

Donear/SECD/SE/2023-24/028

September 01, 2023

**To,**  
**The Manager,**  
**Corporate Relations Department,**  
**BSE Limited**  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort, Mumbai - 400 001

**The Manager,**  
**Listing Department,**  
**National Stock Exchange of India Limited,**  
Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East), Mumbai - 400 051

**Scrip Code: 512519**

**Symbol: DONEAR**

Dear Sir / Madam,

**Sub: Annual Report for FY 2022-23**

**Ref: Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

We would like to inform you that the 37<sup>th</sup> Annual General Meeting ("AGM") of the Company is scheduled to be held on Monday, September 25, 2023 at 3.00 p.m. (IST) through Video Conferencing / Other Audio Visual Means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Listing Regulations, we are enclosing herewith the Annual Report of the Company along with the Notice of the 37<sup>th</sup> AGM for the Financial Year 2022-23. The same is also being sent through electronic mode to those Members whose e-mail addresses are registered with the Company /Registrar and Transfer Agent/Depository Participants.

The Annual Report along with the Notice is also available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

This is for your information and records.

Yours faithfully,

For Donear Industries Limited



**Sachin Gupta**  
**Company Secretary & Compliance Officer**  
Membership No.: F12500

**Encl: as above**





॥ अतुलितबलधामं हेमशैलाभदेहं दनुजवनकृशानुं ज्ञानिनामग्रगण्यम् ॥  
सकलगुणनिधानं वानराणामधीशं रघुपतिप्रियभक्तं वातजातं नमामि ॥





॥ वक्रतुंड महाकाय सूर्यकोटी समप्रभः ॥  
॥ निर्विघ्नं कुरु मे देव सर्वकार्येषु सर्वदा ॥

INDIA'S NO.1



# NEO STRETCH<sup>®</sup>

FREEDOM OF MOVEMENT

MARKETED BY



GROUP

STRETCHABLE • COMFORTABLE • EASILY STITCHABLE • UNIQUE TOUCH • BREATHABLE

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Mr. Rajendra Agarwal**  
Managing Director

**Mr. Ajay Agarwal**  
Whole-Time Director

**Mr. Kishorsinh Parmar**  
Executive Director (w.e.f. August 10, 2022)

**Mrs. Medha Pattanayak**  
Independent Director

**Mr. Govind Shrikhande**  
Independent Director

**Mr. Deepak Bhageria**  
Independent Director (Upto August 14, 2023)

#### REGISTERED OFFICE

Donear House, 8th Floor, Plot No. A-50,  
Road No. 1, MIDC, Andheri (East),  
Mumbai – 400 093, Maharashtra  
E-mail: [investor@donear.com](mailto:investor@donear.com)  
Website: [www.donear.com](http://www.donear.com)

#### REGISTRAR & SHARE TRANSFER AGENT

**Link Intime India Private Limited**  
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

#### WORKS

##### Balaji Fabrics

Jolwa Village, Palsana, Surat, Gujarat

##### Balaji Industries

Dockmandi, Amla Village, Silvassa,  
Dadra & Nagar Haveli

##### Laxmi Fab

Government Industrial Estate, Masat, Silvassa,  
Dadra & Nagar Haveli

##### Laxmi Garment Fabrics

Bhotika House, Peenya Industrial Area,  
Bangalore, Karnataka

### CHIEF FINANCIAL OFFICER

Mr. Ashok Agarwal

### COMPANY SECRETARY

Mr. Sachin Gupta (w.e.f. April 20, 2022)

### STATUTORY AUDITORS

M/S. KANU DOSHI ASSOCIATES LLP  
Chartered Accountants, Mumbai

### SECRETARIAL AUDITORS

M/s. Yogesh Sharma & Co.  
Practicing Company Secretaries, Mumbai

### BANKERS

State Bank of India  
Indian Bank  
Bank of Baroda  
Yes Bank Limited  
HDFC Bank Limited

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**CIN : L99999MH1987PLC042076**



## NOTICE

**NOTICE** is hereby given that the 37<sup>th</sup> (Thirty-Seventh) Annual General Meeting of the members of **Donear Industries Limited** (“the Company”) will be held on Monday, September 25, 2023 at 03:00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact, with or without modification(s) the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year ended March 31, 2023.
3. To appoint a Director in place of Mr. Ajay Agarwal (DIN: 00227279), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 4. To Ratify the remuneration payable to Cost Auditors of the Company for the Financial Year 2023-24

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s. Y. R. Doshi & Co., Cost Accountants, Mumbai (Membership No. 3286), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024, amounting to ₹ 1,25,000/- (Rupees One Lakh and Twenty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses) be ratified;

**FURTHER RESOLVED THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

### Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Special Business under Item No. 4 of the accompanying Notice is annexed hereto.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2023 to Monday, September 25, 2023 (both days inclusive) for the purpose of AGM.
3. The Ministry of Corporate Affairs (“MCA”) in continuation to previous Circulars has further extended the relaxation of convening the AGM through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) vide Circular dated 28<sup>th</sup> December, 2022. The Securities and Exchange Board of India (“SEBI”) has also extended the same relaxation vide its Circular dated 05<sup>th</sup> January, 2023 (collectively referred to as “said Circulars”), Companies are permitted to hold the AGM through VC/ OAVM, without the physical presence of the members at a common venue. Accordingly, the 37<sup>th</sup> AGM of the Company will be held through VC/ OAVM in compliance with the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with the aforesaid Circulars. The deemed venue for the 37<sup>th</sup> AGM shall be the Registered Office of the Company, i.e. Donear House, 8th Floor, Plot No. A - 50, Road No. 1, MIDC, Andheri (East), Mumbai, Maharashtra 400093, India
4. **As AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.**
5. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/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 [csymsharma@gmail.com](mailto:csymsharma@gmail.com) with a copy marked to [investor@donear.com](mailto:investor@donear.com) / [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) at least 48 hours before the commencement of AGM.
6. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No. 22 below.
7. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 20, 2023 through email on [investor@donear.com](mailto:investor@donear.com). The same shall be answered by the Company suitably.
9. The Registers as required under the Act and all documents referred to in the Notice shall be available for inspection by the members up to the date of this Annual General Meeting (‘AGM’), on all working days, during business hours, at the Registered Office of the Company. Members who are interested in obtaining the said particulars may please write to the Company at [investor@donear.com](mailto:investor@donear.com) stating Folio no. / DP ID - Client ID.
10. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime India Private Limited having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 (hereinafter referred to as “Registrar/ RTA”). Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company’s Registrar & Transfer Agents by quoting their Folio number or their DP ID and Client ID number, as the case may be.

11. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
12. **Dividend:** Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories/ Registrar and Transfer Agent ("RTA") for this purpose as at the close of the business hours on Monday, September 18, 2023 (i.e. record date). The final dividend, once approved by the members in the 37<sup>th</sup> AGM will be paid on or after Monday, September 25, 2023 within the stipulated time, electronically, through various online modes to those members who have updated their bank account details or through any other mode.

For members who have not updated their bank account details, the demand drafts/ warrants, etc. will be sent to their registered addresses. Further, to avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

13. **TDS on Dividend:** Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their Residential Status, Category as per IT Act, PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) immediately.

**Communication in respect of deduction of tax at source on Final Dividend payout:** The forms for tax exemption can be downloaded from website of Link Intime India Private Limited. The URL for the same is [www.linkintime.co.in/client-downloads.html](http://www.linkintime.co.in/client-downloads.html) - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F".

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below:

<https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> - On this page the user shall be prompted to select / share the following information to register their request.

- a) Select the company (Dropdown)
- b) Folio / DP-Client ID
- c) PAN
- d) Financial Year (Dropdown)
- e) Form selection
- f) Document attachment-1 (PAN)
- g) Document attachment- 2 (Forms)
- h) Document attachment-3 (other attachments)

Please note that the uploading of documents (duly completed and signed) on the website of Link Intime India Pvt. Ltd. should be done on or before Friday, September 15, 2023 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered if received after Friday, September 15, 2023, 5:00 p.m.

Alternatively, resident individual Shareholder having PAN and entitled to receive dividend amount exceeding ₹ 5,000/- and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) on or before Friday, September 15, 2023. Shareholders are requested to note that in case their PAN is not registered with the DP/Company, the tax will be deducted at a higher rate of 20%.

Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The aforesaid declarations and documents need to be submitted by the Shareholders on or before Friday, September 15, 2023.

14. Further, in order to receive the dividend in a timely manner and to get prevented from fraudulent encashment of dividend warrants, the Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque, self-attested identity proof and address proof, for remittance of dividend through ECS/NEFT with RTA in respect of shares held in physical form by email at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and with Depositories in respect of shares held in Demat form.
15. **IEPF:** The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the Financial Year 2014-15 to the IEPF Authority. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on IEPF website. Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below.



Members who have not encashed the dividend warrants/demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2015-16 and thereafter, are requested to make their claim to RTA well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

Dividend for the year	Date of Declaration	Due date for transfer to the IEPF
2015-2016	September 24, 2016	October 30, 2023
2016-2017	September 23, 2017	October 29, 2024
2017-2018	September 29, 2018	November 04, 2025
2018-2019	September 23, 2019	October 29, 2026
2019-2020	September 25, 2020	October 31, 2027
2020-2021	September 21, 2021	October 27, 2028
2021-2022	September 21, 2022	October 27, 2029

The details of unpaid dividend can be viewed on the Company's website at [www.donear.com/investor](http://www.donear.com/investor). As per the provisions of Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) of those beneficial owners who have not encashed any dividend during the last 7 (seven) years to the IEPF demat account as identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available at the Company website: [www.donear.com/investor](http://www.donear.com/investor). The Shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

- 16. Nomination:** As per the provisions of Section 72 of the Companies Act, 2013, facility for making nominations is now available to individuals holding shares in the Company, Members holding shares in physical form may obtain the Nomination Form No SH-13 from the RTA of the Company. The prescribed forms, in this regard, is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor) and on the website of the RTA at [www.linkintime.co.in/](http://www.linkintime.co.in/). Further, Members holding shares in electronic form must approach their DPs for completing the nomination formalities.

Further, member desires to opt out / cancel the nomination and to record a fresh nomination, requested to submit Form ISR-3 (in case of shares are held in physical form).

- 17. Transfer of shares permitted in Demat Form only:** As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form. In this regards, members are requested to make request in Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members are requested to get in touch with Company's RTA or any Depository Participant having registration with SEBI to open a Demat account. Members may also visit web site of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. [www.cdslindia.com/investors/open-demat.html](http://www.cdslindia.com/investors/open-demat.html) for further understanding of the demat procedure.

- 18.** 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 their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/ Company.
- 19.** Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number.
- 20. Electronic Dispatch of Notice and Annual Report:** In compliance with the MCA and SEBI Circulars, Notice of the 37<sup>th</sup> AGM along with the Annual Report for Financial Year 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / RTA, as applicable, up to the cut-off date i.e. Friday, August 25, 2023. A copy of this Notice along with the Annual Report for Financial Year 2022-23 is uploaded on the Company's website [www.donear.com/investor](http://www.donear.com/investor), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 21.** Members who have not registered their E-mail Ids so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically. The Company through its RTA has enabled a following process for same:

**a. Registration of email ID for shareholders holding physical shares:**

Members of the Company holding Equity Shares of the Company in physical form and who have not registered their email addresses may get their email addresses registered with RTA, Link Intime India Private Limited, by clicking the link at [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the email/ bank registration heading and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email ID and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

**b. For temporary registration for demat shareholders:**

Members of the Company holding Equity Shares of the Company in demat form and who have not registered their email addresses may temporarily get their email addresses registered with Link Intime India Private Limited by clicking the link at [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html) in their website [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the email registration

heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID/ Client ID, PAN, mobile number and email ID. This email ID will be used for sending annual report, notices for general meetings and other corporate communications as permitted.

**22. Instructions for Voting by Electronic means i.e., Remote E-voting and E-voting during the AGM:**

- I. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, including any amendments therein, the Company is providing to its members the facility to cast their votes electronically, through e-voting service provider viz., National Securities and Depositories Limited (“NSDL”), on all the businesses/ resolutions set forth in this Notice.

Members are requested to take note of the key points related to e-voting for this AGM mentioned below:

- II. **The remote e-voting period begins on Thursday, September 21, 2023 at 09:00 A.M. and ends on Sunday, September 24, 2023 at 05:00 P.M.**
- III. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 18, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- IV. The details of the process and manner for remote e-voting are explained herein below:

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





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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; border: 1px solid black; padding: 5px; margin-top: 10px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on HYPERLINK "<a href="http://www.cdslindia.com">http://www.cdslindia.com</a>" <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

- 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, 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.*
- 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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and 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 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 [csymsharma@gmail.com](mailto:csymsharma@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.nsd.com](http://www.evoting.nsd.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

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

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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 meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investor@donear.com](mailto:investor@donear.com). The same will be replied by the company suitably.
23. The voting rights of Members shall be in proportion to their shares of the paid up capital of the Company as on cut-off date of Monday, September 18, 2023. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any person who has ceased to be the member of the Company before the cut-off date will not be entitled for remote e-voting or voting at the meeting.
24. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Monday, September 18, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Monday, September 18, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
25. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by NSDL for voting after 15 minutes from the conclusion of the meeting.

26. **Scrutinizer for E-Voting:** Mr. Yogesh Sharma (Membership No.: F11305, C.P. No.: 12366), on the behalf of Yogesh Sharma & Co., Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the remote e-voting and the e-voting process at the AGM in a fair and transparent manner. The Scrutinizer shall within 2 working days from the conclusion of the AGM, make a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, and hand it over to the Chairman or a person authorised by him. The Chairman or a person authorised by him shall declare the voting results within permissible time.
27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.donear.com](http://www.donear.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors  
For **Donear Industries Limited**

**Sachin Gupta**  
Company Secretary  
Membership No. F12500

**Place:** Mumbai,

**Date:** August 14, 2023

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

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

The Board of Directors, at its Meeting held on May 20, 2023, upon the recommendation of the Audit Committee, approved the appointment of M/s. Y. R. Doshi & Co., Cost Accountant, Mumbai (Membership No. 3286), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2024, at a remuneration of ₹ 1,25,000/- (Rupees One Lakhs Twenty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

M/s. Y. R. Doshi & Co., Cost Accountant, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Pursuant to Section 148 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2024.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

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



## Annexure – I

Information as required pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), in respect of Directors seeking appointment/re-appointment/payment of remuneration at the Annual General Meeting:

Name of Director	Mr. Ajay Agarwal
DIN	00227279
Date of Birth	July 02, 1967
Age	56 Years
Date of first Appointment on the Board	July 01, 1998
Qualifications	Commerce Graduate
Experience and Expertise in Specific Functional Area	Mr. Ajay Agarwal is the Whole-time Director of our Company. He is well experienced in the textile industry since last three decades. He has commendable marketing skills to his credit, understands the market, controls our marketing network, organizes sales conferences, seminars, collects and provides feedback to the customers and the Company.
Terms and conditions of re-appointment / revision / remuneration	As approved by the Postal Ballot on March 18, 2023.
Remuneration last drawn	During the year 2022-23, Mr. Ajay Agarwal was paid a remuneration of ₹ 16.60 Lakhs from the Company.
Number of Board Meetings attended during the year 2022-23	4 (Four) out of 5 (Five)
Directorship held in other Listed companies (As on March 31, 2023)	-
Directorship in other Companies (excluding foreign companies & Section 8 companies) (As on March 31, 2023)	<ul style="list-style-type: none"> <li>▪ OCM Flooring Private Limited</li> </ul>
Chairmanship/ Membership of Committees of the Board of Directors of other Companies (As on March 31, 2023)	<p>Donear Industries Limited</p> <ul style="list-style-type: none"> <li>▪ Stakeholders Relationship Committee - Member</li> <li>▪ Corporate Social Responsibility Committee – Member</li> <li>▪ Risk Management Committee - Member</li> </ul>
Shareholding as on March 31, 2023	37,29,500
Relationship with other Directors / Key Managerial Personnel(s)	Mr. Ajay Agarwal is brother of Mr. Rajendra Agarwal, who is the Managing Director of the Company.

*Note: For further details related to remuneration drawn and proposed, directorship/committee membership, please refer to Directors' Report and Corporate Governance Report forming part of the Annual Report.*

## DIRECTORS REPORT

### Dear Members,

Your Directors present the 37<sup>th</sup> (Thirty Seventh) Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2023.

### Financial Performance

The financial performance of the Company is as follows:

(₹ in Lakhs)

Particulars	Financial Year	
	2022-23	2021-22
Revenue from Operations	82,566.40	56,945.80
Other Income	1,015.83	1,224.67
Total Revenue	83,582.21	58,170.47
Profit before Depreciation and Amortisation expense, Finance Costs and Tax expense	8,565.29	5,961.60
Less: Depreciation and Amortisation expense	926.12	922.57
EBIT	7,639.18	5,039.07
Less: Finance Costs	2,782.28	2,003.53
Profit before Tax	4,856.90	3,035.54
Less: Tax expense	1,232.90	758.38
Profit after Tax	3,624.00	2,277.16
Other Comprehensive Income	(2.68)	(82.44)
Total Comprehensive Income	3,621.32	2,194.72
Earnings Per Equity Share of Face Value of ₹ 2/- each		
Basic and Diluted (in ₹)	6.97	4.38

### **Review of Financial Performance**

The total revenue from operations for Financial Year 2022-23 was ₹ 83,582.21 Lakhs as compared to ₹ 58,170.47 Lakhs in previous Financial Year. During the Financial Year the Company earned a profit of ₹ 4,856.90 Lakhs as against Profit of ₹ 3,035.54 Lakhs in the Previous Year.

The Net Profit for the Financial Year was ₹ 3,624.00 Lakhs as against Loss of ₹ 2,277.16 Lakhs reported in the Previous Year.

The segment revenue from operations for Financial Year 2022-23 (a) Textile: ₹ 81,843.88 Lakhs (Previous Year: ₹ 56,272.28 Lakhs), (b) Rental Business ₹ 722.52 Lakhs (Previous Year: ₹ 673.52 Lakhs). The segment Profit before Tax for Financial Year 2022-23 (a) Textile: ₹ 9,255.64 Lakhs (Previous Year: ₹ 5,616.11 Lakhs), (b) Rental Business ₹ 574.79 Lakhs (Previous Year: ₹ 532.05 Lakhs).

There have been no material changes and commitments affecting the financial position of the Company which have occurred between end of the financial year and the date of this report. There has been no change in the nature of business of the Company.

### **Management Discussion and Analysis**

#### **1. Economic Overview:**

**World Economy:** Global economic activity is experiencing a broad based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic all weigh heavily on the outlook. In addition, base effects from the rise in energy prices following the invasion are now coming off, putting further downward pressure on inflation for the rest of this year. Prices of other commodities as well as global food prices have also eased. However, domestic inflationary pressures remain relatively elevated in a number of economies, in particular those with tighter labour markets, although even there inflation probably already passed its peak around the second half of last year with headline inflation expected to continue falling this year, and potentially reaching central banks' targets by 2024.

**Indian Economy:** The Indian Economy continues to show resilience amid Global Uncertainties. Despite significant challenges in the global environment, India was one of the fastest growing economies in the world. The Indian economy is expected to grow at a healthy pace in the coming year, supported by a number of factors like supply-side reforms and regulatory simplification, which will make it easier for businesses to operate and invest. Government initiatives, including the PM Gati Shakti – National Master Plan, the National Monetisation Plan (NMP) and the Production-Linked Incentive (PLI), are expected to foster economic growth, going forward.

Strong domestic demand, rising employment indicators, reducing inflationary pressures, and a high corporate sector debt profile augur well for the domestic economy's growth in the years ahead. Overall, the outlook for the Indian economy is positive. The government's reforms and initiatives are expected to boost economic growth and create jobs. Inflation is expected to fall, and the GST collection is expected to remain strong.

## **2. Indian Textile Market Overview & Development:**

The textile sector is one of the largest employers in the nation, employing an estimated 45 million people directly, including a significant percentage of women and rural residents. The value chain of the textile industry is complex and extends from fibre through ready-to-wear clothing. With a sizeable raw material base and manufacturing strength across its value chain, it is also one of the largest in the world. Looking at the potential of the industry, the Indian government has launched various programmes to support domestic textile producers. Under the broad objectives of several government policy programmes, including 'Skill India' and 'Make in India', the government is encouraging investment in this area, which will generate more employment, enterprises, and chances for skill development.

The Ministry of Textiles has set an even more ambitious target of \$100 billion in exports over the next five years. India must address cost disadvantages, negotiate free trade agreements, and invest in critical areas to achieve these goals. Nearly 70% of the industry's output is based on cotton, as opposed to the global average, where goods made of man-made fibers have a more significant share. Due to the technical textiles' low cost, long lifespan, and versatility, India is another important market for the sector's growth. The healthcare and infrastructure sectors primarily drive the technical textile business.

## **3. Opportunities, Risk & Concern:**

Textile manufacturing in India has been steadily recovering amid the pandemic. The government has announced various schemes to boost the economy and help small-scale businesses grow. The government has allowed 100% FDI by automatic route in the textile sector and it is supposed to attract USD 140 billion foreign investments in coming years. Government is encouraging to setup SITP (Scheme for Integrated Textile Parks) and TUFS (Technology Upgradation Fund Scheme). The textile industry is prepared for the new normal. As a citizen of India, we should contribute in money circulation and help the textile market rise. The textile industry should also be prepared for any such situation which can arise in the future. India is blessed with a hardworking and exceptional workforce and soon the Textile Industry will be witnessing its golden days.

Moreover, 100% Foreign Direct Investment is allowed in the textile sector under the automatic route which can also support to take the measures for increasing production, spending in cost effective technologies, etc.

Though India has the best textile industry, it also face numerous challenges like changing tax structure at the state and central government levels making garments expensive, rising interest rates and labour wages and workers' salaries.

The Indian textile industry has its own limitations such as access to the latest technology and failures to meet global standards in the highly competitive export market. There is fierce competition from countries in the low-price garment market. In the global market tariff and non-tariff barriers coupled with the quota are posing a major challenge to the Indian textile Industry. The environmental and social issues like child labour and personal safety norms are also some of the challenges for the textile industry in India.

## **4. Future Outlook of Textile Industry:**

Strong domestic demand, rising employment indicators, reducing inflationary pressures, and a high corporate sector debt profile augur well for the domestic economy's growth in the years ahead. As the current account deficit is expected to decrease from the beginning of the year, it would provide a larger safety buffer for capital expenditures, the macroeconomic stability is predicted to further improve in FY23 providing the government more flexibility in managing unforeseen risks and more financial resources to cover unforeseen costs. The trends suggest that India's economy is on an upward trajectory, and the country is well-positioned to continue its growth despite global turbulence.

For the textiles and apparel sector, the Budget proposes allocation of ₹ 900 crore for Amended Technology Upgradation Fund Scheme (ATUFS) for Financial Year 2023-2024 as against ₹ 650 crore for Financial Year 2022-2023.

## **5. Human Resources / Industrial Relations front:**

The Company's HR showed a strategic and coherent approach in managing the talent and put an endeavor in employing people and developing their capacities, utilizing and maintaining their services. Our Company continuously carries out the necessary improvements to attract and retain the best talent which results in low attrition rates.

The Company's policy of providing on the job training has been instrumental in developing a good work force for the Company. Moreover, the Company has an induction process wherein employees are made familiar with the organization structure, their reporting authority, various units/plants location, major achievements and other related facts in order to make them congenial while working in the Company.

## **6. Risk Management and Internal control systems:**

The Company has in place a Risk Management framework through its Policy, the main objective of which is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving the risks which are material in nature and are associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on material risk related issues. The policy is available on the website of the Company at [www.doneyar.com/investor](http://www.doneyar.com/investor).

Further, the Company's activities are expose to credit risk, liquidity risk, market risk, price risk and Interest Rate Risk. The sources of such risk and how Company manages such risk and the impact thereof are provided in the relevant note forming part of the Financial Statements, which forms part of this Annual Report.

Internal Audit plays a key role in providing an assurance to the Board of Directors with respect to the Company having adequate Internal Financial Control Systems. The Internal Financial Control systems provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company's assets. The Company has adequate internal control system which commensurate with its size, scale and complexities of its operations.



**7. Key Financial Ratios:**

As per provisions of SEBI Listing Regulations, 2015, changes in financial ratios in the Financial Year 2022-23, as compared to the immediately previous Financial Year along with detailed explanation thereof are provided in Note 45 to Standalone Financial Statements and the same forms part of the Annual Report.

