

YARN SYNDICATE LIMITED

CIN: L51109WB1946PLC013842

Regd. Office: 86/2/4, S N Banerjee Road, 1st Floor, Flat No. 2,
Kolkata – 700 014, West Bengal

E-mail id: ysl@yarnsyndicate.in

Date: 8th August, 2023

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

Dear Sir / Madam,

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

Ref: Security Id: YARNSYN / Code: 514378

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the 77th Annual General Meeting of the Company to be held on Thursday, 31st August, 2023 at 4:30 P.M. at the Registered Office of the Company.

Kindly take the same on your record and oblige us.

Thanking You.

For, Yarn Syndicate Limited

Ravi Pandya
Director
DIN: 09509086

YARN SYNDICATE LIMITED

77TH ANNUAL GENERAL MEETING

ANNUAL REPORT 2022-23

INDEX

Sr. No.	Particulars	Page No.
1.	Company Information	4
2.	Notice of Annual General Meeting	5
3.	Board's Report	34
3(1)	Annexure 1 – Management Discussion and Analysis Report	46
3(b)	Annexure 2 - Secretarial Audit Report	50
4.	Independent Auditor's Report	55
5.	Financial Statements for the Financial Year 2022-23	
5(a)	Balance Sheet	66
5(b)	Statement of Profit and Loss	67
5(c)	Cash Flow Statement	68
5(d)	Notes to Financial Statement	69

COMPANY INFORMATION

Board of Directors	1. Mr. Ravi Pandya : Non-Executive Director 2. Mr. Namichand Agrawal : Non-Executive Director 3. Mr. Nandish Jani : Independent Director 4. Ms. Nidhi Bansal : Independent Director
Audit Committee	1. Ms. Nidhi Bansal : Chairperson 2. Mr. Nandish Jani : Member 3. Mr. Ravi Pandya : Member
Nomination and Remuneration Committee	1. Ms. Nidhi Bansal : Chairperson 2. Mr. Nandish Jani : Member 3. Mr. Namichand Agrawal : Member
Stakeholders' Relationship Committee	1. Mr. Ravi Pandya : Chairman 2. Mr. Namichand Agrawal : Member 3. Ms. Nidhi Bansal : Member
Statutory Auditor	M/s. S. P. Sarda & Co., Chartered Accountants, Kolkata, West Bengal
Secretarial Auditor	M/s. Ekta Goswami & Associates, Company Secretaries, Kolkata
Share Transfer Agent	R&D Infotech Private Limited, 15/C Naresh Mitra Sarani Formerly Beltala Road Kolkata West Bengal – 700 026
Registered Office	86/2/4, S N Banerjee Road, 1 st Floor, Flat No. 2, Kolkata - 700 014

NOTICE OF THE 77TH ANNUAL GENERAL MEETING

Notice is hereby given that the 77th Annual General Meeting of the Shareholders of **Yarn Syndicate Limited** will be held on Thursday, 31st August, 2023 at 4:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses.

The Venue of Annual General Meeting (AGM) shall be deemed to be the Registered Office of the Company at 86/2/4, S N Banerjee Road, 1st Floor, Flat No. 2, Kolkata, West Bengal – 700 014.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 and Statement of Profit and Loss together with the notes forming part thereof and Cash Flow Statement for the financial year ended on that date, and the reports of the Board of Directors ("The Board") and Auditors thereon.**
- 2. To appoint Mr. Namichand Agrawal (DIN: 01541641), who retires by rotation and being eligible, offers himself for re-appointment.**

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

"RESOLVED THAT, Mr. Namichand Agrawal (DIN: 01541641), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

SPECIAL BUSINESS:

- 3. Appointment of Mr. Ravi Pandya (DIN: 09509086) as a Managing Director of the Company.**

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

"RESOLVED THAT, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions 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) read with Schedule V of the Companies Act, 2013 and applicable article of the Articles of Associations of the Company and subject to such consent(s), approval(s) and permission(s) as may be required in this regard subject to such condition as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and on the recommendation of the Nomination and Remuneration Committee and as agreed by the Board of Directors (herein after referred to as the Board which term shall, unless repugnant to the context by the Board in this behalf, be deemed to include the Nomination and Remuneration Committee), approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ravi Pandya (DIN: 09509086) as a Managing Director of the Company, for a term of 5 years not liable to retire by rotation with effect from 31st August, 2023 to 30th August, 2028 on the terms and conditions including the remuneration as set out in the Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment and / or remuneration, as may be acceptable to Mr. Ravi Pandya, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-

enactment(s) thereof.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. Appointment of Mr. Namichand Agrawal (DIN: 01541641) as a Non-Executive Director of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Namichand Agrawal (DIN: 01541641), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and Articles of Association of the Company, whose term of office expires in this General Meeting and who qualifies for being appointed as an Non-Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. Appointment of Mr. Nandish Jani (DIN: 09565657) as an Independent 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, in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nandish Jani (DIN: 09565657), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires in this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 13th February, 2023 to till the conclusion of 82nd Annual General Meeting of the Company to be held in the year 2028.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. Appointment of Ms. Nidhi Bansal (DIN: 09693120) as an Independent 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, in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Nidhi Bansal (DIN: 09693120), who was appointed as an Additional Director of the Company in terms of Section 161 of the Act and whose term of office expires in this Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 12th May, 2023 to till the conclusion of 82nd Annual General Meeting of the Company to be held in the year 2028.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. To approve Borrowing Limits under Section 180 (1) (C) of the Companies Act, 2013.

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

“RESOLVED THAT, pursuant to provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of Company be and is hereby accorded to the Board of Directors of the Company to borrow monies as and when required, from, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/entity/entities and/or authority/authorities and/or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from of financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 100 Crores (Rupees Hundred Crores Only) over and above the aggregate of the paid up capital of the Company and its free reserves at any time.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

8. To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of such undertakings.

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)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors for creation of Charge/mortgage/pledge/hypothecation/security in addition to existing charge/mortgage/pledge/hypothecation/security, in such form and manner and with such ranking and at such time and on such terms as the Board of Directors may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued/to be issued by the Company including deferred sales tax loans availed/to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s)/Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans/borrowings/debentures/securities/deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies), etc.”

“RESOLVED FURTHER THAT, the securities to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to finalize the documents for creating the aforesaid mortgages and/or charges and to do all such acts, things and matters as may be necessary for giving effect to the above resolution.”

9. Power under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT, pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force), as amended from time to time, 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 constituted to exercise its powers, including the powers conferred by this Resolution) to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise up to a sum of Rs. 100 Crores (Rupees Hundred Crores Only), notwithstanding that the aggregate of the loan, guarantee or security or investments so far given/provided/made or to be given/provided/made exceeds the limits/will exceed the limits laid down by the Act.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively “transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

10. Change of Registered Address 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 Section 12 and 13 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Regional Director) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to shift the Registered Office of the Company from 86/2/4, S N Banerjee Road, 1st Floor, Flat No. 2, Kolkata, West Bengal – 700 014, (in the State of West Bengal) to Shop No 128, Supermall-2, GH-0 Circle, Infocity Gandhinagar, Gujarat – 382 007, (in the State of Gujarat).”

“FURTHER RESOLVED THAT, the clause of registered office, being Clause 2. in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

2. The Registered Office of the Company will be situated in the State of Gujarat

“FURTHER RESOLVED THAT, any of the Directors of the Company be and is hereby authorized to take all necessary action in this regard such as making necessary application(s) to the Registrar of Companies, Regional Director, or any other person/authority(ies) as may be required under Companies Act, 2013 and/or any other act for actions, matters and deeds as he/she may consider necessary for effective implementation of this resolution and matters incidental thereto.”

11. Approval of the request received by Mr. Rishiraj Patodia for reclassification of his shareholding from 'Promoter / Promoter Group' to 'Public' Category.

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

"RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Rishiraj Patodia	Promoter	0	0

"RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force."

"RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited ("BSE") post member's approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited ("BSE") within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

12. Approval of the request received by Ms. Sheela Patodia for reclassification of her shareholding from 'Promoter / Promoter Group' to 'Public' Category.

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

"RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Sheela Patodia	Promoter	0	0

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

13. Approval of the request received by Mr. Anuj Patodia for reclassification of his shareholding from ‘Promoter / Promoter Group’ to ‘Public’ Category.

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

“RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Anuj Patodia	Promoter Group	2400	0.06

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading)

Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

14. Approval of the request received by Ms. Indu Poddar for reclassification of her shareholding from ‘Promoter / Promoter Group’ to ‘Public’ Category.

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

“RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Indu Poddar	Promoter Group	0	0

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

15. Approval of the request received by Ms. Jayanti Dalmia for reclassification of her shareholding from 'Promoter / Promoter Group' to 'Public' Category.

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

"RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Jayanti Dalmia	Promoter Group	0	0

"RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force."

"RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited ("BSE") post member's approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited ("BSE") within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

16. Approval of the request received by Mr. Manoj Kumar Patodia for reclassification of his shareholding from 'Promoter / Promoter Group' to 'Public' Category.

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

"RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to necessary approvals from the BSE Limited ("BSE") and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status

of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Manoj Kumar Patodia	Promoter Group	0	0

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

17. Approval of the request received by Ms. Nandita Patodia for reclassification of her shareholding from ‘Promoter / Promoter Group’ to ‘Public’ Category.

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

“RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Nandita Patodia	Promoter Group	0	0

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations

from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

18. Approval of the request received by M/s. Y S Exports Limited for reclassification of their shareholding from ‘Promoter / Promoter Group’ to ‘Public’ Category.

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

“RESOLVED THAT, pursuant to the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person / entity (hereinafter referred to as the 'Outgoing Person') from "Promoter / Promoter Group" category to the "Public" category shareholder of the Company.

Sr. No.	Name of the Outgoing Person	Category	No. of equity shares held	(%) Percentage of Shareholding / Voting Rights
1.	Y S Exports Limited	Promoter Group	0	0

“RESOLVED FURTHER THAT, upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.”

“RESOLVED FURTHER THAT, any director of the Company, be and is hereby authorised to intimate Stock Exchange i.e. BSE Limited (“BSE”) post member’s approval and to submit a reclassification application to the Stock Exchange i.e. BSE Limited (“BSE”) within the permitted time and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.”

19. Increase in Authorised Share Capital and Alteration of the Capital Clause in Memorandum of Association of the Company.

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

“RESOLVED THAT, pursuant to the provisions of Section 13, 61 read with Section 64, Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the Existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT, the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:

V. The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of the Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such necessary steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Registered Office:

86/2/4, S N Banerjee Road,
1st Floor, Flat No. 2, Kolkata,
West Bengal – 700 014

**By the Order of the Board of
Yarn Syndicate Limited**

Place: Kolkata
Date: 31st July, 2023

Sd/-
Ravi Pandya
Director
DIN: 09509086

Sd/-
Namichand Agrawal
Director
DIN: 01541641

NOTES:

1. The relevant statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The 77th Annual General Meeting (AGM) will be held on Thursday, 31st August, 2023 at 4:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020, MCA General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 and SEBI Circulars dated 12th May, 2021 and 15th January, 2021, Circular No. 02/2022 dated May 05, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 77th AGM shall be the Registered Office of the Company.
3. This AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.** Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM through VC. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to Email at ysl@yarnsyndicate.in and / or at info@accuratesecurities.com, a certified copy of the Board Resolution / authorization letter authorizing their representative to attend and vote on their behalf at AGM through E-voting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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 line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and Company Website i.e. www.yarnsyndicate.in respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
10. The Board of Directors has appointed Mr. Gaurav Bachani (Membership No: 61110 ACS, CP No: 22830), Ahmedabad, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote voting and e-voting process in fair and transparent manner.
11. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
12. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. BSE Limited and be made available on its website viz. www.bseindia.com.

13. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will be available on website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, Company Website i.e. www.yarnsyndicate.in and on the website of NSDL at <https://www.evoting.nsdl.com/>. **Annual Report will not be sent in physical form.**

14. Members of the Company holding shares, either in physical form or in Dematerialized form, as on 4th August, 2023 will receive Annual Report for the financial year 2022-23 through electronic mode only.
15. The Register of Members and Share Transfer Books will remain closed from 24th August, 2023 to 31st August, 2023 (both days inclusive) for the purpose of Annual General Meeting (AGM).
16. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address: R & D Infotech Private Limited, 15/C Naresh Mitra Sarani Formerly Beltala Road Kolkata, West Bengal – 700 026. Email id: rdinfotec@yahoo.com.
17. In terms of the provisions of Section 152 of the Act, Mr. Namichand Agrawal (DIN: 01541641), Director of the Company, who retires by rotation at this Annual General Meeting. Nomination

and Remuneration Committee and the Board of Directors of the Company re-commend his re-appointment.

Mr. Namichand Agrawal is interested in the Ordinary Resolutions set out at Item Nos. 2 and 4, of the Notice with regard to his re-appointment and change in designation from Additional Director to Director. The other relatives of Mr. Namichand Agrawal being shareholders of the Company may be deemed to be interested in the resolutions set out at Item Nos. 2 and 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Businesses set out under Item Nos. 2 and 4 of the Notice.

18. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address R & D Infotech Private Limited, 15/C Naresh Mitra Sarani Formerly Beltala Road Kolkata, West Bengal – 700 026. Email id: rdinfotec@yahoo.com.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/RTA.
20. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/traded only in dematerialized form with effect from 1st April, 2019, except in case of request received 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 holdings to dematerialize.
22. Members are requested to quote their Folio No. or DP ID/Client ID, in case shares are in physical/dematerialized form, as the case may be, in all correspondence with the Company/Registrar and Share Transfer Agent.
23. Details of Directors retiring by rotation/seeking appointment/re-appointment at this Meeting are provided in the "Annexure" to the Notice as per Regulation 26(4) and 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.
24. As the AGM is to be held through VC/OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of AGM through email on ysl@yarnsyndicate.in and/or at info@accuratesecurities.com. The same will be replied/made available by the Company suitably.

25. The business set out in the Notice of AGM will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
26. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
27. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
28. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
29. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
30. The Company has set 24th August, 2023 as the "Cut-off Date" for taking record of the shareholders of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing 'Seventy Seventh (77th) Annual General Meeting', for both E- Voting.

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

The remote e-voting period begins on Monday, 28th August, 2023 at 9:00 A.M. and ends on Wednesday, 30th August, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 24th August, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 24th August, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held 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 options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful

	authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-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.

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022 – 2305 8542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

		IN300***12*****.
	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csgauravbachani@gmail.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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 ysl@yarnsyndicate.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 (ysl@yarnsyndicate.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 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 link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 (ysl@yarnsyndicate.in). The same will be replied by the company suitably.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors of the Company at its meeting held on 31st July, 2023 approved the appointment of Mr. Ravi Pandya as the Managing Director of the Company with effect from 31st August, 2023 subject to approval of shareholders in the Annual General Meeting to be held on 31st August, 2023, in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The main terms and conditions of his appointment and remuneration of Managing Director are as under:

I. Remuneration:

A. Salary:

The Managing Director shall be entitled to salary up to Rs. 1,00,000/- monthly. The Managing Director shall be entitled to reimbursement of expenses incurred by him in connection with the business of the Company.

As per the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, appointment of Managing Director shall require approval of the members in the Annual General Meeting.

Save and except, Mr. Ravi Pandya and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 3,

Item No. 4:

The Board of Directors pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company had appointed Mr. Namichand Agrawal as an Additional Director with effect from 7th July, 2023. Mr. Namichand Agrawal is a Non-Executive Director on the Board of the Company.

Mr. Namichand Agrawal possesses appropriate skills, experience and knowledge in the field of Finance Management, Business Operations, Project Management and Contract Management. Brief resume of Mr. Namichand Agrawal nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Mr. Namichand Agrawal fulfils the conditions specified in the Act and rules made thereunder for his appointment as a Non-Executive Director of the Company.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Namichand Agrawal as a Non-Executive Director.

Save and except Mr. Namichand Agrawal and his relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

Item No. 5:

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company had appointed Mr. Nandish Jani as an Additional Independent Director with effect from 13th February, 2023. Mr. Nandish Jani is appointed as an Independent Director on the Board of the Company.

The Company has received a declaration from Mr. Nandish Jani that he meets with criteria of independence as prescribed under Section 149 of the Companies Act, 2013. Mr. Nandish Jani possesses appropriate skills, experience and knowledge in the field of Accounts and Taxation. Brief resume of Mr. Nandish Jani, nature of his expertise in specific functional areas and names of the Companies in which he holds directorships and memberships/chairperson of the Board/Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Mr. Nandish Jani fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company.

Keeping in view of his experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Nandish Jani as an Independent Director.

Save and except Mr. Nandish Jani and his relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6:

Pursuant to provisions of Section 161 of the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the Board of Directors of the Company had appointed Ms. Nidhi Bansal as an Additional Independent Director with effect from 12th May, 2023. Ms. Nidhi Bansal is appointed as an Independent Director on the Board of the Company.

The Company has received a declaration from Ms. Nidhi Bansal that she meets with criteria of independence as prescribed under Section 149 of the Companies Act, 2013. Ms. Nidhi Bansal possesses appropriate skills, experience and knowledge in the field of Corporate Governance and Corporate Laws. Brief resume of Ms. Nidhi Bansal, nature of her expertise in specific functional areas and names of the Companies in which she holds directorships and memberships/chairperson of the Board/Committees and shareholding are provided in the annexure to the explanatory statement attached herewith.

In the opinion of the Board, Ms. Nidhi Bansal fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company.

Keeping in view of her experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Nidhi Bansal as an Independent Director.

Save and except Ms. Nidhi Bansal and her relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

Item No. 7:

The Chairman informed the Board that as per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business, except with the approval of the Company accorded by a Special Resolution. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 180(1)(c) of the Companies Act, 2013.

The Company borrows funds from the Banks and Financial Institutions for its business and considering the growth of the business, the Board is of the opinion that the Company may require to borrow additional funds for both organic and inorganic growth. In view of the requirements of the increased borrowings requirement in future and to comply with the requirements of section 180(1)(c) or other applicable provisions of the Companies Act, 2013, the members of the Company shall pass a Special Resolution as set out at Item No. 7 of the Notice, to enable the Board of Directors to borrow in excess of the aggregate of the paid-up share capital and free reserves of the Company. Approval of the members is being sought to borrow the money upto Rs. 100 Crores (Rupees Hundred Crores Only) in excess of the aggregate of the paid-up share capital and free reserves of the Company, apart from temporary loans obtained from the Company's Bankers, etc. in the ordinary course of business.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of this Notice.

Item No. 8:

The Chairman informed the Board that as per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially whole of the undertaking of the Company. In view of the resolution relating to borrowing powers stated in Item No. 7, the Company may have to create further charges/mortgages in favour of the lenders. Since the invocation of security/mortgage by the lender may be regarded as a disposal of the undertaking by the Company in favour of the Institutions/Banks, it is necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 before creation of the said charges/mortgages.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of this Notice to enable to the Board of Directors to borrow money and create charges/mortgages to secure the borrowings as mentioned in Item No. 7 of this Notice.

Item No. 9:

The Chairman informed the Board that as per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for giving loan to any person or body corporate or giving guarantee or providing security in connection with a loan to any other person or body corporate or invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

As on date the aggregate amount of the investments in shares/debentures, loans and guarantee(s)/security(ies) made, given, or provided by the Company to other bodies corporate are within the limits provided in Section 186 of the Companies Act, 2013. However, looking to the future business requirements, the Board feels prudent and desirable to have ad-hoc limit up to which Board can give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/acquire the securities of anybody corporate by way of subscription/purchase or otherwise without further approval of Shareholders.

Therefore, the approval of the Members is being sought by way of a Special Resolution under Section 186 of the Act read with the Rules made thereunder, to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest/acquire the securities of any body corporate by way of subscription/purchase or otherwise, in excess of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Item No. 10:

Your Board of Directors analyse that the shifting of the registered office is in the best interest of the company, shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the Company. This shifting would provide administrative convenience. In connection to this, your Board of Directors has recommended in their Meeting held on 31st July, 2023, that the Registered Office of the Company shall be shifted from the State of West Bengal to the State of Gujarat, subject to approval of shareholders, Central Government, Companies or any other authority(ies) in this matter .

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, for shifting of Registered Office the Company requires to alter Memorandum of Association of the Company and also to obtain approval of the Shareholders by way of special resolution.

A copy of the Memorandum of Association after giving effect of the proposed amendments, will be available for inspection at the registered office of the Company on any working day excluding Saturday, Sunday and holidays during office hours from 10:00 A.M. to 6:00 P.M.

Your Board of Directors recommends passing the resolution(s) set out in Item No. 10 as a Special Resolution for shifting the registered office from the State of West Bengal to the State of Gujarat and for altering Clause II of the Memorandum of Association of Company.

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

Item Nos. 11 to 18:

The Company has received letters ("Request letters") dated 18th July, 2023 by the "Outgoing Persons" which are also members of the Promoter / Promoter Group of the Company, requesting for reclassification of their status from "Promoter / Promoter Group" Category to "Public" Category as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or as amended from time to time. Their current holding is given below:

Sr. No.	Name of the Outgoing Person	No. of Equity Shares held	(%) Percentage of Shareholding / Voting Rights
1.	Rishiraj Patodia	NIL	NIL
2.	Sheela Patodia	NIL	NIL
3.	Anuj Patodia	2400	0.06
4.	Indu Chandrakishore Poddar	NIL	NIL
5.	Jayanti Dalmia	NIL	NIL
6.	Manoj Kumar Patodia	NIL	NIL
7.	Nandita Patodia	NIL	NIL
8.	Y S Exports Limited	NIL	NIL

Vide Request Letters, the Outgoing Persons have informed that they are not directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are not involved in the day to day activities of the Company nor they are exercising any control over the affairs of the Company. Further, the Outgoing Persons have confirmed that they along with the person related to them (as defined under clause (pp) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018);

- I. do not, together, hold more than 10% (ten percent) of the total voting rights in the Company;
- II. do not exercise control over the affairs of the Company directly or indirectly;
- III. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- IV. are not represented on the board of directors of the Company (including through nominee director);
- V. are not acting as a Key Managerial Personnel in the Company;
- VI. are not 'wilful defaulters' as per the Reserve Bank of India Guidelines and
- VII. are not fugitive economic offenders.

