>		
	Chemicals	366.52	409.90
	Dyes	165.03	180.27
	Yarn & Fabric	4,978.29	5,912.94
	Other Raw Materials	362.36	242.61
		<b>5,872.20</b>	<b>6,745.72</b>

**41 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade**

**Amount (Rs. in Lakhs)**

		<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	<b>Inventories at the end of the year:</b>		
	Finished goods	826.44	2865.82
	Work-in-progress	126.82	329.73
	Stock-in-trade	-	-
		<b>953.25</b>	<b>3,195.55</b>
	<b>Inventories at the beginning of the year:</b>		
	Finished goods	2102.35	3686.44
	Work-in-progress	329.73	46.91
	Stock-in-trade	-	-
		<b>2432.08</b>	<b>3733.35</b>
		<b>1478.83</b>	<b>537.80</b>

The difference in the Last Year Closing Value & Current Year Opening Value of the Finished Goods Inventory is due to writing down the value of the Inventory in the Previous Year which is separately reflected in the Profit & Loss A/c under exceptional items.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

**42 Employee benefits expenses**

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Salaries, Wages and Bonus	727.87	608.39
Contribution to provident funds and other funds	33.07	28.60
Staff Welfare Expenses	69.90	70.90
<b>Total Employee benefit expenses</b>	<b>830.84</b>	<b>707.89</b>

**43 Finance Costs**

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Interest and Finance charges on financial liabilities carried at amortised cost</b>		
Interest on borrowings	156.89	332.53
Interest on Trade payables	7.88	11.80
Interest on Income Tax	-	-
Interest on TDS	0.10	-
Interest on MSME	33.88	18.85
Interest on Vehicle Loan	0.50	0.10
Other interest expenses	126.09	88.87
<b>Total</b>	<b>325.33</b>	<b>452.15</b>

**44 Depreciation and amortisation expense**

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Depreciation of property, plant and equipment	187.53	135.98
Amortisation of intangible assets	0.17	0.59
<b>Total depreciation and amortisation expenses</b>	<b>187.70</b>	<b>136.57</b>

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

45 Other expenses

Amount (Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Consumption of Stores, Spares & Consumable	314.53	404.91
Consumption of Packing Materials	79.23	79.54
Sub Contracting	1143.17	1409.62
Power & Fuel	828.35	766.24
Cam charges	-	-
Water	62.89	78.18
Rent Including Lease Rentals	31.58	39.38
Repairs & Maintenance:		
- Building	2.51	7.85
- Machinery	9.01	10.80
- Others	29.80	39.04
Insurance	12.59	13.60
Rates & Taxes	4.99	5.12
Telephone & Communication Charges	12.67	18.35
Travelling & Conveyance	40.94	48.79
Printing & Stationery	18.02	11.62
Sales Commission	47.09	28.99
Discount on sales	-	-
Brokerage	1.56	6.74
Sales Tax Expenses	0.00	18.94
Testing Expenses	21.79	12.21
Pilferage & Shortage	-	-
Royalty	164.61	185.31
Donation & Contributions	-	-
Legal & Professional fees	108.49	81.12
Statutory Auditors Remuneration*	9.13	9.04
Transportation Charges	199.28	202.17
Bank Charges, Commission & Others	12.33	11.81
Advertisement Expenses	4.53	23.79
Motor Car Expenses	8.81	10.20
Security Charges	36.93	34.93
Registrar & Transfer Expenses	9.25	2.23
Subscription & Membership	7.52	10.73
Prior Period Expenses	-	-
Sundry Balance w/off	457.14	0.49
Impairment of Assets Written Off (Intangible Assets)	-	20.78
Amortisation of Land	0.19	0.23
Discounting charges on Amortised Assets	22.25	-
Provision for Bad & Doubtful Debts	554.25	294.86
Miscellaneous Expenses	21.70	14.41
Prepaid Expenses - Security Deposit	-	-
GST Expenses	101.93	3.01
Business Promotion Expense	241.27	149.26
<b>Total</b>	<b>4620.36</b>	<b>4054.26</b>

\*Statutory Auditors Remuneration

Particulars	As at March 31, 2023	As at March 31, 2022
a) For audit	8.88	7.54
b) For taxation matters	0.25	1.50
<b>Total</b>	<b>9.13</b>	<b>9.04</b>

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

46 Ratio & Variance Analysis

Sr. no.	Ratio	Measurement Unit	Numerator	Denominator	2022-23	2021-22	% Variance	Reason for variance
					Current period ratio	Previous period ratio		
1	Current Ratio	Times	Current Assets	Current Liabilities (inclusive of current maturities of long term debts)	0.73	0.70	4.13	Due to lower incidence of losses made by the company during the year.
2	Debt-Equity Ratio	Times	Total Debt (Non-current borrowings +Current borrowings+Lease liabilities)	Shareholder's Equity	(0.89)	(0.20)	355.75	Due to repayment of the Debts & increase in the owner's stake due to issue of shares.
3	Debt Service Coverage Ratio	Times	Net Profit before tax+Depreciation+ Lease Interest+Profit on Sales of Fixed Assets	Interest & Lease Payments + Principal Repayments	(3.53)	(3.61)	(2.06)	Due to repayment of the Debts.
4	Return on Equity Ratio	Percentage	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	(1.22)	(20.14)	(93.95)	Due to lower incidence of losses made by the company during the year.
5	Inventory Turnover Ratio	Times	Total Sales	Average Inventories	5.48	3.14	74.65	Due to improvement in realization of receivables & disposal of inventory.
6	Trade Receivables Turnover Ratio	Times	Net Credit Sales	Average Accounts Receivable	3.53	3.13	12.82	Due to improvement in realization of receivables & disposal of inventory.
7	Trade Payables Turnover Ratio	Times	Purchases+other expenses (excluding non-cash expenses)	Average Trade Payables	1.56	2.16	(28.01)	Due to decrease in the procurement of materials & diligent use of credit terms.
8	Net Capital Turnover Ratio	Times	Net Credit Sales	Average Working Capital (current assets-current liabilities inclusive of current maturities of long term debts)	(4.31)	(7.90)	(45.42)	Due to lower incidence of losses made by the company during the year.
9	Net Profit Ratio	Percentage	Net Profit after Tax	Revenue from Operations	(0.17)	(0.34)	(49.59)	Due to lower incidence of losses made by the company during the year.
10	Return on Capital Employed	Percentage	Earning before interest and taxes	Capital employed=Tangible Net Worth + Total Debt + Deferred Tax Liability	-	-	-	Due to significant losses the return of capital employed in negative in both the years.
11	Return on Investment	Percentage	Earning before interest and taxes	Total Assets	-	-	-	Not Applicable



**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**47 Details of Corporate Social Responsibility (CSR) Obligation**

Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of previous years shortfall	Reason for shortfall	Nature of CSR activities	Details of related party transactions	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately
-	-	-	-	-	-	-	N.A.