**8. Forward looking statement:**

Statements in the Management Discussion & Analysis report describing the Company's objectives, estimates or projections may be forward looking statements within the meaning of applicable securities law and regulations. Actual results may materially differ from those expressed or implied. Important factors that can make a difference to the Company's operations include change in the main client's purchase procedures, changes in Government regulations, tax regimes, economic outlook and other incidental factors.

**Dividend**

The Board at its meeting held on May 20, 2023, has recommended a dividend of ₹ 0.20 (10%) per Equity Share of ₹ 2.00 each for the Financial Year ended March 31, 2023, subject to the approval of the Members of the Company at the ensuing Annual General Meeting (AGM).

The Dividend, if approved by the Members would entail a gross outflow of ₹ 104 Lakhs for the Financial Year 2022-23 and it will be taxable in the hands of shareholders.

The provisions under Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") regarding formulating Dividend Distribution Policy are not applicable to the Company. Hence, the Company declares the dividend by maintaining a balance between profit retention and a fair, sustainable and consistent distribution of profits among its Members.

**Transfer to General Reserves**

The Board has decided not to transfer any amount to the General Reserve for the year under review.

**Subsidiary / Associate / Joint Venture Companies**

The Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, the provisions relating to consolidation of financials does not apply on the Company.

**Issue of Equity Shares**

During the year under review, the Company has not issued any equity shares and there is no change in issued and paid-up capital of the Company. The Company has also not issued any shares with differential voting rights.

**Credit Rating**

The Company has obtained ratings from India Ratings and Research Private Limited. During the year under review, India Ratings and Research Private Limited has revised the Outlook on Donear Industries Limited to Positive from Negative while affirming the Long-Term Issuer Rating at 'IND BBB-'.  
For more details, please refer the Corporate Governance Report, which forms part of this Annual Report.

**Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013 ("the Act"), your Directors, confirm that:

- a) in the preparation of the annual accounts for the Financial Year ended March 31, 2023, the applicable accounting standards have been followed;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care towards the 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 fraud and irregularities;
- d) the annual accounts are prepared on a going concern basis;
- e) they have laid down Internal Financial Controls, which are adequate and are operating effectively;
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

**Directors and Key Managerial Personnel**

**Retirement by rotation and subsequent re-appointment**

In accordance with the provisions of Section 152 of the Act, Mr. Ajay Agarwal, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. A resolution seeking Members' approval for his re-appointment forms part of the Notice. This re-appointment as a Director shall not constitute a break in his appointment as a Whole Time Director of the Company.

Additional information on re-appointment of directors as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is given in the Notice convening the forthcoming AGM.

### **Appointment(s)**

During the year under review, the Board, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Kishorsinh Parmar (DIN: 09692520) as an Additional - Executive Professional Director of the Company for a term of 3 (Three) consecutive years commencing from August 10, 2022 to August 9, 2025. Accordingly, Members of the Company at Thirty Sixth Annual General Meeting dated September 21, 2022 of the Company has appointed him as an Executive Professional Director upto August 9, 2025.

### **Resignation(s)**

During the year, Mr. Anupkumar Singh (DIN:07343361), has tendered his resignation as an Executive Director of the Company due to his personal reason and the same has been accepted and noted by the Board of Directors of the Company with effect from the close of business hours of July 11, 2022. Mr. Anupkumar Singh has also confirmed that there are no material reasons for his resignation other than personal reasons.

After the Financial Year 2022-23, Mr. Deepak Bhageria (DIN: 00540430), has tendered his resignation as Non-Executive Independent Director of the Company due to his pre-occupations and other personal commitments and the same has been accepted and noted by the Board of Directors of the Company with effect from the close of business hours of August 14, 2023.

### **Key Managerial Personnel**

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the Key Managerial Personnel of the Company:

- Mr. Rajendra Agarwal, Managing Director;
- Mr. Ajay Agarwal, Whole-Time Director;
- Mr. Ashok Agarwal, CFO; and
- Mr. Sachin Gupta, Company Secretary & Compliance Officer (with effect from April 20, 2022)

### **Independent Director(s)**

Mrs. Medha Pattanayak, Mr. Govind Shrikhande and Mr. Deepak Bhageria, Independent Directors, hold office for their respective term. They are not liable to retire by rotation in terms of Section 149(13) of the Act.

The Company has received declarations from all the Independent Directors of the Company confirming that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management and also possess the requisite integrity, experience, expertise, proficiency and qualifications. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors of the Company have undertaken requisite steps towards the renewal of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualifications of Directors) Rules, 2014.

During the year under review, the Board has also identified the list of core skills, expertise and competencies of the Board of Directors as are required in the context of the business and sector applicable to the Company and mapped with each of the Directors on the Board. The same is disclosed in the Report of Corporate Governance forming part of the Annual Report.

Mr. Deepak Bhageria, Independent Director resigned from the Company with effect from August 14, 2023.

### **Annual Evaluation of Board Performance and Performance of its Committees and of Directors:**

Pursuant to the provisions of the Act and Listing Regulations, the Board has carried out an annual evaluation of performance of its own, the Committees thereof and the Directors.

The Nomination and Remuneration Committee, in order to facilitate the performance evaluation process, laid down the evaluation criteria for the performance of Executive / Non-Executive / Independent Directors, Chairman of the Board, Committees and the Board as a whole and approved specific evaluation forms.

These forms were circulated to each of the Director, as applicable, and Directors were requested to provide their valuable feedbacks and suggestions on the overall functioning of the Board and its Committees. Accordingly, Directors submitted their feedbacks on various parameters such as composition, manner of circulating agenda for meetings, participations, frequency of meetings, timeliness and accuracy of information, infrastructure for effective deliberations, flow of information between Board and Management, contribution towards corporate performance, internal control, management information system, etc.

The performance of individual directors was evaluated on the basis of parameters such as engagement, leadership, analysis, knowledge and skills, quality of decision making, interactions, ethics and integrity, willingness to devote time and efforts, corporate governance, relationships with stakeholders, relationships with Management, contribution, attendance, independent judgment, etc.

The Independent Directors at their separate meeting held on February 7, 2023, reviewed the performance evaluation of Non-Independent Directors, the Board as a whole, the Chairperson of the Board after taking into account the views of Executive Directors and Non-Executive Directors of the Company and also assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

### **Policy on Directors' Remuneration**

The Company's remuneration policy for Directors, Key Managerial Personnel, Senior Management Personnel and other employees as recommended by the Nomination and Remuneration Committee and approved by Board from time to time has been disclosed in the Corporate Governance Report, which forms part of this Annual Report and also available at the Company's website at [www.donear.com/investor](http://www.donear.com/investor).

### **Number of Meetings of the Board**

During the year under review, 5 (Five) meetings of the Board of Directors of the Company were held. The details of such Board meetings and attendance of Directors therein, are given in the Corporate Governance Report, which forms part of this Annual Report.

### **Committees of the Board**

The Board of Directors has constituted following Committees, viz.:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee

The details of such Committees including their composition, number of meetings held and attended and terms of reference as required under provisions of the Act and Listing Regulations are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

There were no instances where the Board had not accepted any of the recommendations of the Audit Committee.

### **Auditors and Auditors' Report**

#### **Statutory Auditors**

The Members of the Company on Thirty Fourth Annual General Meeting of the Company held on September 25, 2020, approved the re-appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W100096), as Statutory Auditors of the Company for the second term to hold office from the conclusion of the Thirty Fourth Annual General Meeting till the conclusion of Thirty Ninth AGM to be held in the year 2025.

The Audit Report on the Financial Statements of the Company for Financial Year ended March 31, 2023 is made part of this Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

A total fee of ₹ 7.41 Lakhs for statutory audit (including out of pocket expenses) and ₹ 0.60 Lakh for other services was paid to M/s. Kanu Doshi Associates LLP, Statutory Auditor of the Company.

#### **Secretarial Auditors**

M/s. Yogesh Sharma & Co., Practicing Company Secretaries (Membership No. F11305 / Certificate of Practice No. 12366) were appointed as Secretarial Auditor to conduct the secretarial audit of the Company, as required under Section 204 of Act, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Listing Regulations.

The Secretarial Audit Report for the Financial Year 2022-23 is given as **Annexure A**, which forms part of this Report. Their Audit Report confirms that the Company has complied with applicable provisions of the Act and the Rules made thereunder, Listing Regulations, other SEBI Regulations and laws applicable to the Company.

#### **Cost Auditors**

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are prepared and records have been maintained relating to Textile Division every year.

The Board of Directors, on the recommendation of the Audit Committee has re-appointed M/s. Y. R. Doshi & Co., (Firm Registration No. 000003), Cost Accountants, Mumbai, as Cost Auditors for undertaking Cost Audit for the Financial Year ending March 31, 2023. The Company has received their written consent and confirmation that the appointment will be in accordance with the applicable provisions of the Act and rules framed thereunder.

The remuneration payable to Cost Auditors has been approved by the Board of Directors on the recommendation of the Audit Committee and in terms of the Act and Rules therein. A resolution seeking member's approval for ratification of remuneration payable to Cost Auditor forms part of the Notice convening Annual General Meeting.

#### **Reporting of Frauds by Auditors**

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Act.



### **Significant and Material Orders**

There were no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status of the Company and its operations in future.

### **Corporate Social Responsibility (CSR)**

The composition and terms of reference of the Corporate Social Responsibility (“CSR”) Committee is provided in the Corporate Governance Report, which forms part of this Annual Report.

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in **Annexure B** of this Report in the format prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014.

### **Deposits from Public**

The Company has not accepted any deposits from the public and as such, no amount on account of principal or interest on deposits from public was outstanding as on March 31, 2023.

### **Corporate Governance Report**

As per Regulation 34(3) read with Schedule V of the Listing Regulations, the Company’s Corporate Governance Report for the year under review, forms part of this Annual Report.

A certificate from the Statutory Auditors of the Company regarding the compliance with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and other applicable provisions of Listing Regulations, is annexed to Corporate Governance Report and forms part of this Report.

### **Particulars of Employees**

The information pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure C**, which forms part of this Report.

### **Secretarial Standards**

During the year under review, the Company has complied with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India (‘ICSI’) in terms of Section 118(10) of the Act.

### **Disclosure Requirements**

Details of familiarization programs for Independent Directors are available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

Policy for determining Materiality of Events of the Company is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

Policy for archival of documents of the Company is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

The code of conduct for Directors and senior management of the Company is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

There has been no change in the nature of business of the Company.

### **Vigil Mechanism / Whistle Blower Policy**

The essence of Company’s philosophy is based on fairness, transparency, accountability and responsibility aligned with best management practices and ethical values.

Accordingly, Company has put in place Vigil Mechanism / Whistle Blower Policy for its Stakeholders to report genuine concerns that could have serious impact on the operations and performance of business of the Company.

This Policy also aims to provide adequate safeguards against victimization of directors, employees and other stakeholders who use this policy / mechanism and contains the provision of direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

This policy is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

### **Disclosure under the Sexual Harassment of Women at workplace (prevention, prohibition and redressal) Act, 2013**

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (“POSH Act”), the Company has constituted Sexual Harassment Internal Complaints Committee, chaired by Head of Human Resource Department who introduced such Committee to female staff and imparted awareness on sexual harassment of women at workplace.

All Women employees whether contractual, permanent or temporary, were made aware of appropriate ways and methods of approaching and responding to sexual harassment concerns and incidents. Further, they were made aware of the present law protecting them against any sexual abuse and motivated them to share anything which they see absurd in relation to their safety.

During the year under review, there were no cases were reported to the Board under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**Disclosure on One Time Settlement**

During the year under review, the Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

**Particulars of Loans, Guarantees and Investments**

During the year under review, the Company has made some investment. Further, the Company has not given any loans or corporate guarantee or provided any security during the year.

The details of loans, guarantees, investments and security, as required under the provisions of Section 186 of the Companies Act, 2013 are provided in the relevant note forming part of the Financial Statements, which forms part of this Annual Report.

**Particulars of Contracts or Arrangements with Related Parties**

In accordance with Section 134(3)(h) of the Act, and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of the contracts or arrangements with related parties referred to in Section 188(1) of the Act, in Form AOC-2, is attached as **Annexure D** to this Board's Report. All contracts and arrangements with related parties were at arm's length and in the ordinary course of business of the Company.

The contracts/ arrangements /transactions with the related parties are necessary in the ordinary course and have a significant role in the Company's operations.

Moreover, the Company has formulated a Policy on Related Party Transactions and also amended during the year to keep it in line with the Act and Listing Regulations and is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

Disclosure of transactions with related parties as required under Listing Regulations and the applicable Accounting Standards is given in the relevant note forming part of the Financial Statements.

**Particulars Regarding Conservation of Energy, Technology absorption and Foreign Exchange Earnings and outgo**

The particulars as required under Section 134(3)(m) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are given in **Annexure E**, which forms part of this Report.

**Investors Education and Protection Fund ("IEPF")**

The disclosure regarding amount of unclaimed/unpaid dividend and corresponding shares transferred to the IEPF and other related details are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

**Annual Return**

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return of the Company for the Financial Year ended March 31, 2023 is uploaded on the website of the Company and can be accessed at [www.donear.com/investor](http://www.donear.com/investor).

**Appreciation**

The Board of Directors place on record sincere gratitude and appreciation for all the employees of the Company. Our consistent growth was made possible by their hard work, solidarity, cooperation, and dedication during the year.

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

**For and on behalf of the Board of Directors**

**Rajendra Agarwal**  
**Managing Director**  
DIN: 00227233

**Ajay Agarwal**  
**Whole-Time Director**  
DIN: 00227279

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

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

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

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
**Donear Industries Limited**  
Donear House, 8<sup>th</sup> Floor,  
Plot No. A - 50 Road No. 1, MIDC,  
Andheri (East), Mumbai – 400093

I have conducted the Secretarial Audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by **DONEAR INDUSTRIES LIMITED (CIN- L99999MH1987PLC042076)** (hereinafter called 'the Company'). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

**Auditor's responsibility**

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on my verification of the 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 authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 ('the Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent and in the manner and subject to the reporting made hereinafter:

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

- I. The Companies Act, 2013 ('the Act') and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (Overseas Direct Investment and External Commercial Borrowings- **(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;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
  - (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Audit period)**
  - (e) 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;
  - (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable to the Company during the Audit period)**
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the Audit period)**
  - (h) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulation").

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd. ("**BSE**") and NSE Limited ("**NSE**").

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

I further report that, with regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with following laws which are applicable specifically to the Company:

- i. Factories Act, 1948
- ii. Water (Prevention and Control of Pollution) Act, 1974
- iii. Air (Prevention and Control of Pollution) Act, 1981
- iv. Environment Protection Act, 1986

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

Adequate notice was given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance. 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.

All the decision in the board meetings and committee meetings are carried out unanimously or as recorded in the minutes of the meeting of Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has not undertaken any specific events / actions that can have a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

**For Yogesh Sharma & Co.,**  
Practicing Company Secretary

**Yogesh M. Sharma**

Proprietor

FCS No: 11305

COP No: 12366

UDIN: F011305E000783923

PR NO: 1583/2021

**Place:** Mumbai

**Date:** August 11, 2023



## **ANNEXURE**

To,

The Members,

**DONEAR INDUSTRIES LIMITED**

Donear House, 8<sup>th</sup> Floor,

Plot No. A - 50 Road No. 1, MIDC,

Andheri (East), Mumbai - 400093

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that accurate facts are reflected in secretarial records. I believed that the processes and practices that I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I 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. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Yogesh Sharma & Co.,**  
Practicing Company Secretary

**Yogesh M. Sharma**

Proprietor

FCS No: 11305

COP No: 12366

UDIN: F011305E000783923

PR NO: 1583/2021

**Place:** Mumbai

**Date:** August 11, 2023

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES  
FOR FINANCIAL YEAR ENDED 31ST MARCH, 2023**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Companies (Corporate Social Responsibility) Rules, 2021]

**1. Brief outline on CSR Policy of the Company:**

The CSR initiatives of the Company are either undertaken as projects or programmes or activities, whether new or ongoing, or by way of providing donations, contributions or financial assistance to such projects or to other CSR companies or entities undertaking such projects, as may be permitted under the Companies Act, 2013 read with applicable rules prescribed thereunder and which are in line with CSR Policy of the Company.

The Policy outlines the Company's responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking activities for welfare and sustainable development of the community at large.

The core element of CSR is the continuing commitment by business to ethical principles, protection of human rights, care for the environment while improving the quality of life of all the stakeholders including the local community and society at large.

**2. Composition of CSR Committee:**

Name of Director	Designation	Position	No. of Meetings	
			Held	Attended
Mrs. Medha Pattanayak	Non-Executive and Independent	Chairperson	1	1
Mr. Rajendra Agarwal	Managing Director	Member	1	1
Mr. Ajay Agarwal	Executive Director	Member	1	0

- 3 Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the : [www.donear.com/investor](http://www.donear.com/investor) board are disclosed on the website of the company.
- 4 Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in : Not Applicable  
pursuance of sub-rule (3) of rule 8, if applicable.
- 5 (a) Average net profit of the company as per section 135 (5). : ₹ 1,492.76 Lakhs  
(b) Two percent of average net profit of the company as per section 135 (5). : ₹ 29.86 Lakhs  
(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. : Not applicable  
(d) Amount required to be set-off for the financial year, if any. : Nil  
(e) Total CSR obligation for the financial year [(b)+(c)-(d)]. : ₹ 29.86 Lakhs
- 6 (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). : ₹ 30.00 Lakhs  
(b) Amount spent in Administrative Overheads. : Nil  
(c) Amount spent on Impact Assessment, if applicable. : Nil  
(d) Total amount spent for the Financial Year [(a)+(b)+(c)]. : ₹ 30.00 Lakhs  
(e) CSR amount spent or unspent for the Financial Year : ₹ 30.00 Lakhs

Total Amount Spent for the Financial Year. (₹ in Lakhs)	Amount Unspent : Not Applicable				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
30.00	NA				

- (f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (₹ in Lakhs)
1.	Two percent of average net profit of the Company as per Section 135(5)	29.86
2.	Total amount spent for the Financial Year	30.00
3.	Excess amount spent for the Financial Year [(ii)-(i)]	0.14
4.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
5.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.14

7. **Details of unspent Corporate Social Responsibility amount for the preceding three financial years:** Not applicable.
8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No.  

The Company has not directly created or acquired any capital asset through CSR spent during the financial year ended March 31, 2023. All CSR expenditure has been done through the implementing agencies.
9. **Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5):** Not applicable.

**For and on behalf of the Board of Directors**

**Rajendra Agarwal**  
**Managing Director**  
DIN: 00227233

**Medha Pattanayak**  
**Chairperson of CSR Committee**  
DIN: 07157952

**Place:** Mumbai

**Date:** August 14, 2023

**Annexure C**

**Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- I. The ratio of the remuneration of each Director to the Median Remuneration of the Employees ("MRE") of the Company and the percentage increase in remuneration of each Director and Key Managerial Personnel ("KMP"), for the Financial Year 2022-23 are as under:

Name and Designation	Increase in Remuneration (%)	Ratio of remuneration of each Director to MRE
<b>Managing Director:</b>		
Mr. Rajendra Agarwal	0%	8.49
<b>Whole-Time Director:</b>		
Mr. Ajay Agarwal	0%	4.49
<b>Executive Director:</b>		
Mr. Kishorsinh Parmar <sup>*</sup>	-	5.55
Mr. Anupkumar Singh <sup>**</sup>	-	-
<b>Independent Director:</b>		
Mrs. Medha Pattanayak	N.A.	N.A.
Mr. Govind Shrikhande	N.A.	N.A.
Mr. Deepak Bhageria <sup>***</sup>	N.A.	N.A.
<b>Key Managerial Personnel:</b>		
Mr. Ashok Agarwal (Chief Financial Officer)	15.00%	9.10
Mr. Sachin Gupta ( Company Secretary) <sup>#</sup>	-	-

**Notes:**

\*Mr. Kishorsinh Parmar, appointed as Executive Professional Director with effect from August 10, 2022.

\*\*Mr. Anupkumar Singh, Executive Director resigned from the Company with effect from July 11, 2022.

\*\*\*Mr. Deepak Bhageria, Independent Director resigned from the Company with effect from August 14, 2023.

# Mr. Sachin Gupta has been appointed as Company Secretary of the Company with effect from April 20, 2022.

N.A. - Not Applicable as only sitting fees is payable to Independent Director.

- II. The percentage decrease in the median remuneration of employees in the Financial Year 2022-23 was 0.16%:
- III. There were 2,478 permanent employees on the rolls of the Company as on March 31, 2023.
- IV. Average percentage increase in the salaries of employees other than the managerial personnel for the Financial Year 2022-23 was in the range of 8 - 9 %.
- V. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors**

**Rajendra Agarwal**  
Managing Director  
DIN: 00227233

**Ajay Agarwal**  
Whole-Time Director  
DIN: 00227279

**Place:** Mumbai

**Date:** August 14, 2023



**FORM NO. AOC. 2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

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

**2. Details of material contracts or arrangements or transactions at arm's length basis:**

There were no material contracts or arrangements or transactions entered into during the year ended March 31, 2023.

**For and on behalf of the Board of Directors**

**Rajendra Agarwal**  
**Managing Director**  
DIN: 00227233

**Ajay Agarwal**  
**Whole-Time Director**  
DIN: 00227279

**Place:** Mumbai

**Date:** August 14, 2023

**Annexure - E**

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo, etc.**

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo, pursuant to the provisions of section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is provided as under:

**(A) Conservation of Energy:**

**(i) The steps taken or impact on conservation of energy:**

1. Replacement of condensate old G.I. out of order line, which had leakage with PPR-FR pipe line for optimum condensate recovery.
2. Steam traps checking & servicing work carried out to condensate recovery.
3. Plant Energy audit carried out.
4. Installation of air flow meter for SSM & PDC to analyze the Air consumption and optimization.
5. Installation of separate energy meter for Yamada sizing power analysis.
6. Energy Savings Reeds are procured for Air jet looms to optimize Air consumption of Air jet looms.

**The steps taken by the Company for utilizing alternate sources of energy:**

1. We have shifted 300 solar PV modules from north side (Less solar power generation zone) to South side (high solar power generation zone), investment was ₹ 1.89 Lakh.
2. We have cleaned Solar PV module with Solar NB chemical to increase solar power generation, investment was ₹ 0.45 Lakh.

**(ii) The capital investment on energy conservation equipment:** The Capital investment on energy conservation equipment is ₹ 2.33 Lakhs during the FY 2022-23.

**(B) Technology absorption:**

**(i) The efforts made towards technology absorption:** Nil

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:** By shifting of Solar PV Module from north side to south side solar power generation is increased.

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):** Not Applicable

**(iv) The expenditure incurred on Research and Development:** Nil

**(C) Foreign Exchange Earnings and Outgo:**

Foreign Exchange earnings and outgo during the year under review are as follows:

(₹ in Lakhs)

Particulars	Financial Year 2023-22	Financial Year 2021-22
Foreign Exchange Earnings	4,052.05	1,527.97
Foreign Exchange Outgo	121.82	350.17

For and on behalf of the Board of Directors

**Rajendra Agarwal**  
Managing Director  
DIN: 00227233

**Ajay Agarwal**  
Whole-Time Director  
DIN: 00227279

Place: Mumbai

Date: August 14, 2023

## Corporate Governance Report

### Company's Philosophy on Corporate Governance

The Corporate Governance is based on the principle of achieving sustainable growth morally and in the best interest of all stakeholders.

Donear Industries Limited ("the Company") is committed to meet the expectations of stakeholders as a responsible corporate citizen. The Company believes that to succeed, it must maintain global standards of corporate conduct towards all its stakeholders. Moreover, the Company view almost like a trusteeship. It is not simply a matter of compliance of laws but to create an outperforming organization, adhering to ethical principles in all its dealing and enhancing shareholders' value. The primary objective is to create and adhere to corporate culture of conscience and consciousness, transparency and openness and to develop capabilities and identify opportunities that best serve the goal of value creation. Good governance is an integral part of Donear Industries Limited Management, in its pursuit of excellence, growth and value creation with a clear focus on its employees, customers, shareholders and the community at large – its stakeholders, beyond the metric of stock market and market capitalization.

The Company endeavor to follow the best corporate governance practices, develop best policies, guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization. The Company is in compliance with the provisions of Corporate Governance specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

### Board of Directors

The Board at Donear industries Limited is diverse comprising of highly experienced individuals and persons with eminent expertise who are entrusted with the responsibility of the Management, directions and performance of the Company. Donear recognizes that an independent, dynamic and well-informed Board is essential to ensure the highest standards of Corporate Governance. The Board's primary role is fiduciary. The Board also requests special invitees to attend the meetings, as appropriate. The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its responsibilities and ensures that the management adheres to ethics, transparency and disclosures which ultimately serves the long-term goals of all its stakeholders along with achieving the Company's objectives and sustainable profitable growth.