Further, the Outgoing Persons have confirmed that subsequent to their reclassification, they will continue to comply with the provisions of Regulation 31A (4) of the Listing Regulations.

At their meeting held on 31st July, 2023, the Board of Directors of the Company noted that –

- A. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- B. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- C. The Company does not have outstanding dues to the SEBI, stock exchanges and depositories.

And after considering the confirmation and undertaking given in the Request Letters with respect to compliance with Regulation 31A of the Listing Regulations, accepted and approved the request received from Outgoing Persons for reclassifying their status as Public. Subsequent to the reclassification of the Outgoing Persons as mentioned in proposed Item Nos. 11 to 18, the shareholding of the Promoter and Promoter Group of the Company will be 0.06%.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'promoter / promoter group' category to 'public' category, *inter alia*, requires approval of shareholders of the Company by way of an ordinary resolution and also the approval of the Stock Exchange i.e. BSE Limited ("BSE"), where the equity shares of the Company are listed.

In accordance with the Listing Regulations, none of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item Nos. 11 to 18 of this notice.

Accordingly, the Board recommends the resolutions proposed in the Notice for the approval of Members by way of an Ordinary Resolution.

Item No. 19:

The Present Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the requirement and future business prospects, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,00,00,000/- (Rupees Twenty Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu in all respect with the existing Equity Shares of the Company. The proposed increase in Authorised Share Capital requires the approval of members in General Meeting.

Consequently upon increase in Authorised Share Capital, the Memorandum of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital.

The proposed resolution is in the interest of the Company and your Directors recommend the same for your approval.

Registered Office:

86/2/4, S N Banerjee Road,
1st Floor, Flat No. 2, Kolkata,
West Bengal – 700 014

**By the Order of the Board of
Yarn Syndicate Limited**

Place: Kolkata
Date: 31st July, 2023

**Sd/-
Ravi Pandya
Director
DIN: 09509086**

**Sd/-
Namichand Agrawal
Director
DIN: 01541641**

ANNEXURE

Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as director under Resolution Nos. 2, 3, 4, 5 and 6 is as under:

Name of the Director	Mr. Namichand Agrawal (DIN: 01541641)	Mr. Ravi Pandya (DIN: 09509086)	Mr. Nandish Jani (DIN: 09565657)	Ms. Nidhi Bansal (DIN: 09693120)
Date of Birth	22/06/1977	01/07/1984	04/10/1989	03/09/1992
Date of first Appointment on the Board	07/07/2023	12/05/2023	13/02/2023	12/05/2023
Qualifications	Graduate	Graduate	Graduate	Company Secretary
Experience/Brief Resume/Nature of expertise in specific functional areas	Expertise in field of Finance Management, Business Operations, Project Management and Contract Management	Expertise in formulating business strategies.	Expertise in field of Accounts and Taxation	Expertise in field of Corporate Governance and Corporate and other Laws
Terms and Conditions of Appointment along with remuneration sought to be paid	NA	For the term of 5 years i.e. from 31 st August, 2023 to 30 th August, 2028	For the term of 5 years i.e. 13 th February, 2023 to 12 th February, 2028	For the term of 5 years i.e. 12 th May, 2023 to 11 th May, 2028
Remuneration last drawn by such person, if any	-	-	-	-
No. of Shares held in the Company as on date	0.00	13,13,646	0.00	0.00
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se	N.A.	N.A.	N.A.	N.A.
Number of Meetings of the Board attended during the year	N.A.	N.A.	N.A.	N.A.
Directorship / Designated Partner in other Companies / LLPs	Brummels Fashions Private Limited	Ovatix Solutions Private Limited	1. Dipna Pharmachem Limited 2. Neurich Nutrifooods Private	Trans India House Impex Limited

			Limited 3. Magenta Lifecare Limited	
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	N.A.	N.A.	Dipna Pharmachem Limited	N.A.

DIRECTOR'S REPORT

To,
The Members,
Yarn Syndicate Limited

Your Directors hereby present the 77th Board's Report on the Business and Operations of the Company together with the Audited Financial Statements along with the Auditor's Report for the Financial Year ended on 31st March, 2023.

1. FINANCIAL RESULTS:

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

(Rs. in Lakhs)		
Particulars	Financial Year 2022-23	Financial Year 2021-22
Revenue from Operations	-	-
Other Income	2.94	59.59
Total Revenue	2.94	59.59
Total Expenses	19	19.26
Profit / Loss before Depreciation, Exceptional and Extra Ordinary Items and Tax Expenses	(16.07)	40.33
Less: Depreciation / Amortization / Impairment	-	-
Profit / Loss before Exceptional and Extra Ordinary Items and Tax Expenses	(16.07)	40.33
Less: Exceptional and Extra Ordinary Items	-	-
Profit / Loss before Tax Expenses	(16.07)	40.33
Less: Current Tax	-	-
Deferred Tax	-	-
Profit / Loss for the Period	(16.07)	40.33

2. OPERATIONS:

Total revenue from operations for Financial Year 2022-23 is Rs. 2.94 Lakhs compared to the total revenue from operations of Rs. 59.59 Lakhs of previous Financial Year. The Company has incurred Loss before tax for the Financial Year 2022-23 of Rs. (16.07) Lakhs as compared to Profit of Rs. 40.33 Lakhs of previous Financial Year. Net Loss after Tax for the Financial Year 2022-23 is Rs. (16.07) Lakhs as against Net Profit of Rs. 40.33 Lakhs of previous Financial Year. The Directors are continuously looking for the new avenues for future growth of the Company and expect more growth in the future period.

3. CHANGE IN NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business during the year under review.

4. WEBLINK OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the Company's website at www.yarnsyndicate.in.

5. SHARE CAPITAL:

A. AUTHORISED SHARE CAPITAL:

The authorized share capital of the Company as on 31st March, 2023 is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

B. PAID-UP SHARE CAPITAL:

The paid-up share capital of the Company as on 31st March, 2023 is Rs. 3,75,00,000/- (Rupees Three Crores Seventy-Five Lakhs Only) divided into 37,50,000 (Thirty-Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten Only).

6. DIVIDEND:

In view of losses, your directors do not recommend any dividend for the Financial Year 2022-23 (Previous year - Nil).

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund ("IEPF"). During the year under review, there was no unpaid or unclaimed dividend in the "Unpaid Dividend Account" lying for a period of seven years from the date of transfer of such unpaid dividend to the said account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund.

8. TRANSFER TO RESERVES:

The loss of the Company for the Financial Year ending on 31st March, 2023 is transferred to profit and loss account of the Company under Reserves and Surplus.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT:

There have been no material changes and commitments, which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

10. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There are no significant material orders passed by the Regulators or Courts or Tribunal, which would impact the going concern status of the Company and its future operation.

11. MEETINGS OF THE BOARD OF DIRECTORS:

The Directors of the Company met at regular intervals at least once in a quarter with the gap between two meetings not exceeding 120 days to take a view of the Company's policies and strategies apart from the Board Matters.

During the year under the review, the Board of Directors met 4 (Four) times viz. 25th May, 2022, 12th August, 2022, 14th November, 2022 and 30th January, 2023.

12. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134 (3)(c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- a. In the preparation of the Annual Accounts, for the year ended on 31st March, 2023 the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departure from the same;
- b. The Directors had 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 financial year and of the profit of the Company for the financial year ended on 31st March, 2023.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors had prepared the Annual Accounts on a going concern basis;
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively and
- f. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The provisions of section 135 of the Companies Act, 2013 is not applicable to your Company as the Company does not fall under the criteria limits mentioned in the said section of the Act.

Hence, the Company has not taken voluntary initiative towards any activity mentioned for Corporate Social Responsibility.

14. EXPLANATIONS / COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE:

i. Auditors' Report:

The observations of the Statutory Auditor, when read together with the relevant notes to the accounts and accounting policies are self-explanatory and do not calls for any further comment.

ii. Secretarial Auditor's Report:

The observation of the Secretarial Auditor, as per Secretarial Report i.e. MR-3 and do not calls for any further comment.

15. PARTICULARS OF LOANS, GUARANTEES, SECURITIES COVERED OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The details of loans, investment, guarantees and securities covered under the provisions of section 186 of the Companies Act, 2013 are provided in the financial statement.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All transactions to be entered by the Company with related parties will be in the ordinary - Course of business and on an arm's length basis. However, the Company has not entered into any related party transaction, as provided in Section 188 of the Companies Act, 2013, with the related party. Hence, Disclosure as required under Section 188 of the Companies Act, 2013 is not applicable to the Company.

17. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook as per **Annexure - 1**.

18. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has in place adequate internal financial controls with reference to financial statement across the organization. The same is subject to review periodically by the internal audit cell for its effectiveness. During the financial year, such controls were tested and no reportable material weaknesses in the design or operations were observed. The Statutory Auditors of the Company also test the effectiveness of Internal Financial Controls in accordance with the requisite standards prescribed by ICAI. Their expressed opinion forms part of the Independent Auditor's report.

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitized and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

During the year, no reportable material weakness was observed.

19. RESERVES & SURPLUS:

(Amount in Lakhs)		
Sr. No.	Particulars	Amount
1.	Balance at the beginning of the year	(26.06)
2.	Current Year's Profit/ Loss	(16.07)
Total		(42.13)

20. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF THE RISK MANAGEMENT POLICY OF THE COMPANY:

The Company has framed formal Risk Management framework for risk assessment and risk minimization for Indian operation which is periodically reviewed by the Board of Directors to ensure smooth operations and effective management control. The Audit Committee also reviews the adequacy of the risk management frame work of the Company, the key risks associated with the business and measures and steps in place to minimize the same.

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

The details of conservation of energy, technology absorption etc. as required to be given under section 134(3)(m) of the Companies Act 2013 read with the Companies (Accounts) Rules, 2014, is not given as the Company has not taken any major step to conserve the energy etc.

There were no foreign exchange earnings or outgo during the year under review.

Sr. No.	Foreign exchange earnings and outgo	F.Y. 2022-23	F.Y. 2021-22
1.	Foreign exchange earnings	Nil	Nil
2.	CIF value of imports	Nil	Nil
3.	Expenditure in foreign currency	Nil	Nil
4.	Value of Imported and indigenous Raw Materials, Spare-parts and Components Consumption	Nil	Nil

22. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

The Remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice and is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178 (3) of the Act is available on the website of the Company at www.yarnsyndicate.in.

23. DISCLOSURES RELATING TO HOLDING, SUBSIDIARY, ASSOCIATE COMPANY AND JOINT VENTURES:

The Company does not have any Holding / Subsidiary / Associate Company and Joint Venture.

24. SECRETARIAL STANDARDS:

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The Company has devised proper systems to ensure compliance with its provisions and is in compliance with the same.