Note: As the Company has incurred substantial losses during the last two years continuously no CSR obligation arises as per the provisions of the Company Act, 2013.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**48 Financial Risk Management Objectives & Policy**

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 loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company also holds FVTPL investments. The Company is exposed to market risk (including foreign currency risk, interest rate risk and commodity risk, etc.), credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews Financial Risk Management Policy for managing and mitigating these risks, which are summarized below:

**1) Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of a financial instrument. The value of a financial instrument may change as result of change in the interest rates, foreign currency exchange rates, equity prices and other market changes may affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments and deposits, foreign currency receivables, payables and loans and borrowings. Market risk comprises mainly of risks related to changes in foreign currency exchange rates, commodity prices and interest rates. The Company has a moderate risk management system monitored by Risk Management Committee to inform Board Members about risk management and minimization procedures.

**a) Foreign currency risk management**

The Company's functional currency is Indian Rupees (INR). The Company is not having any significant foreign transactions; hence the company is not prone to foreign currency risks as on the date of the balance sheet.

**b) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in rupees with a mix of fixed and floating rates of interest. The Company has exposure to interest rate risk, arising principally on changes in base lending rate. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day-to-day operations. The Company regularly scans the Market & Interest Rate Scenario to find appropriate Financial Instruments & negotiates with the Lenders in order to reduce the effect Cost of Funding. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings.

The following table provides a break-up of the Company's fixed and floating rate borrowings:

Particulars	Amount (Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
<b>Loans in Rupees:</b>		
a) Fixed Rate borrowings	66.97	393.18
b) Floating Rate borrowings	80.83	3,775.76
<b>Sub-Total</b>	147.80	4,168.93
Add: Upfront Fees		
<b>Total Borrowings</b>	147.80	4,168.93

**Interest Rate Sensitivity :**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. This is mainly attributable to the Company's exposure to interest rates on its variable rate borrowings. With all other variables held constant, the Company's profit / (loss) before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Change in basis Points	25	25
Effect on profit / (loss) before tax	(0.20)	(9.44)
Change in Basis Points	-25	-25
Effect on profit / (loss) before tax	0.20	9.44

**c) Commodity price risk:**

The Company's revenue is exposed to the market risk of price fluctuations related to the sale of its products. Market forces generally determine prices for the products sold by the Company. These prices may be influenced by factors such as supply and demand, production costs (including the costs of raw material inputs) and global and regional economic conditions and growth. Adverse changes in any of these factors may reduce the revenue that the Company earns from the sale of its products.

The Company primarily purchases its raw materials in the open market from third parties. The Company is therefore subject to fluctuations in prices for the purchase of raw materials. The Company purchased substantially all of its iron ore and coal requirements from third parties in the open market during the year ended 31 March 2023.

The Company aims to sell the products at prevailing market prices. Similarly the Company procures key raw materials based on prevailing market rates as the selling prices of its products and the prices of input raw materials move in the same direction.

## 2) Credit risk management:

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Company's credit risk arises principally from the trade receivables and financial instruments and deposits with banks.

### Trade receivables:

Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits defined in accordance with the assessment. Credit risk on receivables from organized and bigger buyers is mitigated by securing the same against letters of credit and guarantees of reputed nationalized and private sector banks/ part advance payments/post dated cheques.

The outstanding trade receivables are regularly monitored and appropriate action is taken for collection of overdue receivables. The outstanding from the trade segment is secured by two tier security – security deposit from the dealer himself, and our business associates who manage the dealers are also responsible for the outstanding from any of the dealers in their respective region. Impairment analysis is performed based on historical data at each reporting period on an individual basis.

### Ageing of Trade Receivables:

Particulars	As at March 31, 2023	As at March 31, 2022
Upto 6 Months	545.72	1490.29
Above 6 months	2026.48	1756.39
<b>Grand Total</b>	<b>2572.20</b>	<b>3246.68</b>

### Financial Instruments and Deposits with Banks:

The Company considers factors such as track record, size of institution, market reputation and service standards to select the bank with which balances and deposits are maintained. Generally, balances are maintained with the institutions with which the Company has also availed borrowings. The Company does not maintain significant cash and deposit balances other than those required for its day to day operation.

### 3) Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term capital expenditure growth projects. The Company generates sufficient cash flow for operations, which together with the available cash and cash equivalents and short term investments provide liquidity in the short-term and long term. The Company 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 following tables detail the Company's remaining contractual maturity for its non derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted 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. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Company may be required to pay.

