

SPL INDUSTRIES LTD.

33<sup>rd</sup> ANNUAL REPORT  
2023-24



**SPL INDUSTRIES LTD.**





**Corporate Profile**

**Board of Directors**

1. Mr. Mukesh Kumar Aggarwal Managing Director
2. Mrs. Shashi Agarwal- Director
3. Mr. Vijay Kumar Jindal- Wholetime Director
4. Mr. Sudeepta Ranjan Rout Independent Director
5. Mr. Varun Bansal Independent Director
6. Mr. Vikas Jalan Independent Director

**Chief Financial Officer**

Mr. Sanjay Gupta

**Company Secretary & Compliance Officer**

Mr. Vishal Srivastava

**Bankers**

HDFC Bank Limited  
Axis Bank Limited

**Statutory Auditors**

Raghu Nath Rai & Co., New Delhi

**Secretarial Auditors**

Agarwal S. & Associates, New Delhi

**Internal Auditors**

Vats & Associates, New Delhi

**Registrar & Share Transfer Agent**

KFin Technologies Limited

**Registered Office**

Office No- 202, 2nd Floor, Vikramaditya Tower,  
Alaknanda Market, Kalkaji- 110019, Delhi

**Corporate Office**

Plot No. 21, Sector-6,  
Faridabad- 121006, Haryana

**Plant**

Plot No. 21-22, Sector-6,  
Faridabad- 121006, Haryana

**Website**

www.spplimited.com

**Board Committees**

**Audit Committee**

Mr. Sudeepta Ranjan Rout- Chairperson and Member  
Mr. Mukesh Kumar Aggarwal- Member  
Mr. Varun Bansal- Member  
Mr. Vikas Jalan- Member

**Nomination and Remuneration Committee**

Mr. Sudeepta Ranjan Rout - Chairperson and Member  
Mr. Varun Bansal- Member  
Mr. Vikas Jalan- Member

**Corporate Social Responsibility Committee**

Mr. Sudeepta Ranjan Rout - Chairperson and Member  
Mr. Mukesh Kumar Aggarwal- Member  
Mrs. Shashi Agarwal- Member

**Stakeholder Relationship Committee**

Mr. Sudeepta Ranjan Rout - Chairperson and Member  
Mr. Mukesh Kumar Aggarwal- Member  
Mr. Varun Bansal- Member  
Mr. Vikas Jalan- Member

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## NOTICE

202, II<sup>nd</sup> Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi  
CIN: L74899DL1991PLC062744

email: cs@splimited.com | Website: www.splimited.com

Notice is hereby given that the 33rd ANNUAL GENERAL MEETING of the Members of **SPL INDUSTRIES LIMITED** ("the company") will be held on Saturday, 28th September, 2024 at 11:00 a.m. through video conferencing (VC)/Other Audio-Visual means (OAVM) to transact the following business-

### ORDINARY BUSINESS-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mrs. Shashi Aggarwal (DIN-06687549), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Raghu Nath Rai and Co., Chartered Accountants (Firm Registration No. 000451N) as Statutory Auditors of the Company for the financial year 2024-25, who were appointed to hold office from the conclusion of the 30th Annual General Meeting upto to the conclusion of the 35th Annual General Meeting with ratification by the member in every Annual General meeting and to authorise Mr. Sanjay Gupta, Chief Financial Officer to fix their remuneration for the financial year 2024-25.

### SPECIAL BUSINESS-

4. **To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution-**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the members of the Company be and is hereby accorded for authorizing the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 100 Crores [including the money already borrowed by the Company] whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion."

5. **To take approval for Material Related Party Transaction and in this regard to consider, and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the applicable rules issued thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Circulars SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 and other relevant circulars ("SEBI Circulars"), the Company's Policy on Related Party Transactions and based on recommendation of the Audit Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business, with Shivalik Prints Limited, for an amount not exceeding the aggregate 300,00,00,000 (Rupees Three Hundred Crores only); for a period upto next annual general meeting to be held in the year 2025 (not exceeding fifteen months), for a period not exceeding fifteen months, on such terms and conditions as may be considered appropriate by the Board;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers conferred to it under this resolution to any of its committees or directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. **To appoint Mrs. Shashi Agarwal as a Wholetime Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution -**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and in term of Regulation 17 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the company be and is hereby accorded for the appointment of Mrs. Shashi Agarwal (DIN-06687549) as Wholetime Director of the company for a period of 5 years beginning from the date of the approval of the members, liable to retire by rotation, on remuneration and terms & conditions as recommended by the Board of Directors and Nomination and Remuneration Committee of the Board, who was associated as Director of the company w.e.f September 12th, 2013 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Wholetime Director, be and is hereby appointed as Wholetime Director of the Company.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**7. To approve the remuneration of Mrs. Shashi Agarwal, Wholetime Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution -**

“**RESOLVED THAT** pursuant to the provisions under Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any statutory amendment, modifications or re-enactment thereof and in term of Regulation 17 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of members of the company be and is hereby accorded to approve the remuneration of Mrs. Shashi Agarwal, Wholetime Director of the Company to Rs. 60,00,000/- (say Rupees Sixty Lakh) per annum as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and that the said remuneration does not exceed the limits prescribed under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**8. To appoint Mr. Vijay Kumar Jindal as a Director of the company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution -**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force) and in term of Regulation 17 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Kumar Jindal (DIN- 00231517), who was appointed as Wholetime Director w.e.f September 19, 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s) as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

By order of the Board,  
For, SPL Industries Limited

Sd/-  
Mukesh Kumar Aggarwal  
Managing Director  
DIN 00231651  
C-1/4, Sector-11, Faridabad  
Haryana - 121007

Place: Faridabad  
Date: August 28, 2024

**NOTES FOR E-AGM-**

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with the relevant Rules made thereunder (the “Act”), setting out the material facts and reasons, in relation to Special Business is annexed hereto. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment / reappointment at the AGM, forms part of this Notice.
2. The Ministry of Corporate Affairs (“MCA”), Government of India, vide General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 02/2021 dated 13th January 2021, General Circular No. 20/2021 dated December 8th, 2021, General Circular No. 2/2022 dated May 5th, 2022, General Circular No. 10/2022 dated December 28th, 2022 and General Circular No. 09/2023 dated September 25th, 2023 (“MCA Circulars”), and Securities and Exchange Board of India vide Circular No. SEBI/ HO/ CFD /CMD1/ CIR/P/2020/79 dated 12th May 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13th, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5th, 2023 and SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7th, 2023 and other applicable circulars (“SEBI Circulars”), has permitted companies to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and dispensed personal presence of the members at the AGM, whose AGMs are due in the Year 2024, to conduct their AGMs on or before 30th September, 2024. Accordingly in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the company has decided to convene the 33rd AGM through VC /



OAVM. Participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013

3. The Company has appointed M/s KFin Technologies Limited (“KFIN”), Registrar and Share Transfer Agent of the Company, to provide VC/OAVM facility for 33rd AGM of the company.
4. In terms of the relevant Circulars, the Members are requested to take note of the following:

- a) Notice convening the AGM of the Company, the Annual Report for the financial year 2023-24 and the e-voting instructions along with the User ID and Password are being sent only by email to those Members who have registered their email address with their Depository Participant(s) (“DPs”) / KFIN.

Members are requested to note that, our Registrar and Share Transfer Agents have launched a mobile application- KPRISM and a website <https://kprism.kfintech.com/> for our investors. Now you can download the mobile app and see your portfolios serviced by KFINTECH. Check Dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for “KPRISM”. Alternatively you can also scan the QR code given below and download the android application.



- b) Members holding shares of the Company in electronic form, can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with KFIN, by complying with the procedure given below:
  - i. Visit the link-<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
  - ii. Select the company name: SPL Industries Limited
  - iii. Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).
  - iv. In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
  - v. Enter the email address and mobile number.
  - vi. System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
  - vii. Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
  - viii. In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
  - ix. System will confirm the email address for the limited purpose of serving the Notice of the AGM, the Annual Report of the Company for the financial year 2023-24 and the e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self- attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the AGM, the Annual Report of the Company for the financial year 2023-24 and the e-voting instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or contact KFIN at toll free number: 1-800-309-4001.

- c) In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. Members may note that the Notice of the AGM and Annual Report will also be available on the Company’s website at <https://www.spllimited.com/annual-reports.htm>, 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) and on the website of the e-voting agency- KFin Technologies Limited at <https://evoting.kfintech.com/>

However, the Company shall send a hard copy of the Annual Report 2023-24 to those Members who request for the same. Members who require a hard copy of the Annual Report may send their requests to the E-mail ID: [cs@spllimited.com](mailto:cs@spllimited.com)



- d) Since the 33rd AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, where physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members under Section 105 of the Act will not be available for this AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- e) Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and e-voting through Instapoll during the AGM. Institutional/ Corporate Members intending to authorise their representatives to attend the AGM are requested to email the same to the scrutinizer by email at [asacs2022@gmail.com](mailto:asacs2022@gmail.com) through its registered email address with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com), along with certified true copy of the Board Resolution or Power of Attorney, authorizing its representative to attend and vote at the AGM, on their behalf.
- f) Attendance of Members at the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum, under the provisions of Section 103 of the Act read with the relevant Circulars.
5. In case of Joint Holders attending the AGM, only such Joint Holder who is named first in the order of names in the Register of Members will be entitled to vote.
6. Only bona fide members of the Company whose names appear on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
7. Members holding shares in electronic form are requested to intimate all changes pertaining to their Company details, ECS mandates, email addresses, bank account detail, mobile number, nominations, power of attorney, change of address/name etc. to their DPs. Any changes effected by the DPs will be automatically reflected in the record maintained by the Depositories. Members holding shares in physical form are requested to notify changes to the said information to our RTA i.e. KFin Technologies Limited (Unit: SPL Industries Limited), by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or to [cs@splimited.com](mailto:cs@splimited.com), quoting their Folio number(s) along with supporting documents. Relevant forms (Form No. ISR-1) is available on the company's website at [www.splimited.com](http://www.splimited.com) and on RTA's website at <https://ris.kfintech.com/clientservices/isc/default.aspx> to enable members to make such requests.
8. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms. Any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, issued in supersession to the earlier SEBI Circulars i.e. Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021 and Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, in case any of the above cited documents/ details are not available in the Folio(s) on or after October 01, 2023, RTA shall be constrained to freeze such Folio(s). Further, SEBI has also mandated linking PAN with Aadhaar. The Central Board of Direct Taxes (CBDT) had extended the date for linking of PAN with Aadhaar to June 30, 2023. Further, the folios in which PANs are not linked with Aadhaar numbers as on the notified cut-off date, shall also be frozen. The requirement of existing investors to link their PAN with their Aadhaar number is not applicable for Non-Resident Indians (NRI), Overseas Citizens of India (OCI) unless the same is specifically mandated by CBDT, Ministry of Finance / any other Competent Government authority. Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the aforesaid SEBI circulars. Relevant details and forms prescribed by SEBI in this regard are made available on [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd) and on company's website i.e. [www.splimited.com](http://www.splimited.com). The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
9. SEBI vide its Circular No SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 mandated that the Members (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number; Bank Account Details and signature) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, Members are requested to refer to and follow the process detailed in the said circular to update KYC details.
- However, SEBI vide its Circular No. SEBI/HO/MIRSD/POD1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
- In compliance with the above SEBI Circular, the Company has disseminated the requirements to be complied with by holders of physical securities on its website [www.splimited.com](http://www.splimited.com). The Company has also directly intimated its security holders about folios which are incomplete with regard to details required under para 4 of this circular on or before the given timeline.
10. Members holding shares in Electronic (demat) form or in physical mode are requested to quote their DPID & Client ID or Folio details, respectively, in all correspondences, including dividend matters to the RTA i.e. KFin Technologies Limited (Unit: SPL Industries Limited), Plot 31-32, Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or the Secretarial Department of the Company.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/ CIR/2023/135 dated August 4, 2023, read with, Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD1/P/ CIR/2023/145 dated July 31,2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market



Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>

12. In the line with the measures of "Green Initiatives", the Act provides for sending Notice of the AGM and other correspondence through electronic mode. Hence, members who have not registered their email IDs so far, are requested to register their email IDs with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid e-mail IDs to our RTA at [evoting@kfintech.com](mailto:evoting@kfintech.com) or [cs@splimited.com](mailto:cs@splimited.com) for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company. The company is concerned about the environment and utilizes natural resources in a sustainable way.
13. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration Rules), 2014, and Regulation 36 of SEBI (Listing Obligations Disclosures Requirement) Regulation, 2015 ("SEBI Listing Regulations"), companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail IDs either with the Company or with the Depository Participants.
14. Dispatch of Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020 and May 13, 2022 read with January 05, 2023 and October 7th, 2023, Notice of the AGM along with the Annual Report for FY 2023-24, are being sent only through electronic mode to those Members whose email ids are available with the Company/Depositories/RTA.
15. Members may note that the Notice of the AGM and Integrated Annual Report 2023-24 will also be available on the Company's website [www.splimited.com](http://www.splimited.com) and 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 KFin Technologies Limited at <https://evoting.kfintech.com/>.
16. Mandatory PAN Submission: The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company / to our RTA.
17. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (the "SEBI Listing Regulations"), securities of listed companies can only be transferred only in dematerialized form, with effect from 1st April 2019. SEBI vide its notification dated January 24, 2022 further notified that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.
18. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard - 2 on General Meetings issued by ICSI, in respect of Director(s) seeking re-appointment at the AGM is furnished as annexure to this Notice. The Director(s) has furnished consent/declarations for his re-appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR -4, the format of which is available on the Company's website at [www.splimited.com](http://www.splimited.com) and on the website of the Company's Registrar and Transfer Agents, KFin Technologies Limited at <https://ris.kfintech.com/default.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.
21. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.
22. **E-Voting:**

Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and in terms of SEBI Circular No. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is pleased to provide the facility of remote e-voting to all the Members through KFin Technologies Limited ('KFinTech') on all resolutions set forth in this AGM Notice, as per applicable Regulations relating to e-voting. 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.





Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, 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, may obtain the login ID and password by sending a request at [evoting@Kfintech.com](mailto:evoting@Kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

Members who have cast their vote by remote-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again at the meeting.

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

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point 1.</p> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <p>I. URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p><b>1. Existing user who have opted for Easi/ Easiest</b></p> <p>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with user id and password.</p> <p>IV. Option will be made available to reach e-Voting page without any further authentication.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Post registration is completed, follow steps given in point 1.</p> <p><b>3. By visiting the e-Voting website of CDSL</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No. .</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. Kfintech where the e- Voting is in progress.</p> <p>V. Click on the company name and you will be redirected to Kfintech e-voting website for casting your vote during the remote e-voting period.</p>

**Individual Shareholders (holding securities in demat mode) login through their depository participants**

1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
2. Once logged-in, you will be able to see e-Voting option.
3. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.
4. Click on options available against company name or e-Voting service provider- Kfintech and you will be redirected to e-Voting service provider website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.



**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nssl.co.in">evoting@nssl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	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 022- 23058738 or 22-23058542-43.

23. Members holding shares either in physical form or dematerialised form, as on the cut-off date i.e. Saturday, 21st September, 2024, (including those Members who may not receive this Notice due to non-registration of their email address with KFIN or the DPs, as aforesaid) may cast their votes electronically, in respect of the Resolution(s) as set out in the Notice of the AGM through the remote e-voting or e-voting through Instapoll during the AGM.

**24. E-Voting Instructions:**

1. The instructions for e-voting, are as under
  - a. Members shall use the following URL for remote e-voting (Other than Individual shareholders who holds shares in Electronic Mode):  
<https://evoting.kfintech.com>
  - b. Members to enter the login credentials (i.e., User ID & Password). In case of physical folio, USER ID will be EVEN (E-voting Event Number) followed by folio number. However, if you are already registered for e-voting, you can use your existing USER ID and password for casting the vote.
  - c. Members holding shares either in physical form or in dematerialized form, as on the said cut-off date, may cast their vote electronically.
  - d. After entering the said details, please click on LOGIN.
  - e. Members will reach the password change menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt the Members to change the password and update any contact details like mobile number, email address etc., on first login. Members may also enter the secret question and answer of their choice to retrieve password in case you forget it. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
  - f. Members will need to login again with the new credentials.
  - g. On successful login, the system will prompt the Member to select the EVEN i.e., SPL Industries Limited and click on "Submit".
  - h. On the voting page, Members are requested to enter the number of shares held as on the said cut-off date under FOR/ AGAINST or alternately enter any number FOR and any number AGAINST and ensure that the total number of shares cast FOR/ AGAINST, does not exceed their total shareholding, as on the said cut-off date. Members may also choose the option ABSTAIN.
  - i. Members holding multiple folio(s)/demat account(s) shall follow the said voting process separately for each folio(s)/demat account(s).
  - j. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - k. Members may cast their vote by selecting an appropriate option and click on "Submit".
  - l. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once a Member confirms his vote, he will not be allowed to modify his vote subsequently. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - m. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer and/or alternate scrutinizer through email to [asacs2022@gmail.com](mailto:asacs2022@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs@splimited.com](mailto:cs@splimited.com), on or before Saturday, 24th September 2024.
  - n. The remote e-voting facility shall be available during the following period:  
Commencement of remote e-voting: Tuesday, 24th September 2024 (10:00 A.M.)  
End of remote e-voting : Friday, 27th September 2024 (5:00 P.M.)

During this period, only those persons whose names appears in the Register of Members or in the Register of beneficial owners maintained by the Depositories, as on the cut-off date i.e. Saturday, 21st September, 2024, shall be entitled to cast their vote through remote e-voting. The remote e-voting facility shall be forthwith disabled by KFIN after expiry of the said period.

2. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report,



Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend:

Type of Holder	Process to be followed	
<b>Physical</b>	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: SPL Industries Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
<b>Demat</b>	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

**Voting at the Annual General Meeting:**

Those Members, who are present in the AGM through VC and have not cast their vote on the Resolution(s) as set out in the Notice of the AGM through remote e-voting and are otherwise not barred from doing so, shall be eligible to avail the facility of e-voting through Instapoll during the AGM, in accordance with the relevant Circulars read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, by following the procedure mentioned below:

- a. The procedure for e-voting through Instapoll during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC.
- b. The window for e-voting through Instapoll shall be activated upon instructions of the Chairman of the Meeting during the AGM.
- c. E-voting through Insta poll during the AGM is integrated with the VC platform and hence no separate login is required for the same. Members will be required to click on the “Thumb (Icon to be put)” icon, to cast their vote through Insta poll during the AGM.

Further, Members who have cast their vote through remote e-voting in respect of the Resolution(s) as set out in the Notice of the AGM, may attend the AGM, but shall not be entitled to cast their vote again during the AGM.

The Board of Directors of the Company has appointed Mr. Sachin Agarwal (Membership No- F5774, COP No.-5910), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as Scrutinizer and Ms. Shweta Jain (Membership No.- F7152, COP No.-27503), Partner, Agarwal S. & Associates, Company Secretaries, Delhi as an Alternate Scrutinizer, in absence of Mr. Sachin Agarwal, to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner

The Scrutinizer shall, immediately after conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting/e-voting through Insta poll during the AGM, in the presence of at least two witnesses not in employment of the Company and submit the report of votes cast in favour or against, if any, in respect of each of the Resolution(s) as set out in the Notice of the AGM, within stipulated timelines from the conclusion of the voting to the Chairman of the Board or to any one of the Directors duly authorized by the Board, in this regard, who shall countersign and declare the same.