25. REPORTING OF FRAUDS BY THE AUDITORS:

During the year under review, neither the Statutory nor the Secretarial Auditors has reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

26. STATE OF COMPANY'S AFFAIRS:

Management Discussion and Analysis Report for the year under review, as stipulated in Regulation 34(2)(e) of SEBI Listing Regulations is given as a separate part of the Annual Report. It contains a detailed write up and explanation about the performance of the Company.

27. STATEMENT ON ANNUAL EVALUATION OF BOARD'S PERFORMANCE:

The Board evaluated the effectiveness of its functioning, that of the Committees and of individual Directors, pursuant to the provisions of the Act and SEBI Listing Regulations. The Board sought the feedback of Directors on various parameters including:

- Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board / Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Chairman of the Board had one-on-one meetings with each Independent Director and the Chairman of the Nomination and Remuneration Committee had one-on-one meetings with each Executive and Non-Executive, Non-Independent Directors. These meetings were intended to obtain Directors' inputs on effectiveness of the Board/ Committee processes.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole, and the Chairman of the Company was evaluated, taking into account the views of Executive Directors and Non-Executive Directors.

The Nomination and Remuneration Committee reviewed the performance of the individual directors and the Board as a whole.

In the Board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was discussed.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management, and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

The Board carried out an annual performance evaluation of its own performance and that of its committees and individual directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and

Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

a) For Non-Executive & Independent Directors:

- Knowledge
- Professional Conduct
- Comply Secretarial Standard issued by ICSI Duties
- Role and functions

b) For Executive Directors:

- Performance as leader
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set investment goal
- Professional conduct and integrity
- Sharing of information with Board.
- Adherence applicable government law

The Directors expressed their satisfaction with the evaluation process.

28. MANAGING THE RISKS OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES:

A. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has established vigil mechanism and framed whistle blower policy for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct or Ethics Policy.

B. BUSINESS CONDUCT POLICY:

The Company has framed "Business Conduct Policy". Every employee is required to review and sign the policy at the time of joining and an undertaking shall be given for adherence to the policy. The objective of the policy is to conduct the business in an honest, transparent and in an ethical manner. The policy provides for anti-bribery and avoidance of other corruption practices by the employees of the Company.

29. PARTICULARS OF EMPLOYEES:

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the Employees of the Company has received remuneration above the limits specified in the Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 during the financial year 2022-23.

30. LOAN FROM DIRECTOR / RELATIVE OF DIRECTOR:

During the year under review, the Company has not entered into any materially significant related party transactions which may have potential conflict with the interest of the Company at large. Suitable disclosures as required are provided in AS-18 which is forming the part of the notes to financial statement.

31. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Directors and Key Managerial Personnel of the Company are summarized below:

Sr. No.	Name	Designation	DIN
1.	Mr. Rishiraj Patodia ⁴	Managing Director	00259104
2.	Ms. Sheela Patodia ⁴	Non-Executive Director	00276269
3.	Mr. Ravi Pandya ²	Non-Executive Director	09509086
4.	Mr. Nandish Jani ¹	Non - Executive and Independent Director	09565657
5.	Ms. Nidhi Bansal ²	Non - Executive and Independent Director	09693120
6.	Ms. Neha Merchant ²	Non - Executive and Independent Director	07454674
7.	Mr. Sourav Bhattacharjee ²	Non - Executive and Independent Director	07833611
8.	Mr. Kishorelal Chhabria ¹	Non - Executive and Independent Director	00306069
9.	Mr. Bikash Chatterji ³	Company Secretary	ABVPC9048E
10.	Mr. Bhagirath Biswas ³	Chief Financial Officer	ALLPB0547K
11.	Mr. Namichand Agrawal ⁵	Non-Executive Director	01541641

¹ Mr. Kishorelal Chhabria had given resignation from the post of Independent Director and Mr. Nandish Jani had been appointed as an Independent Director w.e.f. 13th February, 2023.

² Ms. Nidhi Bansal had been appointed as an Independent Director, Mr. Ravi Pandya had been appointed as a Non-Executive Director, Ms. Neha Merchant and Mr. Sourav Bhattacharjee had given resignation as Independent Directors w.e.f. 12th May, 2023.

³ Mr. Bikash Chatterji had given resignation from the post of Company Secretary & Compliance officer and Mr. Bhagirath Chatterji had given resignation from the post of Chief Financial Officer w.e.f. 31st May, 2023.

⁴ Mr. Rishiraj Patodia as a Managing Director and Ms. Sheela Patodia as a Non-Executive Director had given resignation from their post w.e.f. 6th July, 2023.

⁵ Mr. Namichand Agrawal was appointed as a Non-Executive Director w.e.f. 7th July, 2023.

Apart from the above changes, there were no other changes in the composition of the Board of Directors of the Company during the Financial Year 2022-23 and till the date of Board's Report. As per Companies Act, 2013, the Independent Directors are not liable to retire by rotation.

32. DECLARATION BY INDEPENDENT DIRECTORS:

Mr. Nandish Jani and Ms. Nidhi Bansal, Independent Directors of the Company have confirmed to the Board that they meet the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and they qualify to be Independent Director. They have also confirmed that they meet the requirements of Independent Director as mentioned under Regulation 16 (1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The confirmations were noted by the Board.

33. CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, quarterly compliance report on requirement Corporate Governance is not applicable to the Company.

34. DEPOSITS:

As per Section 73 of the Companies Act, 2013, the Company has neither accepted nor renewed any deposits during the financial year. Hence, the Company has not defaulted in repayment of deposits or payment of interest during the financial year.

35. FORMAL ANNUAL EVALUATION PROCESS BY BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Board has carried the evaluation of its own performance, performance of Individual Directors, Board Committees, including the Chairman of the Board on the basis of attendance, contribution towards development of the Business and various other criteria as recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its committees, experience and expertise, performance of specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

In a separate meeting of Independent Directors, the performances of Executive and Non - Executive Directors were evaluated in terms of their contribution towards the growth and development of the Company. The achievements of the targeted goals and the achievements of the expansion plans were too observed and evaluated, the outcome of which was satisfactory for all the Directors of the Company.

36. AUDITORS:

A. Statutory Auditor:

M/s. S. P. Sarda & Co., Chartered Accountants, Kolkata, West Bengal (Firm Registration No. 323054E), were appointed as the Statutory Auditors of the Company for the period of 5 (Five) consecutive years from the conclusion of 76th Annual General Meeting held in the year 2022 till the conclusion of 81st Annual General Meeting of the Company to be held in the year 2027.

The Auditor's report for the Financial Year ended 31st March, 2023 has been issued with an unmodified opinion, by the Statutory Auditor.

B. Secretarial Auditor:

The Board of Directors pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed Ms. Ekta Goswami, Proprietor of M/s. Ekta Goswami & Associates, Company Secretaries, as a Secretarial Auditor of the Company to conduct Secretarial Audit for the Financial Year 2022-23.

The Secretarial Audit Report for the Financial Year 2022-23 is annexed herewith as **Annexure – 2** in Form MR-3. There are no adverse observations in the Secretarial Audit Report which call for explanation.

C. Internal Auditor:

The Board of directors has appointed M/s. Umesh Khese & Co., Chartered Accountants, as the internal auditor of the Company. The Internal Auditor conducts the internal audit of the functions and operations of the Company and reports to the Audit Committee and Board from time to time.

37. DISCLOSURES

A. Composition of Audit Committee:

During the year under review, meetings of members of the Audit committee as tabulated below, was held on 25th May, 2022, 12th August, 2022, 14th November, 2022 and 30th January, 2023 the attendance records of the members of the Committee are as follows:

Name	Status	No. of the Committee Meetings entitled	No. of the Committee Meetings attended
Mr. Kishorelal Chhabria ¹	Chairman	4	4
Mr. Sourav Bhattacharjee ²	Member	4	4
Ms. Neha Merchant ²	Member	4	4
Mr. Rishiraj Patodia ⁴	Member	4	4
Ms. Nidhi Bansal ³	Chairperson	NA	NA
Mr. Nandish Jani ¹	Member	NA	NA
Mr. Ravi Pandya ³	Member	NA	NA

¹. Mr. Kishorelal Chhabria had given resignation from the post of Chairman and Mr. Nandish Jani had been appointed as a Member of the Audit Committee w.e.f. 13th February, 2023.

². Mr. Sourav Bhattacharjee and Ms. Neha Merchant had given resignation from the post of Member of Audit Committee w.e.f. 12th May, 2023.

³. Ms. Nidhi Bansal had been appointed as the Chairperson and Mr. Ravi Pandya as a Member of Audit Committee w.e.f. 12th May, 2023.

⁴. Mr. Rishiraj Patodia had given resignation from the post of Member of Audit Committee w.e.f. 6th July, 2023

B. Composition of Nomination and Remuneration Committee:

During the year under review, meetings of the members of the Nomination and Remuneration committee, as tabulated below, was held on 25th May, 2022 and 12th August, 2022 and the attendance records of the members of the Committee are as follows:

Name	Status	No. of the Committee Meetings entitled	No. of the Committee Meetings attended
Mr. Kishorelal Chhabria ¹	Chairman	2	2
Mr. Sourav Bhattacharjee ²	Member	2	2
Ms. Neha Merchant ²	Member	2	2
Ms. Nidhi Bansal ³	Chairperson	NA	NA
Mr. Nandish Jani ¹	Member	NA	NA
Mr. Namichand Agrawal ⁴	Member	NA	NA

¹. Mr. Kishorelal Chhabria had given resignation from the post of chairman and Mr. Nandish Jani had appointed as a Member of the Nomination and Remuneration Committee w.e.f. 13th February, 2023.

². Mr. Sourav Bhattacharjee and Ms. Neha Merchant had given resignation from the post of Member of the Nomination and Remuneration committee w.e.f. 12th May, 2023.

³. Ms. Nidhi Bansal had been appointed as the Chairperson of the Nomination and Remuneration committee w.e.f. 12th May, 2023.

⁴. Mr. Namichand Agrawal had been appointed as a Member of the Nomination and Remuneration committee w.e.f. 7th July, 2023.

C. Composition of Stakeholders' Relationship Committee:

During the year under review, meetings of members of Stakeholders' Relationship committee as tabulated below, was held on 25th May, 2022 and 30th January, 2023 and the attendance records of the members of the Committee are as follows:

Name	Status	No. of the Committee Meetings entitled	No. of the Committee Meetings attended
Mr. Kishorelal Chhabria ¹	Chairman	2	2
Mr. Sourav Bhattacharjee ²	Member	2	2
Ms. Neha Merchant ²	Member	2	2
Mr. Rishiraj Patodia ⁴	Member	2	2
Mr. Ravi Pandya ³	Chairman	NA	NA
Mr. Namichand Agrawal ⁵	Member	NA	NA
Ms. Nidhi Bansal ³	Member	NA	NA

¹. Mr. Kishorelal Chhabria had given resignation from the post of Chairman of the Stakeholders' Relationship Committee w.e.f. 13th February, 2023.

². Mr. Sourav Bhattacharjee and Ms. Neha Merchant had given resignation from the post of Member of the Stakeholders' Relationship Committee w.e.f. 12th May, 2023.