#### Liquidity exposure as at 31 March 2023

Particulars	Carrying Amount	Amount (Rs. in Lakhs)			
		< 1 year	1-5 years	> 5 years	Total
<b>Financial assets:</b>					
Non-current investments	-	-	-	-	-
Current investments	1.30	1.30	-	-	1.30
Loans	1.21	1.21	-	-	1.21
Trade receivables	2,572.20	597.77	1,974.44	-	2,572.20
Cash and cash equivalents	20.56	20.56	-	-	20.56
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	71.48	71.48	-	-	71.48
Inventory	1,104.39	1,104.39	-	-	1,104.39
<b>Total financial assets</b>	<b>3,771.14</b>	<b>1,796.70</b>	<b>1,974.44</b>	<b>-</b>	<b>3,771.14</b>
<b>Financial liabilities:</b>					
Long term borrowings	43.50	-	43.50	-	43.50
Short term borrowings	104.30	104.30	-	-	104.30
Trade payables	3,592.01	1,515.80	2,076.22	-	3,592.01
Other financial liabilities	271.23	271.23	-	-	271.23
<b>Total financial liabilities</b>	<b>4,011.04</b>	<b>1,891.32</b>	<b>2,120</b>	<b>-</b>	<b>4,011.04</b>

## Liquidity exposure as at 31 March 2022

Amount (Rs. in Lakhs)

Particulars	Carrying Amount	< 1 year	1-5 years	> 5 years	Total
<b>Financial assets:</b>					
Non-current investments	-	-	-	-	-
Current investments	1.23	1.23	-	-	1.23
Loans	2.90	2.90	-	-	2.90
Trade receivables	3,246.68	3,246.68	-	-	3,246.68
Cash and cash equivalents	53.12	53.12	-	-	53.12
Bank balances other than cash and cash Equivalents	-	-	-	-	-
Other financial assets	66.37	66.37	-	-	66.37
Inventory	2,644.13	2,641.81	2.32	-	2,644.13
<b>Total financial assets</b>	<b>6,014.43</b>	<b>6,012.11</b>	<b>2.32</b>	<b>-</b>	<b>6,014.43</b>
<b>Financial liabilities:</b>					
Long term borrowings	369.71	369.71	-	-	369.71
Short term borrowings	3,799.22	3,799.22	-	-	3,799.22
Trade payables	3,541.70	3,541.70	-	-	3,541.70
Other financial liabilities	265.48	265.48	-	-	265.48
<b>Total financial liabilities</b>	<b>7,976.11</b>	<b>7,976.11</b>	<b>-</b>	<b>-</b>	<b>7,976.11</b>

#### 49 Capital Risk Management

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal structure to reduce the cost of capital as well as to maintain proper leverage.

For the purpose of the Company's capital management, capital includes issued capital, securities premium and all other equity reserves. Net debt includes, interest bearing loans and borrowings, less cash & cash equivalents.

Particulars	As at March	As at March
	31, 2023	31, 2022
Long term borrowings	43.50	393.18
Current maturities of long term debt and finance lease obligations	-	-
Short term borrowings	104.30	3,775.76
Less: Cash & Cash Equivalents	20.56	31.44
Less: Bank balances other than cash and cash equivalents	-	-
Less: Current investments	1.30	1.23
<b>Net debt (A)</b>	<b>169.66</b>	<b>4,201.60</b>
Equity Share Capital	2,636.73	1,755.41
Other Equity	(3,592.38)	(3,718.11)
<b>Total Capital (B)</b>	<b>(955.65)</b>	<b>(1,962.70)</b>
<b>Capital &amp; Net debt (C = A+B)</b>	<b>(785.99)</b>	<b>2,238.90</b>
<b>Gearing Ratio (A / C)</b>	<b>-21.59%</b>	<b>187.66%</b>

The Company monitors capital using a gearing ratio, which is Net Debt divided by Total Capital plus Net Debt. Net Debt is calculated as total borrowings including short term and current maturities of long term debt.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

50 Fair Value of Financial Assets & Liabilities

	As at March 31, 2023		As at March 31, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>A. Financial Assets</b>				
<b>(i) At fair value through statement of Profit &amp; Loss</b>				
Investments				
a) IDBI Shares	1.30	1.30	1.23	1.23
b) Trade Receivables	2,572.20	2,572.20	3,246.68	3,246.68
<b>Total</b>	<b>2,573.50</b>	<b>2,573.50</b>	<b>3,247.91</b>	<b>3,247.91</b>
<b>B. Financial Liabilities</b>				
<b>(i) At fair value through statement of Profit &amp; Loss</b>				
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Fair Valuation Techniques

1. Fair Value of Investments in quoted shares are based on the prevailing market price at the reporting date.
2. Fair Value of Trade receivables is derived after considering the expected losses of these receivables.

51 Other Comprehensive Income (OCI )

The disaggregation of changes to OCI by each type of reserves in equity is shown below

	Retained Earnings	
	As at March 31, 2023	As at March 31, 2022
Remeasurement gains/(Losses) on defined benefit plans	1.81	5.13
Tax Impact on Remeasurement gains/(Losses) on defined benefit plans	(0.45)	(1.29)
	<b>1.35</b>	<b>3.84</b>



**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

Unit	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)

**52 Cost of Material Consumed**

Chemicals		366.52	409.90
Dyes		165.03	180.27
Yarn & Fabric	Kgs	1,086,453	4,973.51
	Pcs	-	-
Garment	Pcs	159,688	512.08
Other Raw Materials		26.26	489,846
Stores & Spares		314.53	443.76
Packing Materials		78.38	64.31
		<u>6,436.32</u>	404.91
			<u>78.72</u>
			<u><b>7,494.41</b></u>

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	%	Amount (Rs. in Lakhs)	%	Amount (Rs. in Lakhs)
Imported	-	-	-	-
Indigenous	100.00	6,436.32	100.00	7,494.41
	<b>100.00</b>	<b>6,436.32</b>	<b>100.00</b>	<b>7,494.41</b>

Notes:

(a) The above details of consumption consists of Raw materials which are consumed directly for manufacture of finished products and also other items which are indirectly related to manufacture of finished products, i.e. stores, spares and packing materials.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

	As at 01st April, 2022		As at 01st April, 2021		
	Quantity (Rs. in Lakhs)	Amount	Quantity (Rs. in Lakhs)	Amount	
<b>53 Opening Stock</b>					
1. Yarn	Kgs	20,084	53.78	28,069	64.10
2. Grey fabric	Kgs	9,516	26.35	6,396	16.42
3. Chemicals			22.79		21.50
4. Stores, Spares & Other items			74.50		76.91
5. Packing Materials			14.87		9.11
6. Dyes			19.76		13.28
7. Stock in trade	Kgs Pcs	- -	- -	- -	- -
8. Work in Progress	Kgs Pcs	16,974 129,404	59.42 194.99	12,121 49,971	42.63 4.28
9. Finished Goods					
Finished Goods	Kgs	61,347	266.29	40,540	120.60
Fabric					
Finished Goods	Pcs	496,876	1,836.06	590,636	3,565.84
Garments					
			<b>2,568.81</b>		<b>3,934.67</b>