The composition of the Board of Directors of the Company ("the Board") is in conformity with the requirement of Regulation 17 of the Listing Regulations and it consists of a balanced combination of Executive Directors, Non-executive Directors, Independent Directors and Woman Director. As on March 31, 2023, the Board of Directors of the Company comprises of 6 (Six) Directors with one-half of the total number of Directors comprises of Non-executive Independent Directors.

The Managing Director or Whole-time Director of the Company are not serving as an Independent Director in any other listed company and no Director of the Company holds directorship in more than seven listed entities. Further, none of the non-executive director serve as Independent Director in more than seven listed company, as per Regulation 17A of the Listing Regulations.

None of the Directors on the Board is a Member of more than ten Committees or Chairperson of more than five Committees (Committee being Audit and Stakeholders' Relationship Committee), as specified in Regulation 26 of Listing Regulations, across all the public companies in which he/she is a Director. None of the Directors on the Board has attained the age of 75 years. Further, the maximum tenure of Independent Directors is in line with the provisions of Companies Act, 2013 ("the Act") and Rules made thereunder.

The information of composition of the Board, category and their Directorships and Committees' Membership / Chairpersonship across all the companies in which they are Directors, as on March 31, 2023 are as under:

Name of Director	DIN	Category	No. of Directorships		No. of Memberships / Chairpersonships of Committees in public companies		Directorship in Other Listed Company(ies)	
			Public	Private / Non profit	Memberships	Chairpersonships	Name of the Company	Position Held
Mr. Rajendra Agarwal	00227233	Chairperson – Managing Director	1	4	2	NIL	-	-
Mr. Ajay Agarwal	00227279	Whole-time Director	1	2	1	NIL	-	-
Mr. Kishorsinh Parmar	09692520	Executive Professional Director	1	NIL	NIL	NIL	-	-
Mrs. Medha Pattanayak	07157952	Independent Director	2	NIL	3	3	-	-
Mr. Govind Shrikhande	00029419	Independent Director	3	3	1	NIL	1. V-Mart Retail Limited	Independent Director
							2. Brand Concepts Limited	Independent Director
Mr. Deepak Bhageria	00540430	Independent Director	1	1	1	NIL	-	-

Name of Director	DIN	Category	No. of Directorships		No. of Memberships / Chairpersonships of Committees in public companies		Directorship in Other Listed Company(ies)	
			Public	Private / Non profit	Memberships	Chairpersonships	Name of the Company	Position Held
Mr. Anupkumar Singh <sup>***</sup>	07343361	Executive Professional Director	-	-	-	-	-	-

Mr. Kishorsinh Parmar, appointed as Executive Professional Director with effect from August 10, 2022.

<sup>\*\*</sup>Mr. Deepak Bhageria, Independent Director resigned from the Company with effect from August 14, 2023.

<sup>\*\*\*</sup>Mr. Anupkumar Singh, Executive Director resigned from the Company with effect from July 11, 2022.

**Notes:**

- No. of directorships held by the Directors does not include directorships in foreign companies.
- Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies.
- Mr. Rajendra Agarwal and Mr. Ajay Agarwal are related to each other. None of the other Directors is related inter-se.
- The Board of Directors have noted the declaration received from the Independent Directors pursuant to the Companies Act, 2013 and Listing Regulations with regard to their Independence and are of the opinion that the Independent Directors fulfil the conditions of independence and are independent of the management of the Company.
- Details provided for the period for which the Directors held directorship of the Company during FY 2022-23.
- Maximum tenure of Independent Directors is in accordance with the Act and Rules made thereunder.
- The Company has no convertible instruments. None of the Directors hold any convertible instruments of the Company.

**The details of Shares held by the Directors in the Company as on March 31, 2023 are as follows:**

Name of Director	Number of Shares held
Mr. Rajendra Agarwal	38,61,814
Mr. Ajay Agarwal	37,29,500
Mr. Kishorsinh Parmar	-
Mrs. Medha Pattanayak	-
Mr. Govind Shrikhande	1,651
Mr. Deepak Bhageria	200,000

In terms of Regulation 25(8) of Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

All Members of the Senior Management have confirmed to the Board that there are no material, financial and/or commercial transactions between them and the Company, which could have any potential conflict of interest with the Company at large.

**Board Meetings**

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company, apart from other statutory matters as required to be deliberated and approved by the Board.

During the year under review, 5 (Five) Board meetings were held on April 20, 2022, May 28, 2022, August 10, 2022, November 09, 2022 and February 07, 2023.

Attendance of Directors at the Board Meetings and at the last Annual General Meeting ("AGM") is as under:

Sr. No.	Name of Director	No. of Board Meetings			Attendance at the last AGM held on September 21, 2022
		Held	Eligible to attend	Attended	
1.	Mr. Rajendra Agarwal	5	5	5	Present
2.	Mr. Ajay Agarwal	5	5	4	Present
3.	Mr. Kishorsinh Parmar <sup>*</sup>	5	2	2	Present
4.	Mrs. Medha Pattanayak	5	5	5	Present
5.	Mr. Govind Shrikhande	5	5	5	Present
6.	Mr. Deepak Bhageria <sup>**</sup>	5	5	5	Present
7.	Mr. Anupkumar Singh <sup>***</sup>	5	2	1	N.A.

Mr. Kishorsinh Parmar, appointed as Executive Professional Director with effect from August 10, 2022.

<sup>\*\*</sup>Mr. Deepak Bhageria, Independent Director resigned from the Company with effect from August 14, 2023.

<sup>\*\*\*</sup>Mr. Anupkumar Singh, Executive Director resigned from the Company with effect from July 11, 2022.



The AGM of the Company was held on September 21, 2022 through Video Conference (VC)/ Other Audio Video Means (OAVM) as permitted by the MCA circulars.

### Code of Conduct

The Company has adopted a Code of Business Conduct & Ethics ('the Code') which is applicable to Board of Directors and all Employees of the Company. This Code guides the Directors and Employees of the Company to act honestly, ethically and with integrity and to conduct their activities in professional, courteous and respectful manner. This code also specifically incorporates the duties of Independent Directors as laid down in Schedule IV of the Act. This code is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

All Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration to this effect signed by the Managing Director forms part of this Report.

### Appointment / Re-appointment of Director

As required under Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings, particulars of the Director seeking re-appointment are given in the Explanatory Statement to the Notice of the AGM.

Based on the recommendation of Nomination and Remuneration Committee, the Board has appointed Mr. Kishorsinh Parmar (DIN: 09692520) as an Additional Director of the Company (Executive Professional Director) with effect from August 10, 2022 for a period of three years. As per the provisions of Section 161 of the Act, Mr. Kishorsinh Parmar in his capacity as an Additional Director regularized as Director on Annual general Meeting held on September 21, 2022. He has also furnished requisite consent and/or disclosures to the Company as required under the Act and the Listing Regulations.

### Matrix setting out Skill/ Expertise/ Competence as Identified by the Board

The composition of the Board comprising of directors who collectively have the skills, knowledge and experience to effectively govern and direct the organization. The Members of the Board are eminent persons with the considerable professional expertise and experience.

The Board identified the core skills/ expertise/ competence matrix which provides a guide as to the skills, knowledge, experience and other criteria appropriate in the context of its business(es) and sector(s), for the Board to function effectively.

In terms of requirement of Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors as given below:

Skills and its description	Mr. Rajendra Agarwal	Mr. Ajay Agarwal	Mr. Kishorsinh Parmar	Mrs. Medha Pattanayak	Mr. Govind Shrikhande	Mr. Deepak Bhageria
<b>Technology</b> A significant background in technology, resulting in knowledge of how to anticipate technological trends and extend or create new business models.	√	√	√	√	√	√
<b>Leadership</b> Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning and risk management. Demonstrated strengths in developing talent, planning succession and long term growth.	√	√	√	√	√	√
<b>Financial</b> Proficiency in financial management and capital allocation.	√	√	-	√	√	√
<b>Governance</b> Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.	√	√	√	√	√	√
<b>Strategy and Planning</b> Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments	√	√	√	√	√	√

### Independent Directors

Pursuant to requirements of the Act and Listing Regulations the Company currently has three Non-Executive Independent Directors, which comprise 50% of the total strength of the Board of Directors.

All Independent Directors of the Company have been appointed as per the provisions of the Act and the Listing Regulations. As required under Regulation 46 of the Listing Regulations, the Standard appointment letter containing the terms and conditions of appointment of independent directors is disclosed on the Company's website at [www.donear.com/investor](http://www.donear.com/investor).

During the year under review, a separate meeting of Independent Directors of the Company was held on February 07, 2023. The said meeting was attended by all the Independent Directors of the Company.

The Independent Directors at the said meeting reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairperson of the Board after taking into account the views of other executive directors of the Company and assessed the quality, quantity and timelines of flow of information between the Company management and the Board.

Details of familiarization programme imparted to the Independent Directors are available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

#### **Audit Committee**

The Audit Committee of the Board of Directors is entrusted with the responsibility of supervising the Company's financial reporting process and internal controls. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Act and the provisions of Regulation 18 read with Part C of Schedule II of the Listing Regulations. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The Audit Committee of the Company comprises of three directors, out of which more than Two-thirds are Independent Directors. Mrs. Medha Pattanayak, Chairperson of the Committee is an Independent Director. All Members of the Committee possess accounting and financial management expertise.

During the year under review, five meetings of the Committee were held on April 20, 2022, May 28, 2022, August 10, 2022, November 09, 2022 and February 07, 2023.

The composition of the Committee and the attendance of the Members at the above meetings are as under:

Name of Director	Category	Position	No. of Meetings		
			Held	Eligible to attend	Attended
Mrs. Medha Pattanayak	Non-Executive and Independent	Chairperson	5	5	5
Mr. Rajendra Agarwal	Executive Director	Member	5	5	5
Mr. Deepak Bhageria <sup>*</sup>	Non-Executive and Independent	Member	5	5	5
Mr. Govind Shrikhande <sup>**</sup>	Non-Executive and Independent	Member	5	1	1

<sup>\*</sup>Mr. Deepak Bhageria ceased to be a member w.e.f. August 14, 2023.

<sup>\*\*</sup>Mr. Govind Shrikhande was appointed as Member w.e.f. November 09, 2022.

The Company Secretary of the Company acts as Secretary to the Committee.

The Committee's composition meets with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Mrs. Medha Pattanayak, Chairperson of the Committee was present at the last Annual General Meeting held on September 21, 2022.

#### **Terms of Reference**

The Committee has been mandated to comply with the terms of reference as specified in Part C of Schedule II of the Listing Regulations, Section 177 of the Act and other terms of reference, as may be assigned to the Committee by the Board from time to time.

#### **Role of the Audit Committee *inter-alia* includes the following:**

1. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - b. changes, if any, in accounting policies and practices and reasons for the same;
  - c. major accounting entries involving estimates based on the exercise of judgment by management;
  - d. significant adjustments made in the financial statements arising out of audit findings;
  - e. compliance with listing and other legal requirements relating to financial statements;
  - f. disclosure of any related party transactions;
  - g. modified opinion(s) in the draft audit report;
5. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. approval or any subsequent modification of transactions of the Company with related parties;
9. scrutiny of inter-corporate loans and investments;
10. valuation of undertakings or assets of the Company, wherever it is necessary;
11. evaluation of internal financial controls and risk management systems;
12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. discussion with internal auditors of any significant findings and follow up there on;
15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. to review the functioning of the whistle blower mechanism;
19. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
21. carrying out any other function as is mentioned in the terms of reference of the audit committee.

**The audit committee shall also mandatorily review the following information:**

1. management discussion and analysis of financial condition and results of operations;
2. statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. management letters / letters of internal control weaknesses issued by the statutory auditors;
4. internal audit reports relating to internal control weaknesses; and
5. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**Nomination and Remuneration Committee**

The Nomination and remuneration Committee of the Company is entrusted with the responsibility of formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. The composition, quorum, powers, role and scope are in accordance with Section 178 of the Act and the provisions of Regulation 19 read with Part D of Schedule II of the Listing Regulations. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The Nomination and remuneration Committee constituted as a mandatory Committee of the Board presently comprises of three Independent Directors of the Company. The Committee is headed by Mr. Govind Shrikhande. The other members of the Committee are Mrs. Medha Pattanayak & Mr. Deepak Bhageria.

Mr. Govind Shrikhande, Chairperson of the Committee was present at the last Annual General Meeting held on September 21, 2022.

During the year under review, three meeting of the Nomination and Remuneration Committee was held on April 20, 2022, August 10, 2022 and February 07, 2023, respectively.

The composition of the Committee and the attendance of the Members at the above meetings are as under:

Name of Director	Category	Position	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Govind Shrikhande	Non-Executive and Independent	Chairperson	3	3	3
Mrs. Medha Pattanayak	Non-Executive and Independent	Member	3	3	3
Mr. Deepak Bhageria	Non-Executive and Independent	Member	3	3	3

Mr. Deepak Bhageria ceased to be a member w.e.f. August 14, 2023.

The Company Secretary of the Company acts as Secretary to the Committee.

#### Terms of Reference

The Committee has been mandated to comply with the terms of reference as specified in Part D(A) of the Schedule II of the Listing Regulations, Section 178 of the Act and as may be assigned by the Board from time to time.

#### The role of the Committee *inter-alia* includes the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
- 1A. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience of the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an independent Director shall have the capabilities identified in the description. For the purpose of identifying suitable candidates, the Committee may:
  - a) use the services of an external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regards to diversity; and
  - c) consider the time commitments of the candidates.
2. To formulate criteria for evaluation of Independent Directors and the Board;
3. To specify the manner of effective evaluation of performance of Board, its committees and individual directors to be carried out by the Board;
4. To devise a policy on Board diversity;
5. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. Whether to extend or continue the term of appointment of the Independent director, on the basis of the report of performance evaluation of Independent directors; and
7. To recommend to the board, all remuneration, in whatever form, payable to senior management.

#### Criteria for performance evaluation:

The Nomination and Remuneration Committee, in order to facilitate the performance evaluation process, laid down the evaluation criteria for the performance of Executive / Non-Executive / Independent Directors, Chairman of the Board, Committees and the Board as a whole and approved specific evaluation forms. The Independent Directors were evaluated on the criteria such as participation at Board / Committee meetings, commitment, knowledge and expertise, managing relationship with stakeholders, integrity and maintaining of confidentiality, independence of behavior and judgment, impact and influence, exercise of objective independent judgment in the best interest of Company, ability to contribute to and monitor corporate governance practice and adherence to the code of conduct for independent directors. Further, more detail regarding performance evaluation of Board, Committees and Directors are provided in Director's Report.

#### Remuneration of Director

##### Remuneration Policy

The Company believes that human resource is the key for continuous growth and development of the Company. The Company's remuneration policy has designed to determine level and composition of remuneration, which is reasonable and sufficient to attract, retain and motivate employees, to connect remuneration to performance in order to achieve appropriate performance benchmarks, to balance fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company. The policy is also available on the Company's website at [www.donear.com/investor](http://www.donear.com/investor).

##### Remuneration to Executive Directors

The Company pays remuneration by way of salary, benefits, perquisites and allowances to the Managing Director and/or the Executive Director, which is governed by provisions of the Act, rules made there and Listing Regulations and as approved by the Board and / or the Members of the Company from time to time. In determining the remuneration package of the Executive Directors, the Nomination and Remuneration Committee evaluates experience, qualification, positive attributes, performance and the remuneration paid by comparable organization and thereafter makes its recommendation to the Board.

The remuneration paid to the Executive Directors for the year under review is given below:

(₹ in Lakhs)

Name	Salary	Performance Bonus / Commission	Perquisites and Allowances	Total	Total Contract Period
Mr. Rajendra Agarwal	31.10	-	-	31.10	Five years w.e.f. April 01, 2023
Mr. Ajay Agarwal	16.60	-	-	16.60	Five years w.e.f. July 01, 2023
Mr. Kishorsinh Parmar*	20.53	-	-	20.53	Three years w.e.f. August 10, 2022
Mr. Anupkumar Singh**	21.73	-	-	21.73	-
<b>Total</b>	<b>89.96</b>	-	-	<b>89.96</b>	-

\*Mr. Kishorsinh Parmar, appointed as Executive Professional Director with effect from August 10, 2022.

\*\*Mr. Anupkumar Singh, Executive Director resigned from the Company with effect from July 11, 2022.

*There is no separate provision for payment of severance fees.*

*No stock options has been granted to any director of the Company.*

### Remuneration to Non-Executive Directors

#### Criteria of making payments to Non-Executive Directors

The criteria of making payments to Non-Executive Directors cover, *inter-alia*, number of meetings attended, Chairpersonship of Committees of the Board, time spent in deliberations with the senior management on operational matters other than at meetings and contribution at the Board/Committee(s) levels.

Non-Executive Directors are paid sitting fees for attending any Meeting of the Board and Committee of the Board as recommended by Nomination and Remuneration Committee and decided by the Board from time to time.

Though, currently, Non-Executive / Independent Directors are not paid any remuneration other than sitting fees as prescribed under Section 197 (5) of the Act but their remuneration if paid, excluding such sitting fees shall be subject to ceiling/ limits as provided under the Act, Rules made there and Listing Regulations.

The details of sitting fees to Non-Executive Directors are as under:

(₹ in Lakhs)

Name of Director	Category	Sitting Fees during F.Y. 2022-23
Mr. Govind Shrikhande	Non-Executive and Independent	0.09
Mrs. Medha Pattanayak	Non-Executive and Independent	0.15
Mr. Deepak Bhageria	Non-Executive and Independent	0.13

Apart from reimbursement of expenses incurred in the discharge of their duties and the sitting fees paid to Non-Executive Directors as entitled under the Act, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors and its Senior Management, which would affect their independence.

Moreover, no stock option has been granted to any director of the Company.

#### Pecuniary Relationship or transaction

There were no other pecuniary relations or transactions of Non-Executive Directors vis-à-vis the Company.

#### Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Company is entrusted with the responsibility of resolving the grievances of the security holders of the Company. The right of stakeholders plays a very important role in the Corporate Governance of the Company. The composition, quorum, powers, role and scope are in accordance with Section 178(5) of the Act and the provisions of Regulation 20 read with Part D of Schedule II of the Listing Regulations. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The Stakeholders' Relationship Committee of the Company comprises of Mrs. Medha Pattanayak, Chairperson of the Committee, Mr. Rajendra Agarwal and Mr. Ajay Agarwal as the other Members of the Committee.

During the year under review, Mr. Sachin Gupta has been appointed as Company Secretary & Compliance officer of the Company with effect from April 20, 2022.

Mrs. Medha Pattanayak, Chairperson of the Committee was duly present at last Annual General Meeting i.e. September 21, 2022.

During the year under review, one meeting of Committee was held on February 07, 2023.



The attendance of the Members at the above meeting is as under:

Name of Director	Designation	Position	No. of Meetings	
			Held	Attended
Mrs. Medha Pattanayak	Non-Executive and Independent	Chairperson	1	1
Mr. Rajendra Agarwal	Managing Director	Member	1	1
Mr. Ajay Agarwal	Executive Director	Member	1	0

The Committee's composition is in line with the provisions of Section 178(5) of the Act and Regulation 20 of the Listing Regulations.

#### Terms of reference

The Committee has been mandated to comply with the terms of reference as specified in Part D (B) of the Schedule II of the Listing Regulations, Section 178 of the Act and as may be assigned by the Board from time to time.

The role of the Stakeholders Relationship Committee *inter-alia* includes the following:

- To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.; and other allied matters;
- To review of measures taken for effective exercise of voting rights by shareholders;
- To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- To periodically review stakeholders' grievance mechanism of the Company.

#### Investors' Grievance Redressal

Details of investor grievances received and resolved during the year under review are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

The status of investor complaints received and resolved by the Company are reported on quarterly basis to stock exchanges under Regulation 13(3) of Listing Regulations.

#### Prevention of Insider Trading

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations"), as amended, Company has adopted a 'Code of Conduct to regulate, monitor and report trading by designated persons in listed or proposed to be listed securities' of your Company ("the Code") and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ("Code of Fair Disclosure"). The Board has also formulated a policy for determination of 'legitimate purposes' as a part of the Code of Fair Disclosure. The Board, designated persons and other connected persons have affirmed compliance with the Code.

The Code aims at preserving and preventing misuse of UPSI. All designated persons of your Company are covered under the Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of Company. The said Code has also been hosted on the Company's website at [www.donear.com/investor](http://www.donear.com/investor).

#### Corporate Social Responsibility Committee

Corporate Social Responsibility (CSR) attributes to conventions and protocols embarked by Companies with an aim of construing a positive impact on the society. By practicing CSR, businesses tend to get conscious of the impact they are having on various aspects of society, including economic, social, public health, promoting education, and environmental, etc.

The Corporate Social Responsibility Committee of the Company constituted under the provisions of Section 135 of the Act. The Committee consists of three Directors, including two Executive Directors. The Chairman of the Committee is an Independent Director.

During the year under review, one meeting of Committee was held on February 07, 2023.

The attendance of the Members at the above meeting is as under:

Name of Director	Designation	Position	No. of Meetings	
			Held	Attended
Mrs. Medha Pattanayak	Non-Executive and Independent	Chairperson	1	1
Mr. Rajendra Agarwal	Managing Director	Member	1	1
Mr. Ajay Agarwal	Executive Director	Member	1	0

The Committee functions in accordance with the terms of reference as specified under the Act and as may be specified by the Board from time to time, which inter-alia includes:

1. Formulate, review and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
2. Recommend the amount of expenditure to be incurred on the initiatives as per the CSR Policy.
3. Provide guidance on various CSR initiatives undertaken by the Company and monitor implementation and adherence to the CSR programs and Policy of the Company from time to time.
4. Recommend to the Board an annual CSR action plan delineating the CSR projects or programs to be undertaken during the Financial Year.
5. Appoint an independent agency/ firm to carry out impact assessment study, if any.

During the year, the Board, on recommendation of the CSR Committee, approved revisions to the CSR Policy to align the policy with the revised provisions of the Act, in this regard.

This CSR Policy is available on the website of the Company at [www.doneyar.com/investor](http://www.doneyar.com/investor).

### Risk Management Committee

Pursuant to the provision under Regulation 21 of Listing Regulations, Risk Management Committee is not applicable to Company. However, for better governance, the Board has constituted it.

The composition of the Committee is as follows:

Name of Director	Designation	Position
Mr. Rajendra Agarwal	Managing Director	Chairperson
Mr. Ajay Agarwal	Executive Director	Member
Mrs. Medha Pattanayak	Non-Executive and Independent	Member

The risk management framework adopted by the Company is discussed in detail in the Board report and Management Discussion and Analysis forming part of the Annual Report.

### General Body Meetings

#### Annual General Meeting

The details of the last three Annual General Meetings (AGM) of the Company are as follows:

Year	Date and Time of AGM	Venue	Special Resolutions passed
2022	September 21, 2022 at 03:00 P.M.	Through Video Conferencing/ Other Audio Visual Means	• To Appoint Mr. Kishorsinh Parmar (DIN: 09692520) as an Executive Professional Director of the Company and fix his remuneration.
2021	September 21, 2021 at 03:00 P.M.	Through Video Conferencing/ Other Audio Visual Means	• Re-appointment of Mr. Anup Kumar Singh (DIN: 07343361) as an Executive Professional Director of the Company and fix his remuneration.
2020	September 25, 2020 at 03:00 P.M.	Through Video Conferencing/ Other Audio Visual Means	• Re-appointment of Mrs. Medha Pattanayak (DIN: 07157952) as an Independent Director of the Company.

#### Extraordinary General Meeting

During the year under review, no Extraordinary General Meeting was held.

#### Postal Ballot

During the year under review, Two times businesses were transacted through Postal Ballot, which are as follows:

Description of the Resolution	Postal Ballot Notice date	Date of Approval	Voting Pattern	
			Votes in favour	Votes against
Approval of Article Nos. 37 and 58 of the Articles of Association of the Company	May 28, 2022	June 30, 2022	99.955	0.045
Approval the Conversion of Loan into Equity Shares of the Company, In the Event of Default			99.954	0.046
Re-appointment of Mr. Rajendra Vishwanath Agarwal (DIN: 00227233) as Managing Director of the company	February 07, 2023	March 18, 2023	99.997	0.003
Re-appointment of Mr. Ajay Vishwanath Agarwal (DIN: 00227279) as Whole-time Director of the company			99.996	0.004

For aforesaid Postal Ballots, Mr. Yogesh Sharma (COP No.: 12366 / Membership No.: FCS 11305), Practising Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

The Scrutinizer's Report along with details of voting for the above Postal Ballots have been posted on the Company's website at [www.donear.com/investor](http://www.donear.com/investor).