³. Mr. Ravi Pandya as Chairman and Ms. Nidhi Bansal had been appointed as a Member of the Stakeholders' Relationship Committee w.e.f. 12th May, 2023.

⁴. Mr. Rishiraj Patodia had given resignation from the post of Member of the Stakeholders' Relationship Committee w.e.f. 6th July, 2023.

⁵. Mr. Namichand Agrawal had been appointed as a Member of the Stakeholders' Relationship Committee w.e.f. 7th July, 2023

38. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:

The Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as confirmed by the Internal Complaints Committee as constituted by the Company.

39. INDUSTRIAL RELATIONS:

The Directors are pleased to report that the relations between the employees and the management continued to remain cordial during the year under review.

40. MAINTENANCE OF COST RECORDS:

According to information and explanation given to us, the Central Government has not prescribed maintenance of cost records under section 148(1) of the Act in respect of activities carried out by the Company.

41. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code 2016.

42. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE AVAILING LOAN FROM THE BANKS AND FINANCIAL INSTITUTIONS:

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

43. ACKNOWLEDGEMENTS

Your Directors would like to express their sincere appreciation for the co-operation and assistance received from the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executives, officers and staff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

Registered Office:

86/2/4, S N Banerjee Road,
1st Floor, Flat No. 2, Kolkata,
West Bengal – 700 014

Place: Kolkata

Date: 31st July, 2023

Sd/-
Ravi Pandya
Director
DIN: 09509086

By the Order of the Board of
Yarn Syndicate Limited

Sd/-
Namichand Agrawal
Director
DIN: 01541641

ANNEXURE 1

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. Overview of the Global Economy:

The global yarn industry has been experiencing steady growth over the years. According to industry reports, the global yarn market was valued at around \$11 billion in 2020 and is projected to reach approximately \$14 billion by 2025, growing at a compound annual growth rate (CAGR) of around 4% during the forecast period. Asia-Pacific dominates the global yarn industry, accounting for the largest market share. Countries like China, India, and Bangladesh are major producers and exporters of yarn. The region's dominance can be attributed to its low labor costs, abundant raw material availability, and significant textile manufacturing capacity. Other significant yarn-producing regions include North America, Europe, and South America. The yarn industry faces challenges such as intense competition, price volatility of raw materials, rising labor costs, and stringent regulatory standards related to environmental compliance. Additionally, the COVID-19 pandemic has disrupted global supply chains and had a significant impact on the industry, leading to reduced demand and production slowdowns.

B. Overview of the Indian Economy:

The domestic trading market for yarn is a significant sector for our company. It involves exporting yarn products manufactured in our facilities to various domestic trading partners. This market plays a crucial role in our revenue generation and overall growth strategy. The domestic market for yarn trading offers several advantages for our business. Firstly, it allows us to leverage our existing manufacturing capabilities and infrastructure, ensuring efficient production and supply chain management. Additionally, the domestic market provides proximity, enabling shorter lead times and reduced transportation costs. Furthermore, by targeting domestic traders, we can tap into the growing demand for high-quality yarn products within our country, which has witnessed a surge in textile manufacturing.

C. Outlook:

During the reporting period, our export of yarn to the domestic trading market witnessed positive growth. We experienced an increase in sales volume, leading to a rise in revenue from this segment. The steady demand for quality yarn products in the domestic market contributed to our success.

D. Industry structure and development:

India is the world's second-largest producer of textiles and garments. It is also the fifth-largest exporter of textiles spanning apparel, home and technical products. The textiles and apparel industry contribute 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The sector employs around 40 Million workers. The size of India's textile market stood at US\$ 223 Billion in 2021, growing at a CAGR of 10.23% over 2016. Indian

textile players have undertaken various initiatives to boost textile sales viz. investment to expand production capacity, using technology to optimize the value chain, leveraging strategic partnerships and strengthen sustainable textiles business. Textile industry has been steadily recovering post pandemic amid increased raw material prices and container shortages.

Under Union Budget 2022-23, the total allocation for the textile sector was 12,382 Crore. Moreover, 10,683 Crore Production-linked Incentive scheme is expected to be a major boost for the textile manufacturers. The scheme proposes to incentivise MMF (man-made fibre) apparel and MMF fabrics.

E. Opportunities and Threats:

Opportunities:

1. **Quality Products:** Our commitment to producing high-quality yarn has helped us maintain a strong position in the domestic trading market. Customers recognize and value the reliability and consistency of our products, which has resulted in increased demand.
2. **Competitive Pricing:** We have strategically priced our yarn products to remain competitive in the domestic trading market. Our ability to offer reasonable pricing without compromising quality has allowed us to attract a wider customer base and gain market share.
3. **Strong Distribution Network:** Our well-established distribution network enables efficient and timely delivery of our yarn products to trading partners across the domestic market. This has helped us maintain customer satisfaction and strengthen our market presence.
4. **Market Research and Development:** Our continuous market research and development efforts have allowed us to identify emerging trends and customer preferences in the domestic market. By aligning our product offerings with these demands, we have managed to stay ahead of the competition.;

Threats:

1. **Market Competition:** The domestic trading market for yarn is highly competitive, with several players vying for market share. We continuously monitor competitor activities and adjust our strategies to maintain a competitive edge.
2. **Raw Material Costs:** Fluctuations in raw material prices can impact our profitability. We actively manage our procurement process and explore alternative suppliers to mitigate the risk of sudden price increases.
3. **Regulatory Changes:** Changes in trade policies, tariffs, or regulations related to the yarn industry can affect our export operations. We closely monitor such developments and adapt our business practices accordingly.
4. **Economic Factors:** Economic conditions, both domestically and internationally, can impact the demand for yarn products. We assess economic trends and adjust our production and pricing strategies to optimize performance.

F. Segment-wise or Product-wise performance:

Therefore there is no requirement of Segment wise reporting.

G. Future Outlook:

Looking ahead, we remain optimistic about the prospects of our export of yarn to the domestic trading market. We will focus on the following strategies to sustain growth and capitalize on emerging opportunities:

- Demand for textiles
- Raw material availability and prices
- Technological advancements
- Sustainability and eco-friendly practices
- Global trade and geopolitical factors
- Online Expansion
- Premiumisation and access to global brands
- Further Growth of Private Brands
- Focus on analytics

H. Risks and concerns:

Management recognizes the following principal risks that may influence decisions made by investors given their significant impact on business conditions as stated in the securities report, and among matters pertaining to accounting status, consolidated companies' financial status and business performance, as well as cash flows. Our risk management system addresses the increasingly complex risks that we face in our day-to-day operations. The risk management system conducts risk analysis of economic and social changes and implements preventive measures that are best suit for the Company.

I. Internal control systems and their adequacy:

The company has implemented proper system for safeguarding the operations/business of the company, through which the assets are verified and frauds, errors are reduced and accounts, information connected to it are maintained such, so as to timely completion of the statements.

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information. The company has internal audit and verification at regular intervals.

The requirement of having internal auditor compulsory by statute in case of listed and other classes of companies as prescribed shall further strengthen the internal control measures of company.

H. Discussion on financial performance with respect to operational performance:

The financial performance of the Company for the Financial Year 2022-23 is described in the Directors' Report of the Company.

I. Material developments in Human Resources / Industrial Relations front including number of people employed:

The cordial employer - employee relationship also continued during the year under the review. The Company has continued to give special attention to human resources.

J. Caution Statement:

Statements made in the Management Discussion and Analysis describing the various parts may be "forward looking statement" within the meaning of applicable securities laws and regulations. The actual results may differ from those expectations depending upon the economic conditions, changes in Govt. Regulations and amendments in tax laws and other internal and external factors.

Registered Office:

86/2/4, S N Banerjee Road,
1st Floor, Flat No. 2, Kolkata,
West Bengal – 700 014

**By the Order of the Board of
Yarn Syndicate Limited**

Sd/-

Ravi Pandya

Director

DIN: 09509086

Sd/-

Namichand Agrawal

Director

DIN: 01541641

Place: Kolkata

Date: 31st July, 2023

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2023

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

To
The Members,

Yarn Syndicate Limited

86/2/4, S.N. Banerjee Road, 1st Floor, Flat No. 2
Kolkata – 700 014
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Yarn Syndicate Limited** having its Registered Office at 86/2/4, S.N. Banerjee Road, 1st Floor, Flat No. 2, Kolkata – 700 014 West Bengal (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on Our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31.03.2023 has 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.

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and 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; (Not applicable to the Company during the audit period)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

During the year under review , Mr. Ravi Niranjana Pandya ("Acquirer") has made an Open Offer to the existing public shareholders of the Company to acquire up to 9,75,000 (Nine Lakhs Seventy-Five

Thousand) Equity Shares of the Face Value of Rs. 10.00/-(Rupees Ten Only) each representing 26.00% of the paid-up share capital of the Company at a price of Rs. 14.00/- (Rupees Fourteen Only) per fully paid-up Equity Share payable in Cash, pursuant to Regulations 3(1) & 4 of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto for substantial acquisition of shares and control over the Target Company, from February 15, 2023 to February 28, 2023.

- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015; (Not applicable to the Company during the audit period)
- d) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014; (Not applicable to the company during the audit period)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the audit period)
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) The laws specifically applicable to the industry to which the Company belongs as identified by the management are

1. Textile (Development and Regulation) Order, 2001

Wherever required, we have obtained the Management Representation about the compliance of laws, rules, and regulation and happening of events. The compliance of provisions of Corporate and other applicable laws, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on text laws.

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

- i. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- ii. Securities and Exchange Board of India (Listing Obligations & Disclosures Requirements) Regulations, 2015; and
- iii. Auditing Standards issued by The Institute of Company Secretaries of India.

We further confirm that compliance of applicable financial laws including Direct & Indirect Laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

- A. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes, in the composition of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Mr. Nandish Shaileshbhai Jani (DIN: 09565657) was appointed as an Additional Director (Non-Executive & Independent) on the Board of Directors of the Company w.e.f., 13th February, 2023.

Mr. Kishorelal Chhabria (DIN: 00306069) has resigned from the position of Non-Executive Independent Director of the Company with effect 13th February, 2023.

- B. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We 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.

For EKTA GOSWAMI & ASSOCIATES

EKTA GOSWAMI

Practising Company Secretary

ACS: 40657, COP: 16778

UIN: S2016WB405300

PRCN: 2234/2022

UDIN: A040657E000296429

Date: 12/05/2023

Place: Kolkata

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

The Members,

Yarn Syndicate Limited

86/2/4, S.N. Banerjee Road, 1st Floor, Flat No. 2

Kolkata – 700 014

West Bengal

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

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

For EKTA GOSWAMI & ASSOCIATES

EKTA GOSWAMI

Practising Company Secretary

ACS: 40657, COP: 16778

UIN: S2016WB405300

PRCN: 2234/2022

UDIN: A040657E000296429

Date: 12/05/2023

Place: Kolkata

DECLARATION

All the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct of Board of Directors and Senior Management for the year ended on 31st March, 2023.