**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Quantity	Amount (Rs. in Lakhs)	Quantity	Amount (Rs. in Lakhs)
<b>55 Sales</b>				
1. Processed Fabric	Kgs	2,123,533	1,916,143	6,288.22
2. Ready Made Garments	Pcs	-	-	-
	Pcs	1,372,152	1,459,810	3,533.06
3. Garments & Apparels (Suditi Design & Suditi Sports)	Pcs	148,373	349,113	753.06
4. Trading Sales - Fabric & Others	Mtrs	-	-	-
		<u><u>10,441.33</u></u>		<u><u>10,574.34</u></u>

Note: Sales figures are in gross inclusive of Intercompany Sales. Sale of Processed Fabric includes Fabrics sourced from outside.

**56 Purchases of Stock-in-Trade**

1. Purchases - Fabric & Others	Mtrs	-	-	-
		<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

**57 CIF Value of Imports**

Components and Spare Parts	-	-
Capital Goods	-	45.72

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Quantity	Amount	Quantity	Amount
	(Rs. in Lakhs)		(Rs. in Lakhs)	

**58 Expenditure in Foreign Currency**

Travelling		-		-
Others		61.88		-

**59 Earnings in Foreign Exchange**

FOB Value of Exports		-		-
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**60 Forward Contracts and Unhedged Foreign Currency Outstanding Balances**

The company has not executed any forward contract for hedging exchange rate risk; the outstanding unhedged foreign currency balances as on 31st March, 2021 are as under:

(a) The foreign currency outstanding balances that have not been hedged by any derivative instrument or otherwise as at the Balance Sheet date are as follows:

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Amount in Foreign Currency	Amount in Rupees	Amount in Foreign Currency	Amount in Rupees
	Receivables US Dollar	-	-	-
Payables #	-	-	-	-

# There is no amount payable in foreign currency which was outstanding as on 31st March, 2023.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**61 Employee Benefits**

**Gratuity:**

The Company has a defined benefit gratuity plan governed by the Payments of Gratuity Act, 1972. Every employee who has completed five years or more of services is eligible for gratuity on separation at 15 days salary (last drawn salary) for each completed year of service. The Company has formed a Gratuity Trust to which contribution is made and an insurance policy is taken by the trust, which is a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset. The Company makes a provision of unfunded liability based on actuarial valuation in the Balance Sheet as part of employee cost.

The company has classified various employee benefits as under:

**(A) Defined Contribution Plans**

The company has recognised the following amounts in the Statement of Profit and Loss for the year:

	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
	<b>Amount (Rs. in Lakhs)</b>	<b>Amount (Rs. in Lakhs)</b>
(i) Contribution to Provident Fund	15.38	14.63
(ii) Contribution to Employees' State Insurance Scheme	3.25	2.71

(B) Defined Benefit Plan

Valuation in respect of Gratuity has been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions:

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
(a) Discount Rate	7.45%	7.45%	6.96%	6.96%
(b) Salary Increase	5.00%	5.00%	5.00%	5.00%

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)
(a) Opening Present Value of Obligation	25.96	90.82	19.47	79.29
(b) Interest Cost	1.54	5.48	1.03	4.51
(c) Past Service Cost	-	-	-	-
(d) Current Service Cost	9.18	15.15	8.44	11.75
(e) Benefits Paid	(6.26)	-17.90	(0.88)	-
(f) Actuarial (Gain)/Loss	(8.42)	(1.76)	(2.09)	(4.73)

(i) Changes in the Present Value of Obligation

(g) Closing Present Value of Obligation	22.00	91.79	25.96	90.82
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(ii) Changes in the Fair Value of Plan Assets

(a) Opening Fair Value of Plan Assets	-	47.94	-	44.66
(b) Expected Return on Plan Assets	-	3.34	-	2.88
(c) Actuarial Gain/(Loss)	-	0.05	-	0.41
(d) Employers' Contributions	-	-	-	-
(e) Benefits Paid	-	(14)	-	-
(f) Closing Fair Value of Plan Assets	-	37.72	-	47.94

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)	Leave Encashment Amount (Rs. in Lakhs)	Gratuity Amount (Rs. in Lakhs)

(iii) Amount recognised in the Balance Sheet

(a) Present Value of Obligation as at the year end	22.00	91.79	25.96	90.82
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(b) Fair Value of Plan Assets as at the year end	-	37.72	-	47.94
(c) (Asset)/Liability recognised in the Balance Sheet	22.00	54.07	25.96	42.88

	For the year ended 31st March, 2023		For the year ended 31st March, 2022	
	Leave Encashment Amount	Gratuity Amount	Leave Encashment Amount	Gratuity Amount
	(Rs. in Lakhs)	(Rs. in Lakhs)	(Rs. in Lakhs)	(Rs. in Lakhs)

(iv) Expenses recognised in the Statement of Profit and Loss

(a) Current Service Cost	9.18	15.15	8.44	11.75
(b) Past Service Cost	-	-	-	-
(c) Interest Cost	1.54	5.48	1.03	4.51
(d) Expected Return on Plan Assets	-	(3.34)	-	(2.88)
(e) Net Actuarial (Gain)/Loss	(8.42)	-	(2.09)	-

Total  
Expenses  
recognised  
in the  
Statement  
of Profit  
and Loss

	2.30	17.30	7.38	13.38
	<b>For the year ended</b>		<b>For the year ended</b>	
	<b>31st March, 2023</b>		<b>31st March, 2022</b>	
Leave Encashment	Amount	Gratuity Amount	Leave Encashment	Gratuity Amount
	(Rs. in Lakhs)	(Rs. in Lakhs)	(Rs. in Lakhs)	(Rs. in Lakhs)

(v) Amount recognised in other Comprehensive Income

(a) Actuarial (Gain) / Loss due to Demographi c Assumption changes in DBO	-	-	-	-
(b) Actuarial (Gain) / Loss due to Financial Assumption changes in DBO	-	(2.55)	-	(0.90)
(c) Actuarial (Gain) / Loss due to Experience on DBO	-	0.79	-	(3.82)

(d) Return on Plan Assets (Greater) / Less than Discount rate	-	(0.05)	-	(0.41)
(e) Changes in asset ceiling/onerous liability (excluding interest income)	-	-	-	-
(f) Total Actuarial (Gain)/Loss included in OCI	-	(1.81)	-	(5.13)

NOTE:

- i. Leave Encashment liability is determined by an independent actuary and relevant provisions are made in the books of account. The payment towards the liability is made by the company as and when the employee becomes eligible to claim the encashment.
- ii. The liability towards gratuity is determined by an independent actuary and the relevant amounts towards gratuity liability is paid by the company to the "Suditi Employees Group Gratuity Trust". The said Trust administers the scheme.