#### Means of Communication

The Company publishes its quarterly, half yearly and annual results in the prescribed form, within the prescribed time. These financial results are also displayed on the Company's website at [www.donear.com/investor](http://www.donear.com/investor). The results are submitted to the Stock Exchanges where the securities of the Company are listed viz. the National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE') and the same are published in leading English and Marathi dailies, viz. "The Free Press Journal" (English Daily) and "Nav Shakti" (Marathi Newspaper).

The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz., BSE and NSE are filed electronically. A separate dedicated section under "Investors", on the Company's website gives aforesaid information and other relevant information's of interest to the investors/public. The Company has designated the email id: [investor@donear.com](mailto:investor@donear.com) exclusively for investor relation.

In accordance with Regulation 46 of the Listing Regulations, 2015, the Company has maintained a functional website at [www.donear.com](http://www.donear.com) containing information about the Company viz. the details of its business, financial information, shareholding pattern, compliance with corporate governance norms, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

The Company sends reminder letters to those shareholders whose unclaimed dividends/shares are liable to be transferred to the IEPF accounts and upload on its website detailed information relating to such unclaimed dividends amount and equity shares required to be transferred to the IEPF demat account.

#### Shareholders' Information

##### Annual General Meeting ("AGM") for the Financial Year 2022-23

<b>AGM</b>	(37 <sup>th</sup> ) Annual General Meeting
<b>DAY AND DATE</b>	September 25, 2023
<b>TIME</b>	03:00 P.M. (IST)
<b>MODE / VENUE</b>	Through Video Conferencing / Other Audio Visual Means (Deemed venue for meeting shall be the Registered Office of the Company)
<b>BOOK CLOSURE DATE FOR AGM</b>	September 19, 2023 to September 25, 2023
<b>FINANCIAL YEAR</b>	April 1, 2022 to March 31, 2023

##### Tentative Calendar for Financial Year ending March 31, 2024

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr. No.	Particulars of Quarter	Tentative dates*
1.	First Quarter Results	On or before August 14, 2023
2.	Second Quarter & Half Yearly Results	On or before November 14, 2023
3.	Third Quarter & Nine-months ended Results	On or before February 14, 2024
4.	Fourth Quarter & Annual Results	On or before May 30, 2024

\*or such other date as may be allowed by SEBI and the MCA

#### Dividend Payment Date

The Board of Directors of the Company has recommended a dividend of ₹ 0.20 (10%) per Equity Share of ₹ 2.00 each of the Company. The proposed dividend, if declared, at the forthcoming Annual General Meeting, will be paid/ credited within a period of 30 days from the date of declaration, to those Members whose names appear in the Company's Register of Members or in the list of beneficial owners as per the particulars to be furnished by the Depositories as on the record date i.e. September 18, 2023.

#### Listing on Stock Exchanges

The Company's Shares are listed on:

<b>BSE Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	<b>National Stock Exchange of India Limited (NSE)</b> Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400 051.
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**Payment of Listing Fees:** Annual listing fees for the Financial Year 2023-24 have been paid by the Company to BSE and NSE.

**Payment of Depository Fees:** Annual Custody/Issuer fees for the Financial Year 2023-24 have been paid by the Company to National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

### Debt Securities

The Company has not issued any Non-Convertible Instruments during the year.

### Securities Code

Security	ISIN	BSE	NSE
		Stock Code	Symbol
Equity	INE668D01028	512519	DONEAR

### Corporate Identification Number (CIN)

The Company's CIN as allotted by the Ministry of Corporate Affairs is L99999MH1987PLC042076.

### Credit ratings

During the year under review, India Ratings and Research Private Limited (Ind-Ra) has revised the Outlook on Donear Industries Limited to Positive from Negative while affirming the Long-Term Issuer Rating at 'IND BBB-'.

The instrument-wise rating actions are given below:

Sr. No.	Facility/ Instrument	Name of the Agency	Rating
1.	Fund-based working capital facilities	India Ratings and Research Private Limited (Ind-Ra)	IND BBB- /Positive
2.	Term Loan		IND BBB- /Positive
3.	Non-fund-based working capital facilities		IND A3

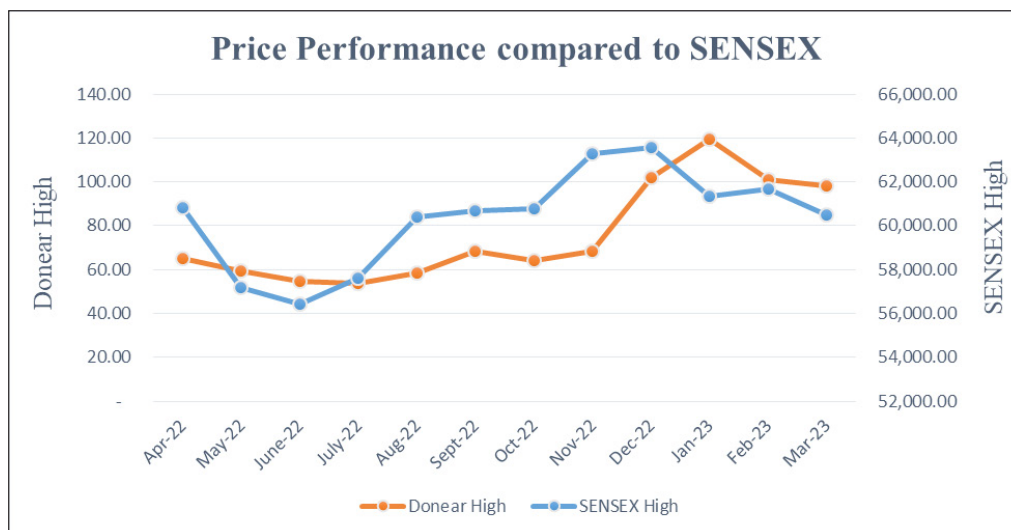
### Stock Performance

During the year under review, the performance of the Equity Shares of the Company at Stock Exchanges were as follows:

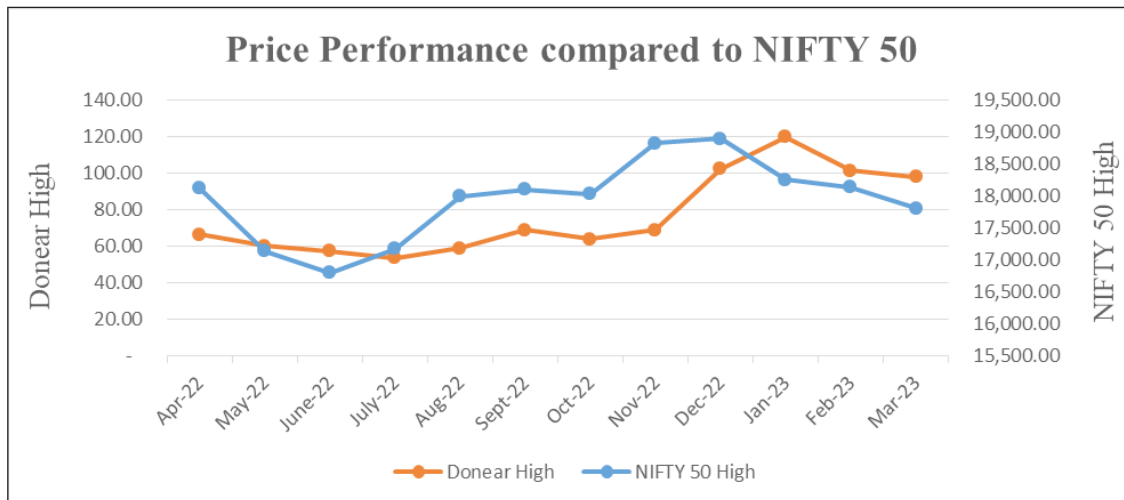
Months	BSE SENSEX		BSE (in ₹)		NSE (in ₹)		NIFTY 50	
	High	Low	High	Low	High	Low	High	Low
Apr-22	60,845.10	56,009.07	65.05	50.55	66.25	52.70	18,114.65	16,824.70
May-22	57,184.21	52,632.48	59.55	46.45	60.00	47.45	17,132.85	15,735.75
June-22	56,432.65	50,921.22	54.60	43.25	57.40	43.00	16,793.85	15,183.40
July-22	57,619.27	52,094.25	53.90	47.10	53.60	46.10	17,172.80	15,511.05
Aug-22	60,411.20	57,367.47	58.40	50.00	58.70	50.40	17,992.20	17,154.80
Sept-22	60,676.12	56,147.23	68.40	52.90	68.70	51.50	18,096.15	16,747.70
Oct-22	60,786.70	56,683.40	64.05	55.00	63.90	53.55	18,022.80	16,855.55
Nov-22	63,303.01	60,425.47	68.40	57.05	68.90	57.10	18,816.05	17,959.20
Dec-22	63,583.07	59,754.10	102.00	63.90	102.25	64.25	18,887.60	17,774.25
Jan-23	61,343.96	58,699.20	119.55	84.90	119.70	85.65	18,251.95	17,405.55
Feb-23	61,682.25	58,795.97	101.20	75.20	101.20	75.70	18,134.75	17,255.20
Mar-23	60,498.48	57,084.91	98.00	77.00	97.85	77.05	17,799.95	16,828.35

[Source: This information is compiled from the data available on the websites of BSE and NSE]

### Price Performance compared to SENSEX



**Price Performance compared to NIFTY 50**



**Share Transfer System**

About 99.97% of the equity shares of the Company are in dematerialized form.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from April 01, 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

Pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Shareholders holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

**Dematerialization of Shares and liquidity:**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company's shares are regularly traded on BSE and NSE in the electronic form.

VKM & Associates, Practicing Company Secretaries, carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is equivalent to aggregate of total number of shares in physical form and total number of shares in dematerialised form, held with both depositories.

**Status of Dematerialization of Equity Shares as on March 31, 2023 is as under:**

Particulars	No. of Shares	% of total Shares
NSDL	3,50,28,227	67.36
CDSL	1,69,57,247	32.61
<b>Dematerialised</b>	<b>5,19,85,474</b>	<b>99.97</b>
Physical	14,526	0.03
<b>Total</b>	<b>5,20,00,000</b>	<b>100.00</b>

**Norms for furnishing of PAN, KYC, Bank details and Nomination**

SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. In accordance with the SEBI circular, the folios wherein any one of the cited details / documents are not available, on or after 1st October 2023, are required to be frozen.



Following forms are also available on Company's website at [www.donear.com](http://www.donear.com).

SL. NO	PARTICULARS	FORM DETAILS
1.	Request for registering PAN, KYC details or changes/updation thereof	ISR-1
2.	Confirmation of signature of shareholder by the Banker (in case of major mismatch in the signature of the shareholder)	ISR-2
3.	Nomination Form	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration form for opting out/ cancellation of Nomination	ISR-3

Members holding shares in electronic form are requested to verify and update any change/ updation in their KYC details/ Bank mandate(s) or details of nomination immediately to their respective Depository Participants (NSDL or CDSL) with whom they are maintaining their demat accounts.

#### Distribution of Shareholding as on March 31, 2023

No. of Shares	No. of Shareholders	% of total Shareholders	No. of Shares	% of total Shares
1-500	13,001	84.96	15,74,634	3.03
501-1000	1,139	7.44	9,52,404	1.83
1001-2000	541	3.54	8,28,745	1.59
2001-3000	207	1.35	5,31,108	1.02
3001-4000	87	0.57	3,11,055	0.60
4001-5000	88	0.58	4,20,865	0.81
5001-10000	112	0.73	8,36,069	1.61
10001 and above	128	0.84	4,65,45,120	89.51
<b>Total</b>	<b>15,303</b>	<b>100.00</b>	<b>5,20,00,000</b>	<b>100.00</b>

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

	Category of Shareholder	No. of Shares	% Shareholding
<b>A)</b>	<b>Promoter and Promoter Group</b>	387,72,034	74.56
<b>B)</b>	<b>Public shareholding</b>		
	<b>Non-Institutions</b>		
	Directors and their relatives (excluding independent directors and nominee directors)	1,12,894	0.22
	Key Managerial Personnel	1	0.00
	Individual share capital upto ₹ 2 Lakhs	67,44,330	12.97
	Individual share capital in excess of ₹ 2 lakhs	47,71,568	9.18
	<b>Any other</b>		
	IEPF	19,835	0.04
	Trusts	10	0.00
	HUF	10,20,612	1.96
	Non-Resident Indian (NRI)	1,23,344	0.24
	LLP	10,002	0.02
	Clearing Members	14,107	0.03
	Bodies Corporate	4,09,612	0.79
	Director or Director's Relatives	1,651	0.00
	<b>Total</b>	<b>520,00,000</b>	<b>100.00</b>

#### Outstanding Global Depository Receipts / American Depository Receipts / Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any Global Depository Receipts / American Depository Receipts / Warrants or any convertible instruments during the year under review.

#### Unclaimed Dividend

Pursuant to the Section 124, 125 and other applicable provisions of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer to such Unpaid Dividend Account, shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Members are requested to note the following due date(s) for claiming the unpaid or unclaimed dividend declared by the Company for FY 2015-16 and thereafter –

<b>Dividend for the year</b>	<b>Date of Declaration</b>	<b>Due date for transfer to the IEPF</b>
2015-2016	September 24, 2016	October 30, 2023
2016-2017	September 23, 2017	October 29, 2024
2017-2018	September 29, 2018	November 04, 2025
2018-2019	September 23, 2019	October 29, 2026
2019-2020	September 25, 2020	October 31, 2027
2020-2021	September 21, 2021	October 27, 2028
2021-2022	September 21, 2022	October 27, 2029

Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s) are requested to make their claim to Link Intime India Private Limited, Registrar and Transfer Agent, well in advance of the above due dates.

**Transfer of Equity shares to IEPF**

The equity shares in respect of which dividend has not been paid or claimed for 7 (Seven) consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules.

The details of shares transferred to IEPF is available on Company website at [www.donear.com/investor](http://www.donear.com/investor).

**Claiming of unclaimed dividends before transfer to IEPF**

Shareholders are advised to make their claim for the unclaimed dividends in respect of the shares held by them, by contacting to our Registrar and Share Transfer Agents. Viz. Link Intime India Private Limited.

**Claiming of Shares/Dividends after transfer to IEPF**

Members/Claimants whose shares, unpaid/ unclaimed dividends and other benefits arising on those shares have been transferred to the IEPF Authority, can claim the same by making an application to the IEPF Authority in e-Form IEPF-5 (available at [www.iepf.gov.in](http://www.iepf.gov.in)) and by sending duly signed physical copy of the same to the Company along with requisite documents as prescribed in the instruction kit of e-Form IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

**Address for Correspondence**

**Registered Office of the Company:**

**Donear Industries Limited**

Donear House, 8th Floor, Plot No. A-50, Road No. 1, MIDC, Andheri (East), Mumbai – 400 093.

Tel. No.: +91 22 6834 8100, Fax No.: +91 22 6834 8313

Email: [investor@donear.com](mailto:investor@donear.com)

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

**Registrar and Transfer Agents**

**Link Intime India Private Limited**

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.

Tel. No.: +91 22 4918 6270, Fax No.: +91 22 4918 6060

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

Website: [www.linkintime.co.in](http://www.linkintime.co.in)

**Commodity price risk or Foreign exchange risk and hedging activities**

The Company does not have any exposure hedged through commodity derivatives and hence, the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

The Company has entered into forward exchange contracts for hedge purpose and not intended for trading or speculation purposes.

The details of foreign currency exposures are disclosed in relevant notes forming part of the Financial Statements.

**Plant Locations**

**Balaji Fabrics**

Jolwa Village, Palsana, Surat, Gujarat.

**Laxmi Fab.**

Government Industrial Estate, Masat, Silvassa, Dadra & Nagar Haveli.

### Balaji Industries

Dockmandi, Amla Village, Silvassa, Dadra & Nagar Haveli.

### Laxmi Garment Fabrics

Bhotika House, Peenya Industrial Area, Bangalore, Karnataka.

### Disclosures

#### Related Party Transactions

In line with the requirements under Regulation 23(1) of the Listing Regulations, the Company has formulated a Policy on Related Party Transactions ("Policy") which is also available on Company's website [www.donear.com/investor](http://www.donear.com/investor). The objective of the Policy is to ensure proper approval, disclosure, and reporting of transactions as applicable, between the Company and any of its related parties. The Audit Committee of the Company grants omnibus approval for the Related Party Transactions (RPTs) which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All transactions entered into by the Company with the Related Parties as defined under the Act and Regulation 2(1) (zb) of the Listing Regulations during the financial year were on arm's length basis and were in compliance with the requirements of provisions of Section 188 of the Act. There were no material significant transaction(s) entered with Related Parties during the year under review. None of the transactions with Related Parties were in conflict with the interest of Company. Disclosure of transactions with related parties (including entity belonging to the Promoter/Promoter Group) as required under Listing Regulations and the applicable Accounting Standards have been given in the relevant note forming part of the Financial Statements.

#### Disclosure of Accounting Treatment

The Financial Statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

#### Management Discussion & Analysis

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations is forms part of the Director's Report.

#### CEO/CFO Certification

The Managing Director and the Chief Financial Officer of the Company have furnished their Certificate to the Board of Directors of the Company, regarding financial statements and the cash flow statement, as required under Regulation 17(8) read with Schedule II of Listing Regulations.

#### Subsidiary Company

The Company does not have any subsidiary, so the provision of framing Company's policy for determining material subsidiary(ies) of the Company is not applicable to the Company.

#### Details of non-compliance

Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

Sr. No	Particulars of non-compliance	2022-2023		2021-2022		2020-2021	
		BSE	NSE	BSE	NSE	BSE	NSE
1	Delay in Submission of statement giving the number of investor complaints, quarterly compliance report on corporate governance and Shareholding pattern for the quarter ended December 31, 2021.	-	-	₹ 56,640	₹ 57,820	-	-

The Company has paid the aforesaid fine(s) with the Stock Exchange(s).

#### Vigil Mechanism and Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Stakeholders to raise genuine concerns of any violations of legal or regulatory requirements, actual or suspected fraud or violation of the Company's code of conduct and ethical business practices. This Policy *inter-alia* provides to a Whistle Blower, adequate safeguard against victimization resulting out of availment of this mechanism and direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel have been denied access to the Audit Committee. This Policy is available on the website of the Company at [www.donear.com/investor](http://www.donear.com/investor).

#### Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations

During the year under review, the Company has not raised any money through preferential issue or qualified institutions placement.

### **Secretarial Audit and Secretarial Compliance Report**

M/s. Yogesh Sharma & Co., Practicing Company Secretaries, have conducted the Secretarial Audit of the Company for FY 2022-23. Their Audit Report confirms that the Company has complied with applicable provisions of the Act and the Rules made thereunder, Listing Regulations, other SEBI Regulations and laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report as an Annexure.

In accordance with the SEBI Circular dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Yogesh Sharma & Co., Practicing Company Secretaries, confirming specifically, compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2023.

### **Certificate on Non-disqualification of Directors**

The Company has received a certificate from a M/s. Yogesh Sharma & Co., Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

### **Recommendations of the Committees of the Board**

During the year under review, there were no instance, where the Board has not accepted any recommendations of any Committee(s) of the Board.

### **Total fees paid to Statutory Auditors**

A total fee of ₹ 7.41 Lakhs for statutory audit (including out of pocket expenses) and ₹ 0.58 Lakh for other services was paid to M/s. Kanu Doshi Associates LLP, Statutory Auditor of the Company.

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

The details regarding constitution of Sexual Harassment Internal Complaints Committee, status of complaints and other information in this regard are provided in Director's Report forming part of the Annual Report.

### **Compliance with Mandatory requirements**

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

### **Compliance with discretionary requirements**

**The Board:** Our Chairman is a Managing Director and maintains the Chairman's office at the Company's expenses for the performance of his duties.

**Shareholders' Rights:** Quarterly, half-yearly and annual financial results of the Company are furnished to the Stock Exchanges and also published in the newspapers unless exempt by authority and uploaded on website of the Company. Significant events are also posted on the Company's website. Hence, no half-yearly results and significant events were sent to each of household of Shareholders.

**Modified opinion(s) in audit report:** The Company has its financial statements with unmodified opinion expressed by Statutory Auditors of the Company. The Company continues to adopt best practices to ensure regime of financial statements with un-modified opinion.

**Other:** The other Non-mandatory requirements will be implemented in due course as and when required and/or deemed necessary by the Board.

## Declaration on Compliance of Code of Conduct

To,  
**The Members,**  
**Donear Industries Limited**

I hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2023.

For **Donear Industries Limited**

**Rajendra Agarwal**  
**Managing Director**  
DIN: 00227233

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

## CFO / CEO CERTIFICATION

We, the undersigned of the Company hereby certify that:

- A. We have reviewed financials statements and the cash flow statement of Donear Industries Limited for year ended March 31, 2023 and to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - 2) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company, during year ended March 31, 2023, which are fraudulent, illegal or violative of Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (i) that there are no significant changes in internal control over financial reporting during such period;
  - (ii) that there are no significant changes in accounting policies during such period; subject to changes in the same and that the same have been disclosed in the Notes to the Financial Statements and
  - (iii) that there are no instances of significant fraud of which we become aware and the involvement there in, if any, of the Management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For **Donear Industries Limited**

**Rajendra Agarwal**  
**Managing Director**  
DIN: 00227233

**Ashok Agarwal**  
**Chief Financial Officer**

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



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

**The Members**

**Donear Industries Limited**

Donear House, 8<sup>th</sup> Floor,  
Plot No. A – 50, Road No. 1, MIDC,  
Andheri (East), Mumbai – 400093.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors **DONEAR INDUSTRIES LIMITED** having **CIN L99999MH1987PLC042076** and having registered office at Donear House, 8<sup>th</sup> Floor, Plot No. A - 50 Road No. 1, MIDC, Andheri (East), Mumbai - 400093 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Rajendra Agarwal	00227233	29/09/1993
2	Mr. Ajay Agarwal	00227279	01/07/1998
3	Mr. Kishorsinh Parmar	09692520	10/08/2022
4	Mrs. Medha Pattanayak	07157952	05/05/2015
5	Mr. Govind Shridhar Shrikhande	00029419	11/11/2019
6	Mr. Deepak Bhageria	00540430	11/11/2021

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

**For Yogesh Sharma & Co**

**Yogesh M Sharma**

FCS.11305 C.P.12366

**UDIN:** F011305E000783956

**Peer Review Certificate No.:** 1583/2021

**Place:** Mumbai,

**Date:** August 11, 2023

## **Auditors' Certificate on Corporate Governance**

To,

**The Members of**

**Donear Industries Limited**

We have examined the compliance of conditions of Corporate Governance by Donear Industries Limited (the Company), for the year ended 31 March 2023, as per the relevant provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

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

**For Kanu Doshi Associates LLP**

Chartered Accountants

FRN No.: 104746W/W100096

**Kunal Vakharia**

Partner

Membership No.:148916

UDIN: 23148916BGUTBB7916

**Place:** Mumbai,

**Date:** August 12, 2023

## INDEPENDENT AUDITORS' REPORT

To the Members of DONEAR INDUSTRIES LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the Financial Statements of **DONEAR INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash flows for the year then ended, and notes to the Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its net profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	Response To Key Audit Matter
1	<p><b>Inventory Valuation</b></p> <p>As at March 31, 2023 the Company held ₹ 32,112.75 Lakhs of inventory representing 49.12% of total assets. Out of which Stock amounting to ₹ 5,433.96 Lakhs is lying at third party on sale or return basis. Given the size of the inventory balance relative to the total assets of the Company and the number of stores / locations at which inventory was held and the estimates and judgments described below and the valuation of inventory required significant audit attention.</p> <p>As disclosed in Note No. 2(F), inventories are held at the lower of cost or net realisable value determined using the weighted average cost method, except for Dyes and Chemicals included in cost of Raw Material is determined on First-in-first-out (FIFO) basis.</p> <p>At year end, the valuation of inventory is reviewed by management and the cost of inventory is reduced where inventory forecasts to be sold below cost.</p> <p>The Company has systems and processes including a barcode inventory management system to accurately record inventory movements for stock lying at third party. This process is managed centrally by head office for consistency.</p> <p>There are judgments applied in assessing the level of provision for inventory shrinkage. Management provide for shrinkage each month on their working and judgment.</p>	<p><b>Principal Audit Procedures</b></p> <p>We have performed the following procedures over the valuation of inventory:-</p> <ul style="list-style-type: none"> <li>● For sample inventory items, re-performed the weighted average cost calculation and compared the weighted average cost to the average purchase price of invoices;</li> <li>● Held discussion with management, including operational personnel, to understand and corroborate the assumption applied in valuation;</li> <li>● Evaluated key assumption made by management that current shrinkage levels were consistent with historical levels;</li> <li>● On a sample basis we tested the net realizable value of inventory lines with recent selling prices of finished goods wherein these raw materials are used;</li> <li>● We tested the inventory valuation sheet and cost added to inventory for such valuation.</li> </ul> <p>We also made enquiries with the management and considered the results of our testing above to determine whether any specific write downs were required.</p> <p>From the procedures performed we have no matters to report.</p>

#### Other Information

The Company's Management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Financial Statements and our auditors' report thereon.