Registered Office:

86/2/4, S N Banerjee Road,
1st Floor, Flat No. 2, Kolkata,
West Bengal – 700 014

**By the Order of the Board of
Yarn Syndicate Limited**

Place: Kolkata

Date: 31st July, 2023

Sd/-

Ravi Pandya

Director

DIN: 09509086

Sd/-

Namichand Agrawal

Director

DIN: 01541641

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF YARN SYNDICATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Yarn Syndicate Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), 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 standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2021, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 (ICAI) 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters are addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matters	Auditor's Response
1.	Going Concern assumption	As per our observation of the Financial Statements of the Company it is seen that the Company has accumulated losses and its net worth has become negative as on the Balance Sheet date. These conditions, along with other

		matters, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis as the management is exploring new business opportunities to sustain the Company and is of the view that the promoters have agreed to infuse funds as and when required in the foreseeable future.
--	--	---

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Siddha Weston, 9, Weston Street, Unit No. 320, Kolkata-700013 | Phone No. 033 40064746
Email: spsarda1995@yahoo.com

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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional 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 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 Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 standalone 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 Section 143(3) of the Act, based on our audit 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, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2021.
- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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 section 197 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has no pending litigations as on the Balance Sheet date.
- ii. The Company has no material foreseeable losses on any long-term contracts including derivative contracts.
- iii. No amount was required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) As stated in Notes to the standalone financial statements

- (a) No Dividend was proposed in the previous year.
- (b) No interim dividend declared and paid by the Company during the year
- (c) The Board of Directors of the Company have not proposed any dividend for the year .

S. P. Sarda & Co.

Chartered Accountants

- 2) As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **S P Sarda & Co,**

Chartered Accountants

Firm's registration No. 323054E

Ankit Agarwal

Partner

Membership No. 305132

UDIN: 23305132BGUABH8731

Date: 12/05/2023

Place: Kolkata

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Yarn Syndicate Limited of even date)

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

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S P Sarda & Co,**

Chartered Accountants

Firm's registration No. 323054E

Ankit Agarwal

Partner

Membership No. 305132

UDIN: 23305132BGUABH8731

Date: 12/05/2023

Place: Kolkata

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Yarn Syndicate Limited of even date)

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of business, we state that:

- i.** In respect of the Company's Property, Plant and Equipment and Intangible Asset:
 - a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.

B) The Company does not have any intangible asset. Accordingly, reporting under clause 3 (i) (a) (B) of the Order is not applicable.
 - b) The Company has a program of physical verification to cover all the items of Property, Plant and Equipments a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were identified on such physical verification.
 - c) According to the information and explanations given to us, and on the basis of our examination of the records provided to us, we report that, the title deeds, comprising all the immovable properties which are freehold, are held in the name of the Company as at the balance sheet date. In respect of leasehold land that have been taken on lease and recognized as Right of Use asset in Property, Plant and Equipment in the financial statements, the lease agreements are in the name of the Company.
 - d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year.
 - e) According to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under, as at 31st March, 2022.
- ii.**
 - a) The Company does not hold any inventory. Accordingly, the matters specified in terms of clause 3 (ii) (a) of the Order is not applicable to the company.
 - b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point during the year. Accordingly, reporting under clause 3 (ii) (b) of the Order is not applicable.
- iii.** In our opinion and according to the information and explanations given to us, the Company has not made any investments, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured to companies, firms, Limited Liability Partnership. Accordingly, reporting under clause 3(iii) (a), (b),(c), (d), (e) and (f) of the Order are not applicable.
- iv.** According to the information and explanations given to us and records examined by us, the company has not given loan, Investment or guarantee under section 185 and 186 of the Companies Act 2013 during the year. Accordingly, clause 3 (iv) of the Order is not applicable to the company.

S. P. Sarda & Co.

Chartered Accountants

- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or deemed to be deposits during the year and therefore, the provisions of the clause 3(v) of the Order is not applicable to the Company.
- vi. The clause relating to the maintenance of cost records U/s 148 of the Companies Act, 2013 and as such, para 3 (vi) of the Order is not applicable to the Company.
- vii.
 - a) According to the information and explanation given to us and the records of the company examined by us, in our opinion, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues including, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Goods & Services Tax, Cess and other material statutory Dues, as applicable, with the appropriate authorities. However, according to the information and explanations given to us, there is no undisputed amounts payable in respect of these which were in arrears as on 31.03.2023 for the period of more than 6 months from the date they become payable.
 - b) According to the information and explanation given to us and the records of the company examined by us, in our opinion, there are no statutory dues referred in sub-clause (a) which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. The Company does not have any borrowing from any financial institutions or bank nor have they issued any debentures as at the Balance Sheet date. Accordingly the provision of Clause 3 (viii) of the Order is not applicable.
- x. The Company has not raised money by way of IPO/ Further public offer/ Debt Instruments. As per the information the Company has not availed any fresh term loan during the year. Accordingly, the provision of Clause 3 (ix) of the Order is not applicable.
- xi. On the basis of our examination and according to information and explanation given to us, no material fraud by company or any fraud on the company by its officer/employees has been noticed or reported during the year.
- xii. According to the information and explanation given to us and the records of the company examined by us, the company is not Nidhi Company. Accordingly, the provision of Clause 3 (xii) of the Order is not applicable.
- xiii. According to the information and explanation given to us and the records of the company examined by us, all transactions with the related parties are in compliance with the Section 188 and 177 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by applicable accounting standard.
- xiv.
 - a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

S. P. Sarda & Co.

Chartered Accountants

- xv.** In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.** a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) (a), (b) and (c) of the Order are not applicable.
- b) In our opinion and according to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii.** In our opinion and according to the information and explanations given to us, the Company has incurred cash losses in the financial year and in the immediate preceding financial year.
- xviii.** There has been no resignation of Statutory Auditors of the Company during the year.
- xix.** On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts upto the date of 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 will get discharged by the company as and when they fall due.
- xx.** The Company is not required to spend amount in pursuance of the Corporate Social Responsibility as stipulated under Section 135 of the Companies Act, 2013. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.
- xxi.** The Company is not required to prepare Consolidated Financial Statements. Accordingly, clause 3(xxi) of the Order is not applicable.

For **S P Sarda & Co,**
Chartered Accountants
Firm's registration No. 323054E

Ankit Agarwal
Partner
Membership No. 305132
UDIN: 23305132BGUABH8731
Date: 12/05/2023
Place: Kolkata

Siddha Weston, 9, Weston Street, Unit No. 320, Kolkata-700013 | Phone No. 033 40064746
Email: spsarda1995@yahoo.com

Yarn Syndicate Limited
Balance Sheet as on 31st March 2023

		Rs in '000	Rs in '000
	Notes	As at 31st March 2023	As at 31st March 2022
ASSETS			
Non-current assets			
a) Property plant and equipment And Intangible Assets	3	621	727
b) Financial assets			
i) Investments		-	-
c) Advance tax assets (net)		-	-
b) Deferred tax assets (net)		-	-
c) Other non- current assets		-	-
Total non-current assets		621	727
Current assets			
a) Financial assets			
i) Trade receivables	4	-	-
ii) Cash and cash equivalents	5	863	466
iii) Other Financial Asset	6	120	120
c) Other current assets	7	202	3,164
Total current assets		1,185	3,750
Total assets		1,805	4,477
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	8	37,500	37,500
b) Other equity		(41,713)	(40,106)
Total equity		(4,213)	(2,606)
Liabilities			
Non-current liabilities			
a) Provisions	9	873	873
Total non-current liabilities		873	873
Current liabilities			
a) Financial liabilities			
i) Short term borrowings	10	4,323	5,500
ii) Trade payables	11	268	283
b) Provisions		-	-
c) Other current liabilities	12	554	427
Total current liabilities		5,145	6,210
Total liabilities		6,018	7,083
Total equity and liabilities		1,805	4,477

Significant Accounting Policies and

1 & 2

0

0

Notes on Accounts

3-26

The accompanying notes form an integral part of the financial statements.

As per our report of even date attached.

for S. P Sarda & Co.

for and on Behalf of the Board of Directors

Chartered Accountants

ICAI Firm's Registration No. : 323054E

Ankit Agarwal

(Partner)

Membership No : 305132

Rishiraj Patodia

(Managing Director)

DIN: 00259104

B. C. Chatterji

(Company Secretary)

Place : Kolkata

Date : 12/05/2023

UDIN: 23305132BGUABH8731

Sheela Patodia

(Managing Director)

DIN: 00276269

B. Biswas

(Chief Financial Officer)

Nandish Shaileshbhai Jani

(Independent & Non Executive

Director)

DIN: 09565657

Yarn Syndicate Limited
Statement of Profit and Loss for the Period ended 31st March 2023

	Particulars	Notes	Rs in '000	Rs in '000
			For the year Ended 31st March 2023	For the year Ended 31st March 2022
I	Revenue from operations		-	-
II	Other income	13	294	5,959
III	Total Income (I+II)		294	5,959
IV	Expenses			
	Purchases of Stock-in-Trade		-	-
	Employee benefits expense	14	584	519
	Finance costs		-	-
	Depreciation expense	15	-	-
	Other expenses	16	1,317	1,407
	Total expenses (IV)		1,900	1,926
V	Profit before tax (III -IV)		(1,607)	4,033
VI	Tax expense			
	Excess Income tax earlier year		-	-
	Deferred tax		-	-
	Total tax expense (VI)		-	-
VII	Profit for the period (V-VI)		(1,607)	4,033
VIII	Other comprehensive income			
	<i>A) Items that will not be reclassified to profit or loss</i>			
	- Remeasurement of the employee defined benefit plans (net of tax)		-	-
	- Equity instruments through other comprehensive income (net of tax)		-	-
	<i>B) Items that may be reclassified to profit or loss</i>			
	- Effective portion of gains/(loss) on cash flow hedges		-	-
	Total other comprehensive income (net of taxes)		-	-
IX	Total comprehensive income for the year (VII+VIII)		(1,607)	4,033
	Earnings per equity share of (₹ 10 each)			
	(1) Basic (in Rs)	18	(0.43)	1.08
	(2) Diluted (In Rs)		(0.43)	1.08

The accompanying notes form an integral part of the financial statements.
As per our report of even date attached.

for S. P Sarda & Co.
Chartered Accountants
ICAI Firm's Registration No. : 323054E

for and on Behalf of the Board of Directors

Ankit Agarwal
(Partner)
Membership No : 305132

Rishiraj Patodia
(Managing Director)
DIN: 00259104

B. C. Chatterji
(Company Secretary)

Place : Kolkata
Date : 12/05/2023
UDIN: 23305132BGUABH8731

Sheela Patodia
(Managing Director)
DIN: 00276269

B. Biswas
(Chief Financial Officer)

Nandish Shaileshbhai Jani
(Independent & Non Executive
Director)
DIN: 09565657

Yarn Syndicate Limited
Statement of Cash Flows for the year ended 31st March 2022