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

62 Related Party Disclosures

The Disclosures of Transaction with the related parties as defined in the Accounting Standard are as follows:

**Name of Related Parties & their Relationship**

**1 Key Management Personnel**

a. Mr. Pawan Agarwal - Chairman

a1. Relatives of Key Management Personnel:

1. Mr. Rajendra Agarwal (Brother)
2. Mrs. Pramila Agarwal (Sister-in-law of Pawan Agarwal)
3. Mrs. Shalini Agarwal (Wife of Pawan Agarwal)
4. Mrs. Archana Agarwal (Wife of Rajendra Agarwal)
5. Mr. Harsh Agarwal (Son of Pawan Agarwal)
6. Mr. Tanay Agarwal (Son of Pawan Agarwal)
7. Mr. Tanuj Agarwal (Son of Pawan Agarwal)

a2. Enterprises under Common control of the Promoters

1. Intime Knits Pvt. Ltd.
2. Black Gold Leasing Pvt. Ltd.
3. R. Pyarellal Pvt. Ltd.
4. Suditi Design Studio Ltd.
5. Suditi Sports Apparels Ltd.
6. SAA & Suditi Retail Pvt. Ltd.
7. SK BLR Knits and Apparel Pvt. Ltd.

b. Mr. Rajagopal Raja Chinraj - Wholetime Director  
(Not related to Promoter/Promoter Group)

b1. Relatives of Key Management Personnel:

1. Mrs. Anita Chinraj (Wife of Rajagopal Raja Chinraj)

b2. Enterprises under Common control of the Wholetime Director

1. Chendur Dress Manufacturers Pvt. Ltd.
2. Chendur Enterprises
3. Chendur Inc.
4. Ve Laxmi Exim LLP

c. Mr. H. Gopalkrishnan - Company Secretary

c1. Relationship - Not related to Promoter or any Director

c2. Enterprises - Nil

**2 Terms and conditions of transactions with related parties**

The sales to and purchase from related parties are made in the ordinary course of business and on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

**3 Disclosure of transactions between the company and related parties**

	Amount (Rs. in Lakhs)	
	For year ended March 2023	For year ended March 2022
a) Key Management Personnel - Remuneration		
1 Shri Rajagopal Raja Chinraj	19.69	19.63
2 Shri H. Gopalkrishnan	14.18	13.93
	<b>33.87</b>	<b>33.56</b>

Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended

b) Transactions with related parties:

Suditi Industries Limited

Amount (Rs. in Lakhs)

Description	Joint Ventures		Relatives of KMPs		Entities in which a director or his/her relative is a member or director	
	For year ended March 2023	For year ended March 2022	For year ended March 2023	For year ended March 2022	For year ended March 2023	For year ended March 2022
<b>a) Sale of Goods/Related Services</b>						
1 Intime Knits Pvt. Ltd.					783.43	699.71
2 SK BLR Knits and Apparel Pvt. Ltd.					0.48	-
3 SAA & Suditi Retail Pvt. Ltd.	1.01	2.54				
4 Black Gold Leasing Pvt. Ltd.					-	-
5 Chendur Dress Manufacturers Pvt. Ltd.					19.56	48.27
<b>b) Purchase of Goods</b>						
1 Intime Knits Pvt. Ltd.					0.62	1.30
2 SK BLR Knits and Apparel Pvt. Ltd.					-	-
3 R. Piyarellal Pvt. Ltd.					-	-
4 Chendur Dress Manufacturers Pvt. Ltd.					-	1.49
5 SAA & Suditi Retail Pvt. Ltd.	2.44	-				
6 Black Gold Leasing Pvt. Ltd.					-	7.50
<b>c) Expenses towards Services received</b>						
1 Intime Knits Pvt. Ltd.					-	0.41
2 Black Gold Leasing Pvt. Ltd.					230.27	546.35
3 R. Piyarellal Pvt. Ltd.					3.07	1.86
4 SK BLR Knits and Apparel Pvt. Ltd.					-	0.88
5 Chendur Dress Manufacturers Pvt. Ltd.					25.99	31.99

	6	Chendur Enterprises					6.03	6.52
	7	Chendur Inc.					5.96	5.96
	8	Ve Laxmi Exim LLP					7.78	7.78
	9	SAA & Suditi Retail Pvt. Ltd.	-	-				
	10	Mr. Harsh Pawan Agarwal			31.41	22.96		
<b>d)</b>	<b>Balance Outstanding as at the year end</b>							
	1	SK BLR Knits and Apparel Pvt. Ltd.					-	2.07
	2	Intime Knits Pvt. Ltd. (Net Receivable)					-	-
	3	Intime Knits Pvt. Ltd. (Net Payable)					719.20	1,297.97
	4	Black Gold Leasing Pvt. Ltd. (Deposits)					-	303.81
	5	Black Gold Leasing Pvt. Ltd. (Payable)					211.42	16.89
	6	Black Gold Leasing Pvt. Ltd. (Receivable)					47.76	47.76
	7	R. Piyarellal Pvt. Ltd. (Payable)					27.17	24.90
	8	SAA & Suditi Retail Pvt. Ltd. (Receivable)	528.92	716.62				
	9	Chendur Dress Manufacturers Pvt. Ltd.					46.79	38.48
	10	Chendur Dress Manufacturers Pvt. Ltd.					35.23	20.31
	11	Chendur Enterprises (Receivable)					2.45	-
	12	Chendur Enterprises (Payable)					3.51	2.00
	13	Chendur Inc. (Payable)					3.47	1.99
	14	Ve Laxmi Exim LLP (Payable)					4.54	2.59
<b>e)</b>	<b>Loan Taken</b>							
	1	Black Gold Leasing Pvt. Ltd. (Unsecured)					-	450.00
	2	Shri Pawan Agarwal (Unsecured Loan)					-	750.00

The figures are re-grouped / re-arranged and re-classified wherever necessary.