The Result(s) in respect of the Resolution(s) as set out in the Notice of the AGM, so declared, along with the Scrutinizer’s Report will be communicated to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and will be uploaded on the website of the Company i.e. www.spplimited.com and of KFIN i.e. <https://evoting.kfintech.com> immediately after the result declared by the chairperson or any other person authorised by the chairperson. The said Results will also be displayed at the Registered and Corporate Offices of the Company, in accordance with the Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

**25. Participation at AGM of the Company, Speaker Registration and Posting of queries:**

1. Members holding shares either in physical form or in electronic form, as on the cut-off date i.e. Saturday, September 21, 2024 can attend the AGM through VC, by following the instructions, as mentioned below:
  - a) Click on the following URL: <https://emeetings.kfintech.com>
  - b) Use the e-voting User ID and Password to login and select the EVENT and the Name of the company, for the AGM of the Company.



- c) Members can join the AGM through VC from 11.00 a.m. onwards
2. 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 e-Voting instructions mentioned in the notice mentioned at point no. 24 above.

**Speaker Registration**

3. Members who wish to ask questions during the AGM, can do so by registering themselves as a 'Speaker', by following the instructions, as mentioned below:
- (i) Click on the following URL: <https://emeetings.kfintech.com>
  - (ii) Use e-voting User ID and Password, to register as a 'Speaker'.
  - (iii) Only those Members holding shares either in physical form or in electronic form, as on the cut-off date of Saturday, September 21, 2024, may register themselves as a 'Speaker' from Tuesday, 24th September, 2024 (10:00 A.M.) up to Wednesday, 25th September, 2024 (5:00 P.M.). This will enable KFIN to make requisite arrangements for the said Members to ask questions during the AGM through VC.
  - (iv) Only those Members who have registered themselves as a 'Speaker', as aforesaid, will be able to ask questions during the AGM.
  - (v) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Questions and Queries**

4. Members who may want to express their views or ask questions at the AGM may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to write your queries in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. Please note that, members' questions will be answered, only if the shareholder continues to hold the shares as on the cut-off date i.e. Saturday, September 21, 2024. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM.
5. In terms of the relevant Circulars, at-least 1,000 Members are allowed to register and participate at the AGM through VC/OAVM, strictly on a first-come-first-serve basis. However, the said restriction is not applicable to Members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel(s), the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizers etc. Members can login and join 15 (fifteen) minutes prior to the Schedule time of the meeting.
6. Members can participate at the AGM through desktop/phone/laptop/tablet. However, for better experience and smooth participation, it is advisable to use Google Chrome, through Laptops connected through broadband, for the said purpose.
7. Members who participate using their desktop/phone/laptop/tablet and are connected via Mobile Hotspot, may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the said glitches.
8. Further, Members will be required to allow access to the camera on their desktop/phone/laptop/tablet and are requested to use Internet service with a good connectivity, for smooth participation at the AGM.
26. In case Members have any queries or need any assistance on e-voting/participation at the AGM/ Speaker Registration process or for posting queries, may please write to KFIN at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or they may contact KFIN at toll free number: 1800 309 4001.
27. All the documents referred to in this Notice and the Explanatory Statement setting out the material facts in respect of Item nos. 4 to 8 thereof and the Statutory Registers, will be made available for inspection by the Company in electronic mode from the date of circulation of this Notice up to the date of AGM and as such the Members are requested to send an email to [cs@spplimited.com](mailto:cs@spplimited.com).
28. Since the AGM is being held through VC/OAVM, the route map for the AGM venue, is not attached.
29. Members who may require any technical assistance or support before or during the AGM are requested to contact the Company or KFin Technologies Limited at the following address:

**SPL Industries Limited**

Email: [cs@spplimited.com](mailto:cs@spplimited.com)

**Contact Person:**

Mr. Vishal Srivastava (Company Secretary)

**KFin Technologies Limited**

Unit: SPL Industries Limited

Selenium Tower B, Plot No. 31 & 32

Financial District, Nanakramguda

Serilingampally Mandal, Hyderabad-500032,

Telangana.

Toll Free No.1-800 309-4001

Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)/

[evoting@kfintech.com](mailto:evoting@kfintech.com)

Website: <https://www.kfintech.com> and / or <https://ris.kfintech.com/>

**Contact Person:**

Shri Raj Kumar Kale, Asst. GM (RIS)



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE**

**Item No. 4**

The Board of Directors of the Company intends to maintain limit of such sum or sums of money from time to time as may be required for the purpose of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from “temporary loans” as explained in section 180(1)(c) of the Companies Act, 2013 obtained by the Company in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 100 Crore (Rupees One Hundred Crore only) over and above the aggregate paid up capital of the Company and its free reserve (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion. However, as per Sec 180(1) (c) of the Companies Act, 2013, the Board of Directors of a public company, shall not, except with the consent of the shareholders by a Special Resolution, borrow money, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of paid-up capital of the Company and its free reserves. Since funds are continuous requirement of an organization and capital is base component of any project, keeping in view of broad-based operations of the Company, its enhanced capital requirement and for its operational efficiency, the Board recommends the resolution set forth in Item No. 4 for the approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

**Item No. 5**

As per the provisions of Section 188 of the Companies Act, 2013 (‘Act’), transactions entered with related parties which are on an arm’s length basis and in the ordinary course of business, are exempted from the requirement of obtaining prior approval of shareholders.

Pursuant to the provisions of sub-regulation (4) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), with effect from April 1, 2022, all ‘material’ Related Party Transactions shall require prior approval of the shareholders through resolution. For this purpose, a transaction with a related party shall be considered ‘material’, if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 stipulated that the shareholders’ approval of omnibus related party transactions approved in an annual general meeting shall be valid upto the date of the next annual general meeting for a period not exceeding fifteen months.

The Company do enter into contract(s)/ arrangement(s) / transaction(s) in the ordinary course of business with Shivalik Prints Limited for sale and purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and others.

Details of Material Related Party Transactions are as follows:

S. No.	Particulars	Details
1	Name of the Related Party	Shivalik Prints Limited
2	Nature of Relationship with the Company	The entity falling in promoter or promoter group.
3	Type, material terms and particulars of the proposed transaction	Sale and Purchase, supply of service like Water charges, Power Charges, Sale of Steam, Sale of Services Waste Treatment, Sales of Dyes & Chemicals and others.
4	Tenure of the proposed transaction	As per SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022 i.e. upto the date of the next annual general meeting for a period not exceeding fifteen months
5	Value of the proposed Transaction	300 Crore (Three Hundred Crore)
6	Percentage of the Company’s annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	151%
7	(a) Details of the source of funds in connection with the proposed transaction	Not Applicable
	(b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
	(c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Not Applicable



S. No.	Particulars	Details
	(d) Purpose for which funds will be utilised	Ordinary Course of Business
8	Justification as to why the RPT is in the interest of the Company	Ordinary Course of Business
9	Details about valuation, arm's length and ordinary course of business	Ordinary course of business
10	Valuation and other external report, if any, relied upon by the listed entity in relation to the proposed transaction	Not applicable
11	Any other information relevant or important for the shareholders to take an informed decision	Nil

The Members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out in Item No. 5.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

#### Item No. 6

The Nomination and Remuneration Committee, in its meeting held on 28.08.2024 and the Board of Directors, in its meeting held on 28.08.2024, approved and recommended to shareholders for their approval, appointment of Mrs. Shashi Agarwal as the Wholetime Director of the company beginning from the date of the approval of the members in general meeting for a period of 5 years. The appointment was approved by the Board based on experience, achievements and work responsibilities being handled by Mrs. Shashi Agarwal as the Director of the Company. Her efforts are instrumental in converting the Company's fortunes. With his vast experience in textile sector, the Board of Directors considered it to be desirable to approve the recommendation of her appointment as Wholetime Director. Approval of the shareholders is sought for of her appointment as Wholetime Director for a period of 5 years beginning from the date of approval of members of the company i.e. 28.09.2024.

Mrs. Shashi Agarwal and her relatives shall be deemed to be concerned or interested in the resolution to the extent of appointment as the Wholetime Director. The Board recommends the resolution set forth in Item No. 6 along with the Annexure- A for the approval of the Members as Ordinary Resolution.

Except Mrs. Shashi Aggarwal, herself, Mr. Mukesh Kumar Aggarwal, her husband being the Managing Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 6 of the notice.

#### Item No. 7

The Nomination and Remuneration Committee, in its meeting held on 28.08.2024 and the Board of Directors, in its meeting held on 28.08.2024, approved and recommended to shareholders for their approval, the payment of remuneration of Rs. 60,00,000/- (say Rupees Sixty Lakhs) per annum to Mrs. Shashi Agarwal (holding DIN 06687549), in capacity of Wholetime Director of the Company. The payment of remuneration was approved by the Board based on industry standards, work responsibilities handled by Mrs. Shashi Agarwal. Her efforts are instrumental in converting the Company's fortunes. With her vast experience in textile sector, the Board of Directors considered it to be desirable for approval of remuneration payable to her for term of her appointment as Wholetime Director. Approval of the shareholders is sought for the remuneration payable to her for her tenure as Wholetime Director of the Company. Mrs. Shashi Agarwal and her relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mrs. Shashi Agarwal under the resolution. The Board recommends the resolution set forth in Item No. 7 for the approval of the Members as Special Resolution.

Except Mrs. Shashi Agarwal, herself and her husband Mr. Mukesh Kumar Aggarwal, Managing Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 7 of the notice.

#### Item No. 8

The Nomination and Remuneration Committee, in its meeting held on 28.08.2024 and the Board of Directors, in its meeting held on 28.08.2024, approved and recommended to shareholders for their approval, appointment of Mr. Vijay Kumar Jindal as a Director of the company beginning from the date of the approval of the members in general meeting. The appointment was approved by the Board based on experience, achievements and work responsibilities being handled by Mr. Vijay Kumar Jindal as Wholetime Director of the Company.

Approval of the shareholders is sought for of his appointment as a Director of the company beginning from the date of approval of members of the company i.e. 28.09.2024.

Mr. Vijay Kumar Jindal and his relatives shall be deemed to be concerned or interested in the resolution to the extent of appointment as a Director. The Board recommends the resolution set forth in Item No. 8 for the approval of the Members as Ordinary Resolution.

Except Mr. Vijay Kumar Jindal, himself, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 8 of the notice.



#### Annexure- A to the Explanatory Statement for the Resolution No- 6

##### (I) Tenure

The appointment of Mrs. Shashi Agarwal as the Wholetime director shall be valid for a period of 5 years beginning from the date of the approval of the members in general meeting.

##### (II) Remuneration

Salary: Rs. 60,00,000/- (Rupees Sixty Lakh) per annum with the authority to the Board of Directors to determine any merit based increase from time to time within the limits of overall managerial remuneration.

**Overall Remuneration:** The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under Section 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act both individually i.e. 5% and collectively all managerial personnel taken together i.e. 11% of net profit of the Company for a relevant financial year, considering the applicable provisions of Section 196, 197 of Companies Act, 2013.

In the event of loss or inadequacy of profit in any financial year during the tenure of services, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of Companies Act, 2013.

##### (III) Plans & Allowances: Benefits Plan is a basket of various allowances/ reimbursements like Leave Travel Allowance, Telephone Allowance, Commutation Allowance and Company leased car & accommodation, etc. which one can plan as per the Company policy.

**A.** The Wholetime Director shall also be eligible to the following perquisites which are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013 or any other statutory amendments, modifications or re-enactments thereof made to the act:

- (a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (c) Encashment of the leave at the end of the tenure.

##### **B.** Other terms:

1. She shall be entitled to re-imbursement of actual out-of-pocket expenses incurred in connection with the business of the Company.
2. She shall be entitled to re-imbursement of entertainment expenses incurred for the business of the Company.
3. In the event of inadequacy or absence of profits in any financial year during the tenure of the Wholetime Director, she will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration, subject to the approval of the Central Government, if required, notwithstanding the fact that it may exceed the limits prescribed under Schedule V of the Companies Act, 2013 or she may be paid as per any statutory amendments, modifications or re-enactments thereof made to the act.
4. Subject to the superintendence, control and direction of the Board of Directors of the Company, she shall perform such duties and functions as would be commensurate with her position as Wholetime Director of the Company and as may be delegated to her from time to time.
5. She shall be liable to retire by rotation.

##### **C. Confidential Information**

1. During your employment with the Company you will devote your whole time, attention and skill to the best of your ability for its business.
2. You must always maintain the highest degree of confidentiality and keep as confidential the records, documents and other Confidential Information relating to the business of the Company which may be known to you or confided in you by any means and you will use such records, documents and information only in a duly authorized manner in the interest of the Company. For the purposes of this clause 'Confidential Information' means information about the Company's business and that of its customers which is not available to the general public and which may be learnt by you in the course of your employment. This includes, but is not limited to, information relating to the organization, its customer lists, employment policies, personnel, and information about the Company's products, processes including ideas, concepts, projections, technology, manuals, drawing, designs, specifications, and all papers, resumes, records and other documents containing such Confidential Information.
3. At no time, will you remove any Confidential Information from the office without permission.
4. Your duty to safeguard and not disclose Confidential Information will survive the expiration or termination of this Agreement and/or your employment with the Company.
5. Breach of the conditions of this clause will render you liable to summary dismissal under clause above in addition to any other remedy the Company may have against you in law.



**D. Notices**

1. Notices may be given by you to the Company at its registered office or corporate office address. Notices may be given by the Company to you at the address intimated by you in the official records.

**E. Applicability of Company Policy**

1. The Company shall be entitled to make policy declarations from time to time pertaining to matters like leave entitlement, maternity leave, employees' benefits, working hours, transfer policies, etc., and may alter the same from time to time at its sole discretion. All such policy decisions of the Company shall be binding on you and shall override this Agreement to that extent.

**F. Governing Law/Jurisdiction**

1. Your employment with the Company is subject to Indian laws. All disputes shall be subject to the jurisdiction of Faridabad, Haryana only.

**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT & RE-APPOINTMENT AT 33<sup>RD</sup> AGM**

[Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

*Brief Profile of Mrs. Shashi Agarwal*

Mrs. Shashi Agarwal aged about 60 years (24-09-1963) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. She has business experience of more than 20 years. She has been instrumental in making SPL as growing industry in textile.

Mrs. Agarwal was appointed as Non-Executive Director with effect from 12-09-2013. Her role was transitioned to Wholtime Director (Executive) of the Company with effect from the date of approval of the members of the company.

**Other Details-**

<b>Name</b>	Mrs. Shashi Agarwal
<b>Date of Birth and Age</b>	24-09-1963 and 60 Years
<b>Nationality</b>	Indian
<b>Qualification</b>	Graduate
<b>Expertise in specific functional area</b>	Designing
<b>Date of Appointment</b>	12-09-2013
<b>Relationship with any other Director, Manager and other KMP of the Company</b>	Not Applicable
<b>Remuneration</b>	NIL
<b>Number of shares held in the company</b>	14,75,719 equity shares
<b>Number of Meetings of the Board held during the year and number of Board Meetings attended</b>	No. of Meeting during her tenure - 4 No. of Meetings attended - 4
<b>Relationship with any other Director, Manager and other KMP of the Company</b>	Wife of Mr. Mukesh Kumar Aggarwal Sister in Law of Mr. Vijay Kumar Jindal
<b>Directorship in other companies</b>	NIL
<b>Chairman/membership of Committee* across all public companies</b>	NIL

*Brief Profile of Mr. Vijay Kumar Jindal*

Mr. Vijay Kumar Jindal aged about 67 years (23-07-1957) is an accomplished business leader with multi-faceted experience, passion for excellence, and a proven ability to drive growth at scale. He has business experience in Marketing & Communications, which is deriving the company to the next level and strive to capture the market in textile. Having good exposure in textile market, Mr. Jindal helped the company to achieve the position in market.

Mr. Jindal was appointed as Wholtime Director (Executive) of the company with effect from w.e.f September 19, 2020. His role was transitioned to Non-Executive Director of the Company with effect from the date of approval of the members of the company.





## Other Details-

Name	Mr. Vijay Kumar Jindal
Date of Birth and Age	23-07-1957 and 67 Years
Nationality	Indian
Qualification	Graduate
Expertise in specific functional area	Marketing & Communications
Date of Appointment	01-01-2004
Relationship with any other Director, Manager and other KMP of the Company	Not Applicable
Remuneration	96,00,000 P.A.
Number of shares held in the company	5,52,659 equity shares
Number of Meetings of the Board held during the year and number of Board Meetings attended	No. of Meeting during the year - 4 No. of Meetings attended - 4
Relationship with any other Director, Manager and other KMP of the Company	Not Applicable
Directorship in other listed companies	Nil
Chairman/membership of Committee* across all public companies	Nil

\*Does not include Chairmanship/Membership in Board Committees other than Audit Committee and Shareholders' Grievance Committee



**DIRECTOR'S REPORT**

Dear Members,

Your Directors have pleasure in presenting the 33rd Annual Report of the Company together with the audited financial statements for the financial year ended March 31st, 2024.

**1. Corporate Overview**

Your company is a leading exporter of Knitted fabric and Knitted garments. The Company exports its products to United States and European Markets.

**2. Financial Highlights**

As mandated by the Ministry of Corporate Affairs, your company has prepared the financial statements for the year ended March 31, 2024 as per Indian Accounting Standard ('IND AS') notified under Sec 133 of the Companies Act, 2013 read with notification no. G.S.R. 111(E) dated 16.02.2015 as amended from time to time. The Standalone financial performance of the Company during the financial year 2023-24 as compared to the previous financial year 2022-23 is summarized below:

Particulars	Standalone (In Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Sales and other Income</b>		
Revenue from operations	19,924.89	28,466.79
Other Income	1,169.19	1,369.79
<b>Total Revenue</b>	<b>21,094.08</b>	<b>29,836.57</b>
<b>Profit Before Interest and Depreciation</b>	<b>2,164.12</b>	<b>3,782.46</b>
Less: Finance Charges	242.21	212.22
Depreciation	312.52	278.46
Profit/Loss before exceptional items and tax	1,609.39	3,291.78
Exceptional items-		
Prior period expenses	0.64	85.79
<b>Net Profit Before Tax</b>	<b>1,608.75</b>	<b>3,205.99</b>
Less: Provision for Tax	433.63	822.40
<b>Net Profit After Tax</b>	<b>1,175.11</b>	<b>2,383.59</b>
Share Of Profit/ (Loss) Of Associates	0.00	0.00
<b>Net Profit after share of profit of Associates</b>	<b>1,175.11</b>	<b>2,383.59</b>
<b>Earnings Per Share</b>	<b>4.05</b>	<b>8.22</b>

**3. Financial Performance**

The Company continues to maintain its market leadership across markets during the year under review. Strong growth access to garments segment despite the inflationary trends in material costs. Your Company continued to build good relationship with its customers. The quality in our products is a prime motto of our business. At SPL, people are highly devoted towards the operations and are also partners in growth. During the year under report, there was a sustained focus to increase strength of your company and sharpen competitive advantages with a view towards long term value creation.

Your Company is financially strong & self-reliant in terms of funds generation and debt servicing. However, your Directors are expecting better results both in terms of operations of the Company and its financial position.

**4. Standalone Performance**

On a standalone basis, your company reported the revenue from operation and other income was Rs. 21,094.08 lakhs against Rs. 29,836.57 lakhs for the previous financial year. The net profit for the year was Rs. 1175.11 lakhs against Rs. 2,383.59 lakhs reported in the previous year. The EPS from continuing operations for the reporting year was Rs. 4.05

**5. Operational Highlights**

The operations are exhaustively discussed in the 'Management Discussion and Analysis' forming part of the annual report.