		Rs in '000	Rs in '000
Particulars		As on Year ended 31.03.2023	As on Year ended 31.03.2022
A	<u>CASH FLOW FROM OPERATING ACTIVITIES:</u>		
	Profit for the year	(1,607)	4,033
	Adjustment to reconcile net profit to net cash provided by Operational Activities		
	Depreciation	-	-
	Interest expense	-	-
	Interest income	-	(174)
	Gain on Mutual Fund	-	-
	Provision / Bad Debts/ Sundry Bal. W/ back	-	-
	Prior Period Income	-	-
	Bad Debts W/off	-	-
	Profit on disposal of property plant and equipment	(294)	-
		(1,900)	3,859
	Changes in Assets & Liabilities:		
	Trade Receivables	-	-
	Other Financial Assets	-	-
	Other Current Assets	2962	(952)
	Trade payables	(16)	38
	Long Term Provisions	-	-
	Other Current Liabilities	127	(36)
	CASH GENERATED FROM OPERATIONS	1,173	2,910
	Direct Taxes Paid:	0	-
	NET CASH GENERATED BY OPERATIONS (A)	1,173	2,910
B	<u>CASH FLOW FROM INVESTING ACTIVITIES:</u>		
	Proceeds from disposal of property, plant and equipments	400	-
	Loan & Inter corporate Deposits:	-	-
	Investments	-	-
	Gain on Mutual Fund	-	-
	Interest income	-	174
	NET CASH GENERATED / (USED) IN INVESTING ACTIVITIES (B)	400	174
C	<u>CASH FLOW FROM FINANCING ACTIVITIES:</u>		
	Long Term Borrowings repaid	-	-
	Short Term Borrowings:	(1,177)	(3,136)
	Interest expense	-	(0)
	Interest income	-	-
	NET CASH GENERATED / (USED) IN FINANCING ACTIVITIES (C)	(1,177)	(3,137)
	NET DECREASE IN CASH AND CASH EQUIVALENT (A+B+C)	397	(53)
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	466	519
	CASH AND CASH EQUIVALENT AS PER NOTE 5	863	466

Note:- The above cash flow statement has been prepared in under the indirect method as set out in the Indian Accounting Standard-7 on Cash Flow

This is the Cash flow statement referred to in our report of even date attached.

for S. P Sarda & Co.

Chartered Accountants

ICAI Firm's Registration No. : 323054E

for and on Behalf of the Board of Directors

Ankit Agarwal
(Partner)
Membership No : 305132

Rishiraj Patodia
(Managing Director)
DIN: 00259104

B. C. Chatterji
(Company Secretary)

Date: 12/05/2023
Place: Kolkata
UDIN: 23305132BGUABH8731

Sheela Patodia
(Managing Director)
DIN: 00276269

B. Biswas
(Chief Financial Officer)

Nandish Shaileshbhai Jani
(Independent & Non
Executive Director)
DIN: 09565657

Yarn Syndicate Limited
Rs in Thousands

Particulars	Other Equity										
	Equity Share Capital	Reserves and Surplus					Items of OCI				Total Equity attributable to Equity holders
		Capital Reserve	Securities Premium	Fixed Assets Revaluation	General Reserve	Retained earnings	Debt Instruments	Equity instruments	Effective portion of	FVTOCI reserve	
As at 1 April 2022	37,500	-	43,750	-	-	(83,856)	-	-	-	-	(2,606)
Profit for the year	-	-	-	-	-	(1,607)	-	-	-	-	(1,607)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	37,500	-	43,750	-	-	(85,463)	-	-	-	-	(4,213)
Dividends	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specifided)	-	-	-	-	-	-	-	-	-	-	-
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-	-	-
Acquisition of non-controlling interests	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2023	37,500	-	43,750	-	-	(85,463)	-	-	-	-	(4,213)

Yarn Syndicate Limited
Notes to the financial statements for the Year Ended 31st March 2023
All amounts are in Rs ('000)

3: Property plant and equipment And Intangible Assets

Carrying amounts of:	As at March 2023	As at 31st March 2022
Freehold Land	558	558
Building	62	62
Computer	1	1
Vehicles	-	106
Total	621	727

1) The title deed of Immovable Property is held in the name of the Company.

2) No depreciation has been provided for on depreciable fixed assets, i.e. computer and vehicles as the same are being carried at salvage value of 5%.

3: Property, Plant and Equipment And Intangible Assets

Cost	Freehold Land	Buildings	Computer	Vehicles	Total
Balance at 1 April 2022	558	62	260	11,234	12,114
Additions / Adjustment	-	-	-	-	-
Disposals	-	-	-	-	-
Balance at 31 March 2023	558	62	260	11,234	12,114
Additions / Adjustment	-	-	-	-	-
Disposals	-	-	-	-	-
Balance at 31st March 2023	558	62	260	11,234	12,114

Accumulated depreciation and impairment	Freehold Land	Buildings	Computer	Vehicles	Total
Balance at 31 March 2021	-	-	259	11,128	11,387
Depreciation expense	-	-	-	-	-
Eliminated on disposal of assets	-	-	-	-	-
Balance at 31 March 2022	-	-	259	11,128	11,387
Depreciation expense for the year	-	-	-	-	-
Eliminated on disposal of assets	-	-	-	-	-
Others	-	-	-	-	-
Balance at 31 March 2023	-	-	259	11,128	11,387

Carrying amount	Freehold Land	Buildings	Computer	Vehicles	Total
Balance at 31 March 2021	558	62	1	106	727
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Depreciation expense	-	-	-	-	-
Effect of foreign currency exchange differences	-	-	-	-	-
Balance at 31 March 2022	558	62	1	106	727
Additions	-	-	-	-	-
Disposals	-	-	-	106	106
Depreciation expense	-	-	-	-	-
Balance at 31 March 2023	558	62	1	0	621

Yarn Syndicate Limited
Notes to the financial statements for the Year Ended 31st March 2023
Rs in Thousands

4: Trade receivables	As on 31st March 2023	As on 31st March 2022
Unsecured		
Considered good	-	-
Considered Doubtful	14,501	14,501
Credit Impaired		
	14,501	14,501
<i>Less: Doubtful Receivables</i>	14,501	14,501
Total	-	-

Trade Receivables ageing schedule:

Particulars	Outstanding for following periods from due date of payment				
	Less Than 6 Months	6 Months- 1 Year	1- 2 Years	2- 3 Years	More Than 3 Years
(i) Undisputed Trade receivables – considered good					
(ii) Undisputed Trade Receivables – considered doubtful					14,501
(iii) Disputed Trade Receivables considered good					
(iv) Disputed Trade Receivables considered doubtful					

Footnotes:

i) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Further, no trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

ii) The credit period ranges within 30 days to 90 days.

5: Cash and cash equivalents	As on 31st March 2023	As on 31st March 2022
a. Balances with banks in current accounts	477	101
b. Cash on hand	386	365
Total cash and cash equivalents as per Balance Sheet	863	466
Bank overdrafts and cash credit facility (secured)		
Total cash and cash equivalents as per Statement of Cash Flows	863	466

1) Bank Statement for Indian Bank, Chennai having balance of INR 6.38 ('000) could not be available due to account being dormant.

Non cash transactions

During the current year, the Company has not entered into any non cash transaction.

6: Other Financial Assets	As on 31st March 2023	As on 31st March 2022
Current		
Security Deposits	120	120
Total	120	120

7: Other Current assets	As on 31st March 2023	As on 31st March 2022
(Unsecured Considered good unless otherwise stated)		
Advance to vendors	136	212
Other Advances Recoverable	-	2,952
Less: Provision for Doubtful Advances	-	-
Gst Input	66	-
Total	202	3,164

The Loans and Advances are not granted to promoters, directors, KMPs and the related parties either severally or jointly with any other person.

Yarn Syndicate Limited
Notes to the financial statements for the Year Ended 31st March 2023
Rs in Thousands

8: Equity Share capital	As on 31st March 2023	As on 31st March 2022
Equity share capital		
Authorised share capital :		
5,000,000 Equity Shares of Rs 10/- each with voting rights	50,000	50,000
	50,000	50,000
Issued, subscribed and fully paid up equity capital:		
Issued shares		
3,750,000 (31st March 2023: 3,750,000; 01st April 2022: 3,750,000) Equity Shares of Rs 10/- each with voting rights	37,500	37,500
	37,500	37,500
As on 31.03.2023	37,500	37,500
Less: Reclassified to financial liabilities (at amortised cost)	-	-
	37,500	37,500

Footnotes:
a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:

Equity shares	Number of shares	Number of shares
Balance at 1 April 2022	37,50,000	37,50,000
Movements	-	-
Balance at 31 March 2023	37,50,000	37,50,000

b) Details of shares held by each shareholder holding more than 5% shares in the Company:

Equity shares	As on 31st March 2023	As on 31st March 2022
Mrs Sheela Patodia		
Number Of Shares	5,13,546	13,13,546
Total	5,13,546	13,13,546
Mr Ravi Niranjana Pandya		
Number Of Shares	8,00,000	-
Total	8,00,000	-
Mr Devendr Singh		
Number Of Shares	3,34,850	-
Total	3,34,850	-
Mr Jaimin Kailash Gupta		
Number Of Shares	3,02,686	-
Total	3,02,686	-
Mr Devi Singh		
Number Of Shares	2,15,500	-
Total	2,15,500	-

9.1 As per records of the Company as at 31 March 2023 no calls remain unpaid by the directors and officers of the Company.

9.2 Rights preference and restrictions attached to the class of shares.

A) Equity Shares

Each equity shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to their shareholding.

B) Shareholding of Promoters as below:

Shares held by promoters at the end of the year				% Change during the year
Sl No.	Promoter's name	No. of Shares	% of total shares	
1	Mrs Sheela Patodia	5,13,546	13.69	60.90%
2	Mr Rishiraj Patodia	-	0.00	100%
3	Y S Exports Limited	100	0.00	99.99%
4	Anuj Patodia	2,400	0.06	0
5	Indu Chandrakishore	627	0.02	0
6	Jayanti Dalmia	-	0.00	100%
7	Manoj Kumar Patodia	-	0.00	100%
8	Nandita Patodia	-	0.00	100%
9	Ravi Niranjana Pandya	8,00,000	21.33	100%

Note: The shareholding of the company has been transferred to another promoter group due to sale of majority shares of the company following the SEBI guidelines. Mr. K Chhabria is no more in continuation of Board of Directors and Mr. Nandish Shaileshbhai Jani has been included in the Board of Directors.

Yarn Syndicate Limited

Notes to the financial statements for the Year Ended 31st March 2023

Rs in Thousands

9: Provisions	As on 31st March 2023	As on 31st March 2022
Non Current		
Employee benefits (See note below)		
Gratuity	873	873
Total	873	873

10. Short term borrowings	As on 31st March 2023	As on 31st March 2022
Unsecured -at amortised cost		
Loans from Related Parties	2,470	3646
Loans from Body Corporate and others	1,853	1854
Total	4,323	5500

Footnotes: The above loans are interest free loans & are repayable on demand.

11 : Trade and other payables	As on 31st March 2023	As on 31st March 2022
(i) Total outstanding dues of micro enterprises and small enterprises	-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	268	283
Other payables	-	-
Total	268	283

Footnotes:

(i) The average credit period on purchases of goods and services are within 90 days. The trade and other payables are non interest bearing.

(ii) There are no micro, small and medium enterprises identified to whom payment is due.