## Related parties of Subsidiaries

### Suditi Design Studio Ltd.

Amount (Rs. in Lakhs)

Description		Joint Ventures		Relatives of		Entities in which a director			
		For	year	For	year	For	year	For	year
<b>a)</b>	<b>Sale of Goods/Related Services</b>								
	1	Intime Knits Pvt. Ltd.					-	-	
	2	Suditi Sports Apparel Ltd.					6.59		
	3	SAA & Suditi Retail Pvt. Ltd.					-	-	
<b>b)</b>	<b>Purchase of Goods</b>								
	1	SAA & Suditi Retail Pvt. Ltd.					-	-	
<b>c)</b>	<b>Expenses towards Services received</b>								
	1	Intime Knits Pvt. Ltd.					-	-	
	2	R. Piyarellal Pvt. Ltd.					-	-	
	3	SAA & Suditi Retail Pvt. Ltd.					-	-	
<b>d)</b>	<b>Balance Outstanding as at the year end</b>								
	1	Intime Knits Pvt. Ltd. (Net Payable)					127.41	127.41	
	2	Black Gold Leasing Pvt. Ltd. (Payable)					-	-	
	3	R. Piyarellal Pvt. Ltd. (Payable)					23.47	23.47	
	4	Suditi Sports Apparel Ltd. (Receivable)					6.59	0.00	
	5	SAA & Suditi Retail Pvt. Ltd. (Payable)					40.93	40.88	

**Suditi Sports Apparel Ltd.**

**Amount (Rs. in Lakhs)**

Description		Joint Ventures		Relatives of		Entities in which a director	
		For year	For year	For year	For year	For year	For year
<b>a)</b>	<b>Sale of Goods/Related Services</b>						
1	Intime Knits Pvt. Ltd.					-	7.37
<b>b)</b>	<b>Purchase of Goods</b>						
1	Black Gold Leasing Pvt. Ltd. *					-	(4.83)
2	Suditi Design Studio Ltd.					6.59	-
3	SAA & Suditi Retail Pvt. Ltd.					13.00	-
<b>c)</b>	<b>Expenses towards Services received</b>						
1	Intime Knits Pvt. Ltd.					-	-
2	R. Piyarellal Pvt. Ltd.					6.43	-
3	SAA & Suditi Retail Pvt. Ltd.					-	-
<b>d)</b>	<b>Balance Outstanding as at the year end</b>						
1	Black Gold Leasing Pvt. Ltd. (Payable)					-	-
2	Black Gold Leasing Pvt. Ltd. (Receivable)					8.91	8.91
3	Suditi Design Studio Ltd. (Payable)					6.59	-
4	SAA & Suditi Retail Pvt. Ltd. (Receivable)					0.00	0.00
5	SAA & Suditi Retail Pvt. Ltd. (Payable)					26.66	14.89
6	R. Piyarellal Pvt. Ltd. (Payable)					11.92	5.48
7	Intime Knits Pvt. Ltd. (Net Payable)					231.01	61.51

\* Purchase of Goods is negative on account of return of goods.



**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**63 Leases**

The company recognizes all the Lease agreements including Leave & License Agreements executed for tenure which is more than one year as per the requirements under Ind AS 116 - Leases.

In terms of the provisions of Ind AS 116, the Lease Liability is determined as the present value of lease rentals over the period discounted at the effective interest rate applicable to the Company. An equal amount has been recognised under the head "Property, Plant and Equipment" as a 'Right to Use Asset'. This Right to Use Asset will be depreciated over the period of lease and the lease liability is reduced by accounting the monthly lease payments.

i) Lease liabilities are presented in the balance sheet is as follows:

	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Current maturities of lease liabilities (Refer note 37)	59.85	-
Non-current lease liabilities (Refer note 32)	744.61	-
<b>Total</b>	<b>804.46</b>	<b>-</b>

ii) The recognised right of use assets relate to land, buildings and plant and equipments as at 31 March 2023 and 31 March 2022:

	<b>For the year ended 31st March, 2023</b>	<b>For the year ended 31st March, 2022</b>
Right of use assets - land, buildings and plant and equipments		
Balance at the beginning of the year	-	-
Additions for the year (Refer note 19)	838.53	-
Amortisation charge for the year (Refer note 19)	(48.23)	-
<b>Balance at the end of the year</b>	<b>790.31</b>	<b>-</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**64 Earnings per Share**

Basic earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. Diluted earnings per share has been calculated by dividing profit for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless they have been issued at a later date. Dilutive potential equity shares that have been converted in to equity shares during the year are included in the calculation of diluted earnings per share from the beginning of the year to the date of conversion and from the date of conversion, the resulting equity shares are included in computing both basic and diluted earnings per share. Earnings per Share has been computed as under:

	<u>For the year ended 31st March, 2023</u>	<u>For the year ended 31st March, 2022</u>
Profit/(Loss) for the year: Amount (Rs. in Lakhs)	<u>(1,756.38)</u>	<u>(3,501.03)</u>
Weighted average number of Shares for Basic Earnings per Share	26,367,291	17,554,123
Add: Effect of Dilutive Potential Shares (Share Warrants)	-	-
Add: Effect of Dilutive Potential Shares (Employee Stock Options)	-	-
Add: Effect of Dilutive Fully Convertible Debentures	-	-
Weighted average number of Shares for Diluted Earnings per Share	<u>26,367,291</u>	<u>17,554,123</u>
Earnings per Share (Rs. per Equity Share of Rs. 10 each)		
Basic	(6.66)	(19.94)
Diluted	(6.66)	(19.94)