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

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

### **Responsibilities of Management and Those charged with Governance for the Financial Statements**

The Company's management and the Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, the financial performance, the changes in equity and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless 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 also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

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

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

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Financial Statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Financial Statements have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Financial Statements.
  - d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - 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, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements (Refer Note. 30 to the Ind AS Financial Statements).
    - ii. The Company did not have any material foreseeable losses on long-term contracts including derivatives contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
    - vi.
      - a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
        - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
        - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
      - b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
        - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
        - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
      - c. Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material mis-statement.
  - V. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

**For Kanu Doshi Associates LLP**  
Chartered Accountants  
FRN. No. 104746W/W100096

**Kunal Vakharia**  
Partner

Membership no. 148916  
UDIN: 22148916AJUDTF7908

Place: Mumbai  
Date: 20<sup>th</sup> May 2023

## ANNEXURE A TO THE AUDITOR'S REPORT

Referred to in paragraph 2 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of **DONEAR INDUSTRIES LIMITED** for the year ended March 31, 2023

- i. (a) (A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, plant and equipment.  
(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) The fixed assets of the company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and discrepancies noticed between the book records and the physical inventories were not material and have been properly dealt with in the accounts.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the Financial Statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of use assets) or Intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on physical verification of inventories and the book records that were more than 10% in the aggregate for each class of inventory.
- (b) According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks are in agreement with the books of account of the Company.
- iii. According to information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has made investment in a Company in which directors are interested. However, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Hence sub clauses (a) to (f) of clause 3(iii) are not applicable to the Company.
- iv. The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of investments made and Section 185 of the Companies Act, 2013 is not applicable as there were no such loans, securities or guarantees provided during the year.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause 3(v) is not applicable.
- vi. The Central Government has prescribed maintenance of cost records for the company under sub Section (1) of Section 148 of the Companies Act, 2013 and such accounts and records have been made and maintained by the Company. However, no detailed examinations of such records have been carried out by us.
- vii. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Customs Duty, Cess, Goods & Service Tax and any other material statutory dues applicable to it and there were no arrears as at March 31, 2023 for a period of more than six months from the date they became payable.  
(b) According to the records of the Company, there are no dues of Duty, Income Tax and Customs Duty which have not been deposited on account of any dispute except disclosed below:

The disputed amounts that have not been deposited in respect of Income Tax, Sales Tax and Excise Duty are as under:

Sr. No.	Name of the Statute	Nature of the dues	Forum where the dues is pending	₹ In Lakhs
1	Central Excise Act, 1944	Dues of Excise Duty	Commissioner of Central Excise (Appeals)	4.17

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in tax assessments under the Income tax Act, 1961 as income during the year.
- ix. (a) According to the records of the Company examined by us and information and explanation given to us, the Company has not defaulted in repayment of dues to banks during the year. The company has not taken any loan or borrowing from government, financial institution and has not issued debentures during the year.  
(b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.  
(c) According to the information and explanations given to us by the management, the Company has utilized the proceeds of term loans for the purpose for which the loans were obtained.  
(d) According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been utilized for long term purposes. Accordingly, clause 3(ix)(d) of the Order is not applicable.



- (e) According to the information and explanation given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanation given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- ix. (a) The Company has not raised any money by way of public issue/ further offer (including debt instruments) during the year. Accordingly, clause 3 (x)(a) of the order is not applicable to the Company.
- (b) According to the information and explanation given to us and on the basis of our examinations of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- x. (a) Based upon the audit procedures performed and information and explanation given by the management, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under Section 143 (12) of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xi. In our opinion and according to the information and explanations given to us, the nature of the activities of the company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable to the company.
- xii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiii. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (a) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xiv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.
- xv. (a) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi)(a) of the Order is not applicable to the Company.
- (b) The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations is made by the Reserve Bank of India. Accordingly, clause 3 (xvi)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, clause 3 (xvi)(d) of the Order is not applicable to the Company.
- xvi. The Company has not incurred cash losses in the current year as well as in the immediately preceding financial year.
- xvii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3 (xviii) of the Order is not applicable to the Company.
- xviii. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xix. In our opinion and according to the information and explanations given to us, there is no unspent amount under section 135 (5) of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the Order are not applicable.

For **Kanu Doshi Associates LLP**

Chartered Accountants

Firm registration No: 104746W/W100096

**Kunal Vakharia**

Partner

Membership No: 148916

UDIN: 22148916AJUDTF7908

Place: Mumbai

Date: 20<sup>th</sup> May 2023

## ANNEXURE B TO THE AUDITORS' REPORT

(Referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

We have audited the internal financial controls over financial reporting of **DONEYAR INDUSTRIES LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

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

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls both issued by the ICAI. 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 Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

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

Because of the inherent limitations of internal financial controls 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 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Kanu Doshi Associates LLP**  
Chartered Accountants  
FRN. No. 104746W/W100096

**Kunal Vakharia**  
Partner

Place: Mumbai  
Date: 20<sup>th</sup> May 2023

Membership no. 148916  
UDIN: 22148916AJUDTF7908

**BALANCE SHEET AS AT 31ST MARCH, 2023**

(₹ in Lacs)

Particulars	Note No.	As at 31.03.2023		As at 31.03.2022	
<b>I ASSETS</b>					
<b>(1) Non - Current Assets</b>					
(a) Property, Plant and Equipment	3	7,543.81		7,215.59	
(b) Capital Work-in-progress	4	63.24		535.76	
(c) Investment Property	5	1,449.35		807.16	
(d) Other Intangible Assets	6	139.26		168.60	
<b>(e) Financial Assets</b>					
(i) Investment	7	100.20		98.40	
(ii) Other Non-Current Financial Assets	8	368.07		234.91	
(f) Deferred Tax Assets (Net)	9	264.92		422.51	
(g) Other Tax Assets (Net)	10	150.59		74.65	
(h) Other Non-Current Assets	11	265.32	10,344.76	303.59	9,861.17
<b>(2) Current Assets</b>					
(a) Inventories	12	32,112.75		30,647.71	
<b>(b) Financial Assets</b>					
(i) Trade Receivables	13	15,824.72		13,020.13	
(ii) Cash and Cash Equivalents	14	418.77		80.72	
(iii) Bank balances other than (ii) above	15	1,240.98		1,138.87	
(iv) Other Current Financial Assets	16	912.28		524.01	
(c) Other Tax Assets (Net)	17	4.13		5.27	
(d) Other Current Assets	18	4,524.29	55,037.92	5,867.69	51,284.40
<b>TOTAL ASSETS</b>			<b>65,382.68</b>		<b>61,145.57</b>
<b>II EQUITY AND LIABILITIES</b>					
<b>EQUITY</b>					
<b>(1) Shareholder's fund</b>					
(a) Equity Share Capital	19	1,040.00		1,040.00	
(b) Other Equity	20	16,066.21	17,106.21	12,548.89	13,588.89
<b>LIABILITIES</b>					
<b>(2) Non-current liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Non Current Borrowings	21	2,257.46		1,453.80	
(ii) Other Financial Liabilities	22	2,714.74		1,560.37	
(b) Other Non Current Liabilities	23	75.46	5,047.66	71.22	3,085.39
<b>(3) Current liabilities</b>					
<b>(a) Financial Liabilities</b>					
(i) Current Borrowings	24	33,089.56		29,872.52	
(ii) Trade Payables	25	6,743.74		7,695.52	
(iii) Other Current Financial Liabilities	26	239.92		934.46	
(b) Other Current Liabilities	27	2,136.15		5,666.16	
(c) Provisions	28	308.58		209.60	
(d) Current Tax Liabilities (Net)	29	710.86	43,228.81	93.03	44,471.29
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>65,382.68</b>		<b>61,145.57</b>

Contingent Liabilities and Commitments 30

Summary of significant accounting policies 2

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

As per our report of attached even date

**FOR KANU DOSHI ASSOCIATES LLP**

**CHARTERED ACCOUNTANTS**

Firm's Registration Number: 104746W/W100096

**Kunal Vakharia**

Partner

**Membership No.148916**

Place : Mumbai

Date : 20th May, 2023

**Rajendra V. Agarwal**

Managing Director

**DIN No. 00227233**

**Ashok B. Agarwal**

Chief Financial Officer

**Ajay V. Agarwal**

Whole time Director

**DIN No. 00227279**

**Sachin Gupta**

Company secretary

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

(₹ in Lacs)

Particulars	Note No.	2022-23	2021-22
Revenue from operations	31	82,566.40	56,945.81
Other income	32	1,015.83	1,224.68
<b>TOTAL REVENUE</b>		<b>83,582.23</b>	<b>58,170.49</b>
<b>Expenses</b>			
Cost of Materials Consumed	33	29,079.09	23,916.65
Purchases of stock-in-trade	34	18,436.29	12,837.74
Changes in inventories of finished goods, work-in-progress and stock-in-trade	35	(3,417.34)	(9,115.39)
Employee benefits expenses	36	7,556.62	6,446.65
Finance costs	37	2,782.28	2,003.53
Depreciation and Amortization expense	38	926.12	922.57
Other expenses	39	23,362.27	18,123.20
<b>TOTAL EXPENSES</b>		<b>78,725.33</b>	<b>55,134.95</b>
Profit before exceptional items and tax		4,856.90	3,035.54
Exceptional items		-	-
<b>Profit before tax</b>		<b>4,856.90</b>	<b>3,035.54</b>
Less: Tax Expenses			
<u>Current tax</u>			
of Current Year		1,071.76	278.00
<u>Deferred tax</u>			
of Current Year		161.14	480.38
<b>TOTAL TAX EXPENSES</b>		<b>1,232.90</b>	<b>758.38</b>
<b>Profit after tax</b>	(A)	<b>3,624.00</b>	<b>2,277.16</b>
<b>Other Comprehensive Income</b>			
A. (i) Items that will not be reclassified to profit or loss		3.95	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		0.99	-
B. (i) Items that will be reclassified to profit or loss		(10.18)	(110.17)
(ii) Income tax relating to items that will be reclassified to profit or loss		2.56	27.73
<b>Total Other Comprehensive Income for the year</b>	(B)	<b>(2.68)</b>	<b>(82.44)</b>
<b>Total Comprehensive Income for the year</b>	(A+B)	<b>3,621.32</b>	<b>2,194.72</b>
Earning per equity share :	40		
(1) Basic Earning Per Share		<b>6.97</b>	<b>4.38</b>
(2) Diluted Earning Per Share		<b>6.97</b>	<b>4.38</b>
(3) Face Value Per Share		<b>2.00</b>	<b>2.00</b>

Summary of significant accounting policies

2

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

As per our report of attached even date

**FOR KANU DOSHI ASSOCIATES LLP**  
**CHARTERED ACCOUNTANTS**

Firm's Registration Number: 104746W/W100096

**Kunal Vakharia**

Partner

**Membership No.148916**

Place : Mumbai

Date : 20th May, 2023

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Rajendra V. Agarwal**

Managing Director

**DIN No. 00227233**

**Ashok B. Agarwal**

Chief Financial Officer

**Ajay V. Agarwal**

Whole time Director

**DIN No. 00227279**

**Sachin Gupta**

Company secretary

**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2023**

(₹ in Lacs)

Particulars	Note No.	2022-23		2021-22	
<b>I CASH FLOW FROM OPERATING ACTIVITIES</b>					
<b>Net Profit before tax as per Statement of Profit &amp; Loss</b>			<b>4,856.90</b>		<b>3,035.54</b>
Adjustment for :					
(a) Depreciation		926.12		922.57	
(b) Interest Expenses		2,625.46		1,881.24	
(c) Interest Income		(68.64)		(64.62)	
(d) (Profit) / Loss on sale of fixed assets		(94.87)		(74.82)	
(e) Fixed Assets Written Off		1.79		-	
(f) Provisions no longer required		(0.60)		-	
(g) Allowance for Expected Credit Loss		161.68		181.50	
(h) Bad Debts Recovered		-		2.97	
(i) Fair Valuation of Forward Contract through FVOCI		3.95		-	
(j) Unrealised Foreign Exchange rate difference(Net)		73.35		180.67	
(k) IND AS Adjustment		(280.38)		(266.49)	
(l) Sundry Balance written Off / (Back) (Net)		363.54	3,711.40	(25.98)	2,737.04
<b>Operating Profit Before Working Capital Changes</b>			<b>8,568.30</b>		<b>5,772.58</b>
Adjustment for :					
(a) (Increase) / Decrease in trade and other receivables		(2,520.69)		(3,763.09)	
(b) (Increase) / Decrease in inventories		(1,465.04)		(12,345.69)	
(c) Increase / (Decrease) in trade, other Payables and provisions		(3,658.25)	(7,643.98)	8,027.52	(8,081.26)
<b>Cash Generated From Operations</b>			<b>924.32</b>		<b>(2,308.68)</b>
(a) Direct Tax Paid (Net)			(528.73)		(133.51)
<b>Net Cash from/(used) Investing Activities</b>	<b>Total (I)</b>		<b>395.59</b>		<b>(2,442.19)</b>
<b>II CASH FLOW FROM INVESTING ACTIVITIES</b>					
Purchase of property, plant and equipment and intangible assets		(1,323.44)		(2,387.86)	
Sales Proceeds of Property, Plant and Equipment		99.00		90.21	
Fixed Deposits with Bank		(102.98)		(248.21)	
Interest Income/Net Received		49.55		59.93	
<b>Net Cash from/(used) Investing Activities</b>	<b>Total (II)</b>		<b>(1,277.87)</b>		<b>(2,485.93)</b>
<b>III CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds/(Repayment) from/of Non Current Borrowings (net)		803.66		203.31	
Proceeds/(Repayment) from/of Current Borrowings (net)		3,145.14		6,692.96	
Interest Paid		(2,625.46)		(1,881.24)	
Dividend Paid		(104.00)		(104.00)	
<b>Net Cash from/(used) Financing Activities</b>	<b>Total (III)</b>		<b>1,219.34</b>		<b>4,911.03</b>
<b>Net Increase/(decrease) in Cash and Cash Equivalents (I+II+III)</b>	<b>Total</b>		<b>337.06</b>		<b>(17.09)</b>
<b>OPENING BALANCE OF CASH AND CASH EQUIVALENTS</b>			83.00		100.02
<b>CLOSING BALANCE OF CASH AND CASH EQUIVALENTS</b>			420.06		82.93
	<b>Total</b>		<b>337.06</b>		<b>(17.09)</b>
<b>Notes :</b>					
<b>(1) Cash and cash equivalents include: (Refer Note No 14)</b>					
(a) Cash in hand		45.92		37.79	
(b) Cheque in Hand		371.26		18.84	
(c) Balance with Scheduled Banks in Current Accounts		1.59		24.09	
Unpaid Dividend Account		1.41		2.28	
			420.17		83.00
Unrealised translation gain/(loss)			-0.11		(0.07)
	<b>Total</b>		<b>420.06</b>		<b>82.93</b>

- (2) Interest received on delayed payments from Customers ₹ 22.99 Lacs (Previous Year ₹ 154.22 Lacs) has been considered as cash flow from Operating Activities.
- (3) The cash flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard (IND AS 7) statement of cash flows.
- (4) Previous year figures have been regrouped/restated wherever considered necessary to make them comparable with those of the current year.

As per our report of attached even date  
**FOR KANU DOSHI ASSOCIATES LLP**  
**CHARTERED ACCOUNTANTS**

Firm's Registration Number: 104746W/W100096

**Kunal Vakharia**  
Partner  
**Membership No.148916**  
Place : Mumbai  
Date : 20th May, 2023

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Rajendra V. Agarwal**  
Managing Director  
**DIN No. 00227233**

**Ajay V. Agarwal**  
Whole time Director  
**DIN No. 00227279**

**Ashok B. Agarwal**  
Chief Financial Officer

**Sachin Gupta**  
Company secretary

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 ST MARCH, 2023

### A. Equity Share Capital

#### Statement of Changes in Equity

(₹ in Lacs)

Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the year*	Balance as at March 31, 2023
1,040.00	-	1,040.00	-	1,040.00

Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year*	Balance as at March 31, 2022
1,040.00	-	1,040.00	-	1,040.00

### B. Other Equity

(₹ in Lacs)

Particulars	Reservers and Surplus		Other items of Other comprehensive income		Total
	General Reserves	Retained Earnings	Remeasurement of net defined benefit plans	Hedging Reserves	
<b>Balance at at 1st April, 2021</b>	<b>3,499.41</b>	<b>6,944.29</b>	<b>14.47</b>	-	<b>10,458.17</b>
Profit for the year	-	2,277.16	-	-	2,277.16
Final Dividend paid	-	(104.00)	-	-	(104.00)
Remeasurements of Defined Benefit Plan	-	-	(82.44)	-	(82.44)
<b>Balance at at 31st March, 2022</b>	<b>3,499.41</b>	<b>9,117.45</b>	<b>(67.97)</b>	-	<b>12,548.89</b>
Profit for the year	-	3,624.00	-	-	3,624.00
Final Dividend paid	-	(104.00)	-	-	(104.00)
Hedging profit	-	-	-	4.94	4.94
Remeasurements of Defined Benefit Plan	-	-	(7.62)	-	(7.62)
<b>Balance at at 31st March, 2023</b>	<b>3,499.41</b>	<b>12,637.45</b>	<b>(75.59)</b>	<b>4.94</b>	<b>16,066.21</b>

As per our report of attached even date

FOR AND ON BEHALF OF BOARD OF DIRECTORS

**FOR KANU DOSHI ASSOCIATES LLP**

**CHARTERED ACCOUNTANTS**

Firm's Registration Number: 104746W/W100096

**Kunal Vakharia**

Partner

**Membership No.148916**

Place : Mumbai

Date : 20th May, 2023

**Rajendra V. Agarwal**

Managing Director

**DIN No. 00227233**

**Ashok B. Agarwal**

Chief Financial Officer

**Ajay V. Agarwal**

Whole time Director

**DIN No. 00227279**

**Sachin Gupta**

Company secretary



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

### 1 Company Overview

Donear Industries Limited ("DIL" or "The Company") is an existing public limited company incorporated on 01/01/1987 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at Donear House, 8th Floor, Plot No. A- 50, Road No. 1, MIDC , Andheri (East), Mumbai- 400093. The Company is manufacturer of fabrics having its own brand name "Donear" and also trading in garments under the brand name of "Dcot". The Company sell its product through multiple channels including wholesale, retail and franchisee etc. during the year ended 31st March' 2023. The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The financial statements are presented in Indian Rupee (₹).

### 2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (A) Basis Of Preparation Of Financial Statement

##### i) Compliance with Ind AS

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements were authorized for issue by the Company's Board of Directors on 20th May, 2023.

These financial statements and notes have been presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs as per requirement of Schedule III, unless otherwise indicated.

##### ii) Historical cost convention

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except for the following :

- (a) Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- (b) Defined benefit plans where plan assets are measured at fair value.

##### iii) Current and Non Current Classification.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle (Twelve Months) and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

#### (B) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Continuous evaluation is done on the estimation and judgments based on historical experience and various other assumptions and factors, including expectations of future events that are believed to be reasonable under existing circumstances. Difference between actual results and estimate related to accounting estimates are recognised prospectively.

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

#### (C) Financial Instruments

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

##### (I) Financial Assets

##### (i) Classification

The Company classifies its financial assets in the following measurement categories:

- (a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in Profit and Loss or Other comprehensive income.

- (b) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (c) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**(ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset and in the case of a financial asset not at fair value then through Profit and Loss. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in Profit and Loss.

**(a) Debt instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- i) **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.
- ii) **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.
- iii) **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through Profit and Loss. A gain or loss on a debt investment that is subsequently measured at fair value through Profit and Loss and is not part of a hedging relationship is recognised in Profit and Loss and presented net in the statement of Profit and Loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income or other expenses, as applicable.

**(b) Equity instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in Profit and Loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through Profit and Loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

**(iii) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

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

**(iv) Derecognition of financial assets**

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or

- (b) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**(II) Financial Liabilities**

**(i) Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through Profit and Loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

**(ii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of Profit and Loss.

**(D) Financial guarantee contracts**

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortization, where appropriate.

**(E) Segment Report**

- (i) The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organisaiton and management structure. The operating segement are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.
- (ii) The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

**(F) Inventories Valuation**

- (i) Raw materials (excluding Dyes and Chemicals), Components, Stores and Spares, Packing Materials are valued at lower of cost and net realisable value. Cost is determined on a weighted average cost basis.
- (ii) Cost of Dyes and Chemicals included in the cost of Raw Material are determined on first-in-first-out (FIFO) basis.
- (iii) Work-in-Progress and Finished Fabrics are valued at lower of cost and net realisable value. The cost are determined on estimated cost basis and valued on a weighted average basis.
- (iv) Finished Apparels are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.
- (v) Scrap is valued at net realisable value.
- (vi) Due allowances are made in respect of slow moving, non-moving and obsolete inventories based on estimate made by the Management.
- (vii) Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**(G) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits with banks, deposit held at call with financial institutions, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

**(H) Income tax and Deferred tax**

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

Current and deferred tax is recognised in the Profit and Loss except to the extent it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or other comprehensive income respectively.

**(i) Current income tax**

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**(ii) Deferred tax**

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

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

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

**(I) Property, plant and equipment**

- (i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.
- (ii) All other items of property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.
- (iii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.
- (iv) Cost of Capital Work in Progress ('CWIP') comprises amount paid towards acquisition of property, plant and equipment outstanding as of each balance sheet date and construction expenditures, other expenditures necessary for the purpose of preparing the CWIP for its intended use and borrowing cost incurred before the qualifying asset is ready for intended use. CWIP is not depreciated until such time as the relevant asset is completed and ready for its intended use.
- (v) Depreciation methods, estimated useful lives and residual value
  - (a) Fixed assets are stated at cost less accumulated depreciation.
  - (b) Depreciation is provided on a pro rata basis on the written down value method over the estimated useful lives of the assets which is as prescribed under Schedule II to the Companies Act, 2013. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed at least at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.
- (vi) Tangible assets which are not ready for their intended use on reporting date are carried as capital work-in-progress.

- (vii) The residual values are not more than 5% of the original cost of the asset.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other expenses or other income as applicable.

**(J) Investment Property**

Property that is held for long-term rental yields or for capital appreciation or both and which is not occupied by the Company, is classified by Investing property. Investment property is measured at cost including related transaction cost and where applicable borrowing cost. Investment properties are depreciated at the same rate applicable for class of asset under Property, Plant and Equipment.

**(K) Intangible assets**

- (i) An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and (b) the cost of the asset can be measured reliably.
- (ii) Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented / ready for use. The same is amortised over a period of 5 years on straight-line method.

**(L) Leases**

**(i) As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**(ii) As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**(M) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discount, rebates. The Company recognises revenue as under :

Effective 01 April, 2018, the Company has adopted Indian Accounting Standard 115 (IND AS 115) - "Revenue from contracts with customers" using the cumulative catch-up transition method applied to the contract that was not completed as on the transaction date 01st April, 2018. Accordingly the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of IND-AS 115 was insignificant.