**6. Dividend and Transfer to Reserve**

In order to conserve the resources, your Board has decided not to declare any dividend for the financial year 2023-24. Your Company does not propose to transfer amounts to the general reserve out of the amount available for appropriation.



As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top five hundred listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. However, during the year your company has remained to be a small cap company and hence this regulation does not apply to the Company.

#### 7. Share Capital

The paid-up equity share capital as on March 21, 2024 was Rs. 29.00 Crores consisting of 2,90,00,004 equity shares of Rs. 10/- each fully paid-up.

#### 8. Transfer to Investors Education and Protection Fund

The Company had no liability to transfer any unpaid/unclaimed equity shares and/or dividends up to the financial year 2015-16 to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of Companies Act 2013.

#### 9. Change in Nature of Business

During the year under review, there was no change in the nature of the business.

#### 10. Listing

The Equity Shares of the Company continue to remain listed on BSE Limited and the National Stock Exchange of India Limited.

#### 11. Deposits

The Company has not accepted any deposit within the meaning of Chapter V of the Companies Act, 2013 and the Rules framed thereunder.

#### 12. Extract of Annual Return

Pursuant to Sub-Section (3) of Section 92 read with clause (a) of Sub-Section (3) of Section 134 of the Act, the Annual Return of the company for the financial year 2023-24, is available on the Company's website at <https://www.spllimited.com/investors.htm>

#### 13. Secretarial Standards

The Company has complied with all the applicable secretarial standards issued by the Institute of Company Secretaries of India.

#### 14. Particulars of Loans, Guarantees or Investment by the Company

During the year under review, no loan, guarantees and investments pursuant to the provisions of Section 186 of the Act and SEBI (LODR) Regulations, 2015, were made by the Company. However, loans and Investments covered under the provision of the said section are given in the notes to financial Statements.

#### 15. Board of Directors and Key Managerial Personnel (KMP)

During the year under review and between the end of the financial year and date of this report, the following are the changes in directors and Key Managerial Personnel of the Company.

- (i) In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the company, Mrs. Shashi Agarwal (DIN: 06687549), Director of the Company will retire by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment. Item seeking her re-appointment along with her detailed profile has been included in the notice convening the AGM.
- (ii) During the year under review, meetings of the Board of Directors and its Committees were held, details of which are set out in the Corporate Governance Report which forms part of this Report.

#### 16. Independent Directors

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 read with rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Regulation 16 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time. Based on the confirmation/disclosure received from the directors, the Non-Executive Directors namely Mr. Sudeepa Ranjan Rout, Mr. Vikash Jalan and Mr. Varun Bansal are treated as independent as on March 31, 2024.

In the opinion of the Board, the Independent Directors are persons with integrity, expertise and experience in the relevant functional areas. Requirements of online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014 will be complied within the prescribed timeline, if the same is applicable to each of them.

Under the relevant provisions of the Act and the Listing Regulations, one separate meeting of the Independent Directors was held during 2023-24. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and hold highest standards of integrity.

#### 17. Directors Responsibility Statement

Pursuant to the requirement under Sec 134 (5) of the Act, the Board of Directors of the Company hereby state and confirm that;

- a) in the preparation of the Annual accounts for the year ended March 31, 2024, the applicable accounting standard have been followed along with proper explanation relating to the material departures, if any;



- b) such accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for the year ended for that period;
- c) proper and sufficient care has been taken for 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 other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) internal financial controls were followed by the Company and they are adequate and are operating effectively; and
- f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

#### 18. Board Evaluation and Familiarization Programme

One of the key functions of the Board is to monitor and review the Board Evaluation Framework. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of the Chairman/the Board, Committees of the Board, Executive, Non-Executive and Independent Directors through peer evaluation, excluding the director being evaluated. Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, an annual performance evaluation of the Board/Committees/Directors was undertaken.

The Board subsequently evaluated its own performance, the working of its Committees, Individual Directors and Independent Directors without participation of the relevant Director(s). The criteria for performance evaluation have been detailed in the Corporate Governance Report which is to this Report.

Further, the Independent Directors of the Company met on August 10, 2023 to review the performance of the Nonexecutive directors, Chairman of the Company and the access of the quality, quantity and timeliness of flow of information between the Company management and the Board to effectively perform their duties.

#### 19. Policy on Director's Appointment and Remuneration and other details

The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided in Section 178(3) of the Act is available on our website [www.spplimited.com](http://www.spplimited.com). We affirm that remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

Some of the salient features of which are as follows:

- (i) To regulate the appointment and remuneration of directors, key managerial personnel and the senior management personnel;
- (ii) To identify persons who are qualified to become directors as per the criteria/ Board skill matrix identified by the Board;
- (iii) To ensure proper composition of Board of Directors and Board diversity;
- (iv) To ensure that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors, key managerial personnel and senior management and their remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to Company's working and its goals.

#### 20. Board Meetings

Detailed composition of the Board of Directors, its number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms part of this Report.

There have been no situations where the Board has not accepted any recommendation of the Audit Committee.

#### 21. Board Committees

Detailed composition of committees namely Audit Committee, Nomination and Remuneration Committee, CSR Committee, Stakeholders Relationship Committee, its number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms part of this Report.

There have been no situations where the Board has not accepted any recommendation of the Audit Committee.

#### 22. Risk Management

Pursuant to the sub-regulation 5 of Regulation 21 of Listing Regulations, the constitution of Risk Management Committee is not applicable to the company.

#### 23. Corporate Social Responsibility

Your Company believes in touching some of the important aspects of human life. The Company implements CSR through multiple trust/societies through which it operates and efforts are revolved around several projects relating to Social Empowerment and Welfare, Infrastructure Development, Sustainable Livelihood, Health Care and Education during the year under review. These projects are in accordance with Schedule VII of the Act and its CSR policy.

The brief report of the Corporate Social Responsibility (CSR) policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in

**Annexure- A** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. For other details regarding the CSR Committee, please refer to the Corporate Governance Report, which is a part of this report.



The Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company are available on your Company's website [www.splimited.com](http://www.splimited.com).

#### 24. Management Discussion and Analysis

The Management Discussion and Analysis Report on the operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, forms an integral part of this Report which is Annexed as **Annexure- B**

#### 25. Business Responsibility Report

As required under Regulation 34 of the Listing Regulations, the Business Responsibility Report is not mandatory over your Company, hence the same does not form part of the Director's Report.

#### 26. Corporate Governance

A separate section on parameters of statutory compliance evidencing the standards expected from a listed entity have been duly observed and a report on Corporate Governance as well as certificate from company secretary in practice confirming compliance with the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 forms part of this Report as **Annexure- C**

#### 27. Vigil Mechanism

The Company has a Vigil Mechanism to report concern about unethical behavior, actual or suspected fraud or violation of Company's code of conduct by the Directors and employees. The vigil mechanism is disclosed in the website of the company viz., [www.splimited.com](http://www.splimited.com).

#### 28. Related Party Transaction

All transactions or arrangements entered into with the related parties for the year under review were on arm's length basis and in the ordinary course of business. Hence the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC 2 is enclosed as **Annexure- D**.

None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company viz., [www.splimited.com](http://www.splimited.com).

#### 29. Internal Control System and their adequacy

Your Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/ revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The Internal and operational audit is entrusted with M/s. Vats & Associates, a firm of Chartered Accountants. The main thrust of Internal Audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal financial control systems w.r.t. the financial statements and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Independent Auditors and the Finance department have periodically been appraising the significant internal audit observations and the corrective actions have been taken. The Audit Committee places a key role in providing assurance to the Board of Directors.

Internal financial controls have been discussed under the head 'MD/CFO Certification' in the Corporate Governance Report.

#### 30. Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchanges earnings and outgo pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (accounts) Rules, 2014 as amended from time to time is annexed as **Annexure - E** and forms an integral part of this Report.

#### 31. Business Risk Management

Your Company continues to strengthen its robust Risk Management Framework and the same was reviewed by the Audit Committee periodically. The Committee meets for focused interaction with business, identifying and prioritizing strategic, operational risk and formulating appropriate mitigation strategies and conducting frequent review of the progress on the management of the identified risk. Your company believes that managing risk helps in maximizing return. The company's approach in addressing business risks includes periodical review of such risks and thereby mitigating it effectively. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the company is exposed to are:

The Company through its Audit Committee oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee's objective is to ensure sustainable business growth with stability and to promote a proactive approach in evaluating, resolving and reporting risks associated with the business.



**32. Auditors**

**a. Statutory Auditors**

As per the provisions of Section 139 of the Companies Act, 2013, M/s Raghu Nath Rai & Co., Chartered Accountants (FRN- 000451N) were appointed as Statutory Auditors of the company for a period of 5 (Five) years at the 30th AGM of the Company held in 2021 till the conclusion of the 35th Annual General Meeting of the company. Further the report of the Statutory Auditors along with notes to financial statements is enclosed to this Annual Report. The Auditors' Report does not contain any qualification, reservation, disclaimer or adverse remarks.

**b. Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company re-appointed M/s. Agarwal S & Associates, Practicing Company Secretaries, Delhi to conduct the Secretarial Audit for the financial year 2023-24. The Audit Report issued by the Secretarial Auditors for the said Financial Year forms part of this Report and is set out in **Annexure - F** which is a self-explanatory. The Auditors' Report does not contain any qualification, reservation, disclaimer or adverse remarks.

**c. Internal Auditors**

M/s. Vats & Associates, Chartered Accountants continue to be the Internal Auditors of the company for the financial year 2023-24.

**33. Significant & Material Orders passed by the Regulators or Courts**

There were no significant and material orders passed by the Regulators and/or courts.

**34. Environment & Safety**

The Company is conscious of the importance of environment friendly and safe operations. The company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliance of environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at the workplace with a mechanism of lodging complaints. The following is a summary of sexual harassment complaints received and disposed off during the reporting period:

- A. No. of complaints received: Nil
- B. No. of complaints disposed off: Nil
- C. No. of complaints pending: Nil

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Act.

**35. Human Resources**

Your Company believes that its manpower is an asset for the company and enjoys a strong brand image as a preferred and caring employer. The ongoing focus is on attracting, retaining and engaging talent with the objective of creating a robust talent pipeline at all levels. Value-based HR programmes have enabled your Company's HR team to become strategic partners for the business. Your company laid stress to build a women-friendly workplace by introducing various initiatives for the development of women employees in the organization. Your Company has focused on internal talents and nurtures them through the culture of continuous learning and development, thereby building capabilities for creating future leaders. Your company's initiatives like a hiring freeze at some levels, robust talent review, career development conversations and best-in- class development opportunities, which will help to enhance the employees experience at your Company. The Company's Human Resources plays a critical role in your Company's talent management process.

The Disclosure as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure - G and forms a part of this report. Information relating to remuneration of Directors under Section 197 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been given in **Annexure- H** to the Director's Report.

**36. Subsidiaries, Associates and Joint-Ventures**

During the Financial Year 2023-24, no company became and/or ceased to be an Associate, Subsidiary or Joint-Venture company of your Company.

**37. Certificate of Non-Disqualification**

Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificate confirming non-disqualification of directors of the company forms part of the Corporate Governance Report.

**38. General**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:



- A. there were no frauds reported by the auditors under provisions of the Companies Act, 2013;
- B. Issue of equity shares with differential rights as to dividend, voting or otherwise;
- C. There were no revisions in the financial statements;
- D. Issue of share (including sweat equity shares) to employees of the Company under any scheme as permitted under any provision of Companies Act, 2013.
- E. Companies are not required to maintain cost records as specified by the Central Government under section 148(1) of the Companies Act, 2013.

### 39. Acknowledgments

Your Directors thank various Central and State Government Departments, Organizations and Agencies for the continued help and cooperation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

By order of the Board,  
For, SPL Industries Limited

Mukesh Kumar Aggarwal  
Managing Director  
DIN 00231651  
C-1/4, Sector-11, Faridabad  
Haryana - 121007

Place- Faridabad  
Date- August 28, 2024



**Annual Report on Corporate Social Responsibility (CSR) Activities**

[Pursuant to clause (o) of Sub-Section (3) of Section 134 of the Act and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014]

**1. Brief outline of the company's CSR policy**

The main objective of CSR policy is to lay down guidelines to make CSR a key business process for sustainable development of the Society. It aims at supplementing the role of the Govt. in enhancing welfare measures of the society based on the immediate short term and long term and environmental consequences of their activities. The Company shall execute CSR activities in the areas around its corporate and registered office. It may approve specific cases of projects in different areas. The overview of projects or programs proposed to be undertaken includes the following-

- a. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.
- b. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.
- c. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically background groups.
- d. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
- e. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts.
- f. Sports and culture, training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
- g. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
- h. Rural development projects viz. Infrastructure Support, Infrastructure for Village Electricity/Solar Light etc. Recurring expenditure should be borne by the beneficiaries.
- i. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.
- j. Measures for the benefit of armed forces veterans, war widows and their dependents.

**2. The Composition of CSR Committee:-**

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Sudeepta Ranjan Rout	Chairman and Member	4	4
3	Mr. Mukesh Kumar Aggarwal	Member	4	4
4	Mrs. Shashi Agarwal	Member	4	4

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: [www.spllimited.com](http://www.spllimited.com)
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report). Not Applicable for financial year 2023-24
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

S. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable			

6. Average net profit of the company as per section 135(5).- 2649.82 Lakhs





7. (a) Two percent of average net profit of the company as per section 135(5): 53.00 Lakhs
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- Nil
- (c) Amount required to be set off for the financial year, if any: 0.11 Lakhs
- (d) Total CSR obligation for the financial year (7a+7b-7c). 53.00 Lakhs
8. (a) CSR amount spent or unspent for the financial year:

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

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				District							CSR Registration number.	
Not Applicable												

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

Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/ No).	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration number.
1	Distribution of T-shirts for Yoga Day	Yes	Yes	Delhi	Delhi	3,50,044	Yes	NA	NA
2	Air Condition Donation to Mahavir International Hospital	Yes	Yes	Haryana	Faridabad	60,300	Yes	NA	NA
3	Healthcare Project	Yes	Yes	Haryana	Faridabad	1,50,000	No	Bharat Vikash Parishad	CSR00001000
4	Equipments for Physio Therapy donated to Bhagwan Mahavir International Hospital	Yes	Yes	Haryana	Faridabad	4,83,210	Yes	NA	NA
5	For Construction of Check Dams	Yes	Yes	Delhi	Delhi	8,30,000	No	Rotary Foundation of India	CSR00008486
6	Chaupal Phulwadi Project	Yes	No	Madhya Pradesh	Ujjain	30,000	Yes	NA	NA
7	Sponsorship Services	Yes	Yes	Haryana	Gurugram	1,00,000	Yes	NA	NA
8	Construction of new building for hospital in Vivekanand Arogya Kendra	Yes	Yes	Haryana	Gurugram	3,75,000	No	Bharat Vikas Parishad Maharana Pratap Nyas	CSR00005562
9	Medical Equipment for OT Setup at Vivekanand Arogya Kendra	Yes	Yes	Haryana	Gurugram	49,80,000	No	Rotary Foundation India	CSR00008486



- (d) Amount spent in Administrative Overheads- Nil
- (e) Amount spent on Impact Assessment, if applicable: Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) 73.59 Lakhs
- (g) Excess amount for set off, if any 0.11 Lakhs

S.No.	Particulars	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	53.00 Lakh
(ii)	Total amount spent for the Financial Year	73.59 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	20.59 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	20.70 Lakhs

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

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

Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed/ Ongoing.
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year- Not Applicable

(asset-wise details).

- (a) Date of creation or acquisition of the capital asset(s): Nil
- (b) Amount of CSR spent for creation or acquisition of capital asset: Nil
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): There was no unspent amount reported.

sd/

Sudeep Ranjan Rout  
(Chairman, CSR Committee)

-sd/-

Mukesh Kumar Aggarwal  
(Member)

Place: Faridabad  
Date: August 28, 2024



## Management Discussion and Analysis

The Board of Directors is pleased to share with you the 'Management Discussion and Analysis Report' for the Financial Year ended on March 31, 2024.

### COMPANY SYNOPSIS

SPL has a leading Apparel Export House and has one of the largest vertically integrated knitwear plants in India, leading manufacturer & exporter of Knitted fabric and Knitted garments. SPL offers innovative designs that incorporate the latest trends and employs only high-quality fabrics to build trust with stakeholders and attract a strong clientele. The company is reputed for excellent Product Development and Design Capability. The Company strives to cater its products to both domestic and international markets, aligning with its objective of becoming a leading global manufacturer. It is committed to being a resilient organization with a clear vision, focusing on strengthening its core and emerging stronger.

### Annual Financial Performance

SPL has leveraged its strengths, team cohesion, and talented workforce to deliver high-quality products and consolidate its position as a responsible organization. Despite the unprecedented challenges faced by the Indian economy.

During the year under review, the Company marked total income of Rs. 21094.08 Lakhs and achieved a standalone net profit of Rs. 1175.11 Lakhs as compared to Rs. 2,383.59 Lakhs in previous financial year. The earnings per share of the Company was INR 4.05 in the year under review.

### Details of significant changes (i.e., change of 25% or more as compared to the immediate previous financial year) in key financial ratios, along with detailed explanations thereof:

Pursuant to the amendment made in Schedule V of the SEBI (Listing Obligations & Disclosure Regulations) Regulations, 2015, details of significant changes (on standalone basis) (i.e., change of 25% or more as compared to the immediate previous financial year) in key financial ratios and any change in return on net worth of the Company, including explanations, therefore, are given below:

S. No.	Key Financial Ratios	Current Financial Year (2023-24)	Previous Financial Year (2022-23)	% Change between Current Financial Year & Previous Financial Year
1	Current Ratio	8.58	3.69	132.23
2	Debt- Equity Ratio	0	0.06	(100.00)
3	Debt Service Coverage Ratio	213.12	33.67	532.90
4	Return on Equity (ROE)	6.08	13.58	(55.25)
5	Inventory turnover ratio	4.73	6.27	(24.54)
6	Trade Receivables turnover ratio	5.79	6.85	(15.44)
7	Trade Payables turnover ratio	35.39	10.97	222.46
8	Net capital turnover ratio	3.40	5.29	(35.77)
9	Net profit ratio	5.90	8.37	(29.56)
10	Return on capital employed (ROCE)	8.11	16.59	(51.11)
11	Return on Investment (ROI)	6.10	1.14	435.26

### Detailed Explanation of Significant Changes-As per Notes on ratio (Note No. 53(iii))

1. Debt includes long-term Provisions and Other long- term debt.
2. Includes Net Profit after taxes, Depreciation & Amortization and Finance cost.
3. Debt Service Includes Interest on USL.
4. Revenue includes credit sales only.
5. Includes tangible net worth, total debt and deferred tax liability.
6. Reflects Cost of Investment as on Closing of Financial Year

### Global economic overview

The global economy expanded by 3.2% in the CY 2023, demonstrating remarkable resilience in the face of continuing economic adversities like geopolitical challenges, demand slowdown and fluctuations in commodity prices which has led to inflationary pressures in both advanced and emerging markets.