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

	<u>As at 31st March, 2023</u> Amount (Rs. in Lakhs)	<u>As at 31st March, 2022</u> Amount (Rs. in Lakhs)
<b>65 Contingent Liabilities</b>		
(i) Sales tax/ CST / VAT matters	-	177.21
(ii) Excise matters	32.09	32.09
(iii) Professional Tax	-	20.06
(iv) Local Body Tax	41.51	76.18
	<u>73.60</u>	<u>305.54</u>

**Note:**

- (i) Future cash outflows in respect of (a)(ii) and a(iv) above is determinable only on receipt of judgments/decisions pending with various authorities/forums and/or final outcome of the matters. Accordingly, no provision in the accounts has been made as management is confident that these matters would be decided in the company's favour.
- (ii) The aforesaid amount referred to in (a)(i) above is inclusive of interest and other penalties/levies.
- (iii) There is a claim of Rs.2,77,496/- against Suditi Design Studio Limited by a MSME which the Company does not acknowledge as debt.

**Capital Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (Previous year Rs. Nil).

## **Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

### **66 Segment Reporting**

The Company is primarily in the business of manufacturing and sales of textile products (i.e., Fabrics and Garments). The Chief Operating Decision Maker (CODM), the Chairman & Managing Director, performs a detailed review of the operating results, takes decisions about the allocation of resources based on the analysis of the various performance indicators of the Company as a whole. Therefore, there is only one operating segment in accordance with Ind AS 108 "Operating Segments" namely, "Textiles".

**67** The Company can exercise the option permitted under Section 115 BAA of the Income Tax Act, 1961 as promulgated by the Taxation Laws (Amendment) Ordinance, 2019. Section 115BAA states that domestic companies have the option to pay tax at a rate of 22% plus sc of 10% and cess of 4%. The Effective Tax rate being 25.17% from the FY 2020-21 (AY 2021-22) onwards if such domestic companies adhere to certain condition and do not avail any exemptions/incentives under different provisions of income tax like Claiming a set-off of any loss carried forward or depreciation from earlier years, if such losses were incurred in respect of the aforementioned deductions. Since the Company has incurred losses the need for making any provision for Income Tax does not arise for F.Y. 2022-23.

**68** As per provisions of Section 135 of the Companies Act 2013, the company needs to compute its obligations under Corporate Social Responsibility (CSR). Due to the continued losses made by the company in the last 2 years, there is no obligation towards CSR. The matters pertaining to the prior years are stated below :

i) The obligation towards CSR for FY 2018-19 was determined at Rs.9.51 lakhs which has remained unspent. In terms of the regulatory provisions prevailing at that time, the said amount was not required to be deposited in a specified bank account & was allowed to be utilised at a future date.

ii) The obligation towards CSR for FY 2019-20 was determined at Rs.7.19 lakhs. The company spent an amount of Rs.9.75 lakhs through donation to a specified organisation. The excess amount of Rs.2.56 lakhs has been carried forward to be set off against future obligations.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

- 69** During the year 2019-20, the Company had received a refund in bank of Rs.30,83,919/- consequent upon receiving a favorable judgement from the Appellate Tribunal. Subsequently, the Excise Assistant Commissioner (Refund) Central Excise - Belapur division has issued an order directing the Company to refund the Cash amount and to receive equivalent CENVAT credit for future setoff. The Company has filed an appeal against the said order with the Commissioner (Appeals). The Excise Commissioner passed an Order in favour of the Department against which the Company has filed an appeal with the Appellate authorities. There is no further development in the matter. The Management strongly believes that the final outcome of the Tribunal will be in the favour of the Company.
- 70** Physical verification of inventory was conducted by the Internal Auditor (an external Chartered Accountant firm appointed by the company) alongwith a team member of the Statutory Auditors on a periodically basis. Each item was physically examined in the presence of the company's team and any difference or variation was rectified on the spot. Only unresolved items are listed out and discussed separately with the Chief Executive Officer of the company. The report was presented before the Audit committee and also commended to the Board for noting.
- 71** a) During the year the company has valued the remaining slow moving/unsaleable inventory at the best realizable value and accordingly has written down the value of the retail division finished goods inventory by Rs.514.33 lakhs. Accordingly, the company has passed necessary entries in the books. b) The Company has written off bad debts/un-realizable amounts amounting to Rs.456.79 lakhs & Rs.0.34 lakhs in Subsidiary - Suditi Sports Apparel Ltd. c) The Company has made a provision for probable estimated credit loss of Rs.306.95 lakhs & Rs.247.30 in Subsidiary - Suditi Design Studio Ltd. as required under Ind AS 109. Further, the company had provided Rs.627.50 lakhs for the bad and doubtful debts till the year 2021-22 which has now been written off during the year.
- 72** Credit loss is calculated on the basis of actual outstanding receivables based on the age wise analysis and also based on the past three year's average. Accordingly a certain specified percentage of the amount arrived based on the three years average is computed and provided in the books. As per the prevailing trend and past experience the computed amount has been provided in the books.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

- 73** The subsidiary company, M/s. Suditi Sports Apparel Limited, is operating mainly through online shopping platform as its main source of business in the garment and apparel industry related to the sport/ sports related activities. The company focuses mainly to expand the present licentiate arrangements to enhance the scope of the business. The company has reported losses amounting to Rs.298.71 Lakhs for the year 2022-23. Based on the future prospects, the management continues the policy adopted previously to consider the company as a going concern.
- 74** The other subsidiary M/s. Suditi Design Studio Limited has not been able to record adequate sales business due to the severe impact of the COVID 19 pandemic. Since the net worth of the company is completely eroded due to the losses, the scope for any immediate revival is a remote possibility at this point of time. Considering these matters, the holding company has made the subsidiary company as a wholly owned subsidiary by acquiring the remaining 1.15% equity from the promoters of the subsidiary at face value amounting to Rs.1 lakh. Accordingly, the management has decided to continue to offer every possible support and considered it appropriate to continue the company as a going concern.
- 75** The joint venture company M/s. SAA & Suditi Retail Pvt. Ltd. has prepared the financial results on a going concern as the brand “Nush” is supported by the company promoted by the celebrity actresses Ms. Anushka Sharma and her family and also M/s. Suditi Industries Limited an established quality fabric and garment manufacturer. The company has already written off the probable losses on account depletion in the value of the inventory and accordingly no further losses are anticipated. The management has taken into account all these factors including the support available to the joint venture and since the present conditions are temporary in nature, the management is confident of turning the corner. It has decided to defer the decision to assess the status of the going concern for the year 2022-23 barring any unforeseen situations.