**(I) Sales**

**(i) The Company recognizes revenue from sale of goods & services when:**

- (a) The significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods and with regard to services, when services are rendered.
- (b) The Company retains neither continuing managerial involvement to the degree usually associated with the ownership nor effective control over the goods sold.
- (c) The amount of revenue can be reliably measured.
- (d) It is probable that future economic benefits associated with the transaction will flow to the Company.
- (e) The cost incurred or to be incurred in respect of the transaction can be measured reliably.
- (f) The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

**(II) Other Income**

**(i) Interest Income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

**(ii) Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

**(iii) Export Benefits**

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

**(N) Employee Benefit**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Other long-term employee benefit obligations**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments are recognised in Profit and Loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**(iii) Post-employment obligations**

The Company operates the following post-employment schemes:

**(a) Defined benefit gratuity plan:**

Gratuity, which is defined benefit, is accrued based on actuarial valuation working provided by Life Insurance Corporation of India (LIC). The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year. The Company has funded the liability on account of leave benefits through LIC's Group Leave Encashment Assurance Scheme and the Contribution is charged to Statement of Profit and Loss.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as provided by LIC. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

**(b) Defined Contribution plan:**

Contribution payable to recognised provident fund and superannuation scheme which is defined contribution scheme is charged to Statement of Profit & Loss. The company has no further obligation to the plan beyond its contribution.

**(O) Foreign currency translation**

**(i) Functional and presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.



**(ii) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

**(P) Borrowing Cost**

- (i) Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.
- (ii) Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**(Q) Earnings per share**

**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

**(ii) Diluted earnings per share**

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

**(R) Impairment of Assets**

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**(S) Provisions, contingent liabilities and contingent assets**

**(i) Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

**(ii) Contingent liabilities:**

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

**(iii) Contingent Assets:** Contingent Assets are disclosed, where an inflow of economic benefits is probable.

**(T) Investments**

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss.

**(U) Trade receivables**

Trade receivables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

**(V) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

**(W) Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

**(X) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees Lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

Note No. 3 - PROPERTY, PLANT AND EQUIPMENT

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT	
		As at 01.04.2022	Purchase During the Year	Deduction during the Year	As at 31.03.2023	As at 01.04.2022	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2023	As at 31.03.2023
1.	Freehold Land	683.34	-	-	683.34	-	-	-	-	-	683.34
2.	Factory Building	2,868.51	64.16	-	2,932.67	1,199.04	158.16	-	-	1,357.20	1,575.47
3.	Office Premises	1,594.76	219.41	-	1,814.17	414.90	66.88	-	-	481.78	1,332.39
4.	Residential Building	21.27	-	-	21.27	4.48	0.82	-	-	5.30	15.97
5.	Plant & Machinery	5,045.06	629.90	207.97	5,466.99	1,981.37	410.03	-	203.85	2,187.55	3,279.44
6.	Electrical Installation	181.90	20.18	-	202.08	137.66	11.55	-	-	149.21	52.87
7.	Furniture & Fixtures	1,035.72	83.52	-	1,119.24	703.71	87.17	-	-	790.88	328.36
8.	Computer	235.92	50.78	-	286.70	157.01	44.33	-	-	201.34	85.36
9.	Vehicle	227.99	52.50	-	280.49	169.42	15.70	-	-	185.12	95.37
10.	Air-Conditioner	124.58	15.62	-	140.20	84.89	17.13	-	-	102.02	38.18
11.	Office Equipment	265.83	25.61	-	291.44	216.81	17.57	-	-	234.38	57.06
	<b>Total Property, Plant and Equipment</b>	<b>12,284.88</b>	<b>1,161.68</b>	<b>207.97</b>	<b>13,238.59</b>	<b>5,069.29</b>	<b>829.34</b>	<b>-</b>	<b>203.85</b>	<b>5,694.78</b>	<b>7,543.81</b>

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT	
		As at 01.04.2021	Purchase During the Year	Deduction during the Year	As at 31.03.2022	As at 01.04.2021	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2022	As at 31.03.2022
1.	Freehold Land	683.34	-	-	683.34	-	-	-	-	-	683.34
2.	Factory Building	2,663.43	205.08	-	2,868.51	1,038.11	160.93	-	-	1,199.04	1,669.47
3.	Office Premises	1,594.76	-	-	1,594.76	353.93	60.97	-	-	414.90	1,179.86
4.	Residential Building	23.53	-	2.26	21.27	5.18	0.89	-	1.59	4.48	16.79
5.	Plant & Machinery	4,657.45	418.07	30.46	5,045.06	1,570.46	427.92	-	17.01	1,981.37	3,063.69
6.	Electrical Installation	178.72	3.18	-	181.90	127.29	10.37	-	-	137.66	44.24
7.	Furniture & Fixtures	958.61	77.11	-	1,035.72	612.91	90.80	-	-	703.71	332.01
8.	Computer	176.20	59.72	-	235.92	127.32	29.69	-	-	157.01	78.91
9.	Vehicle	252.91	-	24.92	227.99	170.90	22.19	-	23.67	169.42	58.57
10.	Air-Conditioner	104.63	19.95	-	124.58	71.29	13.60	-	-	84.89	39.69
11.	Office Equipment	258.34	7.49	-	265.83	200.56	16.25	-	-	216.81	49.02
	<b>Total Property, Plant and Equipment</b>	<b>11,551.92</b>	<b>790.60</b>	<b>57.64</b>	<b>12,284.88</b>	<b>4,277.95</b>	<b>833.61</b>	<b>-</b>	<b>42.27</b>	<b>5,069.29</b>	<b>7,215.59</b>

**Note No. 4 - CAPITAL WORK IN PROGRESS**

(₹ in Lacs)

Sr. No.	Particulars of Assets	As at 01.04.2022	Purchase During the Year	Deduction during the Year	As at 31.03.2023
1.	Plant & Machinery	354.74	343.74	635.24	63.24
2.	Factory Building	21.01	29.09	50.10	-
3.	Furniture & Fixtures	160.01	538.04	698.05	-
	<b>Total Capital Work-In-Progress #</b>	<b>535.76</b>	<b>910.87</b>	<b>1,383.39</b>	<b>63.24</b>

(₹ in Lacs)

Sr. No.	Particulars of Assets	As at 01.04.2021	Purchase During the Year	Deduction during the Year	As at 31.03.2022
1.	Plant & Machinery	142.28	393.50	181.04	354.74
2.	Factory Building	199.60	26.49	205.08	21.01
3.	Furniture & Fixtures	29.47	130.54	-	160.01
	<b>Total Capital Work-In-Progress ##</b>	<b>371.35</b>	<b>550.53</b>	<b>386.12</b>	<b>535.76</b>

# Ageing for capital work-in-progress as at March 31, 2023 is as follows:						(₹ in Lacs)
Sr. No.	Particulars of Assets	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
1.	Buidling	-	-	-	-	-
2.	Plant & Machinery	37.24	-	-	26.00	63.24
3.	Furniture & Fixtures	-	-	-	-	-
	<b>Total</b>	<b>37.24</b>	<b>-</b>	<b>-</b>	<b>26.00</b>	<b>63.24</b>

## Ageing for capital work-in-progress as at March 31, 2022 is as follows:						(₹ in Lacs)
Sr. No.	Particulars of Assets	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
1.	Buidling	21.01	-	-	16.20	37.20
2.	Plant & Machinery	312.54	-	0.18	25.83	338.54
3.	Furniture & Fixtures	-	160.01	-	-	160.01
	<b>Total</b>	<b>333.55</b>	<b>160.01</b>	<b>0.18</b>	<b>42.03</b>	<b>535.76</b>

**Note No. 5 - INVESTMENT PROPERTY**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES					NET CARRYING AMOUNT
		As at 01.04.2022	Purchase During the Year	Deduction during the Year	As at 31.03.2023	As at 01.04.2022	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2023	As at 31.03.2023
1.	Office Premises	983.72	-	-	983.72	252.48	35.27	-	-	287.75	695.97
2.	Electrical Installation	110.57	8.20	-	118.77	93.08	4.63	-	-	97.71	21.06
3.	Furniture & Fixtures	343.10	583.07	-	926.17	286.16	15.14	-	-	301.30	624.87
4.	Air Conditioner	39.32	7.70	-	47.02	38.24	0.50	-	-	38.74	8.28
5.	Office Equipment	14.88	99.07	-	113.95	14.47	0.31	-	-	14.78	99.17
	<b>Total Investment Property</b>	<b>1,491.59</b>	<b>698.04</b>	<b>-</b>	<b>2,189.63</b>	<b>684.43</b>	<b>55.85</b>	<b>-</b>	<b>-</b>	<b>740.28</b>	<b>1,449.35</b>

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES					NET CARRYING AMOUNT
		As at 01.04.2021	Purchase During the Year	Deduction during the Year	As at 31.03.2022	As at 01.04.2021	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2022	As at 31.03.2022
1.	Office Premises	983.72	-	-	983.72	215.42	37.06	-	-	252.48	731.24
2.	Electrical Installation	110.57	-	-	110.57	86.79	6.29	-	-	93.08	17.49
3.	Furniture & Fixtures	343.10	-	-	343.10	266.30	19.86	-	-	286.16	56.94
4.	Air Conditioner	39.32	-	-	39.32	37.35	0.89	-	-	38.24	1.08
5.	Office Equipment	14.88	-	-	14.88	14.13	0.34	-	-	14.47	0.41
	<b>Total Investment Property</b>	<b>1,491.59</b>	<b>-</b>	<b>-</b>	<b>1,491.59</b>	<b>619.99</b>	<b>64.44</b>	<b>-</b>	<b>-</b>	<b>684.43</b>	<b>807.16</b>

Amount recognised in profit or loss for Investment Properties

(₹ in Lacs)

	Particulars	As at 31.03.2023	As at 31.03.2022
1.	Rental Income	722.52	673.52
2.	Direct operating expenses.	147.73	141.47
3.	There are no restrictions on the realisability of investment property.		
4.	The company is using same life for the same class of asset as applicable for property plant and equipment.		
5.	The company is currently using the property as godown for old machinery.		
	<u>Fair Value</u>		
1.	Investment property - Land and Bulding, the market value has not been ascertained.		
2.	The range of estimates within which fair value is highly likely to lie- Between ₹ 60 Crores to 75 Crores		

**Note No. 6 - OTHER INTANGIBLE ASSETS**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES					NET CARRYING AMOUNT
		As at 01.04.2022	Purchase During the Year	Deduction during the Year	As at 31.03.2023	As at 01.04.2022	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2023	As at 31.03.2023
1.	Computer Software	243.26	13.38	3.96	252.68	74.66	40.93	-	2.17	113.42	139.26
	<b>Total Other Intangible Assets</b>	<b>243.26</b>	<b>13.38</b>	<b>3.96</b>	<b>252.68</b>	<b>74.66</b>	<b>40.93</b>	<b>-</b>	<b>2.17</b>	<b>113.42</b>	<b>139.26</b>

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES					NET CARRYING AMOUNT
		As at 01.04.2021	Purchase During the Year	Deduction during the Year	As at 31.03.2022	As at 01.04.2021	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2022	As at 31.03.2022
1.	Computer Software	78.74	168.46	3.94	243.26	54.09	24.52	-	3.95	74.66	168.60
	<b>Total Other Intangible Assets</b>	<b>78.74</b>	<b>168.46</b>	<b>3.94</b>	<b>243.26</b>	<b>54.09</b>	<b>24.52</b>	<b>-</b>	<b>3.95</b>	<b>74.66</b>	<b>168.60</b>

**7. INVESTMENT**

Particulars	Face Value	As at 31.03.2023		As at 31.03.2022	
	₹ in Lacs	Qty	₹ in Lacs	Qty	₹ in Lacs
<b>Unquoted (At FVTPL)</b>					
<b>Equity Instruments</b>					
Palsana Enviro Protection Ltd.	100	72,000	98.40	72,000	98.40
OCM Flooring Private Limited	10	18,000	1.80		
<b>Total</b>			<b>100.20</b>		<b>98.40</b>

**8. OTHER NON CURRENT FINANCIAL ASSETS**

Particulars	As at 31.03.2023	As at 31.03.2022
	₹ in Lacs	₹ in Lacs
(Unsecured, considered good, unless otherwise stated)		
(a) Security Deposits	363.25	228.08
(b) Loan to Staff	4.82	6.83
<b>Total</b>	<b>368.07</b>	<b>234.91</b>

**9. DEFERRED TAX ASSETS (Net)**

Particulars	As at 31.03.2023	As at 31.03.2022
	₹ in Lacs	₹ in Lacs
(a) Deferred tax Assets (Net) (Refer Note 9.1)	264.92	422.51
<b>Total</b>	<b>264.92</b>	<b>422.51</b>

**Note No. : 9.1**

₹ in Lacs

Particulars	As at 01.04.2022	Recognised in statement of profit and loss	Recognised in OCI	Reclassified as MAT credit	As at 31.03.2023
<b>Deferred Tax Assets/(Liabilities)</b>					
Property, plant and equipment/Investment Property/Other Intangible Assets	244.09	109.63	-	-	134.46
Fair Value through Profit & Loss	(845.88)	47.69	-	-	(893.57)
Hedging Reserves	-	-	(0.99)	-	(0.99)
Business Loss	-	-	-	-	-
Expenses allowable under income tax on payment basis	12.41	41.69	(2.56)	-	(26.72)
Allowance for Bad & Doubtful Debts	1,011.89	(39.85)	-	-	1,051.74
	<b>422.51</b>	<b>159.16</b>	<b>(3.55)</b>	-	<b>264.92</b>

₹ in Lacs

Particulars	As at 01.04.2021	Recognised in statement of profit and loss	Recognised in OCI	Reclassified as MAT credit	As at 31.03.2022
<b>Deferred Tax Assets/(Liabilities)</b>					
Property, plant and equipment/Investment Property/Other Intangible Assets	331.57	87.48	-	-	244.09
Fair Value through Profit & Loss	(670.71)	175.17	-	-	(845.88)
Business Loss	349.70	349.70	-	-	-
Expenses allowable under income tax on payment basis	34.22	49.54	(27.73)	-	12.41
Allowance for Bad & Doubtful Debts	830.39	(181.50)	-	-	1,011.89
	<b>875.17</b>	<b>480.39</b>	<b>(27.73)</b>	-	<b>422.51</b>

**Income tax**

The major components of income tax expense for the year ended 31.03.2022

₹ in Lacs

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
<b>Profit and Loss:</b>		
Current tax – net of reversal of earlier years : ₹ Nil (31 March 2022: ₹ Nil)	1,072.75	278.00
Deferred Tax– net of reversal of earlier years : ₹ Nil (31 March 2022: ₹ Nil)	161.14	480.38
Income Tax Expenses	<b>1,233.89</b>	<b>758.38</b>

**Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate**

₹ in Lacs

Particulars	For the year ended 31 March, 2023	For the year ended 31 March, 2022
Profit before income tax expense	4,856.90	3,035.54
Tax at the Indian tax rate 25.168% (Previous Year 25.168% )	1,222.38	763.98
<b>Add: Items giving rise to difference in tax</b>		
Effect of non-deductible expenses	26.32	21.41
House Property Standard Deduction	(51.42)	(46.78)
Depreciation as per for Income Tax for Rental Premises	18.00	-
Others	18.61	19.76
Income Tax Expenses	<b>1,233.89</b>	<b>758.37</b>

**Note:** The figures have been regrouped/reclassified, wherever necessary.

**10. NON-CURRENT TAX ASSETS**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Advance Tax and Tax deducted at source [Net of Current Tax provision]	<b>150.59</b>	74.65
<b>Total</b>	<b>150.59</b>	74.65



**11. OTHER NON-CURRENT ASSETS**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(Unsecured, considered good, unless otherwise stated)		
(a) Capital Advances	157.83	225.94
(b) Other Deposits	25.00	25.00
(c) Advance recoverable in cash or in kind or for value to be received	82.49	52.65
<b>Total</b>	<b>265.32</b>	<b>303.59</b>

**12. INVENTORIES**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Raw Material	5,147.15	6,752.06
(b) Semi Finished Goods	3,359.79	3,620.91
(c) Finished Fabrics (Refer Note No. 12.1)	12,790.45	12,152.44
(d) Finished Apparels (Refer Note No. 12.2)	9,398.06	6,357.60
(e) Stores & Tools	553.88	885.49
(f) Packing Material	863.42	879.21
<b>Total</b>	<b>32,112.75</b>	<b>30,647.71</b>

Note No 12.1: Finished Fabrics inventory includes Goods in Transit ₹ 10.78 lacs (as at 31.03.2022 - ₹ 64.28 lacs)

Note No 12.2: Finished Apparels Inventory includes Goods available with Third Parties on SOR Basis - ₹ 5,433.96(as at 31.03.2022 - ₹ 4,161.89 Lacs)

**13. TRADE RECEIVABLES**

Particulars	As at 31.03.2023 ₹ in Lacs		As at 31.03.2022 ₹ in Lacs	
(Unsecured)				
(a) Considered Good (Refer No. 13.1 & 13.2)	<b>15,824.72</b>		13,020.13	
(b) Considered Doubtful	<b>1,441.48</b>		1,401.64	
	17,266.20		14,421.77	
Less: Allowance for Expected Credit Loss	<b>1,441.48</b>	15,824.72	1,401.64	13,020.13
<b>Total</b>		<b>15,824.72</b>		<b>13,020.13</b>

**Movement in the allowance of Expected Credit Loss**

Particulars	As at 31.03.2023 ₹ in Lacs		As at 31.03.2022 ₹ in Lacs	
(a) Balance at the beginning of the year	1,401.64		1,220.14	
(b) Less: Amounts written off during the year (net)	-	1,401.64	-	1,220.14
(c) Changes in allowance for doubtful receivables		39.84		181.50
(d) Balance at end of the year		<b>1,441.48</b>		<b>1,401.64</b>

13.1	Ageing for trade receivables - billed - non-current outstanding as at March 31, 2023 is as follows:							(₹ in Lacs)
Particulars	Outstanding for following periods from due date of payment							
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	total	
Trade receivables - Billed	8,565.39	5,900.72	1,405.19	366.50	132.10	896.30	17,266.20	
Undisputed trade receivables - considered goods	8,565.39	5,900.72	1,405.19	366.50	132.10	896.30	17,266.20	
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	
Disputed trade receivables - considered good	-	-	-	-	-	-	-	
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	
							17,266.20	
Less: Allowance for doubtful trade receivables -Billed							1,441.48	
Trade receivables - Unbilled							15,824.72	

13.2	Ageing for trade receivables - billed - non-current outstanding as at March 31, 2022 is as follows:							(₹ in Lacs)
Particulars	Outstanding for following periods from due date of payment							
	Not due	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total	
Trade receivables - Billed	8,464.90	4,316.99	156.60	346.60	267.18	869.50	14,421.77	
Undisputed trade receivables - considered goods	8,464.90	4,316.99	156.60	346.60	267.18	869.50	14,421.77	
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-	
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	
Disputed trade receivables - considered good	-	-	-	-	-	-	-	
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	
							14,421.77	
Less: Allowance for doubtful trade receivables -Billed							1,401.64	
Trade receivables - Unbilled							13,020.13	

#### 14. CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2023		As at 31.03.2022	
	₹ in Lacs		₹ in Lacs	
(a) Balance with banks				
- In Current Account	1.59		24.09	
(b) Cheques, Drafts in Hand	371.26		18.84	
(c) Cash In Hand	45.92	418.77	37.79	80.72
<b>Total</b>		<b>418.77</b>		<b>80.72</b>

#### 15. BANK BALANCES

Particulars	As at 31.03.2023		As at 31.03.2022	
	₹ in Lacs		₹ in Lacs	
(a) Unpaid Dividend Account (Refer Note No. 15.1 & 15.3)	1.41		2.28	
(b) Margin Money Deposits (Refer Note No. 15.2)	1,239.57	1,240.98	1,136.59	1,138.87
<b>Total</b>		<b>1,240.98</b>		<b>1,138.87</b>

Note No 15.1	The Company can utilise these balances towards settlement of unpaid dividend only
Note No 15.2	Margin money deposits amounting to ₹ 1,239.57 lakhs ( as at 31.03.2022 - ₹ 1,136.59 lakhs) are lying with bank against Bank Guarantees and Letter of Credit.
Note No 15.3	There are no amounts due for payment to the investor education & Protection Fund under Section 125 of the Companies Act, 2013 as at the year end (in previous year unpaid dividend of ₹ 0.28 for the financial year 2012-13 and ₹ 0.43 for the financial year 2013-14, which has been delayed to transfer to IEPF authority on account of technical issue in reconciliation at the end of Dividend Banker. The same transferred on 09.05.2022 and 28.04.2022 respectively)

**16. OTHER CURRENT FINANCIAL ASSETS**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(Unsecured, considered good, unless otherwise stated)		
(a) Deposits	571.07	58.99
(b) Interest Receivable	85.83	194.64
(c) Loans to Staff	251.43	270.38
(c) Fair Valuation of Forward Contracts	3.95	-
<b>Total</b>	<b>912.28</b>	<b>524.01</b>

**17. OTHER TAX ASSETS (Net)**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Advance Tax and Tax deducted at source [Net of Current Tax provision]	4.13	5.27
<b>Total</b>	<b>4.13</b>	<b>5.27</b>

**18. OTHER CURRENT ASSETS**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(Unsecured, considered good, unless otherwise stated)		
(a) Trade Advances	782.23	2,027.75
(b) Advance recoverable in cash or in kind or for value to be received	180.90	134.72
(c) Export Incentive Receivable	708.34	1,042.33
(d) Balance with Government Authorities	2,844.48	2,653.25
(e) Others	8.34	9.64
<b>Total</b>	<b>4,524.29</b>	<b>5,867.69</b>
<b>Note: Trade Advance Includes advance paid to Related Parties amounting to ₹ Nil (P.Y. 696.96 Lacs)</b>		

**19. EQUITY SHARE CAPITAL**

Particulars	Face Value Amt. in Rupees	As at 31.03.2023		As at 31.03.2022	
		Qty	₹ in Lacs	Qty	₹ in Lacs
(a) <b>Authorised Shares</b>					
<b>Equity Instruments</b>					
Equity Shares	2	16,00,00,000	3,200.00	16,00,00,000	3,200.00
(b) <b>Issued, Subscribed and Fully Paid Up Shares</b>					
<b>Equity Instruments</b>					
Equity Shares	2	5,20,00,000	1,040.00	5,20,00,000	1,040.00
<b>Total</b>			<b>1,040.00</b>		<b>1,040.00</b>

**Note No 19.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2023:**

Particulars	Face Value ₹	As at 31.03.2023		As at 31.03.2022	
		No. of shares	Value (in Lacs.)	No. of shares	Value (in Lacs.)
(a) Number of shares at the beginning	2	5,20,00,000	1,040.00	5,20,00,000	1,040.00
(b) Add : Shares issued during the year	-	-	-	-	-
(c) Less : Shares bought back (if any)	-	-	-	-	-
<b>(d) Number of shares at the end</b>		<b>5,20,00,000</b>	<b>1,040.00</b>	<b>5,20,00,000</b>	<b>1,040.00</b>

**Note No 19.2: Terms / rights attached to equity shares:**

- (a) The company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. There is no interim dividend proposed by the Board of Directors.
- (b) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No 19.3: The details of shareholders holding more than 5% shares in the company:**

Sr. No.	Name of the shareholders	Face Value ₹	As at 31.03.2023		As at 31.03.2022	
			No. of shares held	% of shares held	No. of shares held	% of shares held
1.	Rahul R. Agarwal	2	47,56,901	9.15%	47,56,901	9.15%
2.	Bhavardevi Agarwal	2	48,46,785	9.32%	48,46,785	9.32%
3.	Rajendra Agarwal	2	38,61,814	7.43%	38,61,814	7.43%
4.	Ajay Agarwal	2	37,29,500	7.17%	37,29,500	7.17%
5.	Surya A. Agarwal	2	36,43,750	7.01%	36,43,750	7.01%
6.	Neena Agarwal	2	29,17,750	5.61%	29,17,750	5.61%
7.	Donear Synthetics Limited	2	26,00,000	5.00%	26,00,000	5.00%
<b>Total</b>			<b>2,63,56,500</b>	<b>50.69%</b>	<b>2,63,56,500</b>	<b>50.69%</b>

**Note No 19.4:** The Board of Directors have recommended dividend of ₹ 0.20 per Share (Previous Year ₹ 0.20 per share) to be distributed to equity shareholders for the year ended 31.03.2023 as Final Dividend. The total amount of dividend shall be ₹ 104.00 lakhs, (Previous Year ₹ 104.00 lakhs).