The global Manufacturing PMI has been under contraction in CY2023 but has indicated stabilisation towards the start of CY2024. Additionally, commodity prices have remained relatively stable in CY2023 despite the ongoing economic slowdown in China & Europe and geo-political challenges in Europe and the Middle East. Owing to the rising interest of foreign institution investor, several emerging economies like India, Vietnam and Mexico are expected to show a positive growth trajectory.

#### Outlook

Global growth is estimated to remain stable at 3.2% throughout CY 2024 and CY 2025 Global inflation is receding at a faster pace than anticipated. It declined from 8.7% in CY 2022 to 6.8% in CY 2023 and is expected to further decline to 5.9% in CY 2024, according to IMF.

However, geopolitical risks remain high, particularly in light of the continuing conflict in the Middle East and political tensions in Europe. Going forward, declining inflation and greater government spending is anticipated to alleviate fiscal pressures and expected to attract investments for future growth.

Source: World Economic Outlook April 2024, IMF

#### World Economic Outlook Update, January 2024: Moderating Inflation and Steady Growth Open Path to Soft Landing

Global growth is projected to stay at 3.1 percent in 2024 and rise to 3.2 percent in 2025. Elevated central bank rates to fight inflation and a withdrawal of fiscal support amid high debt weigh on economic activity. Inflation is falling faster than expected in most regions, amid unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8 percent in 2024 and 4.4 percent in 2025, with the 2025 forecast having been revised down.

#### World Economic Outlook, October 2023: Navigating Global Divergences

The latest World Economic Outlook reports signs that policy tightening is starting to cool activity despite core inflation proving persistent. Risks are more balanced as banking sector stress has receded, but they remain tilted to the downside.

#### World Economic Outlook, July 2023: Near-Term Resilience, Persistent Challenges

Global growth is projected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. The rise in central bank policy rates to fight inflation continues to weigh on economic activity. Global headline inflation is expected to fall from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. Underlying (core) inflation is projected to decline more gradually, and forecasts for inflation in 2024 have been revised upward.

(Source: <https://www.imf.org/en/Publications/WEO>)

#### Indian Economy

The IMF's latest 'World Economic Outlook' report indicates that India's economic growth forecast for the current year has also been raised to 7.0 percent. The development has come in the backdrop of notable rise in consumption prospects, especially in rural areas. With this, India continues to maintain its position as the fastest-growing economy among emerging markets and developing economies.

India's GDP expanded at 8.2 percent in 2023-24. That was higher than the 7 per cent in 2022-23, aided by a greater than expected expansion of 7.8 per cent in the fourth quarter, according to the provisional estimates of GDP growth released by the National Statistical Office (NSO).

The Indian economy exhibits robust fundamental policies by Reserve Bank of India (RBI), which plays a key role in maintaining stability through its adept monetary policy framework. By carefully managing interest rates and liquidity, the RBI aims to control inflation while fostering sustainable economic growth. It ensures a resilient financial sector, contributing to overall economic stability.

(Source: Press Information Bureau, Government of India)

#### Textile Industry

##### Global Textile Market

The global textile industry attained a market size of USD 1,837.27 billion in CY 2023.5 The global textile industry witnessed a trend of adopting Artificial Intelligence (AI) in CY 2023, which also helped enhance the industry's productivity. Innovations such as automation and digital printing have significantly transformed the global market by enhancing the productive efficiency of the industries and meeting the dynamic market demands in the reported year.

The Global textile industry is recovering, with inventory levels of international retailers and brands back to pre-pandemic norms. Despite this, the industry remains cautious about demand as textile companies await an increase in order book momentum.

The growth in this industry was significantly contributed by the growth in the Asia Pacific markets for the year under review. The European markets are also expected to experience significant growth in the future.

The consumers increasing environment-consciousness is moving the industry towards manufacture of sustainable products. Further the buyers' thrust to diversify their supply chain beyond China to avoid over-reliance on a single country is a driver for India to come up as a value chain partner owing to our raw material strength and robust manpower pool.

Anticipated Free Trade Agreement (FTA) include the longoverdue UK FTA and EU FTA, along with negotiations between India and the Russia-led five-member Eurasian Economic Union (EaEU) set to commence in 2024. Another FTA between India and Oman is on the horizon and is likely to be signed in 2024. This will make us competitive in these markets.



Rapid Adoption of Digitalization, Block chain, Traceability and increased action towards Sustainability & ESG focus would be an optimal strategy to boost efficiency and maintain competitiveness. ESG is at the core of Strategy for every retailer. They are prioritizing vendors on the basis of ESG score.

**India’s Textile Market**

India’s textile market is one of the world’s largest markets. The industry contributed to the Gross Domestic Product (GDP) by 2.3% in FY 2024. It has a 4% share in the global trade of textiles and apparel. This industry remained a significant contributor to the growth of the economy by providing employment opportunities and attracting investments. Some of the most important textile production locations in India are Gujarat, Maharashtra, Tamil Nadu, Punjab, Uttar Pradesh and West Bengal. The domestic market faced several headwinds during the reported year including fluctuation of cotton prices. Even the festive season did not bring enough market demand, and at the same time increasing imports of fabrics from Bangladesh at lower production cost also put pressure in the domestic market. Although India is the largest exporter of textiles and apparel in the global market, the contribution of the industry in trade declined in FY 2024. However, the export statistics indicate that cotton yarn, fabrics and handloom products experienced an increase of 6.71% in their exports.

The Government of India consistently made efforts to support the growth of this industry in the reported year. The Ministry of Textiles approved 18 Research and Development (R&D) projects across key strategic areas including sustainable textiles<sup>7</sup>, providing the industry with significant growth opportunities.

This initiative is expected to boost innovation and enhance the industry’s operational efficiency. The government signed the Trade and Economic Partnership Agreement (TEPA) with the European Free Trade Association in the reported year.

This agreement included integrating advanced technologies to enhance the productivity in the industry and support the industry’s growth further.

**Key initiatives undertaken by the Government of India in FY 2024**

**PM MITRA Scheme**

The government launched the PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks Scheme to build and develop textile infrastructure. The scheme is inspired by the 5F vision: Farm to Fibre to Factory to Fashion to Foreign.

**PLI Scheme**

The government also launched the Production Linked Incentive (PLI) Scheme for Textiles, with an investment of INR 10,683 crore over the next five years, to promote the production of man-made fibres (MMF) apparel. The MMF are artificially produced fibres and are becoming common among the weavers and spinners in India. The PLI scheme also promotes the production of technical textile products in the country.

**Kasturi Cotton Bharat**

Kasturi Cotton Bharat programme of the Ministry of Textiles is a first-of-its-kind branding, traceability and certification exercise carried out jointly by the Government of India, Trade Bodies and Industry to promote the cotton produced in India.

**National Technical Textile Mission (NTTM)**

The GOI launched the National Technical Textiles Mission (NTTM). It promotes the development and export of technical textiles.

**SPL’S APPROACH TO RISK MITIGATION AND STRATEGIES**

The Company’s Board of Directors has implemented a comprehensive risk management strategy, which includes a framework for identifying, analysing and mitigating risks. This framework involves continuously scanning the Company’s business environment and monitoring both internal and external risk factors to ensure a proactive approach to risk management

Nature of Risk	Impact	Mitigation Strategy
Economic Risk	Risk arising from non-availability/ delayed availability of key raw materials like cotton disrupting operations.	The company maintains robust relationships with vendors to ensure timely availability of raw materials.
Customer and regional concentration risk	Risk arising from customer concentration and regional concentration- risk of loss of revenue in event of loss of a key customer, slowdown in the key region.	The company is focusing on penetrating new markets and nurturing relationship in existing markets such as EU/UK and ROW to improve region wise revenue mix.
Cyber security risk	Risk arising from inadequate cyber security controls leading to loss of data.	The company has conducted Cyber Security assessment and is working to continuously strengthen its cyber security controls.
Foreign exchange Risk	Risk arising from inability to manage forex rate fluctuations.	The company undertakes hedging of foreign currency to manage foreign exchange risk.



### INTERNAL CONTROL SYSTEMS AND ITS ADEQUACY

An independent internal audit function is an important element of a company's internal control system. SPL possesses a strong and comprehensive internal control system, specifically designed to guarantee the accuracy and reliability of financial information, as well as the integrity of records used in the preparation of financial statements and other reports. This system ensures the responsible management of assets, aligning with the size and complexity of SPL's operations. The Company firmly believes that this provides, among other things, a reasonable assurance that transactions are executed with appropriate management authorization and oversight.

SPL's internal control system is supplemented by a comprehensive program of internal audits, reviewed by senior management and documented policies, guidelines, and procedures. The internal audit findings provide vital inputs for risk identification and assessment. Further, periodic assessment of business risks is carried out by the Management and the Audit Committee of Board to identify and address significant threats that may hinder the accomplishment of SPL's business objectives. It also ensures that the business transactions are recorded in all material, with respect to permitted preparation of financial statements in conformity with established accounting principles, along with the assets of the Company being adequately safeguarded against significant misuse or loss.

### ENVIRONMENT, HEALTH AND SAFETY (EHS)

SPL is committed to its Environment, Health and Safety (EHS) initiatives, which aim to promote long-term sustainability and value for the Company and its stakeholders. It understands that EHS-related incidents can have significant regulatory and reputational consequences. Therefore, it organizes awareness workshops to ensure the safety of personnel involved in the Company's production operations. Alongside, the Company takes various measures to avoid any unforeseen incidents that could jeopardize its EHS objectives. As a responsible corporate citizen, SPL is proactive in addressing environmental issues and acknowledges its social responsibilities. It is dedicated to achieving environmental and economic benefits by promoting energy efficiency, water conservation, chemical usage reduction, and waste management. The Company ensures compliance with all obligations related to its products, with a focus on environmental and occupational health and safety. Preserving the natural environment and promoting community well-being are integral components of its corporate social responsibility. SPL recognizes that acting responsibly and sustainably can create new business and social opportunities, increase shareholder value, enhance its brand and reputation with multiple stakeholder groups, and protect the environment and natural resources for their immeasurable value.

### HUMAN RESOURCE MANAGEMENT

SPL considers its team, comprising the total employee count of the Company stands at 310, to be its most valuable and indispensable asset. The Company undertakes various measures to improve the productivity of its employees. The team's collective competencies, skills and knowledge are essential for driving the Company forward and creating an agile and performance oriented organization. It strives to create a supportive environment that fosters employee engagement and enables them to find meaning in their work, while contributing to the Company's success. Additionally, the Company also focuses on building transparent, safe and inclusive workplaces that will motivate its employees to enhance their productivity. Moreover, the existing HR policies of the Company also help in recruiting and retaining the right employees in the organisation. The Company's human resource policies align closely with the overall business strategy and play an integral role in executing business operations.

*Various initiatives undertaken by the Company in HR space include:*

- Right people in the right positions, to ensure maximum Organisation Structure efficiency
- Making employees Partners in Prosperity, through Variable Pay
- Role Rotation
- New Joinee Assimilation
- Incentivising Innovation

### DISCLOSURE OF ACCOUNTING TREATMENT

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

### WAY FORWARD

SPL is adapting to challenges and leveraging them as opportunities by learning from its experiences over the past few years and enhancing its business model with agility. The Company has achieved new milestones in the past year and is now striving for greater profitability and reach through geographic and product category expansions, aimed at strengthening the team, enhancing scale, and placing a greater emphasis on sustainability.

#### Global market for apparel

The Apparel market includes clothing that is produced for private end customers and is broken down into the following product lines: Women's Apparel, Men's Apparel, and Children's Apparel.

In 2024, the revenue in the Apparel market worldwide is estimated to reach a staggering ₹148.60tn. This market is projected to experience an annual growth rate of 3.24% between 2024 and 2028 (CAGR). Among the various segments within the Apparel market, the largest one is Women's Apparel, which is anticipated to have a market volume of ₹77.75tn in 2024. When comparing global revenue generated in the



Apparel market, in the United States takes the lead with estimated revenue of ₹29,790bn in 2024. In terms of per capita revenue, the Apparel market is predicted to generate ₹19.17k per person in 2024, considering worldwide population. Looking ahead to 2028, the volume in the Apparel market is projected to reach 196.1bn pieces. Additionally, there is an expected volume growth of 1.3% in 2025. The average volume per person in the Apparel market is estimated to be 24.1pieces in 2024. Furthermore, it is anticipated that 95% of the sales in the Apparel market by 2024 will be attributed to Non-Luxury. The apparel market in China is experiencing a surge in demand for luxury brands, with consumers willing to pay premium prices for high-quality products.

(Source: <https://www.statista.com/outlook/cmo/apparel/>)

India's Export (Principal Commodity wise) is as follows:

(USD Million)

Commodity	2023-24	2022-23
Readymade Garment	14,532	16,191
Cotton Textiles	12,258	11,085
Man-made textiles	5,081	5,412
Wool & Woolen textiles	192	205
Silk Products	119	95
Handloom Products	140	183
Carpets	1,395	1,366
Jute Products	353	462

(Source: <https://texmin.nic.in/sites/default/files/Export%20data%20last%207%20years.pdf>)

India's Import (Principal Commodity wise) is as follows:

(USD Million)

Commodity	2023-24	2022-23
Readymade Garment	1,489	1,755
Cotton Textiles	2,443	3,404
Man-made textiles	3,275	3,783
Wool & Woolen textiles	347	358
Silk Products	209	271
Handloom Products	2	1
Carpets	34	36
Jute Products	301	294

(Source: <https://texmin.nic.in/sites/default/files/Import%20data%20last%207%20years.pdf>)



**Corporate Governance Report**

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2024 in terms of regulations 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations") as amended from time to time.

**1. Company's Philosophy**

SPL Industries Limited ("SPL" / "The Company") firmly believes that the philosophy of Corporate Governance, inter alia, should aim at meeting the aspirations of all the stakeholders and the expectations of the society at large. The Governance framework at SPL Industries Limited is built on sound systems and processes with an unwavering focus on sustainability and transparency, thereby making it a truly responsible enterprise.

SPL Industries Limited not only adheres to the prescribed Corporate Governance practices as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), but stretches beyond the Regulatory mandate, to set new highs of Corporate Governance principles and practices.

This is demonstrated through consistent shareholder returns, high credit ratings, digital and green initiatives which are pro-environment, awards and recognitions, focused and equitable workplace etc.

**2. Governance Structure**

The Corporate Governance structure of your company is as follows:

**I. Board of Directors:**

The Board is entrusted with ultimate responsibility of the Management, Directors and performance of the Company. The Board also provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

**a. Composition and Category of Board of Directors**

The Board has a good and diverse mix of Executive and Non- Executive Directors with majority of the Board Members comprising Independent Directors and the same is also in line with the applicable provisions of Companies Act, 2013 ("The Act") and SEBI LODR Regulations. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business.

As on March 31, 2024 the Company has a judicious combination of Executive and Non-executive Directors with one Women Director on the Board. Of the total 6 Directors, 2 are Executive Directors, 3 are Independent Directors and 1 is Non-executive Director. The Chairman of the Board is an Executive Director.

The composition of the Board, category of Directorship, Director Identification Number ("DIN") and shareholding of Directors as on March 31, 2024 are as follows-

Name	Date of Appointment	Category	Directorship in other Public Co.	No. of Board Committees in which Chairman/ Member		Directorship in other listed entity	No of shares or convertible Instruments
				Chairman	Member		
<b>Executive Directors</b>							
Mr. Mukesh Kumar Aggarwal DIN- 00231651	01-01-2004	Executive, Chairman & MD	-	-	2	-	58,02,821
Mr. Vijay Kumar Jindal DIN- 00231517	01-01-2004	Executive Director	-	-	-	-	5,52,659
<b>Non- Executive Non Independent Director</b>							
Mrs. Shashi Agarwal DIN- 06687549	12-09-2013	Non-Executive-Non Independent Director	-	-	-	-	14,75,719
<b>Non- Executive Independent Director</b>							
Mr. Sudeepta Ranjan Rout DIN- 05106254	10-07-2021	Non-Executive Independent Director	-	3	3	-	-
Mr. Varun Bansal DIN- 09233433	10-07-2021	Non-Executive Independent Director	-	-	3	-	-
Mr. Vikas Jalan DIN- 09234205	10-07-2021	Non-Executive Independent Director	-	-	3	-	-



**Notes:**

1. Directorship exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership in Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee in Indian Public Limited Companies are considered for this purpose. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairman of more than five such Committees.
3. Details of Director(s) retiring or being re-appointed are given in Notice to Annual General Meeting.

**b. Independent Directors**

The Independent Directors fulfill the conditions of Independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Formal letters of appointment issued to Independent Directors as provided in Companies Act, 2013 are disclosed in the website of the company viz., [www.spplimited.com](http://www.spplimited.com). Based on confirmations/ disclosures received from the directors, the Board confirms that the Independent Directors fulfill the conditions specified under Schedule IV of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and are independent of the management.

**c. Board Meetings**

The Board meets at regular intervals to discuss and decide on business strategies/ policies and review the financial performance of the Company. The Board meetings are pre-scheduled and are circulated to the Directors well in advance to facilitate the Directors to plan their schedules accordingly.

4 (Four) board meetings were held during the FY 2023-24 dated 22-05-2023; 11-08-2023; 10-11-2023 and 12-02-2024

The Notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the meeting with the approval of the Board. This ensures timely and informed decisions by the Board.

S. No	Name of the Directors	No of Board Meetings attended	Attendance at the AGM held on September 28, 2023
1	Mr. Mukesh Kumar Aggarwal	4 out of 4	Present
2	Mrs. Shashi Agarwal	4 out of 4	Absent
3	Mr. Vijay Kumar Jindal	4 out of 4	Present
4	Mr. Sudeepta Ranjan Rout	4 out of 4	Present
5	Mr. Vikas Jalan	4 out of 4	Present
6	Mr. Varun Bansal	4 out of 4	Present

**d. Information placed before the Board of Directors**

The Company provides the information as set out in Regulation 17 read with Part - A of Schedule II of the Listing Regulations, to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as a part of the agenda papers in advance of the respective meetings by way of presentation and discussions during the Meetings.

**e. Post Meeting Mechanism**

The important decisions taken at the Board/ Board Committees meetings are communicated to the concerned departments.

**f. Familiarization programme of Directors**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes and an affirmation is obtained in this regard. The Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board/ Committee meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's and associates businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of the familiarization programme for directors are available on the Company's weblink viz., [www.spplimited.com](http://www.spplimited.com).

**g. Code of Conduct**

Your Company has adopted a Code of Conduct for members of the Board (incorporating duties of Independent Directors) and the Senior Management personnel. The Code aims at ensuring consistent standards of conduct and ethical business practices across the Company. Your Company has received confirmations from all concerned regarding their adherence to the said Code. A copy of the Code has been made available on the website of the Company.

Based on the affirmation received from Board Members and Senior Management Personnel, declaration regarding compliance of Code



of Conduct made by the Chairman & Managing Director is given below:

Declaration as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

“All the members of the Board and Senior Management Personnel have affirmed compliance of the ‘Code of Business Conduct & Ethics for Board Members and Senior Management’ for the financial year ended on 31st March, 2024.”

**Sd/-  
Mukesh Kumar Aggarwal  
Chairman & Managing Director**

**h. Conflict of Interests**

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussion and voting in transactions in which they have concern or interest.

**i. Insider Trading Code**

The Company had adopted a “Code of Conduct for insider trading” in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended. The code is applicable to designated person (as defined in the code) and immediate relative of designated person who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said regulation.