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME					
(ii) Others	167			101	268
(iii) Disputed dues – MSME					
(iv) Disputed dues - Others					

12: Other current liabilities	As on 31st March 2023	As on 31st March 2022
Others	554	427
Total	554	427

Yarn Syndicate Limited
Notes to the financial statements for the Year Ended 31st March 2023
Rs in Thousands

13: Other Income	For the period Ended 31.03.2023	For the period Ended 31.03.2022
a) Other Non- Operating Income		
Misc. Receipts	-	7
Provision no Longer required written back	-	5,209
Interest Income	-	174
Prior Period Income	-	569
b) Other Gains		
Profit on Disposal of Property, Plant and Equipment	294	-
Total	294	5,959

14: Employee benefits expense	For the period Ended 31.03.2023	For the period Ended 31.03.2022
Salaries, Wages and Bonus	523	453
Contribution to Provident and Other Funds (refer note 25)	61	66
Total	584	519

15: Depreciation and Ammortisation Expense	For the period Ended 31.03.2023	For the period Ended 31.03.2022
Depreciation (refer note 3)	-	-
Total	-	-

No depreciation has been provided for on depreciable fixed assets, i.e. computer and vehicles as the same are being carried at salvage value of 5%.

16: Other expenses	For the period Ended 31.03.2023	For the period Ended 31.03.2022
Rates and taxes	-	13
Electricity Charges	9	3
Rent	338	312
Legal and professional fees	273	335
Repairs and maintenance of others	40	19
Telephone Expenses	22	11
Charity & Donations	4	4
Travelling and Conveyance Expenses	41	38
Audit fee		
For Statutory Audit	60	60
For Other Matters	50	59
Listing fees/Annual Fees	339	389
Printing & Stationery	18	10
Filing Fees	39	29
Advertisement	34	33
Others	50	93
Total	1,317	1,407

Yarn Syndicate Limited**Notes to the financial statements for the Year Ended 31st March 2023****Rs in Thousands****17. Ratio Analysis:**

Ratios	Numerator	As on 31st March 2023	As on 31st March 2022	% Variance	Reason for variance
Current Ratio	Current Assets/Current Liabilities	0.23	0.60	-61.87%	Due to realisation of loans.
Debt Equity Ratio	Total Debt/Shareholder's Equity	-1.03	-2.11	-51.36%	Due to current year loss.
Debt Service Coverage Ratio	Earnings available for debt services/(Interest+Installments)	0.00	0.00	N/A	N/A
Return on Equity Ratio	(Net Profit after taxes-Preference Dividend(if any))/Shareholder's Equity	38%	-155%	192.89%	Due to current year loss.
Inventory Turnover Ratio	Cost of Goods Sold/Average Inventory	0.00	0.00	N/A	N/A
Trade Receivables Turnover Ratio	Net Credit Sales/Average Trade Receivables	0.00	0.00	N/A	N/A
Trade Payables Turnover Ratio	Net Credit purchases/Average Trade Payables	0.00	0.00	N/A	N/A
Net Capital Turnover Ratio	Net Sales/Net Assets	0.00	0.00	N/A	N/A
Net Profit Ratio	Net Profit/Sales*100	0.00	0.00	N/A	N/A
Return on Capital Employed	EBIT (1-tax rate) / Capital employed*100	38%	-155%	192.89%	Due to current year loss.
Return on Investment	Net Profit after tax/ Investments*100	0.00	0.00	N/A	N/A

18: Earnings per share

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
Basic earnings per share (in `)	(0.43)	1
Diluted earnings per share (in `)	(0.43)	1

Basic /Diluted earnings per share

The earnings and weighted average number of equity share used in the calculations of basic/diluted earnings per share are as follows:

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
Profit after tax	(1,607)	4,033
Dividend including dividend distribution tax on CCPS		
Profit for the year used in the calculation of basic earnings per share	(1,607)	4,033
Profit for the year used in the calculation of diluted earnings per share	(1,607)	4,033

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
Weighted average number of equity shares for basic earnings per share	3,750	3,750
Weighted average number of equity shares for diluted earnings per share	3,750	3,750

19. Contingent Liabilities & Contingent Assets and Commitments

The Company does not have any Contingent Liabilities

NIL

NIL

& Contingent Assets and Commitments at the Balance Sheet date

Yarn Syndicate Limited**Notes to the financial statements for the Year Ended 31st March 2023****Rs in Thousands****20. Employee Benefits**

A) Contributions to Defined Contribution plan recognised as expenses for the year are as under:

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
Employer's Contribution to Provident Fund:	50	54

B) The disclosure as per the Indian Accounting Standard 19 (Ind AS 19) "Employee Benefits" are given below:

I. Gratuity Plan

The Company has defined benefit plan comprising of gratuity. The present value of obligation is determined on the basis of Actuarial valuation using the Projected Unit Credit (PUC) actuarial method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
a) Change in the Present Value of the defined benefit Obligation during the year:		
1. Present Value of the Obligation at the beginning:	1,210	1,362
2. Interest Cost:	86	94
3. Current Service Cost:	65	65
4. Benefit Paid:	(78)	-
5. Actuarial (Gain)/ Loss on the Obligation:	(15)	(311)
Present Value of defined Benefit Obligation at the end of the year:	1,268	1,210

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
b) Change in the Fair Value of Plan Assets during the Year:		
1. Fair Value of Plan Assets at the beginning:	524	489
2. Expected Return on Plan Assets:	36	35
3. Employer's Contribution:	34	34
4. Benefit Paid:	(78)	-
5. Actuarial Gain/(Loss) on the Plan Assets:	(35)	(34)
Fair Value of Plan Assets as at the end of the year:	480	524

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
c) Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets		
1. Present Value of Defined Benefit Obligation:	1,268	1,210
2. Fair Value of Plan Assets:	480	524
Net Asset/(Liability) recognised in the Balance Sheet:	(788)	(686)

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
d) Expenses recognised in the statement of Profit & loss:		
1. Current Service Cost:	65	65
2. Interest Cost:	86	94
3. Expected Return on Plan Assets:	(36)	(35)
4. Net Actuarial (Gain)/Loss recognised in the Period:	20	(277)
Expenses recognised in the statement of Profit & loss:	135	(153)

Yarn Syndicate Limited**Notes to the financial statements for the Year Ended 31st March 2023**

Rs in Thousands

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
e) Actuarial Assumptions:		
1. Discount Rate:	7.40%	7.10%
2. Salary Growth Rate:	6.00%	6.00%
3. Expected rate of return on Plan Assets:	7.40%	7.10%

Particulars	For the period Ended 31.03.2023	For the period Ended 31.03.2022
f) Maturity Profile of the defined benefit obligation :		
1. Amount due within One year (Current Liability):	1,041	992
2. Amount due over One Year (Non Current Liability):	227	219
Total Expected payments:	1,268	1,210

g) Risk Analysis:

Company is exposed to a number of risk in the defined benefit plans. Most significant risk pertaining to defined benefit plans and management's estimation of the impact of these risk's are as follows:

i) Interest Risk

A decrease in the interest risk on Plan Assets will increase the plan Liability.

ii) Longevity Risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the Mortality of plan participants both during and at the end of the

iii) Salary Growth Risk:

The Present value of the defined benefit plan liability is calculated by reference to the future salaries of Plan participants. An increase in the salary of the plan participants will increase the plan liability.

iv) Investment Risk:

The Present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Government Bonds.

21: Segment Reporting

An Operating Segment is component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. The Company is engaged in the business of exporting yarn and fabric and any other activities incidental thereto. Board of Directors are Chief Operating Decision Maker (CODM) of the Company. Further, there are no export sales and hence there is no reportable secondary segment. Accordingly, these financial statements are not reflective of the information required under Ind AS 108.

22 : Fair Value measurement

Fair value of financial assets and financial liabilities that are not measured at fair value (Non-recurring)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets				
Financial assets carried at amortised cost				
(a) Cash and bank balances	863.08	863.08	466.01	466.01
Financial liabilities				
Financial liabilities at amortised cost				
(a) Borrowings	4323.48	4323.48	5500.08	5500.08

Note:

The carrying values of financial assets and liabilities represent their approximate fair value.

23: Financial Instruments

i) Capital management

The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through optimisation of debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as detailed in note 10 and 12 offset by cash and bank balances) and total equity of the Company.

The Company uses net debt equity ratio as a capital management index and calculates the ratio as total liabilities divided by total equity. Total liabilities and total equity are based on the amounts stated in the separate financial statements.

Net debt-to-equity ratio as of 31st March 2023

	31st March 2023	31st March 2022
Short Term Borrowings	4323.48	5500.08
Gross Debt : (A)	4323.48	5500.08
Less: Cash & Bank Balance	863.08	466.01
Net Debt: (B)	3460.40	5034.07
Total Equity	-4212.72	-2606.00
Net Debt to Equity Ratio	-82.14%	-193.17%

ii) Categories of financial instruments

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Financial assets		
Measured at amortised cost		
(a) Cash and bank balances	863.08	466.01
Measured at FVTOCI		
(a) Investment in equity instruments designated upon initial recognition	-	-
Financial liabilities		
Measured at amortised cost		
(a) Borrowings	4323.48	5,500.08
Measured at FVTPL		
Other financial liabilities	-	-

24: Financial risk management objectives and policies

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee (RMC) which is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and control and monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's activities expose it to market risk, liquidity risk and credit risk which are measured, monitored and managed to abide by the principles of risk management.

i) Credit Risk

Credit risk arises when a customer defaults on its contractual obligations to pay resulting in financial loss to the Company. The Company has adopted a policy of categorising the customers based on the performance and accordingly credit limit ceiling of each category is defined. The Company's exposure and categorisation of its customers are continuously monitored. Credit exposure is controlled by customer credit limits which are reviewed and approved. The Company applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables.

There is no change in estimation techniques or significant assumptions during the reporting period.

ii) Liquidity Risk

Liquidity risk management

The board of directors 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.

iii) Interest Rate Risk

Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rates. Any movement in the reference rates could have an impact on the Company's cash flows as well as costs. The Company has no interest bearing liabilities as on the balance sheet date.

Derivative Financial Instruments

The Company holds no derivative financial instrument as on the reporting Date. Hence the company is not exposed to the said risk.

25: Leases

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

As on April 1, 2023 the Company does not have any existing lease which are required to be recognized as right-of-use (ROU) Asset and a corresponding Lease liability.

26: The figures for the previous year have been regrouped/reclassified to correspond with the current year's classification/disclosures that include changes consequent to the issuance of "Guidance Note on Division II - Ind AS Schedule III to the companies Act 2013".

As per our report of even date attached.

for S. P Sarda & Co.

Chartered Accountants

ICAI Firm's Registration No. : 323054E

Ankit Agarwal

(Partner)

Membership No : 305132

Place : Kolkata

Date :

for and on Behalf of the Board of Directors

Rishiraj Patodia

(Managing Director)

DIN: 00259104

Sheela Patodia

(Managing Director)

DIN: 00276269

B. C. Chatterji

(Company Secretary)

B. Biswas

(Chief Financial Officer)

Nandish Shaileshbhai Jani

(Independent & Non Executive
Director)

DIN: 09565657