**Note No 19.5: Shares held by Promoters :**

The details of the shares held by promoters are as follows :

Sr. No.	Particulars	As at March 31, 2023		As at March 31, 2022		% change during the year
		No. of shares	% of total shares	No. of shares	% of total shares	
<b>A</b>	<b>Promoters Name</b>					
1.	Rajendra Vishwanath Agarwal	38,61,814	7.43	38,61,814	7.43	-
2.	Ajay Vishwanath Agarwal	37,29,500	7.17	37,29,500	7.17	-
<b>B</b>	<b>Promoters Group</b>					
1.	Bhavardevi Vishwanath Agarwal	48,46,785	9.32	48,46,785	9.32	-
2.	Rahul Rajendra Agarwal	47,56,901	9.15	47,56,901	9.15	-
3.	Surya Ajay Agarwal	36,43,750	7.01	36,43,750	7.01	-
4.	Neenadevi Ajay Agarwal	29,17,750	5.61	29,17,750	5.61	-
5.	Ajay Vishwanath Agarwal (HUF)	23,69,471	4.56	23,69,471	4.56	-
6.	Umadevi Rajendra Agarwal	18,71,463	3.60	18,71,463	3.60	-
7.	Rajendra V. Agarwal (HUF)	13,49,000	2.59	13,49,000	2.59	-
8.	Vishwanath L Agarwal (HUF)	11,52,500	2.22	11,52,500	2.22	-
9.	Kavya Rahul Agarwal	19,100	0.04	19,100	0.04	-
10.	Donear Synthetics Limited	26,00,000	5.00	26,00,000	5.00	-
11.	R Ajaykumar Real Estate LLP	24,00,000	4.62	24,00,000	4.62	-
12.	Donear Retail Private Limited	18,40,000	3.54	18,40,000	3.54	-
13.	Rajendra Synthetics LLP	10,40,000	2.00	10,40,000	2.00	-
14.	Sonia Synthetics LLP	3,60,000	0.69	3,60,000	0.69	-
15.	Lav Kush Traders Private Limited	14,000	0.03	14,000	0.03	-

The percentage shareholding above has been computed considering the outstanding number of shares of 5,20,00,000 as at March 31, 2023 and as at March 31, 2022.

**20. OTHER EQUITY**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
<b>Reserves &amp; surplus*</b>		
(a) General Reserves ++	3,499.41	3,499.41
(b) Retained earnings	12,637.45	9,117.45
(c) <u>Other Comprehensive Income (OCI)</u>		
-Remeasurement of net defined benefit plans	(75.59)	(67.97)
-Hedging Reserve	4.94	-
<b>Total</b>	<b>16,066.21</b>	<b>12,548.89</b>

\* For movement, refer statement of changes in equity.

++ General reserve reflects amount transferred from statement of profit and loss in accordance with regulations of the Companies Act, 2013.

**21. NON CURRENT BORROWING**

Particulars	As at 31.03.2023 ₹ in Lacs		As at 31.03.2022 ₹ in Lacs	
(a) <b>Secured Loans (Refer Note No. 21.1)</b>				
<b>Term Loans - From Bank</b>				
Indian Rupee	3,148.26		2,450.81	
Less : Current Maturities of Long Term Debts (Refer Note No. 24)	890.80	2,257.46	997.01	1,453.80
<b>Total</b>		<b>2,257.46</b>		<b>1,453.80</b>

**Note No 21.1: Nature of Securities**

Facility	Sr. No.	Name of the Bank	Primary	Collateral	Guarantee
Term Loan	1	Yes Bank Limited	First Pari Passu Charge on all the present and future current assets of the Borrower.	Second Pari Passu Charge on all the fixed assets	Personal Guarantee of Mr. Rajendra Agarwal.
CCECL	1	State Bank of India	First pari Passu mortgage and Hypothecation Charge as Term Lender.	Second Pari Passu mortgage and Hypothecation charge as Working Capital Lender Respectively on Land & Building and Plant & Machinery located at Plot No 213, 1st Phase, GIDC, Umbergaon, Valsad, Gujarat having realisable value of ₹ 3.63 crore (Market Value of ₹ 4.53 crore)	Personal Guarantee of Promoter Director Rajendra V Agarwal.
	2	Bank of Baroda	First pari Passu charge on Assets financed under the Scheme.	Second Pari passu charge with the existing credit Facilities in terms of cash flow (including repayments) and security, excluding personal guarantee.	Personal Guarantee of Promoter Director Shri. Rajendra V Agarwal.
	3	Indian Bank	Hypothecation of Stock, Book Debts & other current assets present & future	Second Pari passu charge on the entire fixed assets of the Company Excluding Land & Building of Corporate office at MIDC, Andheri (East)	Personal Guarantee of Promoter Director Shri. Rajendra V Agarwal.
GECL 2.0 Loan	1	Bank of Baroda	First pari Passu charge on Assets financed under the Scheme.	Second Pari passu charge with the existing credit Facilities in terms of cash flow (including repayments) and security, excluding personal guarantee.	Personal Guarantee of Promoter Director Shri. Rajendra V Agarwal.
	2	Indian Bank	First pari Passu charge on Current Assets & Fixed Assets,	Second Pari passu charge with the existing facilities in terms of cash flows (including repayments) and security, with charge on the assets financed under the scheme to be created on or before June 30,2021 or date of NPA, whichever is earlier.	Personal Guarantee of Promoter Director Shri. Rajendra V Agarwal.
	3	State Bank of India	First pari Passu mortgage and Hypothecation Charge as Term Lender.	Second Pari Passu mortgage and Hypothecation charge as Working Capital Lender Respectively on Land & Building and Plant & Machinery located at Plot No 213, 1st Phase, GIDC, Umbergaon, Valsad, Gujarat having realisable value of ₹ 3.63 crore (Market Value of ₹ 4.53 crore)	Personal Guarantee of Promoter Director Rajendra V Agarwal.

**Note No 21.2 Terms of Repayment**

Facility	Sr. No.	Term Loan taken from (Bank's Name)	Loan taken in the year	Loan installment started / starting from	Interest Rate (In %)
Term Loan	1	Yes Bank Limited	2017-2018	Jun '18	8.60%
CCECL	1	Bank of Baroda	2020-2021	Jan '21	7.35%
	2	State Bank of India	2020-2021	Mar '21	6.95%
	3	Indian Bank	2020-2021	Jul '21	7.72%
GECL 2.0 Loan	1	Bank of Baroda	2021-2022	Apr '22	8.50%
	2	Indian Bank	2021-2022	Sep '22	9.25%
	3	State Bank of India	2022-2023	May '23	8.15%

**22. OTHER FINANCIAL LIABILITIES**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Others		
Deposits from dealers / customers (Refer Note No. 22.1)	2,714.74	1,560.37
<b>Total</b>	<b>2,714.74</b>	<b>1,560.37</b>

**Note No 22.1:** Deposit from Dealers / customers are interest free deposit and repayable on termination of agreement unless otherwise agreed.

**23. OTHER NON CURRENT LIABILITIES**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Others		
Unearned Income on security deposit received	75.46	71.22
<b>Total</b>	<b>75.46</b>	<b>71.22</b>

**24. CURRENT BORROWING**

Particulars	As at 31.03.2023 ₹ in Lacs		As at 31.03.2022 ₹ in Lacs	
(a) <b>Secured Loans (Refer Note No. 24.1)</b>				
<b>From Bank</b>				
(i) Working Capital Loans	18,179.00		18,768.92	
(ii) Cash Credit	10,417.07		6,503.89	
(iii) Export Packing Credit	-	28,596.07	-	25,272.81
(b) Current maturities of long-term debts (Refer Note No. 21)		890.79		997.01
<b>Unsecured Loans</b>				
<b>Loans and Advances from Related Party</b>				
(i) From Directors		3,602.70		3,602.70
<b>Total</b>		<b>33,089.56</b>		<b>29,872.52</b>

**NOTE NO 24.1: NATURE OF SECURITIES**

Facility	Name of the Bank	Primary	Collateral	Guarantee
Working Capital Limits (CC/WCDL/EPC/FUBD/FBP/LC/BG)	State Bank of India	First pari Passu charge by way of Hypothecation of the entire current assets of the company, both present & future.	First Pari Passu charge on land and building & Plant & Machinery located at Revenue Block, No. 194/195/206 Kadodara Bardoli Road, Village Jowla, Palsanan 394305, Plot No 910/1, Dockmardi Amlī Village, Silvassa, 396230, B/58, Masat Industrial Estate, Silvassa.396230	Personal Guarantee of Promoter Directors Rajendra V Agarwal.
Working Capital Limits (CC)	Bank of Baroda	First Pari Passu charge with other member banks on the Current assets (present & future) of the Company.	First Pari Passu charge on land and building & Plant & Machinery located at Revenue Block, No. 194/195/206 Kadodara Bardoli Road, Village Jowla, Palsanan 394305, Plot No 910/1, Dockmardi Amlī Village, Silvassa, 396230, B/58, Masat Industrial Estate, Silvassa.396230	Personal Guarantee of Promoter Directors Shri. Rajendra V Agarwal.



Facility	Name of the Bank	Primary	Collateral	Guarantee
Working Capital Limits (CC)	Indian Bank	Hypothecation of Stock, Book Debts & other current assets present & future	First Pari passu charge on the entire fixed assets of the Company Expect Land & Building of Corporate House at MIDC, Andheri (East). First Pari Passu charge on land and building & Plant & Machinery located at Revenue Block, No. 194/195/206 Kadodara Bardoli Road, Village Jowla, Palsanan 394305, Plot No 910/1, Dockmardi AmlI Village, Silvassa, 396230, B/58, Masat Industrial Estate, Silvassa.396230	Personal Guarantee of Promoter Directors Shri. Rajendra V Agarwal.
Working Capital Limits (CC)	Yes Bank Limited	First pari Passu charge by way of Hypothecation on Current Assets (ALL CA present & Future)	First Pari Passu charge by way of Hypothecation on Fixed Assets (All) (FA except Corp. Office at MIDC) First Pari Passu charge on land and building & Plant & Machinery located at Revenue Block, No. 194/195/206 Kadodara Bardoli Road, Village Jowla, Palsanan 394305, Plot No 910/1, Dockmardi AmlI Village, Silvassa, 396230, B/58, Masat Industrial Estate, Silvassa.396230	Personal Guarantee of Promoter Directors Shri. Rajendra V Agarwal.
Working Capital Limits (CC/STL/WCDL)	HDFC Bank LTD	First Pari Passu Charge on Stock, Book Debts, Current Assets, Industrial Properties.	First Pari Passu charge on land and building & Plant & Machinery located at Dokmardi AmlI Village, Silvassa, At Plot No 910/3,396230, Silvassa, Dadra Nagar Haveli And Daman And Diu, India 396230, Masat Industrial Estate, Silvassa, At B/58, 396230, Silvassa, Dadra Nagar, Kadodara Bardoli Road, Village Jowla, Palsanan, At Revenue Block No. 194/195/206,394305	Personal Guarantee of Promoter Directors Shri. Rajendra V Agarwal.

**25. TRADE PAYABLES**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Dues of micro and small enterprises (Refer Note No. 25.1)	208.87	57.14
(b) Dues other than micro and small (Refer Note No. 25.1)	6,534.87	7,638.38
<b>Total</b>	<b>6,743.74</b>	<b>7,695.52</b>

**Note No 25.1:** The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end together with interest paid / payable under this Act, have not been given.

**Note No 25.2:** Ageing for trade payables outstanding as at March 31, 2023 is as follows:

₹ in Lacs

Particulars	Outstanding for following periods from due date of Payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME*	-	208.87	-	-	-	208.87
Others	3,352.69	1,576.32	137.40	63.81	63.83	5,194.04
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	<b>3,352.69</b>	<b>1,785.19</b>	<b>137.40</b>	<b>63.81</b>	<b>63.83</b>	<b>5,402.91</b>
<b>Accrued expenses (Including Employee Liabilities)</b>						1,340.83
<b>Total</b>						<b>6,743.74</b>

**Note No 25.3:** Ageing for trade payables outstanding as at March 31, 2022 is as follows:

₹ in Lacs

Particulars	Outstanding for following periods from due date of Payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Trade payables</b>						
MSME*	-	56.93	0.13	0.08	-	57.14
Others	3,093.09	1,326.32	72.36	25.23	107.31	4,624.31
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	<b>3,093.09</b>	<b>1,383.25</b>	<b>72.49</b>	<b>25.31</b>	<b>107.31</b>	<b>4,681.45</b>
<b>Accrued expenses (Including Employee Liabilities)</b>						3014.07
<b>Total</b>						<b>7,695.52</b>

\*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

**26. OTHER CURRENT FINANCIAL LIABILITIES**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Interest Accrued and due on borrowings	1.45	-
(b) Interest on Security Deposit Payable	39.93	32.71
(c) Unpaid Dividend	1.40	2.27
(d) Sundry Creditors for Capital Goods	61.81	52.76
(f) Deposits	135.33	846.72
<b>Total</b>	<b>239.92</b>	<b>934.46</b>

**27. OTHER CURRENT LIABILITIES**

Particulars	As at 31.03.2023 ₹ in Lacs		As at 31.03.2022 ₹ in Lacs	
(a) Advance from Customers	1,965.19		5,503.42	
(b) Unearned Income on security deposit received	15.43		22.23	
(c) Statutory Dues Payable	155.53	2,136.15	140.51	5,666.16
<b>Total</b>		<b>2,136.15</b>		<b>5,666.16</b>

**Note: Advance from customers includes advance received from Related Parties amounting to ₹ 565.26 Lacs (P.Y. ₹ 3,915.42 Lacs)**

**28. PROVISIONS**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Provision for Employee Benefits		
Leave Encashment	166.25	122.04
Gratuity (Refer Note No. 43)	142.33	87.56
<b>Total</b>	<b>308.58</b>	<b>209.60</b>

**29. CURRENT TAX LIABILITIES (Net)**

Particulars	As at 31.03.2023 ₹ in Lacs	As at 31.03.2022 ₹ in Lacs
(a) Provision for Taxation [Net of Tax Payments]	710.86	93.03
<b>Total</b>	<b>710.86</b>	<b>93.03</b>

**30. CONTINGENT LIABILITIES AND COMMITMENTS**

Particulars	As at 31.03.2023 ₹ in Lacs		As at 31.03.2022 ₹ in Lacs	
(a) <b>Contingent Liability not provided for in respect of</b>				
(i) Claims against the Company not acknowledged as debt		45.85		45.85
(ii) <u>Other money for which the company is contingently liable :</u>				
Excise Duty Liability	4.17		4.17	
Bonds executed under EPCG Schemes to Customs Authorities	-	4.17	441.70	445.87
(b) <b>Commitments not provided for in respect of</b>				
(i) Estimated amount of contracts remaining to be executed on capital account (net of advances)		Nil		Nil
<b>Total</b>		<b>50.02</b>		<b>491.72</b>

**31. REVENUE FROM OPERATIONS**

Particulars	2022-2023 ₹ in Lacs		2021-2022 ₹ in Lacs	
(a) Sale of Products		79,425.87		53,718.30
(b) Sale of Services		2,853.60		3,064.36
(c) <u>Other Operating Revenue</u>				
Sale of Scrap	176.13		144.63	
Export Incentives	110.80		18.52	
Other Income	-	286.93	-	163.15
<b>Total</b>		<b>82,566.40</b>		<b>56,945.81</b>

**32. OTHER INCOME**

Particulars	2022-2023 ₹ in Lacs		2021-2022 ₹ in Lacs	
(a) <u>Interest income</u>				
Interest on Deposit with Bank	68.64		64.62	
Fair Valuation of Financial Assets	413.77		351.34	
Unwinding of interest on security deposits	16.39		10.74	
Interest on delayed payments from Customers	22.99	521.79	154.21	580.91
(b) <u>Other non-operating income</u>				
Net gain on Sale of Fixed Asset	94.87		74.83	
Sundry balance written back (Net) / (Write Off)	(83.89)		25.99	
Other Support Services Charges	481.57		539.63	
Miscellaneous Income	1.49	494.04	3.32	643.77
<b>Total</b>		<b>1,015.83</b>		<b>1,224.68</b>

**33. COST OF MATERIALS CONSUMED**

Particulars	2022-2023 ₹ in Lacs		2021-2022 ₹ in Lacs	
<u>Raw Material Consumed</u>				
Opening Stock of Raw Material	6,752.06		3,726.75	
Add : Purchases of Raw Material	27,474.18		26,941.96	
Less : Closing Stock of Raw Material	5,147.15	29,079.09	6,752.06	23,916.65
<b>Total of Cost of materials consumed</b>		<b>29,079.09</b>		<b>23,916.65</b>

**34. PURCHASES OF STOCK IN TRADE**

Particulars	2022-2023 ₹ in Lacs	2021-2022 ₹ in Lacs
(a) Finish Fabric Purchases	15,080.49	9,580.06
(b) Grey Fabric Purchases	367.12	527.78
(c) Finish Apparel Purchases	2,988.68	2,729.90
<b>Total</b>	<b>18,436.29</b>	<b>12,837.74</b>

**35. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

Particulars	2022-2023 ₹ in Lacs		2021-2022 ₹ in Lacs	
(a) <b>Inventories at the end of the year</b>				
Finished Fabrics	12,790.45		12,152.44	
Work in Progress	3,359.78		3,620.91	
Finished Apparels	9,398.06	25,548.29	6,357.60	22,130.95
(b) <b>Inventories at the beginning of the year</b>				
Finished Fabrics	12,152.44		6,149.59	
Work in Progress	3,620.91		2,162.53	
Finished Apparels	6,357.60	22,130.95	4,703.44	13,015.56
<b>Total</b>		<b>(3,417.34)</b>		<b>(9,115.39)</b>

### 36. EMPLOYEE BENEFITS EXPENSE

Particulars	2022-2023	2021-2022
	₹ in Lacs	₹ in Lacs
(a) Salaries, Wages & Other Benefits	7,019.76	5,935.72
(b) Contribution to Provident Fund and Other Funds	375.89	391.85
(c) Staff Welfare Expenses	160.97	119.08
<b>Total</b>	<b>7,556.62</b>	<b>6,446.65</b>

### 37. FINANCE COSTS

Particulars	2022-2023		2021-2022	
	₹ in Lacs		₹ in Lacs	
(a) Interest expenses				
(i) Interest on Term Loan from bank	277.06		214.11	
(ii) Interest on Other Bank Loan	1,839.30		784.71	
(iii) Unwinding of interest on security deposits	156.82	2,273.18	122.29	1,121.11
(b) Other Borrowing Cost				
(i) Processing Charges		229.74		81.21
(c) Net Loss on Foreign Currency Transactions Considered as Borrowing Cost		279.36		801.21
<b>Total</b>		<b>2,782.28</b>		<b>2,003.53</b>

### 38. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	2022-2023	2021-2022
	₹ in Lacs	₹ in Lacs
(a) Depreciation on Property, Plant and Equipment (Refer Note No. 3)	829.34	833.61
(b) Depreciation on Investment Property (Refer Note No. 5)	55.85	64.44
(c) Amortisation on Intangible Assets (Refer Note No. 6)	40.93	24.52
<b>Total</b>	<b>926.12</b>	<b>922.57</b>

### 39. OTHER EXPENSES

Particulars	2022-2023		2021-2022	
	₹ in Lacs		₹ in Lacs	
Consumption of Stores & Spares		1,325.02		1,040.06
Manufacturing & Processing Charges		931.80		717.43
Weaving Charges		1,264.39		876.13
Other Labour Charges		4,466.78		3,542.65
Power and Fuel		5,458.65		4,462.25
Repairs and Maintenance				
On Building	44.02		33.29	
On Machinery	310.59		290.55	
On Others	341.14	695.75	468.70	792.54
Security Charges		62.53		56.01
Brokerage on purchase		23.54		15.35
Legal & Professional Expenses		294.31		224.87
Travelling & Conveyance		809.49		378.11
Net Loss / (Gain) on Foreign Currency Transactions		120.90		(3.20)
Insurance Charges		109.31		84.31
Packing Material Consumed		2,845.99		2,259.60
Rates & Taxes		305.53		104.93

Particulars	2022-2023		2021-2022	
	₹ in Lacs		₹ in Lacs	
Rent Expense		833.42		512.68
Interest Expenses		84.72		40.24
Printing & Stationery		102.19		88.22
Postage, Telegram & Telephone		257.13		176.92
Payment to Statutory Auditor (Refer Note No. 39.1)		9.24		9.10
Sundry Balance W/off (Net of W/back)		363.53		-
Fixed Assets Written Off		1.79		-
Allowance for Expected Credit Loss		161.68		181.50
Bad Debts	121.83		2.97	
Less : Adjusted from Expected Credit Loss	121.83	-	-	2.97
Bank Charges		123.35		86.21
Transportation Expenses		620.94		606.70
Sample Expenses		134.18		114.69
Advertisement & Sales Promotion		850.63		965.04
CSR Expenses (Refer Note No. 39.2)		30.00		25.06
Sales Commision		934.24		675.97
Miscellaneous Expenses		141.24		86.86
		<b>23,362.27</b>		<b>18,123.20</b>

**Note No. 39.1 - Payment to Statutory Auditor:**

Particulars	2022-2023		2021-2022	
	₹ in Lacs		₹ in Lacs	
<u>Statutory Auditors Remuneration</u>				
As an auditor				
- Audit Fees (including Limited Review)	7.00		7.00	
- Out of Pocket Expenses	0.41	7.41	0.25	7.25
Other capacity				
- Certification	0.30		0.30	
- Other Services	0.28	0.58	0.30	0.60
Cost Auditors Remuneration				
- Audit Fees		1.25		1.25
		<b>9.24</b>		<b>9.10</b>

**Note No. 39.2 - Corporate Social Responsibility expenditure:**

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. The disclosure in respect of CSR expenditure is as below:

Particulars	2022-2023		2021-2022	
	₹ in Lacs		₹ in Lacs	
A. Gross amount required to be spent by the Company during the year		30.00		25.06
Less : Amount spent during the year #		30.00		25.06
Carry forward to next year		-		-
<b># Nature of CSR activities</b>				
B. Amount committed towards ongoing projects		Nil		Nil

**40. EARNING PER SHARE (EPS)**

**Earning Per Share (EPS) - the numerators and denominators used to calculate Basic and Diluted earning per share :**

Particulars	2022-2023		2021-2022	
	Description	Value	Description	Value
(a) Profit attributable to Equity Shareholders	(In Lacs.)	3,624.00	(In Lacs.)	2,277.16
(b) Number of Equity Shares outstanding during the year	(In Nos.)	5,20,00,000	(In Nos.)	5,20,00,000
(c) Face Value of each Equity Share	(In ₹)	2.00	(In ₹)	2.00
(d) Basic / Diluted earning per share (a) / (b)	(In ₹)	6.97	(In ₹)	4.38

#### 41. SEGMENT REPORTING

##### (i) Information About Primary Business Segment

Sr. No.	Particulars	2022-2023				2021-2022			
		Segments			Total	Segments			Total
		Textiles	Rentals	Unallocable		Textiles	Rentals	Unallocable	
		₹	₹	₹	₹	₹	₹	₹	₹
(a)	<b>Revenue</b>								
	Segment Revenue	81,843.87	722.53	-	82,566.40	56,272.29	673.52	-	56,945.81
(b)	<b>Result</b>								
	Segment Results	9,255.64	574.79	-	9,830.43	5,616.11	532.05	-	6,148.16
	Less : Finance Cost	-	-	2,625.46	2,625.46	-	-	1,865.59	1,865.59
	Less: Unallocated Corporate Expenses Net of Unallocated Corporate Income	-	-	2,348.07	2,348.07	-	-	1,247.03	1,247.03
	Less: Extra Ordinary Items	-	-	-	-	-	-	-	-
	<b>Profit Before Tax</b>	<b>9,255.64</b>	<b>574.79</b>	<b>(4,973.53)</b>	<b>4,856.90</b>	<b>5,616.11</b>	<b>532.05</b>	<b>(3,112.62)</b>	<b>3,035.54</b>
	Less: Provision For Tax (Net of Deferred Tax)	-	-	1,232.90	1,232.90	-	-	758.38	758.38
	<b>Net Profit After Tax &amp; Before Prior Period Adjustments</b>	<b>9,255.64</b>	<b>574.79</b>	<b>(6,206.43)</b>	<b>3,624.00</b>	<b>5,616.11</b>	<b>532.05</b>	<b>(3,871.00)</b>	<b>2,277.16</b>
	Add : Other Comprehensive Income	-	-	(2.68)	(2.68)	-	-	(82.44)	(82.44)
	<b>Net Profit After Prior Period Adjustments</b>	<b>9,255.64</b>	<b>574.79</b>	<b>(6,209.11)</b>	<b>3,621.32</b>	<b>5,616.11</b>	<b>532.05</b>	<b>(3,953.44)</b>	<b>2,194.72</b>
(c)	<b>Other Information</b>								
	Segment Assets	62,407.76	1,535.14	1,439.78	65,382.68	59,346.88	898.57	900.12	61,145.57
	Segment Liabilities	11,458.42	450.41	36,367.64	48,276.47	15,603.19	391.08	31,562.40	47,556.67
	Capital Expenditure	1,873.10	-	-	1,873.10	959.08	-	-	959.08
	Depreciation / Amortisation	870.27	55.85	-	926.12	858.12	64.44	-	922.56

##### Notes :

- (a) The Company is engaged into two main business segments mainly (i) Manufacturing and Dealing in Textiles and (ii) Rental Property which have been identified and reported taking into account the nature of products and services, the differing risks and returns and the organisation structure.
- (b) Segment revenue, results, assets and liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

##### (ii) Information About Secondary Geographical Business Segment

(₹ in Lacs)

Particulars	2022-23		2021-22	
	Within India	Outside India	Within India	Outside India
Although the sales outside India was less than 10% of the total sales and the segment assets are less than 10% of the total assets in the current financial year and in the immediate preceding financial year, geographical segment is reported as the secondary segment, as per the discretion of the management.				
(a) Segment Revenue	79,530.18	4,052.05	56,606.67	1,563.82
(b) Segment Assets	64,363.55	1,019.13	60,612.20	533.37
(c) Addition to Fixed Assets	1,873.10		959.08	



**42. Related party disclosures as required under Ind AS 24, "Related Party Disclosures", are given below:**

Name of the related party and description of relationship.