The Company has also formulated ‘The code of Practices and procedures for fair disclosure of Unpublished Price Sensitive Information’ in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and this code is displayed on the Company’s website viz., [www.spllimited.com](http://www.spllimited.com)

**j. Skills/ Expertise/ Competence Of Board Of Director**

The Board of Directors along with Nomination & Remuneration Committee (NRC), identifies the right candidate with right qualities, skills and practical expertise/ competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgement of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board-

S. No	Name of the Director	Expertise in specific functional area
1	Mr. Mukesh Kumar Aggarwal	Industrialist (Apparel and Textile domain), Technical, Business strategy and Corporate Management
2	Mrs. Shashi Agarwal	Entrepreneur (Style and Designing)
3	Mr. Vijay Kumar Jindal	Marketing and Communications
4	Mr. Sudeepta Ranjan Rout	Entrepreneur (Planning- Finance & Business)
5	Mr. Varun Bansal	Entrepreneur (Organisational and Business Management)
6	Mr. Vikas Jalan	Entrepreneur (Corporate Planning)

**II. Board Committees**

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

The Board currently has the following committees:

**a. Audit Committee**

**i. Composition, Meeting and Attendance**

**Audit Committee of the Board of Directors (“the Audit Committee”) is entrusted with the responsibility to supervise the Company’s Internal Controls and financial reporting process.** The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulations 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International finance. It functions in accordance with its terms of reference that defines its authority, responsibility and report function. Audit Committee comprised of 4 directors



Mr. Sudeepta Ranjan Rout, Non-Executive Independent Director is the Chairman of the Audit Committee. The other members of the Audit Committee include Mr. Varun Bansal, Non-Executive Independent Director, Mr. Vikas Jalan, Non-Executive Independent Director and Mr. Mukesh Kumar Aggarwal, Executive Director & Managing Director of the company.

The Chief Financial Officer of the Company attended meetings of the Audit Committee as permanent invitee.

During the FY 2023-24, 4 (Four) meetings of Audit Committee were held and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows- 22-05-2023; 10-08-2023; 10-11-2023 and 12-02-2024. The necessary quorum was present for all the meetings.

The details of the meetings attended by members during the FY 2023-24 are as follows-

S.No.	Composition	Mr. Sudeepta Ranjan Rout	Mr. Varun Bansal	Mr. Vikas Jalan	Mr. Mukesh Kumar Aggarwal
1	4	4 out of 4	4 out of 4	4 out of 4	4 out of 4

## ii. Terms of Reference

- The recommendation of appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditors' independence and performance and effectiveness of audit process.
- Reviewing with the management, the annual financial statements and auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - (i) Matters required to be included in the Directors Responsibility Statement to be included in the Board Report in terms of Section 134 of the Act.
  - (ii) Changes, if any, in accounting policies and practices and reason for the same.
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (iv) Significant adjustments made in the financial statements arising out of audit findings.
  - (v) Compliance with listing and other legal requirements relating to financial statements.
  - (vi) Disclosure of any related party transactions.
  - (vii) Modified opinion in the draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing and monitoring the auditors independence and effectiveness of audit process
- Approval or subsequent modification of transactions of the listed entity with related parties
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the listed entity wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 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.

## b. Nomination and Remuneration Committee

### i. Composition, Meeting and Attendance

The Nomination and Remuneration Committee of the Company, constituted by the Board, comprises of three Non-Executive Independent Directors Mr. Sudeepta Ranjan Rout, Mr. Vikas Jalan and Mr. Varun Bansal.

The Role and Terms of Reference of the Nomination and Remuneration Committee are as laid down in the Companies Act, 2013 including any rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the meetings attended by members during the FY 2023-24 are as follows:

During the FY 2023-24, two meetings of the Nomination and Remuneration Committee were held i.e.10-08-2023 & 12-02-2024. The necessary quorum was present for all the meetings.



The details of the meetings attended by members during the FY 2023-24 are as follows:

S.No.	Composition	Mr. Sudepta Ranjan Rout	Mr. Vikas Jalan	Mr. Varun Bansal
1	3	2 out of 2	2 out of 2	2 out of 2

**ii. Managerial Remuneration**

**a. Payment to Non-Executive Directors**

The Non-Executive Directors including Independent Directors of the Company have waived their right to receive any remuneration by way of sitting fees.

**b. Details of Remuneration to MD, CFO & CS for the FY ended on 31.03.2024**

Name	Fixed Component		Variable Component	Contribution to PF and ESI	Total
	Salary & Allowances	Perquisites & Allowances	Commission		
Mr. Mukesh Kumar Aggarwal	5,00,00,000.00	-	-	-	5,00,00,000.00
Mr. Vijay Kumar Jindal	96,00,000.00	-	-	-	96,00,000.00
Mr. Sanjay Gupta	8,85,528.00	-	-	-	8,85,528.00
Mr. Vishal Srivastava	7,20,000.00	-	-	-	7,20,000.00

**iii. Remuneration Policy**

The Board has approved Nomination and Remuneration Policy as recommended by the Nomination and Remuneration Committee which forms part of Directors Report.

**iv. Performance Evaluation**

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of all the Directors of the Company. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

**A. Role and Accountability**

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

**B. Objectivity**

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

**C. Leadership and Initiative**

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

**D. Personal Attributes**

- Commitment to role and fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

**c. Stakeholder Relationship Committee**

The Company has constituted a Stakeholders' Relationship Committee chaired by an Independent Director to look into the grievances of the shareholders of the Company as per the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/SEBI/Ministry of Corporate Affairs etc. and the responses thereto.



Mr. Vishal Srivastava, Company Secretary of the Company, acts as the Compliance Officer of the Company for FY 2023-24.

The Stakeholders Relationship Committee oversees the following:

- Redressal of security holder’s complaints relating to share transfers/ transmission, non-receipt of annual reports, issue of new/ duplicate share certificates, general meeting etc.
- Review of measure taken for effective exercise of voting rights of shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar.
- Review of various measures and initiative taken by the listed entity for reducing quantum of unclaimed dividend and ensuring timely receipt of annual Report/ statutory notices to the shareholders by the Company.

**i. Attendance at Stakeholders’ Relationship Committee meetings is as below:**

During the FY 2023-24, four meetings of the Stakeholders Relationship Committee were held on 22-05-2023; 10-08-2023; 09-11-2023 and 10-02-2024

S.No.	Composition	Mr. Sudeepta Ranjan Rout	Mr. Vikas Jalan	Mr. Varun Bansal	Mr. Mukesh Kumar Aggarwal
1	4	4 out of 4	4 out of 4	4 out of 4	4 out of 4

**ii. Status of investor complaints is as below:**

No. of investor queries/ complaints received from April 01, 2023 till March 31, 2024	No. of complaints not solved to the satisfaction of shareholders
2	0

As on March 31, 2024, there was no pending investor complaint.

**d. Corporate Social Responsibility Committee (CSR Committee)**

The Corporate Social Responsibility Committee of the Company, constituted by the Board, comprises of One Independent Director, One Executive Director and One Non-Executive Director. The Company Secretary acts as the Secretary to the Committee.

The CSR Policy intends to strive for economic development that positively impacts the society at large with minimal resource footprints. The Policy is available on the Company’s website at <http://www.spllimited.com>.

During the year, the Committee met 4 times viz. 22-05-2023; 10-08-2023; 09-11-2023 and 10-02-2024. The details of the meetings attended by members during the FY 2023-24 are as follows:

S. No	Composition	Mr. Sudeepta Ranjan Rout	Mrs. Shashi Agarwal	Mr. Mukesh Kumar Aggarwal
1	3	4 out of 4	4 out of 4	4 out of 4

**i. Key Responsibilities of CSR Committee**

Formulate, monitor and recommend to the Board CSR Policy and the activities to be undertaken by the Company.

- 1) Recommend the amount of expenditure to be incurred on the activities undertaken.
- 2) Review the Company’s performance in the area of CSR.
- 3) Evaluate the social impact of the Company’s CSR activities.
- 4) Review the Company’s disclosure of CSR matters, including any annual social responsibility report.
- 5) Review the CSR Report, with the Management, before submission to the Board for approval.
- 6) Formulate and implement the BR policies in consultation with the respective stakeholders.
- 7) Establish a monitoring mechanism to ensure that the funds contributed by the Company are spent for the intended purpose only.

**e. Independent Director’s Meeting**

During the year under review, the Independent Directors met on August 10, 2023 inter-alia to:

- Evaluate performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluate performance of the Chairman of the Company, taking into account the views of the Executive and Non- Executive Directors;
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at this meeting.



III. General Body Meeting

S. No	AGM	Year	Date	Time	Details of Special Resolution passed	Location
1	30 <sup>th</sup>	2021	September 29, 2021	10:00 AM	<ol style="list-style-type: none"> <li>1) To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.</li> <li>2) To consider appointment of Mr. Sudeepta Ranjan Rout (DIN- 05106254) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.</li> <li>3) To consider appointment of Mr. Varun Bansal (DIN-09233433) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.</li> <li>4) To consider appointment of Mr. Vikash Jalan (DIN-09234205) as an Independent Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.</li> <li>5) To consider re-appointment of Mr. Mukesh Kumar Aggarwal (DIN- 00231651) as the Managing Director of the Company and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.</li> </ol>	Through VC / OAVM
2	31 <sup>st</sup>	2022	September 29, 2022	11:00 A.M.	<ol style="list-style-type: none"> <li>1) To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.</li> <li>2) To increase the remuneration of Managing Director of the Company under Section 197 of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.</li> <li>3) To take approval for Material Related Party Transaction and in this regard to consider, and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution.</li> </ol>	Through VC / OAVM
3	32 <sup>nd</sup>	2023	September 28, 2023	11:00 A.M.	<ol style="list-style-type: none"> <li>1) To maintain borrowing limit of the Company under Section 180 (1) (c) of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.</li> <li>3) To take approval for Material Related Party Transaction and in this regard to consider, and if thought fit, pass with or without modification, the following resolution as an Ordinary Resolution.</li> </ol>	Through VC / OAVM

IV. Means of Communication:

- i. **Quarterly results:** The Company is complying with Regulation 47 of SEBI Listing Regulations.
- ii. **Website:** The Company has a functional website i.e. [www.splimited.com](http://www.splimited.com)
- iii. **News releases:** Official press releases are sent to the Stock Exchanges and the same is hosted on the website of the Company, whenever necessary/required.
- iv. Official Press/News Releases are published in Business Standard/ Financial Express/ Jansatta (Hindi and English)



V. General Shareholders Meeting:

Day and Date	Saturday, September 28, 2024
Time	11:00 AM
Venue	Through Video Conferencing (VC)/ Audio Visual Means (OAVM)
Financial Year	April 01, 2023 to March 31, 2024
Book Closure	September 22, 2024 to September 28, 2024 (both days inclusive)
E- Voting Starts on	Tuesday, September 24, 2024
E- Voting closes on	Friday, September 27, 2024
Cut-off date	Saturday, September 21, 2024
Results on E-Voting	on or before October 01, 2024

**Financial Calendar**

Unaudited financial results for the quarter ending June 30, 2024	Within statutory time frame
Unaudited financial results for the quarter/half year ending September 30, 2024	
Unaudited financial results for the quarter ending December, 2024	
Audited financial results for the quarter/ year ending March 31, 2025	

VI. Details of Stock Exchange where Listed

Stock Exchanges	Stock Code
<b>BSE Limited (BSE)</b> PJ Towers, Dalal Street, Fort Mumbai -400001, Maharashtra	532651
<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai - 400051, Maharashtra	SPLIL

Listing fees have been paid for the Financial Year 2023-24

VII. Market Price Data

Month	BSE Limited				National Stock Exchange of India Ltd.			
	Share Price		Sensex Points		Share Price		Nifty Points	
	High	Low	High	Low	High	Low	High	Low
Apr-23	72.50	59.37	61209.46	58793.08	72.80	59.30	18089.15	17312.75
May-23	69.85	57.35	63036.12	61002.17	69.60	56.30	18662.45	18042.40
Jun-23	73.50	59.50	64768.58	62359.14	74.70	60.00	19201.70	18464.55
Jul-23	70.03	63.10	67619.17	64836.16	70.80	63.65	19991.85	19234.40
Aug-23	67.69	59.00	66658.12	64723.63	66.75	59.00	19795.60	19223.65
Sep-23	71.90	62.50	67927.23	64818.37	72.10	62.05	20222.45	19255.70
Oct-23	78.10	60.00	66592.16	63092.98	78.80	60.00	19849.75	18837.85
Nov-23	77.00	62.20	67069.89	63550.46	77.40	62.40	20158.70	18973.70
Dec-23	75.00	62.26	72484.34	67149.07	75.40	64.70	21801.45	20183.70
Jan-24	80.75	68.05	73427.59	70001.6	80.65	68.85	22124.15	21137.20
Feb-24	76.79	62.00	73413.93	70809.84	76.80	61.85	22297.50	21530.20
Mar-24	70.00	52.20	74245.17	71674.42	70.40	52.30	22526.60	21710.20

VIII. Registrar and Share Transfer Agent

**KFin Technologies Limited**  
Selenium Tower B, Plot No. 31-32, Financial District,  
Nanakramguda, Serilingampally, Hyderabad Rangareddi , Telengana-500032  
Telephone- +0140- 67162222 / 79611000  
Fax- +91-40-23420814  
Email- einward.ris@kfintech.com

Shares held in the dematerialized form are electronically traded by Depository Participants and the Registrar and Share Transfer Agent of the Company periodically receive from the Depository Participants the beneficially holdings so as to enable them to update their records and to send all corporate communications.



**IX. Share Transfer System**

The Stakeholder Relationship Committee approves all routine transfers, transmissions, etc., of shares. Request for transfers, transmissions and dematerialization as received where resolved timely.

**X. Details of Unclaimed Securities Suspense Account**

Particulars	No of Shareholders	No of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1st, 2023	19	5875
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from unclaimed shares suspense account during the year	0	0
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31st, 2024	19	5875

**XI. Distribution of Shareholding as on March 31, 2024**

Range	No of Shareholders	% to the Shareholders	No of shares held	% to Capital
1 - 5000	15354	98.68	44,08,822	15.20
5001 - 10000	118	0.76	8,50,338	2.93
10001 - 20000	38	0.24	5,27,594	1.82
20001 - 30000	15	0.10	3,75,110	1.29
30001 - 40000	9	0.06	2,94,047	1.01
40001 - 50000	1	0.01	40,877	0.14
50001 - 100000	7	0.04	4,50,197	1.55
100001 and above	17	0.11	2,20,53,019	76.04
<b>TOTAL:</b>	<b>15559</b>	<b>100.00</b>	<b>2,90,00,004</b>	<b>100.00</b>

**XII. Dematerialization of Shares**

The Company has entered into a tripartite agreement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to provide trading of shares in dematerialized form. International Securities Identification Number (ISIN) allotted to the equity shares of the Company is INE978G01016. As on March 31, 2024, 97.00 % shares of the Company were in dematerialized form.

**XIII. Categories of Shareholding as on March, 2023**

Category	Number of Holders	Numbers of Shares	% to Capital
PROMOTERS	16	1,94,85,990	67.19
PROMOTERS BODIES CORPORATE	1	5,04,200	1.74
FOREIGN PORTFOLIO - CORP	2	51,636	0.18
BODIES CORPORATES	1	92,430	0.32
RESIDENT INDIVIDUALS	15,334	81,57,201	28.13
NON RESIDENT INDIAN NON REPATRIABLE	71	74,538	0.26
NON RESIDENT INDIANS	105	1,18,506	0.41
BODIES CORPORATES	67	2,64,876	0.91
H U F	324	2,50,567	0.86
CLEARING MEMBERS	1	60	0.00
<b>Total:</b>	<b>15,923</b>	<b>2,90,00,004</b>	<b>100.00</b>

Your Company does not have any outstanding instruments for conversion into equity shares.

**XIV. Details of Shares**

Mode	Number of Holder	Number of Shares	% to the Paid-Up Capital
Physical	351	8,70,599	3.00
NSDL	5367	2,41,45,658	83.26
CDSL	10204	39,83,747	13.74
<b>Total</b>	<b>15922</b>	<b>2,90,00,004</b>	<b>100.00</b>





**XV. Dematerialization of Shares and Liquidity**

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialization form. The status of dematerialization of shares of the Company as on March 31st, 2024 is given below-

Physical			Demat			Total		
Holders	Number of Shares	% to the Paid-Up Capital	Holders	Number of Shares	% to the Paid-Up Capital	Holders	Number of Shares	% to the Paid-Up Capital
351	870599	3.00	15571	28129405	97.00	15,923	29000004	100.00

(\* including in GDR Form Your Company confirms that the entire Promoter's holdings are in electronic form and the same is in line with the directions issued by SEBI.

**XVI. Outstanding GDR/ADR/Warrants or any Convertible Instruments:**

As of March 31, 2024, the Company does not have any outstanding convertible, which are likely to have an impact on the equity of the Company

**XVII. Plant Location**

Plot No- 21, Sector- 6 Faridabad- 121006, Haryana

**XVIII. Address for Correspondence**

Registered Address	Registrar and Share Transfer Agent
Off No- 202, 2nd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji- 110019, Delhi Telephone- 011- 42427643 Email- <a href="mailto:cs@spllimited.com">cs@spllimited.com</a> Website- <a href="http://www.spllimited.com">www.spllimited.com</a>	<b>M/s KFin Technologies Limited</b> (Formerly Known as KFin Technologies Private Limited) Selenium Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi , Telengana-500032 Telephone- 0140- 67162222 / 79611000 Fax- 0140- 23420814 Email- <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website- <a href="http://www.kfintech.com">www.kfintech.com</a>

**XIX. Other Disclosures**

**a. Related Party Transactions**

All Related Party Transactions were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Details of all such transactions placed before the Audit Committee was reviewed and approved through Omnibus approval route. The Board has approved a 'policy on materiality of related party transactions and on dealing with related party transactions' web link of which forms part of Director's report.

The policy is available on the website of the Company viz., [www.spllimited.com](http://www.spllimited.com). The particulars of contract and arrangement with the Related Parties of your company referred to in Sec 188 (1) of the Companies Act, 2013 in prescribed "Form AOC-2" is appended to the Directors Report.

There were materially significant transactions with related parties during the financial year, the details are as follows and do not have any potential conflict with the interest of listed entity at large:

Type of Transaction	Transaction (in Lacs)
Purchase	13,348.38
Sale	915.14
Job Work (Income)	3,780.76

**b. Subsidiary Companies**

As on March 31, 2024 your company has no subsidiary

**c. Statutory Compliance, Penalty and Strictures**

The Company has complied with all the requirements specified under the listing regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authorities for non-compliance of any matters related to the Capital Market during the last three financial years.

**d. Vigil Mechanism/Whistle Blower Policy**

Pursuant to Section 177 (9) and (10) of the Companies Act, 2013, and Regulations 22 of the Listing Regulations, the Company has formulated Vigil Mechanism (Whistle Blower Policy) for Directors and employees to report to the management about the unethical



behavior, fraud or violation of Company's Code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provisions for direct access to the Chairman of the audit Committee in exceptional cases. None of the personnel of the company has been denied access to the Audit Committee. The whistle Blower Policy is displayed on the Company's website viz., [www.splimited.com](http://www.splimited.com).

**e. Report on Corporate Governance**

Your Company has obtained certificate affirming the Compliances with these regulations from Practicing Company Secretary and forms part of this Report. The Company is fully compliant with all the provisions of Listing Regulations, as applicable to the Company.