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**76 Additional regulatory information not disclosed elsewhere in the financial information**

- (a) The Company did not hold any benami property during the year.
- (b) The Company has not been declared as a wilful defaulter by any bank or financial Institution or other lender.
- (c) The Company did not have any transactions with struck off companies during the year under Section 248 or 560 of the Companies Act, 2013.
- (d) No loans/advances were given to promoters, directors, KMPs & other related parties that were payable on demand or without specifying any terms & conditions.
- (e) Neither any charges were created on the assets of the company during the year with the Registrar of companies nor was satisfaction of any charge pending beyond the stipulated period.
- (f) The Company did not deal in any manner whatsoever with crypto currency/virtual currency during the year.
- (g) The Company has not advanced/loaned/invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding (whether recorded in writing or otherwise) 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 has not received funds from any other 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 to or on behalf of the Ultimate Beneficiaries
  
- (i) The Company neither declared nor paid any Dividend during the financial year. Hence, disclosure under provisions of Section 123 are not applicable.
  
- (j) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 such as search, survey or any other provisions of the Income Tax Act, 1961.
  
- (k) The Company has used borrowings from Banks and Financial Institutions for the specific purpose for which it was obtained.
  
- (l) Quarterly returns or statements of current assets filed by the Company with Banks or Financial Institutions are in agreement with the books of accounts.
  
- (m) The title deeds of all immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work in process are held in the name of the Company as at the Balance Sheet date.
  
- (n) The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
  
- (o) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.



Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023

77 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associates / Joint Ventures.

Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. in Lakhs)	As % of consolidated profit or loss	Amount (Rs. in Lakhs)	As % of consolidated other comprehensive income	Amount (Rs. in Lakhs)	As % of total comprehensive income	Amount (Rs. in Lakhs)
1	2	3	4	5	6	7	8	9
<b>Parent:</b>								
Suditi Industries Limited	631.19%	1,380.52	64.49%	(1,053.33)	838.84%	11.34	63.31%	(1,041.99)
<b>Subsidiaries:</b>								
<b>Indian:</b>								
1. Suditi Sports Apparel Limited	(49.10%)	(107.38)	17.68%	(288.72)	(7.39)	(9.99)	18.15%	(298.71)
2. Suditi Design Studio Limited	(367.97%)	(804.81)	18.69%	(305.23)	-	-	18.54%	(305.23)
<b>Foreign:</b>								
Minority Interests in all subsidiaries	(19.48%)	(42.60)	(7.32%)	119.48	-	-	-	-
<b>Associates</b> (Investment as per the equity method)								
<b>Indian</b>								
1.	-	-	-	-				
2.	-	-	-	-				
3.	-	-	-	-				
<b>Foreign:</b>								
1.	-	-	-	-				
2.	-	-	-	-				
3.	-	-	-	-				
<b>Joint Ventures</b> (as per proportionate consolidation/investment as per the equity method)								
<b>Indian</b>								
1. SAA & Suditi Retail Pvt. Ltd.	-	-	6.76%	(110.45)	-	-	-	-
2.	-	-	-	-				
3.	-	-	-	-				
<b>Foreign:</b>								
1.	-	-	-	-				
2.	-	-	-	-				
3.	-	-	-	-				
Eliminations	(94.64%)	(207.00)	(0.31%)	5.00				
	<b>100.00%</b>	<b>218.72</b>	<b>100.00%</b>	<b>(1,633.25)</b>	<b>100.00%</b>	<b>1.35</b>	<b>100.00%</b>	<b>(1,645.93)</b>

**Summary of significant accounting policies and other explanatory information on the Consolidated Financial Statement for the year ended 31st March, 2023**

**78** The Financial results have been presented in accordance with the Division II of Schedule III to the Companies Act, 2013. Certain Balances of assets and liabilities as at March 31, 2023 have been regrouped/reclassified, wherever necessary, to comply with the amended Division II of Schedule III. Such reclassifications did not have a material impact on the financial results.

**79 Events after the reporting date**

No other adjusting or significant non-adjusting events has occurred between the reporting date (31st March, 2023) and the report release date (30th May, 2023).

**80** The previous period figures have been regrouped / reclassified, wherever necessary to conform to the current period presentation.

Signatures to Notes 1 to 80

The accompanying notes are an intergral part of the consolidated financial statements.

As per our report of even date attached

For and on behalf of the Board of Directors

sd/-

sd/-

**For Chaturvedi & Partners**

Chartered Accountants

(Firm Registration No.307068E)

**Pawan Agarwal**

Chairman

DIN: 00808731

**Vivek Gangwal**

Director

DIN: 01079807

sd/-

sd/-

sd/-

**Siddharth P Punamiya**

Partner

(Membership No.148540)

Mumbai, 30th May, 2023

**Rajagopal Raja Chinraj**

Executive Director & CEO

DIN: 00158832

**Krina Gala**

Director

DIN: 07040989

sd/-

**H.Gopalkrishnan**

Company Secretary

Navi Mumbai, 30th May, 2023

## BOOK POST



## BRANDS



If undelivered please return to :



**SUDITI INDUSTRIES LTD.**

FACTORY & ADMIN OFFICE  
C-3 B, MIDC, T.T.C. Industrial Area  
Pawane Village, Behind Savita Chemicals, Navi Mumbai - 400 705  
Tel.: +91 22 67368600/10  
Email : [cs@suditi.in](mailto:cs@suditi.in) Website : [www.suditi.in](http://www.suditi.in)