Related Parties			Nature of Relationship
(a)	(i)	Shri Rajendra V. Agarwal	Managing Director
	(ii)	Shri Ajay V. Agarwal	Whole Time Director
(b)	(i)	Mr. Mayur Vajat (Resigned Date 08th December, 2021)	Company Secretary
	(ii)	Mr. Sachin Gupta (Appointed Date 20th April, 2022)	Company Secretary
(c)	(i)	Mr Ashok Agarwal	Chief Financial Officer
(d)	(i)	Mrs. Neena Agarwal (Wife of Shri Ajay V. Agarwal)	Relative of Key Management Personnel
	(ii)	Mr. Rahul Agarwal (Son of Shri Rajendra V. Agarwal)	Relative of Key Management Personnel
	(iii)	Mr. Surya Agarwal (Son of Shri Ajay V. Agarwal)	Relative of Key Management Personnel
	(iv)	Mr. Kavya Agarwal (Daughter in Law of Shri Rajendra V. Agarwal)	Relative of Key Management Personnel
(e)	(i)	Donear Synthetics Limited	Entities where individual having control / significant influence or key management personnel or their relatives are able to exercise significant influence
	(ii)	Donear Retail Private Limited	
	(iii)	Rajendra Synthetics Pvt. Ltd	
	(iv)	R. Ajay Kumar Real Estate LLP	
	(v)	Sonia Synthetics LLP	
	(vi)	Ajay Vishwanath Agarwal (HUF)	
	(vii)	Lav Kush Traders Private Limited	
	(viii)	Rajendra Vishwanath Agarwal (HUF)	
	(ix)	Vishwanath L Agarwal (HUF)	
	(x)	Neptune Fabs (Mrs. Bhavardevi Agarwal is the proprietor, Mother of Mr. Rajendra Agarwal)	
	(xi)	Venus Textiles (Mrs. Neena Agarwal is the proprietor, wife of Mr. Ajay Agarwal)	
	(xii)	Lotus Fabrics (Mrs. Uma Agarwal is the proprietor, Wife of Mr. Rajendra Agarwal)	
	(xiii)	Mercury Industries (Mr. Rahul Agarwal is the proprietor, Son of Mr. Rajendra Agarwal)	
	(xiv)	GBTL Limited	
	(xv)	OCM Private Ltd.	
	(xvi)	Krishna Fabrics (Mr. Surya Agarwal, Son of Mr. Ajay Agarwal)	
	(xvii)	Laxmi Enterprises (Mr. Surya Agarwal and Mr. Rahul Agarwal are in Partnership)	
	(xviii)	Hanuman Fabrics (Mr. Ajay Agarwal is the Proprietor)	
	(xix)	Shiv Textiles (Mr. Ajay Agarwal HUF is the proprietor)	
	(xx)	Vinayaka Textiles (Mrs. Kavya Agarwal is the proprietor)	
	(xxi)	OCM Flooring private limited	

**Disclosure of related party transaction during the year.**

(₹ in Lacs)

Nature of Transaction & Name of the Related Party		2022-2023		2021-2022	
(a)	<b>Purchase of Goods, Fixed Assets, Stores &amp; Other Services (Net of Goods Return)</b>				
	(i) Neptune Fabs	262.16		195.62	
	(ii) Venus Textiles	184.19		327.86	
	(iii) Lotus Fabrics	663.63		255.52	
	(iv) Mercury Industries	211.64		231.08	
	(v) GBTL Limited	3,557.28		2,570.05	
	(vi) OCM Private Limited	1,064.62	5,943.52	1,127.41	4,707.54
(b)	<b>Sale of Goods, Fixed Assets, Stores &amp; Other Services (Net of Goods Return)</b>				
	(i) Neptune Fabs	1,013.81		357.68	
	(ii) Venus Textiles	1,350.88		1,087.78	
	(iii) Lotus Fabrics	971.26		784.41	
	(iv) Mercury Industries	818.58		714.54	
	(v) GBTL Limited	2,544.10		1,973.50	
	(vi) OCM Private Limited	2,254.22	8,952.84	1,135.84	6,053.75

(₹ in Lacs)

Nature of Transaction & Name of the Related Party		2022-2023		2021-2022	
(c)	<b>Director's Sitting Fees</b>				
	(i) Mr. Govind Shrikhande	0.09		0.06	
	(ii) Mr. Deepak Bhageria	0.13		0.05	
	(iii) Mr. Santanu Mukherjee	-		0.05	
	(iv) Mrs. Medha Pattanayak	0.15	0.37	0.11	0.27
(d)	<b>Remuneration Paid</b>				
	(i) Shri Rajendra V. Agarwal	31.40		29.15	
	(ii) Shri Ajay V. Agarwal	16.60		15.33	
	(iii) Mr. Anup Kumar Singh	3.89		13.91	
	(iv) Mrs. Neena Agarwal	31.90		30.49	
	(v) Mr. Rahul Agarwal	23.21		22.19	
	(vi) Mr. Surya Agarwal	6.00		5.98	
	(vii) Mrs. Kavya Agarwal	14.50		14.04	
	(viii) Mr. Ashok Agarwal	27.22		22.31	
	(ix) Mrs. Uma Agarwal	3.60		3.52	
	(x) Mr. Kishorsinh Parmar	11.52		-	
	(xi) Mr. Mayur Vajat	-		3.70	
	(xii) Mr. Sachin Gupta	7.80	177.64	0.84	161.46
(e)	<b>Dividend Paid</b>				
	(i) R.Ajaykumar Real Estate. LLP	4.80		4.80	
	(ii) Mrs. Bhaverdevi Agarwal	9.69		9.69	
	(iii) Mrs. Uma Agarwal	3.74		3.74	
	(iv) Donear Retail Private Limited	3.68		3.68	
	(v) Ajay Vishwanath Agarwal (HUF)	4.74		4.74	
	(vi) Rajendra Vishwanath Agarwal (HUF)	2.70		2.70	
	(vii) Vishwanath L Agarwal (HUF)	2.31		2.31	
	(viii) Donear Synthetics Limited	5.20		5.20	
	(ix) Rajendra Synthetics LLP	2.08		2.08	
	(x) Sonia Synthetics LLP	0.72		0.72	
	(xi) Lav Kush Traders Private Limited	0.03		0.03	
	(xii) Mr. Rajendra V. Agarwal	7.72		7.72	
	(xiii) Mr. Ajay V. Agarwal	7.46		7.46	
	(xiv) Mrs. Neena A. Agarwal	5.84		5.84	
	(xv) Mr. Rahul Agarwal	9.51		9.51	
	(xvi) Mr. Surya Agarwal	7.29		7.29	
	(xvii) Mrs. Kavya Agarwal	0.04	77.55	0.04	77.55

(₹ in Lacs)

Nature of Transaction & Name of the Related Party		2022-2023		2021-2022	
(f)	<b>Rent Paid</b>				
	(i) R.Ajaykumar Real Estate. LLP		18.00		18.00
(g)	<b>Rent Received</b>				
	(i) Neptune Fabs	1.00		1.00	
	(ii) Venus Textiles	1.00		1.00	
	(iii) Lotus Fabrics	1.00		1.00	
	(iv) Mercury Industries	1.00	4.00	1.00	4.00
(h)	<b>Other recovery of expenses</b>				
	(i) Neptune Fabs	16.61		15.66	
	(ii) Venus Textiles	27.58		24.93	
	(iii) Lotus Fabrics	17.46		16.45	
	(iv) Mercury Industries	24.16	85.80	22.62	79.66

(₹ in Lacs)

Nature of Transaction & Name of the Related Party	2022-2023		2021-2022	
(i) <b>Loans Received</b>				
(i) Shri Rajendra Agarwal	-		506.00	
(ii) Shri Ajay V. Agarwal	-	-	850.00	1,356.00
(j) <b>Loans Repaid</b>				
(i) Shri Rajendra Agarwal	-		180.00	
(ii) Shri Ajay V. Agarwal	-	-	25.00	205.00
(l) Investment in Equity Shares				
(i) OCM Flooring Private Limited	1.80	1.80		
		<b>15,261.89</b>		<b>12,663.23</b>

Disclosure of related party transaction outstanding at the end of the year.

(₹ in Lacs)

Name of the Related Party	As at 31.03.2023		As at 31.03.2022	
(a) <b>Outstanding Net Receivable</b>				
(i) Neptune Fabs	54.94		8.28	
(ii) Venus Textiles	-		186.77	
(iii) Lotus Fabrics	-		394.48	
(iv) Mercury Industries	-	54.94	79.25	668.78
(b) <b>Outstanding Net Payable</b>				
(i) OCM Private Limited	420.32		3,889.25	
(ii) GBTL Limited	341.68		43.95	
(iii) Venus Textiles	1.65		-	
(iv) Lotus Fabrics	39.57		-	
(v) Mercury Industries	19.79	823.01	-	3,933.20
(c) <b>Deposit Paid</b>				
(i) R.Ajaykumar Real Estate. LLP		4.50		4.50
(d) <b>Deposit Taken</b>				
(i) Neptune Fabs	30.00		30.00	
(ii) Venus Textiles	30.00		30.00	
(iii) Lotus Fabrics	30.00		30.00	
(iv) Mercury Industries	30.00	120.00	30.00	120.00
(e) <b>Loans Outstanding</b>				
(i) Shri Rajendra Agarwal	1,477.04		1,477.04	
(ii) Shri Ajay V. Agarwal	2,125.66	3,602.70	2,125.66	3,602.70
(f) <b>Guarantee given by directors</b>				
(i) Towards Term Loan	3,148.26		2,450.81	
(ii) Towards Working Capital	28,596.07	31,744.33	25,272.81	27,723.62
		<b>31,089.14</b>		<b>36,052.80</b>

#### 43. EMPLOYEE BENEFIT

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below:

##### (i) Defined Contribution Plan

Contribution to Defined Contribution Plan includes Provident Fund. The expenses recognised for the year are as under :

Particulars	2022-23 ₹	2021-22 ₹
Employer's Contribution to Provident Fund	228.44	182.06

##### (ii) Defined Benefit Plan

###### (a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 to 25 days/one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after 5 years of continuous service.

(b) Major category of plan assets:

The Company has taken plans from Life Insurance Corporation of India

(c) The following tables set out the funded status of the gratuity and leave encashment plans and the amounts recognised in the Company's financial statements as at 31 March 2023 and 31 March 2022.

Particulars		As at 31.03.2023		As at 31.03.2022	
(a)	<b>Defined Benefit Plan - Gratuity</b>		Funded		Funded
	(i) <b>Assumptions</b>		As on 31/03/2023		As on 31/03/2022
	Discount Rate		7%		7%
	Salary Escalation		3%		3%
	(ii) <b>Table showing changes in present value of obligations</b>		As on 31/03/2023		As on 31/03/2022
	Present value of obligations as at beginning of year		342.38		267.35
	Interest cost		23.96		18.71
	Current Service cost		51.27		34.44
	Benefits paid		(60.92)		(88.28)
	Actuarial (gain)/Loss on obligations		10.18		110.16
	Present value of obligations as at end of year		366.88		342.38
	(iii) <b>Table showing changes in the fair value of plan assets</b>				
	Fair value of plan assets at beginning of year		249.82		178.37
	Expected return on plan assets		20.65		14.74
	Contributions		15.00		150.00
	Benefits paid		(60.92)		(88.28)
	Actuarial Gain / (Loss) on Plan assets		-		-
	Fair value of plan assets at the end of year		224.55		254.83
	(iv) <b>Table showing fair value of plan assets</b>				
	Fair value of plan assets at beginning of year		249.82		178.37
	Actual return on plan assets		20.65		14.74
	Contributions		15.00		150.00
	Benefits Paid		(60.92)		(88.28)
	Fair value of plan assets at the end of year		224.55		254.83
	Funded Status		(142.32)		(87.56)
	Excess of Actual over estimated return on plan assets (Actual rate of return=Estimated rate of return as ARD falls on 31st March)		-		-
	(v) <b>Actuarial Gain/Loss recognized</b>				
Actuarial ( gain)/Loss for the year Obligation		(10.18)		(110.16)	
Actuarial (gain)/Loss for the year - Plan Assets		-		-	
Total (gain)/Loss for the year		10.18		110.16	
Actuarial (gain)/Loss recognized in the year		10.18		110.16	
(vi) <b>The amounts to be recognized in the Balance Sheet and Statements of Profit and Loss</b>					
Present value of obligations as at the end of year		366.88		342.38	
Fair value of plan assets as at the end of the year		224.55		254.83	
Funded status		(142.32)		(87.56)	
Net Asset / (Liability) recognized in balance sheet		(142.32)		(87.56)	
(vii) <b>Expenses Recognised in statement of Profit &amp; Loss</b>					
Current Service cost		51.27		34.44	
Interest Cost		23.97		18.71	
Expected return on plan assets		(20.65)		(14.74)	
Net Actuarial (gain)/Loss recognised in the year		10.18		110.16	
Expenses recognised in statement of Profit & Loss		64.76		148.58	

**44. DERIVATIVES**

**HEDGED :**

The Company has entered into forward hedged exchange contracts, being derivative instruments hedge purpose and not intended for trading or speculation purposes, to establish the amount of currency in Indian Rupees required or available at the settlement date of Current Borrowings. The following are the outstanding Forward Exchange Contracts entered into by the Company

Currency	Buy or Sell	As at 31.03.2023		As at 31.03.2022	
		Foreign Currency Amount	₹ In Lacs	Foreign Currency Amount	₹ In Lacs
USD	BUY	86,05,302	7,071.90	2,33,66,749	17,821.43
USD	SELL	11,14,998	921.31	-	-

**UNHEDGED :**

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under :

(a) **Amount Receivable in Foreign Currency on account of the following :**

Particulars and Currency	As at 31.03.2023		As at 31.03.2022	
	Foreign Currency Amount	₹ In Lacs	Foreign Currency Amount	₹ In Lacs
USD	11,04,917	907.78	5,65,153	426.80
Euro	6,336	5.66	2,676	2.25

(b) **Amount Payable in Foreign Currency on account of the following :**

Particulars and Currency	As at 31.03.2023		As at 31.03.2022	
	Foreign Currency Amount	₹ In Lacs	Foreign Currency Amount	₹ In Lacs
USD	2,02,136	166.09	1,54,351	116.77
Euro	7,370	6.59	8,835	7.43
CHF	290	0.26	490	0.40

**45. Additional Regulatory Information**

**Ratios**

Ratio	Numerator	Denominator	Current Year	Previous year	Variance	Remarks for variance more than 25%
Current ratio (in times)	Total current assets	Total current liabilities	1.27	1.17	8.85%	Not Applicable
Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	2.09	2.33	-10.34%	Not Applicable
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	1.85	1.45	27.92%	Increase in ratio due to increase in Net Working Capital
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	21.19%	16.76%	-26.42%	Increase in ratio is due to increase in net profit after tax as compared to previous year
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	5.72	4.59	24.61%	Increase in ratio due to increase in turnover
Trade payables turnover ratio (in times)	Cost of equipment and software licences + Other expenses	Average trade payables	9.46	9.03	4.72%	Not Applicable

Ratio	Numerator	Denominator	Current Year	Previous year	Variance	Remarks for variance more than 25%
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	8.58	11.17	-23.19%	Not Applicable
Net profit ratio (in %)	Profit for the year	Revenue from operations	4.39%	4.00%	-9.76%	Not Applicable
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities Return on investment (in %)	43.50%	36.03%	20.72%	Not Applicable
Inventory Turnover Ratio	COGS - Cost of Goods Sold	Average Value of Inventory	1.95	1.69	15.25%	Not Applicable

**Reason for Vairance above 25%**

**46. Leases**

The Company's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancellable, range between 11 months to 3 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The lease payment of ₹ 833.41 lakhs (Previous Year ₹ 512.68 lakhs) has been recognised as expenses in the statement of Profit & Loss under the Note No. "Other Expenses".

**47. Struck Off Companies**

Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:-

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding (₹)	Relationship with the Struck off company, if any, to be disclosed
Textree [A Div Of K.K.Silk Mills Ltd]	Receivables	1,02,114	None
Munir Marketing Textiles Private Limited	Payables	4,22,553	None

**48. Capital Management**

**i) Risk Management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio and is measured by net debt divided by capital employed. The Company's debt is defined as long term and short term borrowings including current maturities of long term borrowings and total equity (as shown in balance sheet) includes issued capital and all other reserves.

**ii) Gearing Ratio**

The gearing ratio at end of the reporting period was as follows.

(₹ In Lacs)

Particulars	As at 31.03.2023	As at 31.03.2022
Borrowing	35,347.02	31,326.32
Less: Cash and Cash equivalents	418.77	80.72
<b>Net Debt</b>	<b>34,928.25</b>	<b>31,245.60</b>
<b>Total Equity</b>	<b>17,106.21</b>	<b>13,588.89</b>
<b>Total Equity and Net Debt (Capital Employed)</b>	<b>52,034.46</b>	<b>44,834.49</b>
<b>Gearing ratio</b>	<b>67.13%</b>	<b>69.69%</b>



**49. Financial Risk Management**

The Company's activities expose it to credit risk, liquidity risk, market risk, price risk and Interest Rate Risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the financial statements.

Sl. No.	Risk	Exposure arising from	Measurement	Management
1	Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, Review of investment on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, Investment limits, check on counterparties basis credit rating and investment review on quarterly basis.
2	Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security.
3	Market Risk – Foreign Currency Risk	Highly probable forecast transactions and financial assets and liabilities not denominated in INR.	Foreign currency exposure review and sensitivity analysis.	Forward foreign currency contract, future and option.
4	Market Risk - Interest Rate Risk	Fluctuating interest rates on various loans taken from banks and others	Interest Expense review and sensitivity analysis.	Treasure performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.
5	Price Risk – Commodity Prices	Basic ingredients of company raw materials are various grade of Yarn and Dyes where prices are volatile	The company sourcing components from vendors directly, hence it does not hedge its exposure to commodity price risk.	The company is able to pass on substantial price hike to the customers.
6	Market Risk – Security Prices	Investment in equity securities, fixed deposits.	Sensitivity analysis	Investment in group company

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, price risk, investment of surplus liquidity and other business risks effecting business operation. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

**(A) Credit Risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

**Credit Risk Management**

For financial assets the Company has an investment policy which allows the Company to invest only with counterparties having credit rating equal to or above AAA and AA. The Company reviews the creditworthiness of these counterparties on an ongoing basis. Another source of credit risk at the reporting date is from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The company has provisioning policy for expected credit losses. There is no credit risk in bank deposits which are demand deposits. The creditors risk is minimum in case of entity to whom loan has been given.

The maximum exposure to credit risk as at 31.03.2023, 31.03.2022 and 01.04.2021 to the carrying value of such trade receivables as shown in note 13 of the financials.

The Credit Loss allowances are provided in the case of trade receivables as under:

(₹ In Lacs)

Loss allowance as on 01.04.2021	<b>1,220.14</b>
Change in loss allowance	181.50
Loss allowance as on 31.03.2022	<b>1,401.64</b>
Change in loss allowance	39.84
Loss allowance as on 31.03.2023	<b>1,441.48</b>

**(B) Liquidity Risk**

Liquidity risk represents the inability of the Company to meet its financial obligations within stipulated time. To mitigate this risk, the Company maintains sufficient liquidity by way of working capital limits from banks

**(C) Market risk**

**Foreign currency risk**

The Company significantly operates in domestic market, hence very insignificant portion of export and import took place during the years. Company is mitigating the currency risk by natural and financial hedging.

**Open exposure**

The Company's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

Particulars	CHF	Euro	USD
<b>As at 31.03.2023</b>			
Trade receivables- Foreign Currency	-	6,336	11,04,917
Trade receivables- INR in Lacs	-	5.66	907.78
Trade payables- Foreign Currency	290	7,370	2,02,136
Trade payables- INR in Lacs	0.26	6.59	166.09
<b>Particulars</b>			
<b>As at 31.03.2022</b>			
Trade receivables- Foreign Currency	-	2,676	5,65,153
Trade receivables- INR in Lacs	-	2.25	426.80
Trade payables- Foreign Currency	490	8,835	1,54,351
Trade payables- INR in Lacs	0.40	7.43	116.77

**Sensitivity Analysis-**

The Company is mainly exposed to changes in USD, Euro and CHF. The sensitivity analysis demonstrate a reasonably possible change in USD, Euro and CHF exchange rates, with all other variables held constant. 5% appreciation/depreciation of USD, Euro and CHF with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa.

Particulars	As at 31.03.2023		As at 31.03.2022	
	Strengthens	Weakening	Strengthens	Weakening
CHF Impact	(0.01)	0.01	(0.02)	0.02
Euro Impact	(0.05)	0.05	(0.26)	0.26
USD Impact	37.08	(37.08)	15.50	(15.50)
<b>Total</b>	<b>37.02</b>	<b>(37.02)</b>	<b>15.22</b>	<b>(15.22)</b>

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

The exposure of company borrowings to interest rate changes at the end of reporting period are as follows: (₹ In Lacs)

Particulars	As at 31.03.2023	As at 31.03.2022
Variable rate borrowings	31,744.32	27,723.62
Fixed rate borrowings	3,602.70	3,602.70
<b>Total borrowings</b>	<b>35,347.02</b>	<b>31,326.32</b>

**Interest Rate Sensitivity Analysis-**

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

(₹ In Lacs)

Particulars	Basis Points	Impact on Profit before Tax	
		As at 31.03.2023	As at 31.03.2022
Increase in Basis points	+50	(158.72)	(138.62)
Decrease in Basis points	- 50	158.72	138.62

**(D) Price risk**

The company is exposed to price risk in basic ingredients of Company's raw material and is procuring finished components and bought out materials from vendors directly. The Company monitors its price risk and factors the price increase in pricing of the products.

50. In the opinion of the Board, the current assets, loans & advances have a value realisation, in the ordinary course of business at least equal to the amount at which they are stated.
51. The balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.
52. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
53. The Company has neither traded nor invested in crypto currency or virtual currency during the year.

**54. Fair Value Measurement**

The fair value of Financial instrument as of 31.03.2023, 31.03.2022 and 01.04.2021 were as follows-

(₹ in Lacs)

Particulars	Fair value as at 31.03.2023	Fair value as at 31.03.2022	Fair value hierarchy	Valuation technique(s) and key input(s)	Key Inputs for Level 3 hierarchy	Significant unobservable input for level 3 hierarchy
<b>Financial assets</b>						
Investment in Equity Instruments through Other Comprehensive Income	100.20	98.40	Level 3	Based on industry accepted value.	These are statutory investment required for the operation of the company and investment into a group company.	Marketability of such Investments.

The fair values of current debtors, cash & bank balances, loan to related party, security deposit to government department, current creditors and current borrowings and other financial liability are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

55. The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.

As per our report of attached even date

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**FOR KANU DOSHI ASSOCIATES LLP**

**CHARTERED ACCOUNTANTS**

Firm's Registration Number: 104746W/W100096

**Kunal Vakharia**

Partner

**Membership No.148916**

Place : Mumbai

Date : 20th May, 2023

**Rajendra V. Agarwal**

Managing Director

**DIN No. 00227233**

**Ashok B. Agarwal**

Chief Financial Officer

**Ajay V. Agarwal**

Whole time Director

**DIN No. 00227279**

**Sachin Gupta**

Company secretary



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