**f. Certificate from CEO/CFO**

The CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on 27th May, 2024 as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations.

**g. Observance of the Secretarial Standards issues by ICSI**

The Institute of Company Secretaries of India (ICSI), one of the India's premier professional bodies has issued Secretarial Standards on important aspects like Board Meetings, and General Meetings under series SS-1 and SS-2 which came into force from 1st July, 2015 upon endorsement of the same by Ministry of Corporate Affairs by notification and your company adheres to these standards where ever applicable.

**h. Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013**

The Company has constituted Internal Complaints Committee (POSH Committee) which looks into the complaints raised and resolves the same. The above Committee reports to the Audit Committee and Board. The shareholders may refer necessary disclosures as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been disclosed in Directors' Report. The Audit Committee looks into matters reported on a quarterly basis and track matters to closure as per law.

No personnel have been denied access to the Audit Committee.

**i. Details of Compliance with mandatory requirement and adoption of non-mandatory requirements.**

**j. Weblink where policy of determining material subsidiaries is disclosed- [www.splimited.com](http://www.splimited.com)**

**k. Weblink where policy on dealing with Related Party Transactions is disclosed- [www.splimited.com](http://www.splimited.com)**

**l. Disclosure of Commodity Price Risk and Commodity Heading activities- Not Applicable**

**m. Other Useful Shareholder's Information**

**i. Green Initiative**

The Company's philosophy focuses on making the environment greener for the benefit of prosperity. To support the Green Initiative, members (holding shares in electronic form) who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are also requested to register their email ID with the Registrar and Share Transfer Agent of the Company.

**ii. Registering of email address**

Shareholders, who have not yet registered their E-mail address for availing the facility of E-communication, are requested to register the same with the Company's RTA (in case the shares are held in physical form) or their DP (in case the shares are held in dematerialized form) so as to enable the Company to serve them fast.

**iii. Disclosures Of The Compliance With Corporate Governance Requirements Specified In Regulations 17 to 27 and Clauses (B) to (I) of Sub-Regulation (2) of Regulation 46**

The Board of Directors quarterly reviews the compliance of all applicable laws. Your company has compliance framework for adherence to the mandatory requirements of Corporate Governance norms as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations to the extent applicable to the Company and has duly complied with.

### Declaration- Code of Conduct

I, Mukesh Kumar Aggarwal, Managing Director of M/s SPL Industries Limited, declare that all the members of the Board of Directors and Senior Management have, for the year ended March 31, 2024 affirmed compliance with the Code of Conduct laid down for the Board of Directors and Senior Management in terms of Regulation 26(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of,  
SPL Industries Limited

Sd/-  
Mukesh Kumar Aggarwal  
(Managing Director)

Date- August 28, 2024  
Place- Faridabad

**Certificate on Corporate Governance**

To  
The Members,  
**SPL Industries Limited.**

We have examined the compliance of conditions of Corporate Governance by **SPL Industries Limited** for the financial year ended 31st March, 2024, as prescribed in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “**SEBI (LODR) Regulations, 2015**”).

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination has been limited to review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause and guidelines. 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 representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, 46 (2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (LODR) Regulations, 2015.

We further state that such compliance certificate 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 Agarwal S. & Associates,**  
*Company Secretaries,*  
ICSI Unique Code: P2003DE049100  
Peer Review Cert. NO. 2725/2022

**CS Garima Grover**  
**Partner**  
ACS No.: 27100  
C.P. No.: 23626

Date- 06.07.2024  
Place: New Delhi  
UDIN- A027100F000682425



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,  
The Members of  
**SPL INDUSTRIES LIMITED**  
Office No- 202, IInd Floor, Vikramaditya Tower  
Alaknanda Market, Kalkaji, Delhi - 110019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SPL INDUSTRIES LIMITED** having **CIN: L74899DL1991PLC062744** and having registered office at **Office No- 202, IInd Floor, Vikramaditya Tower, Alaknanda Market, Kalkaji, Delhi - 110019** (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/ representations furnished to us by the Company & its Director/ officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No	Name of Director	DIN	Date of appointment in Company
1	Mukesh Kumar Aggarwal	00231651	01/01/2004
2	Vijay Kumar Jindal	00231517	01/01/2004
3	Sudeepta Ranjan Rout	05106254	10/07/2021
4	Shashi Agarwal	06687549	12/09/2013
5	Varun Bansal	09233433	10/07/2021
6	Vikash Jalan	09234205	10/07/2021

Ensuring the eligibility of 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.

**or Agarwal S. & Associates,**  
*Company Secretaries,*

**CS Garima Grover**  
**Partner**  
**ACS No.: 27100**  
**C.P. No.: 23626**

Date- 06.07.2024  
Place: New Delhi  
UDIN- A027100F000682425

**MD's / CFO's Certificate**

We, Mukesh Kumar Aggarwal, Managing Director and Sanjay Gupta, CFO of the Company, to the best of our knowledge and belief, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2024 and that to the best of our knowledge and belief:
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to be taken to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee, wherever applicable,
  - a. significant changes in internal control over financial reporting during the year;
  - b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For and behalf of  
**SPL Industries Limited**

Sd/-  
**Mukesh Kumar Aggarwal**  
Managing Director

Sd/-  
**Sanjay Gupta**  
Chief Financial Officer

Place- Faridabad  
Date- May 27, 2024



**Particulars of Contract / Arrangements with Related Parties**

(Form No. AOC-2)

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 – Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto]

**1. Details of contracts or arrangements or transactions not at arm’s length basis- NA**

- a. Name(s) of the related party and nature of relationship:
- b. Nature of contracts/arrangements/transactions:
- c. Duration of the contracts / arrangements/transactions:
- d. Salient terms of the contracts or arrangements or transactions including the value, if any:
- e. Justification for entering into such contracts or arrangements or transactions:
- f. Date(s) of approval by the Board:
- g. Amount paid as advances, if any:
- h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

**2. Details of material contracts or arrangement or transactions at arm’s length basis:**

S. No	Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms	Amount (in Lakhs)	Nature of Transaction
1	Shivalik Fashions	Enterprise owned or significantly influenced by KMP or their relatives	1 Year	Market Parameters	0.50	Sales
2	Shivalik Prints Limited	Enterprise owned or significantly influenced by KMP or their relatives	1 Year	Market Parameters	18718.6	Sales and Purchase; Supply of services.
3	Agrasain Square LLP	Entity belonging to promoter or promoter group	1 Year	Market Parameters	23.66	Reimbursement of Expenses

(1) *Appropriate approvals have been taken for related party transaction. Advances paid if any have been adjusted against billing wherever applicable.*

For and on behalf of  
**M/s SPL Industries Limited**

**Sd/-  
Mukesh Kumar Aggarwal  
(Managing Director)  
DIN 00231651  
C-1/4, Sector-11, Faridabad  
Haryana - 121007**

Place- Faridabad  
Date- August 28, 2024



### Particulars of Energy Conservation, Research and Development Technology Absorption and Foreign Exchange Earnings and Outgo

(Particulars pursuant to the Rule 8(3) Companies (Accounts) Rules, 2014)

#### A. Conservation of Energy

##### i. Steps taken for conservation of energy:

Your company continuously taking necessary steps to absorb and adopt the latest technology and innovation in the Garment Industry. These initiatives enable the facilities to become more efficient and productive as the company expands, thereby helps in energy conservation. All machinery and equipment are continuously serviced, updated and overhauled in order to maintain them in good condition. This resulted in consumption of lesser energy consumption. Energy Conservation continues to receive increased emphasis at all the units of the Company. Inter unit studies are carried out on a regular basis for taking steps for reduction of the energy consumption. Hence your company has not opted for alternate energy sources. Additionally, constant efforts in continuing all previous conservation measures and increasing awareness of energy management amongst employees have continued which should enable further savings to transpire going forward.

##### ii. The steps taken by the Company for utilizing alternative source of energy:

Your company has taken steps for up gradation and modernization of various machines in phased manner. The Company also replaces old plant and machinery in the processing unit and steps are taken to modernization of various operations including installation of robotic machines for handling very specialized work/activities.

#### B. Technology Absorption

In addition to product and raw material development which continues to be strengthened, Research and Development activities on fashion designing are carried out on on-going basis. Absorbing technologies with state of art machineries like automated cutting machine, automated fabric inspection machines, etc., the quality of the products and efficiency of the systems have been substantially improved. By applying those technologies, the cost of production was under control. The nature of activities of the Company does not warrant any exclusive R&D department.

The Company has installed ZLD (Zero Liquid Damage) plant and Water RO plant for the workers of the company. ZLD technology is used to utilize the waste water to the last extent till where it can be utilized avoiding water wastage. ROs are used to purify the water and making it fit for drinking for the workers of the company.

#### C. Foreign Exchange Earnings & Outgo:

The Foreign Exchange outgo and foreign exchange earned by the Company during the year are detailed below: (Refer to Note No. 36 of other Notes to the Financial Statements).

(Amount in Lakhs)

Particulars	FY ended March 31, 2024 (in Lakhs)	FY ended March 31, 2023 (in Lakhs)
<b>Earnings in Foreign Currency FOB value of Exports</b>	14,133.43	21,360.44
<b>Total</b>	<b>14,133.43</b>	<b>21,360.44</b>
<b>Expenditure in Foreign Currency</b>		
Accessories & packing material	172.82	272.39
Claims & discounts/ Commission	76.65	388.71
Foreign Travelling expenses	49.28	51.87
<b>Total</b>	<b>298.75</b>	<b>712.97</b>

For and on behalf of the Board of Directors  
For SPL Industries Limited

Mukesh Kumar Aggarwal  
(Managing Director)  
DIN- 00231651

Add- C-1/4, Sector-11, Faridabad  
Faridabad - 121007

Place: Faridabad  
Date: August 28, 2024



**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

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

To,  
The Members,  
SPL Industries Limited

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **SPL Industries Limited** (hereinafter called as "SPL" / "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the SPL's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by SPL for the Financial Year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (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;
  - (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
  - (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) Compliances/ processes/ systems under other specific applicable Laws (as applicable to the industry) to the Company are being verified on the basis of periodic certificates under internal Compliance system submitted to the Board of Directors of the Company.

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

- (i) Secretarial Standards, as amended from time to time, issued by the Institute of Company Secretaries of India - Generally complied with.
- (ii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 with National Stock Exchange of India Limited & BSE Limited.

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

**We further report that** the Board of the Company is required to be constituted as per provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors.

Generally, adequate notices were given to all Directors to schedule the Board Meetings. Agenda and detailed notes on Agenda were also adequately sent, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting from Directors.





All the decisions made in the Board/Committee meeting(s) were carried out with the consent of requisite Directors/ Members present during the meeting and dissent / abstinence, if any, have been duly recorded/ incorporated in the respective Minutes.

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

**We further report that** during the audit period, following specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

- i. During the period under review, a major decision was taken by the members in pursuance to section 180 of the Companies Act, 2013, i.e. to maintain borrowing limit of the Company under section 180(1)(c) of the Act for authorizing the Board of Directors for borrowing from time to time as they may think fit, any sum or sums of money not exceeding INR 100 Crores [including the money already borrowed by the Company] whether secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over in any respect of all, or any of the Company's assets and effects or properties whether movable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves (that is to say reserve not set apart for any specific purpose) on such terms and conditions as the Board may consider necessary and expedient in their absolute discretion.

For **Agarwal S. & Associates,**  
Company Secretaries,  
ICSI Unique Code: P2003DE049100  
Peer Review Cert. No.: 2725/2022

CS Garima Grover  
Partner  
ACS No. : 27100  
C.P. No. : 23626

Date : 06.07.2024  
Place : New Delhi  
UDIN : A027100F000682392

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

#### ANNEXURE-A

To

**The Members,  
SPL Industries Limited.**

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

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

For **Agarwal S. & Associates,**  
Company Secretaries,  
ICSI Unique Code: P2003DE049100  
Peer Review Cert. No.: 2725/2022

CS Garima Grover  
Partner  
ACS No. : 27100  
C.P. No. : 23626

Date : 06.07.2024  
Place : New Delhi



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

S. No	Particulars	Name of Directors/KMP	Remarks
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company excluding Managing Director for the financial year	Mr. Mukesh Kumar Aggarwal Mr. Vijay Kumar Jindal Mrs. Shashi Agarwal Mr. Sudeepta Ranjan Rout Mr. Varun Bansal Mr. Vikas Jalan	- 60.66% - - - -
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr. Mukesh Kumar Aggarwal Mr. Vijay Kumar Jindal Mrs. Shashi Agarwal Mr. Sudeepta Ranjan Rout Mr. Varun Bansal Mr. Vikas Jalan Mr. Sanjay Gupta Mr. Vishal Srivastava	- - - - - - - -
3	The percentage Increase/ Decrease in the median remuneration of employees	54.49%	
4	The number of permanent employees on the rolls of company	310 Employees	
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out, if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in remuneration of employees excluding KMP <hr/> Average increase in remuneration of KMP	- -
6	The key parameters for any variable component of remuneration availed by the directors		
7	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable	
8	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the financial year ended March 31, 2024 is as per the Remuneration policy of the Company	

For and behalf of  
M/s SPL Industries Limited

Sd/-  
Mukesh Kumar Aggarwal  
(Managing Director)  
DIN- 00231651  
C- 1/4, Sector-11  
Faridabad- 121007, Haryana

Place- Faridabad  
Date- August 28, 2024



Annexure- H

**Particulars of employees pursuant to provisions of Section 197(12) of the Companies Act 2013  
read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 As Amended**

S. No	Designation	Gross Remuneration	Nature of employment	Qualification & Experience	Commencement of Employment	Age	Last employment	% of equity shares held	whether any such employee is a relative of any director or manager of the company
1	Managing Director	5,00,00,000.00	Employee	Graduate	01-01-2004	59	Self Employed	20.01	No
2	Wholetime Director	96,00,000.00	Employee	Graduate	01-01-2004	67	Self Employed	1.91	No

*The Particulars of top ten employees in terms of remuneration drawn as required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 shall be provided to the shareholders on request.*

For and behalf of  
M/s **SPL Industries Limited**

Sd/-  
**Mukesh Kumar Aggarwal**  
(Managing Director)  
DIN- 00231651  
C- 1/4, Sector-11  
Faridabad- 121007, Haryana

Place- Faridabad  
Date- August 28, 2024



## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF SPL INDUSTRIES LIMITED

#### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of SPL INDUSTRIES LIMITED ("The Company") which comprises the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in equity, statement of cash flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, 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 Companies Act, 2013. 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Emphasis of Matter

We wish to draw attention to note 37 of the standalone financial statements in respect of the related party transactions, the Audit Committee meeting held on May 27, 2024 has approved all Related Party Transactions as per Regulation 23 of SEBI (Listing obligations and Disclosure Requirements) and has decided to take the approval from shareholders for all existing material related party contracts or arrangements entered into prior to the date of notification of these regulations and which may continue beyond such date, in the upcoming AGM of the company.

Our opinion is not modified in respect of this matter

#### Key Audit Matters

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

Key audit matters	Procedures Performed/Auditor's Response
<p>As described in the accounting policy in note 3 (a) to the IND AS financial statements, Revenue is measured at the fair value of the consideration received or receivable, net of returns &amp; discounts, volume rebates, Goods &amp; Service Tax (GST) and other indirect taxes.</p> <p>Further, as per IND AS 115, an entity shall recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those services.</p> <p>Further, as per IND AS 115, revenues are deferred in cases where the performance conditions have not been made.</p>	<p>Our audit procedures included, among others the following:</p> <ul style="list-style-type: none"> <li>We assessed the company's accounting policies for revenue recognition by comparing with the applicable accounting standards i.e., IND AS 115;</li> <li>We assessed the appropriateness of the estimated adjustments in the process;</li> <li>We tested the design, implementation and operating effectiveness of key internal controls over timing of recognition of revenue from sale of goods</li> <li>We discussed and obtain an understanding from the management on the key assumptions applied and inputs used in estimating provisions for discounts, rebates and sales returns and compared the same with the past trends and the provision made by the management.</li> <li>We tested on a sample basis invoices raised prior to year-end and post year end to assess whether revenue is recognized based on the performance conditions met, in line with Ind AS 115. The 5-step model, as stated below, has been taken into consideration while recognizing revenue from contracts with customers; <ul style="list-style-type: none"> <li>Step 1 - Identify the contract</li> <li>Step 2 - Identify Performance Obligations</li> <li>Step 3 - Determine Transaction Price</li> <li>Step 4 - Allocate Transaction Price</li> <li>Step 5 - Recognize Revenue</li> </ul> </li> <li>We read and assessed the relevant disclosures made in the Ind AS financial statements including disclosures on significant accounting judgments, estimates and assumptions.</li> </ul>



Key audit matters	Procedures Performed/Auditor's Response
<p>Contingent Liabilities The contingent liabilities related to ongoing litigations and claims with various tax authorities. The computation of contingent liability requires significant judgement by the company because of the inherent complexity in estimating future costs.</p> <p>Refer Note No 40 to the Standalone Financials Statements</p>	<p>Obtained details of completed tax assessments and demands for the year ended March 31, 2024 from management. We involved our internal experts to challenge the management's underlying assumptions in estimating the tax provision and the possible outcome of the disputes. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2023 to evaluate whether any change was required to management's position on these uncertainties.</p>
<p>Receivable from revenue authorities As at March 31, 2024, receivable from revenue authorities related to non-current assets amounting to ₹6.81 lakhs and current assets amounting to which ₹389.21 Lakhs are pending from various statutory authorities including CBIC.</p> <p>Refer Note No 9 &amp; 14 respectively to the Standalone Financials Statements</p>	<p>We have involved our internal experts to review the nature of the amounts recoverable, the sustainability and the likelihood of recoverability.</p>

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

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management discussion and Analysis, Board's report including annexures to Board's report, Business responsibility report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Company's Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibility for the Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the 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.

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

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

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

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraph 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.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 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;
    - ii. As per information and explanations given to us there is no long-term contracts including derivative contracts of the company and as such no provision is required under the applicable law or accounting standards, for material foreseeable losses;
    - iii. As per information and explanations given to us, no amount is required to be transferred to the Investor Education and Protection Fund by the Company.



- iv. Based on our examination and management representation provided to us, the company has used such accounting software (Oracle & Enterprise Resource Planning) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit, on test check basis, we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.
- v. (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 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 Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- (d) With respect to matter to be included in Auditors' Report under Section 197(16) of the Act, as amended:

In our opinion and according to information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any of its directors is not in excess of the limit laid down under Section 197 of the Act.

FOR RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 000451N

Sd/-

(Arjun Mehta)

Partner

M.No. 097685

UDIN: 24097685BKCTCP9481

Place: New Delhi

Date: May 27, 2024



**ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we state as under:

- i. In respect of the Company' property plant and equipment:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment and relevant details of capital work-in-progress and investment property.
  - b) The company does not purchase any intangible assets during the FY ended March 31, 2024.
  - c) The property, plant and equipment of the Company were physically verified as per regular program of physical verification carried out by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - d) According to the information and explanations given to us, the records examined by us, and based on the examination of the registered sale deed / transfer deed / conveyance deed provided to us, we report that the all the immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the Balance sheet date.
  - e) The company has not revalued any of its property, plant and equipment (including the right of use assets).
  - f) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. In respect to Inventory and Working Capital:
  - a) In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals on a test check basis, and as explained to us no variance greater than 10% was noticed during physical verification and coverage and procedure of such verification by the management.
  - b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. In our opinion and according to information and explanation given to us, the company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register required under section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the order is not applicable.
- iv. The company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
  - a) During audit procedures we have found that the Company is regular in depositing undisputed statutory dues including Provident fund, Employee's State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Service Tax and other material statutory dues applicable to it with the appropriate authorities.
  - b) According to the information and explanations given to us, details of dues referred to sub-clause (a) which have not been deposited as at March 31, 2024 on account of dispute are given below:

Nature of Statue	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount (₹ Lakhs)
Income Tax Act, 1961	Tax Deducted at Source	Traces	AY 2006-07, 2007-08 & 2008-09, 2009-10	4.31
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals)	AY 2018-19	10.60
Provident Fund Act, 1952	Provident Fund	High Court of Punjab and Haryana (Appeals)	FY 2000-01, FY 2001-02	6.65

- 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 the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix.
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in the repayment of Interest on loans or borrowings to any lender.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
  - (c) In our opinion and according to the information and explanations given to us by the management, no term loans were taken by the company during FY 2023-24.





- (d) According to the information and explanations 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 used for long-term purposes by the Company. Only a general-purpose loan taken from director which has been repaid during the financial year ended on 31st March 2024.
- (e) According to the information and explanations given to us and on an overall examination of the standalone 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 in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2024.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act).
- x. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Further, the loans have been applied for the purpose for which they are raised.  
Also, Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) No whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi company and hence reporting under paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period in determining the nature, timing, and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- xvi. The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- xvii. The company has not incurred any cash losses in the financial year covered by our audit and the immediately preceding financial year.
- xviii. During the year, there has been no resignation of statutory auditor.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is Excess amount Spent of ₹ 20.59 (in Lakhs) under sub-section (5) of section 135 of the Act pursuant to other than ongoing project. Refer Note 44 to the financial statements.

FOR RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 000451N

Sd/-

(Arjun Mehta)  
Partner

M.No. 097685

UDIN: 24097685BKCTCP9481

Place: New Delhi  
Date: May 27, 2024



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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

We have audited the internal financial controls over financial reporting of SPL INDUSTRIES LIMITED ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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 March 31, 2024, 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 of India.

FOR RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 000451N

Sd/-

(Arjun Mehta)  
Partner

M.No. 097685

UDIN: 24097685BKCTCP9481

Place: New Delhi

Date: 27/05/2024



BALANCE SHEET AS AT 31ST MARCH, 2024

Particulars	Note	(Rs. in Lakhs)	
		As at 31 <sup>st</sup> Mar, 2024	As at 31 <sup>st</sup> Mar, 2023
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant & Equipment	4	4,189.26	3,754.98
(b) Intangible Assets	4A	-	-
(c) Capital Work in Progress	4	-	1,128.14
(d) Investment Property	4	1,782.48	1,114.91
(e) Financial Assets			
(i) Trade Receivables	5	-	-
(ii) Investment	6	5,751.50	4,551.63
(iii) Other financial assets	7	1,850.82	2,254.59
(f) Income Tax Assets (Net)		212.79	212.79
(g) Deferred Tax Asset (Net)	8	-	157.96
(h) Other non-current assets	9	6.81	6.73
<b>Total Non-Current Assets</b>		<b>13,793.65</b>	<b>13,181.74</b>
<b>Current Assets</b>			
(a) Inventories	10	137.81	343.84
(b) Financial Assets			
(i) Trade Receivables	11	3,527.18	2,969.19
(ii) Cash & Cash Equivalents	12	125.03	109.07
(iii) Bank Balances other than (ii) above	13	2,624.46	3,473.53
(c) Income Tax Assets (Net)		202.28	4.11
(d) Other Current Assets	14	405.45	828.60
<b>Total Current Assets</b>		<b>7,022.20</b>	<b>7,728.34</b>
<b>Total Assets</b>		<b>20,815.85</b>	<b>20,910.07</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity Share Capital	15	2,900.00	2,900.00
Other equity	16	17,017.38	15,845.46
		<b>19,917.38</b>	<b>18,745.46</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade payables	17	-	-
-total outstanding dues of micro and small enterprises		-	-
-total outstanding dues of creditors other than micro and small enterprises		2.15	11.10
(iii) Other Financial Liabilities		-	-
(b) Provisions	18	57.75	49.99
(c) Deferred Tax Liability (Net)	8	19.90	-
(d) Other non-current liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>79.80</b>	<b>61.08</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Short Term Borrowings	19	-	1,065.87
(ii) Trade Payables	20	-	-
- total outstanding dues of micro and small enterprises		7.68	0.50
- total outstanding dues of creditors other than micro and small enterprises		356.91	544.22
(iii) Other Financial Liabilities		-	-
(b) Other Current Liabilities	21	428.54	409.55
(c) Provisions	22	25.54	24.24
(d) Current Tax Liabilities		-	59.14
<b>Total Current Liabilities</b>		<b>818.68</b>	<b>2,103.52</b>
<b>Total Liabilities</b>		<b>898.47</b>	<b>2,164.60</b>
<b>Total Equity and Liabilities</b>		<b>20,815.85</b>	<b>20,910.07</b>

Summary of Material Accounting Policies

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

As per our report of even date attached

For RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 00451N

Arjun Mehta  
Partner  
M No. 097685  
Place:  
Date: 27-05-2024

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal  
Managing Director  
DIN: 00231651  
Place: Faridabad  
Date: 27-05-2024

Shashi Aggarwal  
Director  
DIN: 06687549  
Place: Faridabad  
Date: 27-05-2024

Sanjay Gupta  
Chief Financial Officer  
Place: Faridabad  
Date: 27-05-2024

Vishal Srivastava  
Company Secretary  
Place: Faridabad  
Date: 27-05-2024



PROFIT & LOSS FOR THE PERIOD ENDED 31 MARCH, 2024

Particulars	Note	(Rs. in Lakhs except per share data)	
		For the year Ended March 31, 2024	For the year Ended March 31, 2023
<b>Income</b>			
Revenue From Operations	23	19,924.89	28,466.79
Other Income	24	1,169.19	1,369.79
<b>TOTAL INCOME</b>		<b>21,094.08</b>	<b>29,836.57</b>
<b>Expenses</b>			
Cost of Material Consumed	25	736.22	995.38
Purchase of Stock-in-Trade	26	13,374.20	20,209.47
Manufacturing Expenses	27	2,756.08	2,905.03
Changes in Inventories of Finished Goods, Work in Progress & Stock in Trade	28	187.25	(180.97)
Employee Benefits Expenses	29	1,206.81	1,142.49
Finance Cost	30	242.21	212.22
Depreciation and amortization Expenses	31	312.52	278.46
Other Expenses	32	669.40	982.70
<b>TOTAL EXPENSES</b>		<b>19,484.69</b>	<b>26,544.79</b>
<b>Profit/(Loss) before Exceptional Items and tax</b>		<b>1,609.39</b>	<b>3,291.78</b>
Exceptional Items			
Prior period expenses	33	0.64	85.79
<b>Profit/(Loss) Before Tax</b>		<b>1,608.75</b>	<b>3,205.99</b>
<b>Tax Expense/Adjustments</b>	34		
Current Tax		253.16	839.48
Prior period tax adjustments		1.55	(11.15)
Deferred Tax		178.93	(5.92)
<b>Total Income Tax Expense</b>		<b>433.63</b>	<b>822.40</b>
<b>Profit/ (Loss) for the Period</b>		<b>1,175.11</b>	<b>2,383.59</b>
<b>Other Comprehensive Income</b>			
<b>A (i) Items that will not be reclassified to profit or loss</b>		(4.27)	19.59
(ii) Income tax effect		1.07	(4.93)
<b>B (i) Items that will be reclassified to profit or loss</b>		-	-
(ii) Income tax effect		-	-
<b>Other comprehensive income for the year, net of tax</b>		<b>(3.19)</b>	<b>14.66</b>
<b>Total Comprehensive Income for the period</b>		<b>1,171.92</b>	<b>2,398.25</b>
<b>Earnings/(Loss) per equity share:</b>			
Basic and Diluted	35	4.05	8.22

Summary of Material Accounting Policies

1 to 3

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

For RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 00451N

Arjun Mehta  
Partner  
M No. 097685  
Place:  
Date: 27-05-2024

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal  
Managing Director  
DIN: 00231651  
Place: Faridabad  
Date: 27-05-2024

Shashi Aggarwal  
Director  
DIN: 06687549  
Place: Faridabad  
Date: 27-05-2024

Sanjay Gupta  
Chief Financial Officer  
Place: Faridabad  
Date: 27-05-2024

Vishal Srivastava  
Company Secretary  
Place: Faridabad  
Date: 27-05-2024



CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rs. in Lakhs)

Particulars	Note	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
<b>A: Cash flow from operating activities</b>			
Profit & loss before tax		1,608.75	3,205.99
<i>Adjustments to reconcile profit before tax to net cash flows:</i>			
Fair value of planned asset(Gratuity)		(0.34)	(0.32)
Provision for gratuity and Leave encashment		29.31	23.59
Payment of gratuity and Leave encashment		(23.66)	(21.94)
Interest income		(376.97)	(403.14)
Rental Income		(230.72)	(141.68)
Rent equalisation Reserve		4.37	25.57
Provision for DBK Surrender		-	0.51
Profit on sale of Property, Plant and equipments		(0.99)	(0.34)
Depreciation & amortization cost		312.52	278.46
Finance costs		8.36	95.48
Liability Written back		(0.33)	(0.03)
<b>Operating Profit before working capital changes</b>		<b>1,330.30</b>	<b>3,062.16</b>
<b>Working capital adjustments</b>			
(Increase)/Decrease in inventories		206.03	(73.90)
(Increase)/Decrease in trade receivables		(557.98)	1,927.40
(Increase)/Decrease in income tax assets		-	(4.11)
(Increase)/Decrease in other current assets		419.11	377.07
Increase/(Decrease) in trade payables		(189.07)	(3,248.46)
Increase/(Decrease) in other current liabilities		18.99	196.49
Increase/(Decrease) in provisions		(0.51)	-
<b>Cash generated from operations</b>		<b>1,226.87</b>	<b>2,236.66</b>
Income tax paid (net of refunds)		(512.02)	(836.43)
<b>Net cash from operating activities</b>		<b>714.85</b>	<b>1,400.23</b>
<b>B: Cash flow from investing activities</b>			
Interest income		376.97	403.14
Rental income		230.72	141.68
Purchase of Property, Plant & Equipment and WIP		(286.68)	(1,369.75)
Sale of Property, Plant & Equipment		1.43	6.40
Investment in Mutual Fund		(1,199.87)	(3,548.60)
Other financial asset		403.78	(46.45)
Bank balance (Not considered as cash & cash equivalent)		849.07	1,834.10
Other non-current asset		(0.08)	-
<b>Net cash used in investing activities</b>		<b>375.34</b>	<b>(2,579.49)</b>
<b>C: Cash flow from financing activities</b>			
Finance Costs		(8.36)	(95.48)
Proceeds/Repayment of short term borrowings		(1,065.87)	573.32
<b>Net cash used in financing activities</b>		<b>(1,074.23)</b>	<b>477.83</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		<b>15.96</b>	<b>(701.43)</b>
<b>Cash &amp; cash equivalent at the beginning of the year</b>		<b>109.07</b>	<b>810.50</b>
<b>Cash &amp; cash equivalent at year end</b>		<b>125.03</b>	<b>109.07</b>
<b>Closing cash &amp; cash equivalent*</b>		<b>125.03</b>	<b>109.07</b>

\*Refer Note 13 of Notes to accounts for components of Cash and Cash equivalents.  
Note: Figures in bracket reflects the cash outflows during the year.

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

For RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 00451N

Arjun Mehta  
Partner  
M No. 097685  
Place:  
Date: 27-05-2024

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal  
Managing Director  
DIN: 00231651  
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Date: 27-05-2024

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DIN: 06687549  
Place: Faridabad  
Date: 27-05-2024

Sanjay Gupta  
Chief Financial Officer  
Place: Faridabad  
Date: 27-05-2024

Vishal Srivastava  
Company Secretary  
Place: Faridabad  
Date: 27-05-2024



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2024

A. Equity Share Capital

1). Current reporting period

(In ₹ lakhs except per share data)

Balance at the beginning of the Current reporting period		Changes in Equity Share Capital due to prior period errors		Restated balance at the beginning of the current reporting period		Changes in Equity share capital during the Current Year		Balance at the end of the current reporting period.	
Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs
2,90,00,004	2,900	-	-	-	-	-	-	2,90,00,004	2,900

2). Previous reporting period

(In ₹ lakhs except per share data)

Balance at the beginning of the Current reporting period		Changes in Equity Share Capital due to prior period errors		Restated balance at the beginning of the current reporting period		Changes in Equity share capital during the Current Year		Balance at the end of the current reporting period.	
Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs	Number of Shares	Amount (₹) in lakhs
2,90,00,004	2,900	-	-	-	-	-	-	2,90,00,004	2,900

B. Other Equity

1). Current reporting period

Particulars	Reserves and Surplus		Revaluation Reserve	Other Comprehensive Income	Total(₹)
	Securities Premium Reserve	Retained Earnings			
Balance at the beginning of the current reporting period	4,967.45	8,318.99	2,544.46	14.56	15,845.46
Total Comprehensive Income for the Year	-	1,175.11	-	(3.19)	1,171.92
Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Transfer to/ (from) Retained Earnings	-	12.91	(12.91)	-	-
Balance at the end of the current reporting period	4,967.45	9,507.01	2,531.55	11.37	17,017.39

2). Previous reporting period

Particulars	Reserves and Surplus		Revaluation Reserve	Other Comprehensive Income	Total
	Securities Premium Reserve	Retained Earnings			
Balance at the beginning of the Previous reporting period	4,967.45	5,922.49	2,557.37	(0.10)	13,447.21
Total Comprehensive Income for the Year	-	2,383.59	-	14.66	2,398.25
Dividend	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Transfer to/ (from) Retained Earnings	-	12.91	(12.91)	-	-
Balance at the end of the Previous reporting period.	4,967.45	8,318.99	2,544.46	14.56	15,845.46

Summary of Material Accounting Policies

The accompanying notes are an integral part of the financial statement  
As per our report of even date

For RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 00451N

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
SPL INDUSTRIES LIMITED

Arjun Mehta  
Partner  
M No. 097685  
Place:  
Date: 27-05-2024

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Date: 27-05-2024

Vishal Srivastava  
Company Secretary  
Place: Faridabad  
Date: 27-05-2024



## Note -Significant Accounting Policies

### 1 General Information

SPL Industries Limited, a publicly listed entity, was incorporated on December 6, 1991, in India. The Company's registered office is located at 5/66, K.C. House, 3rd Floor, Padam Singh Road, Karol Bagh, New Delhi - 110005, India. The Company is primarily engaged in the export of garments. Additionally, SPL Industries Limited undertakes various processing activities including printing, dyeing, coloring, spinning, weaving, combing, knitting, and bleaching. During the financial year, the Company generated export revenue of ₹14,133.43 lakhs and processing income of ₹3,780.76 lakhs

### 2 Material Accounting Policies

#### 2.1 Basis of preparation of financial statements

##### a) Basis Of Preparation and compliance with Ind AS

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31st March 2023, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

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

##### b) Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

##### c) Basis of measurement

The Ind AS Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative financial instruments which have been measured at fair value as described below and defined benefit plans which have been measured at actuarial valuation as required by relevant Ind AS.

##### Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Fair value for measurement and /or disclosure purpose in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

With effect from April 1, 2019, the Company adopted Ind-AS 116 - Leases. The effect on adoption of Ind-AS 116 is insignificant on the financial statements.



The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

d) **Functional and presentation currency**

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency. All financial information presented in Rupees has been rounded to the nearest lakhs with two decimals.

2.2 **Adoption of new and amended standards**

The company has adopted all relevant, new and revised financial reporting standards effective for annual financial period beginning on or after 1 April, 2023

a) **Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable, net of discounts, volume rebates, Goods & Service Tax (GST) and other indirect taxes.

- i) Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract.
- ii) Processing Charges are recognised at the time of dispatch of goods to the customers and are net of trade discounts, rebates, etc.
- iii) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
- iv) Income from duty drawback is recognised on accrual basis
- v) Income from other Export Incentive are recognised as and when accepted by the Government Authority
- vi) Dividend Income is recognised when right to receive is established.
- vii) Claim receivables are accounted for depending on the certainty of receipt and claims payable are accounted for at the time of acceptance.

b) **Property, Plant and Equipment**

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

On transition to Ind-AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1st April, 2015 measured as per the previous GAAP and use that carrying value as a deemed cost of property, plant and equipment.

(ii) **Capital Work in Progress**

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

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

Expenses incurred towards the acquisition/construction of property, plant and equipment not ready for use at the balance sheet date are disclosed under capital work- in- progress.

(iii) **Depreciation**

Assets in the course of development or construction and freehold land are not depreciated.

Other property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment. Depreciation commences when the assets are ready for their intended use.

Depreciation on all plant and machinery is provided on Written Down Value Method and on other fixed assets is provided on the basis of Straight Line Method. Depreciation has been provided on the basis of useful life of the assets and the manner as prescribed in Schedule II of The Companies Act 2013. Following useful life were used for calculating depreciation amount as per Schedule II of The Companies Act 2013:





Particulars	Useful Life (in Years)
Factory Building	30 Years
Plant & Machinery	15 Years
Electric Installation & Equipment	10 Years
General Laboratory Equipment	10 Years
Office Equipments	5 Years
Servers & Networks	6 Years
End User Devices (Computer & Mobile Phones)	3 Years
Furniture & Fixtures	10 Years
Motor Cycles	10 Years
Motor Car & Buses	8 Years

When significant spare parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

c) **Intangible assets**

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

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

d) **Impairment of financial assets**

(i) **Financial assets (other than at fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ('Financial Instruments') requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event.

(ii) **Non-financial assets**

**Tangible and intangible assets**

Property, plant and equipment and intangible assets are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

e) **Financial instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contract that gives rise to financial assets and financial liabilities. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

**Cash and cash equivalents**

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

**Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



#### **Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **Financial assets at fair value through profit or loss**

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are immediately recognised in statement of profit and loss.

#### **Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### **De-recognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized when the obligation specified in the contract is discharged or cancelled or expires.

#### **Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

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

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

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

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

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

For other fair value related disclosures **Refer note no 47.**

#### **Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets and financial liabilities. For financial assets a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

#### **Offsetting of financial instruments**

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

For more information on financial instruments **Refer note no 47.**

#### **f) Derivative financial instruments and hedge accounting**

##### **Initial recognition and subsequent measurement**

In order to hedge its exposure to foreign exchange, the Company enters into forward, futures and other derivative financial instruments. The Company does not hold derivative financial instruments for speculative purposes.

Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.



Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit and loss.

**g) Cash and cash equivalents**

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

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

**h) Recent accounting pronouncements:**

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

**Ind AS 103 - Reference to conceptual framework**

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 16- Proceeds before intended use**

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced. While the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

**Ind AS 37 - Onerous contracts - Costs of fulfilling a contract**

The amendments specify that that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 109 -Annual improvements to Ind AS (2021)**

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognise a financial liability. The company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 116 - Annual improvements to Ind AS (2021)**

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The company does not expect the amendment to have any significant impact in its financial statements.

**Ind AS 1 - Presentation of financial statements**

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

**Ind AS 12 - Income taxes**

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

**Ind AS 8 - Accounting policies, changes in accounting estimates and errors**

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

**i) Borrowing Costs**



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

#### **Current v/s Non-Current Classification**

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

An asset is current when it is:

- \* Expected to be realised or intended to be sold or consumed in normal operating cycle
- \* Held primarily for the purpose of trading
- \* Expected to be realised within twelve months after the reporting period, or
- \* Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

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

The Company classifies all other liabilities as non-current.

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

Advance tax paid is classified as current assets.

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

#### **j) Inventories**

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overhead incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing material, trading and other products are determined on First in First out (Weighted Average) method. Scrap is valued at net realizable value.

#### **k) Taxation**

##### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, except when it is probable that the temporary differences will not reverse in the foreseeable future.

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

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

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax



liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

#### **GST paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognised net of the amount of GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

#### **l) Employee benefit schemes**

##### **(i) Short-term employee benefits**

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, performance incentives and compensated absences which are expected to occur in next twelve months. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

##### **(ii) Compensated absences:**

The compensated absences are based on a independent actuarial valuation report using the project unit credit method. The Company presents the leave as a current and non- current liability in the balance sheet based on the Actuarial valuation.

##### **(iii) Gratuity**

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

##### **(iv) Provident Fund**

Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary.

##### **(v) Termination benefits**

Termination benefits if any are recognised as an expense immediately

#### **m) Provision for liabilities and charges, Contingent liabilities and contingent assets**

A provision is recognized when the Company has a present obligation as a result of 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. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

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

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

Refer Note 41 for details.

#### **n) Foreign currency transactions**

In the financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date except for those whose provisions have already been booked. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the statement of profit and loss.

#### **o) Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average



number of equity shares outstanding for the effects of all dilutive potential equity shares.

p) **Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. Revenue and expenses are identified to segments on the basis of their relationship to the operating activities of the segment. Inter segment revenue are accounted for based on the cost price. Revenue, expenses, assets and liabilities which are not allocable to segments on a reasonable basis, are included under "Unallocated revenue/ expenses/ assets/ liabilities".

q) **Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

r) **Leases**

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

For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangement contains lease on the basis of facts and circumstances existing on the date of transition.

**Company as a lessor**

A lease is classified at the inception date as a operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease & a lease other than finance lease is operating lease.

Operating lease payments are recognised as an income in the statement of profit and loss on a straight- line basis over the lease term.

**Refer Note- 42 for disclosure**

s) **Investment Property**

(i) **Recognition & Measurement**

Land or building held to earn rentals. An investment property is measured initially at its cost. The cost of an investment property comprises its purchase price and any directly attributable expenditure. After initial recognition, the company carries the investment property at the cost less accumulated depreciation and accumulated impairment, if any. The residual value, and the fair value of investment property is reviewed at least at each financial year end and, if expectations differ from previous estimates, the change(s) is accounted for as a change in an accounting estimate in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors.

(ii) **Depreciation**

Depreciation on Investment property is provided on Straight Line Value Method. Depreciation has been provided on the basis of useful life of the assets and the manner as prescribed in Schedule II of The Companies Act 2013.

t) **Government Grants**

The Company recognises government grants only when there is reasonable assurance that the conditions based grants will be received. Where Government grants attached to non-monetary assets (PPE), the cost of such assets are presented at Net value after reducing the grant and depreciation is charged on net value of PPE.

3A) **Recent Accounting pronouncements**

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

**Ind AS1- Presentation of Financial Statements** - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April1,2023. The Company has evaluated the amendment and the impact of the amendments in significant in the standalone financial statements.

**Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Error** - This amendment has introduced a definition of accounting estimates and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

**Ind AS 12 - Income Taxes** - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and off setting temporary differences. The effective date for adoption of this amendments annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement..



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024**

Note 4 - Property, Plant & Equipment, Intangible Assets and Capital Work in Progress

(Rs. in Lakhs)

Description	Land	Building	Plant & Machinery	Office Equipment	Furniture And Fixtures	Vehicles	Total Tangible Assets	Computer Software	Total Intangible Assets	Capital Work-in-Progress	Total Assets
<b>Gross Block</b>											
At 1st April, 2022	2,057.27	890.46	2,736.57	11.82	8.08	11.78	5,715.98	31.31	31.31	254.04	6,001.32
Additions	-	-	480.28	1.55	1.44	12.39	495.65	-	-	874.10	1,369.75
Disposals/ Adjustments	-	-	(113.06)	-	-	(8.21)	(121.27)	-	-	-	(121.27)
At 31st March, 2023	2,057.27	890.46	3,103.78	13.37	9.51	15.96	6,090.36	31.31	31.31	1,128.14	7,249.80
Additions	-	637.00	53.95	10.92	9.65	6.79	718.30	-	-	202.72	921.02
Disposals/ Adjustments	-	-	(5.81)	-	-	(3.02)	(8.83)	-	-	(1,330.85)	(1,339.68)
At 31st March, 2024	2,057.27	1,527.46	3,151.92	24.30	19.16	19.72	6,799.83	31.31	31.31	-	6,831.14
<b>Depreciation</b>											
At 1st April, 2022	-	540.23	1,633.14	6.09	1.36	11.06	2,191.88	31.31	31.31	-	2,223.19
Deductions/ Adjustments	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	26.25	228.62	2.24	0.79	0.82	258.71	-	-	-	258.71
Disposals/ Adjustments	-	-	(107.41)	-	-	(7.79)	(115.21)	-	-	-	(115.21)
At 31st March, 2023	-	566.48	1,754.35	8.33	2.15	4.08	2,335.38	31.31	31.31	-	2,366.69
Deductions/ Adjustments	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	31.44	245.30	3.38	1.29	2.17	283.58	-	-	-	283.58
Disposals/ Adjustments	-	-	(5.52)	-	-	(2.87)	(8.39)	-	-	-	(8.39)
At 31st March, 2024	-	597.92	1,994.13	11.70	3.44	3.38	2,610.57	31.31	31.31	-	2,641.88
<b>Net Block</b>											
At 31st March, 2023	2,057.27	323.99	1,349.44	5.05	7.36	11.88	3,754.98	-	-	1,128.14	4,883.11
At 31st March, 2024	2,057.27	929.54	1,157.79	12.59	15.72	16.34	4,189.26	-	-	-	4,189.26

**Notes-**

The company had received the Government Grant amounting to ₹ 33.12 lakhs as on 31-10-2020 which pertains to Plant & Machinery. The Government grant was reduced from the Gross Book Value of Plant & Machinery and depreciation was charged after taking the effect of such grant. The amount of deduction of ₹ 305.65 Lakhs under Gross Block of Plant & Machinery includes ₹ 33.12 lakhs of Government Grant.

The company has held the one building portion to earn rentals or for capital appreciation and another building portion that is held for use in the production or supply of goods or services or for administrative purposes separately. Therefore, the company has re-classified the building between PPE and Investment property on the basis of rent area agreement. Further, Building has bifurcated between Investment Property & Property Plant and Equipment in the Financial year 2021-22.



Note 4A - Investment Property (Rs. in lakhs unless otherwise stated)

Description	Land	Building	Total
<u>Gross Block</u>			
At 1st April, 2022	928.19	613.03	1,541.23
Additions	-	-	-
Disposals/ Adjustments	-	-	-
At 31st March, 2023	928.19	613.03	1,541.23
Additions	-	696.51	696.51
Disposals/ Adjustments	-	-	-
At 31st March, 2024	928.19	1,309.55	2,237.74
<u>Depreciation</u>			
At 1st April, 2022	-	406.56	406.56
Charge for the year	-	19.75	19.75
Disposals/ Adjustments	-	-	-
At 31st March, 2023	-	426.32	426.32
Charge for the year	-	28.95	28.95
Disposals/ Adjustments	-	-	-
At 31st March, 2024	-	455.26	455.26
<u>Net Block</u>			
At 31st March, 2023	928.19	186.72	1,114.91
At 31st March, 2024	928.19	854.29	1,782.48

\* Before the conversion to Investment property, Land & Buildings were used for own purpose of the company. Building has bifurcated between Investment Property & Property Plant and Equipment in FY 2021-22.

The Fair value of Investment property for the FY 2023-2024 ₹ 2038.83 and ₹ 1016.92 for the FY 2022-23 is ₹ 1503.38 Lakhs and ₹ 486.85 Lakhs for Land and Building respectively .





NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rs in lakhs)

Note	Particulars	As at 31st March, 2024	As at 31st March, 2023
5	<b>Non Current Financial assets</b>		
	<b>Trade Receivables- Unsecured</b>		
	Receivables having Significant Increase in Credit Risk	373.83	403.02
	Less :Allowance for Credit Impaired	(373.83)	(403.02)
	<b>Total</b>	<b>-</b>	<b>-</b>
6	<b>Investment</b>		
	Investment in Mutual funds	5,751.50	4,551.63
	<b>Total</b>	<b>5,751.50</b>	<b>4,551.63</b>
	<b>*For Details of Invested Value and Fair Market Value of quoted Investment as on March 31, 2024, refer note 52.</b>		
7	<b>Other financial assets</b>		
	Security deposits	99.18	99.18
	Balances with banks to the extent held as margin money against bank guarantees	7.35	12.54
	Fixed deposit maturity more than 12 Months from reporting date	1,744.28	2,142.87
	<b>Total</b>	<b>1,850.82</b>	<b>2,254.59</b>
8	<b>Deferred Tax Assets/ Liabilities(Net)*</b>		
	<b>(i). Deferred Tax Assets</b>		
	<b>Provision for Employee Benefits -</b>		
	Gratuity Payable	20.64	17.30
	Leave Encashment payable	1.60	2.84
	Bonus Payable	5.07	4.36
	Welfare Fund Payable	0.13	0.10
	Provision for surrender of GST Refund	1.93	1.93
	Provision Against Recovery Losses	-	93.30
	Provision for Bad debt	94.09	101.44
	Provision against Doubtful advances	-	2.03
		<b>123.45</b>	<b>223.30</b>
	<b>(ii). Deferred Tax Liabilities</b>		
	Property, Plant and Equipments	42.06	64.24
	Rent Equalisation-Assets	-	1.10
	Unrealised gain on Mutual Fund Investments	101.28	-
	<b>Total</b>	<b>143.34</b>	<b>65.34</b>
	<b>Net Deferred Tax Liabilities</b>	<b>(19.90)</b>	<b>-</b>
	<b>Net Deferred Tax Assets</b>		<b>157.96</b>
	<b>*Refer Note 47 for Movement in Deferred Tax Assets/ (Liabilities)</b>		
9.	<b>Other Non-Current Assets</b>		
	<b>Unsecured</b>		
	Receivable from revenue authorities*	6.81	377.40
	Less: Provision against recovery losses	-	(370.67)
	Advance to suppliers	-	8.06
	Less: Provision against Advances	-	(8.06)
	<b>Total</b>	<b>6.81</b>	<b>6.73</b>
	<b>*Receivable from revenue authorities includes Duty Drawback &amp; ROSCTL Receivables.</b>		
10	<b>Inventories</b>		
	<i>(As taken, valued &amp; certified by the management)</i>		
	Raw materials	82.27	209.80
	Work in process	23.83	23.89
	Finished goods	-	4.46
	Stores, spares & loose tools	28.66	43.34
	Fuel & oil	1.66	5.37
	Stock in Transit	1.40	56.98
	<b>Total</b>	<b>137.81</b>	<b>343.84</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rs in lakhs)

Note	Particulars	As at 31st March, 2024	As at 31st March, 2023
11	<b>Trade Receivables*</b>		
	<b>Considered good- Unsecured</b>		
	Dues from related party	791.93	683.71
	Other trade receivables	2,735.24	2,285.48
	<b>Total</b>	<b>3,527.18</b>	<b>2,969.19</b>
	<b>Trade Receivables</b>		
	<b>Considered good- Unsecured</b>		
	Receivables which have significant increase in Credit Risk	-	-
	Less : Credit Impaired	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
	<b>Total Trade Receivables</b>	<b>3,527.18</b>	<b>2,969.19</b>
	* Refer Note 51 for Ageing Schedule		
12	<b>Cash and Cash Equivalents</b>		
	<b>Balance With Banks -</b>		
	On current accounts	124.40	108.53
	Cash on hand	0.63	0.54
	<b>Total</b>	<b>125.03</b>	<b>109.07</b>
13	<b>Bank Balances other than cash and cash equivalents</b>		
	Balances with banks to the extent held as margin money against bank guarantees	326.25	307.78
	Fixed deposit maturity more than 3 Months but less than 12 months	2,298.20	3,165.75
	<b>Total</b>	<b>2,624.46</b>	<b>3,473.53</b>
14	<b>Other Current Assets</b>		
	Other receivable	-	0.01
	Rent equalisation reserve	-	4.37
	Prepaid expenses	6.68	9.59
	Other advances & deposits	0.46	8.23
	Receivables from revenue authorities*	389.21	788.47
	Advance to suppliers	9.09	17.93
	<b>Total</b>	<b>405.45</b>	<b>828.60</b>
	*Receivable from various revenue authorities including CBIC.		

15	Particulars	As at 31st March, 2024		As at 31st March, 2023	
		Number of Shares	Amount	Number of Shares	Amount
	<b>SHARE CAPITAL</b>				
	<b>Authorised Share Capital</b>				
	Equity Share of ₹ 10 each	3,00,00,000	3,000	3,00,00,000	3,000
	<b>Issued, subscribed and Paid Up:</b>				
	Equity Shares of ₹ 10 each fully paid up	2,90,00,004	2,900	2,90,00,004	2,900
	<b>TOTAL</b>	<b>2,90,00,004</b>	<b>2,900</b>	<b>2,90,00,004</b>	<b>2,900</b>

The details of Shareholders holding more than 5% shares :

Name of the Shareholder	As at 31st March, 2024		As at 31st March, 2023	
	Number of Shares	% of shares held	Number of Shares	% of shares held
Narendra Aggarwal*	-	0.00%	57,43,935	19.81%
Kiran Aggarwal	66,31,393	22.87%	8,87,458	3.06%
Mukesh Kumar Aggarwal	58,02,821	20.01%	58,02,821	20.01%
Nishant Aggarwal	17,90,742	6.17%	17,90,742	6.17%
Shashi Aggarwal	14,75,719	5.09%	14,75,719	5.09%



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

The details of Promoter's Shareholding  
Shares held by promoters as at 31-03-2024

S. No.	Promoter name	Numbers of Shares	% of total shares	Change during the year	In %
1	Nishant Aggarwal	17,90,742	6.17		-
2	Sunita Jindal	4,04,560	1.40		-
3	Mukesh Kumar Aggarwal	58,02,821	20.01		-
4	Kushal Aggarwal	6,81,030	2.35		-
5	Punita Jindal	5,75,100	1.98		-
6	Kiran Aggarwal*	66,31,393	22.87		19.81%
7	Sunil Kumar And Sons	1,91,700	0.66		-
8	Vipul Aggarwal	5,98,105	2.06		-
9	Shashi Aggarwal	14,75,719	5.09		-
10	Avnish Jindal	1,33,500	0.46		-
11	Sunil Kumar Jindal	1,69,241	0.58		-
12	Elkay Overseas India	3,65,700	1.26		-
13	Vijay Kumar Jindal	5,52,659	1.91		-
14	Nilesh Jindal	1,13,720	0.39		-
<b>Total</b>		<b>1,94,85,990</b>	<b>67.19</b>		<b>19.81%</b>

\*After the death of Mr. Narendra Aggarwal, the shares are transferred to Mrs. Kiran Aggarwal, legal heir

Shares held by promoters as at 31-03-2023

S. No.	Promoter name	Numbers of Shares	% of total shares	Change during the year	In %
1	Nishant Aggarwal	17,90,742	6.17		-
2	Sunita Jindal	4,04,560	1.40		-
3	Mukesh Kumar Aggarwal	58,02,821	20.01		-
4	Kushal Aggarwal	3,05,550	1.05		-
5	Kushal Aggarwal	3,75,480	1.29		-
6	Punita Jindal	5,75,100	1.98		-
7	Kiran Aggarwal	8,87,458	3.06		-
8	Sunil Kumar And Sons	1,91,700	0.66		-
9	Narendra Aggarwal	57,43,935	19.81		-
10	Vipul Aggarwal	5,98,105	2.06		-
11	Shashi Aggarwal	14,75,719	5.09		-
12	Avnish Jindal	1,33,500	0.46		-
13	Sunil Kumar Jindal	1,69,241	0.58		-
14	Elkay Overseas India	3,65,700	1.26		-
15	Vijay Kumar Jindal	5,52,659	1.91		-
16	Nilesh Jindal	1,13,720	0.39		-
<b>Total</b>		<b>1,94,85,990</b>	<b>67.19</b>		-

The reconciliation of the number of shares outstanding is set out below :

Name of the Shareholder	As at 31st March, 2024	As at 31st March, 2023
	Number of Shares	% of shares held
Equity Shares at the beginning of the year	2,90,00,004	2,90,00,004
Add: Issued During the Year	-	-
Equity Shares at the end of the year	2,90,00,004	2,90,00,004

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of ₹10 per share. Each holder of equity is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(in ₹ lakhs)

16	Particulars	As at 31st March, 2024	As at 31st March, 2023
	<b>Reserve &amp; Surplus :</b>		
	<b>Securities Premium Account</b>		
	As per last Balance Sheet	4,967.45	4,967.45
	<b>Revaluation Reserve</b>		
	As per last Balance Sheet	2,544.46	2,557.37
	Less: Transferred to Retained Earnings	(12.91)	(12.91)
		2,531.55	2,544.46
	<b>Retained Earnings</b>		
	As per Balance Sheet	8,318.99	5,922.49
	Add: Profit/(loss) for the year	1,175.11	2,383.59
	Add: Transferred from Revaluation Reserve	12.91	12.91
	Less: Appropriations	-	-
		9,507.01	8,318.99
	<b>Other Comprehensive Income(OCI)</b>		
	As per last Balance sheet	14.56	(0.10)
	Add: Movement in OCI(Net) during the year	(3.19)	14.66
		11.37	14.56
	<b>TOTAL</b>	<b>17,017.38</b>	<b>15,845.46</b>

\* Property, Plant and Equipments(PPE) of the company were revalued as on 31st March, 2012 except for Car (vehicles), furniture & fixture and other equipments whose total net carrying amount before revaluation of fixed assets is less than 5% of the total net carrying amount of total fixed assets. The effect of revaluation of PPE have been taken by restating the Net Book Value by adding there in the net increase on account of revaluation.

(Rs in lakhs)

	Particulars	As at 31st March, 2024	As at 31st March, 2023
	<b>Non-Current Liabilities</b>		
17	<b>Trade Payables:</b>		
	Dues to-		
	Micro and Small Enterprises	-	-
	Other trade Payables	2.15	11.10
	<b>Total</b>	<b>2.15</b>	<b>11.10</b>
18	<b>Long-Term Provisions</b>		
	Provisions for employee benefits*		
	-Compensated absences	4.45	6.42
	-Gratuity	58.35	48.27
	Less : Fair value of planned asset	(5.04)	(4.70)
	<b>Total</b>	<b>57.75</b>	<b>49.99</b>
	* Refer note no. 29 for IND AS-19 disclosure		
19	<b>Short-Term Borrowings</b>		
	Unsecured		
	Loan from Director*	-	1,065.87
	<b>Total</b>	<b>-</b>	<b>1,065.87</b>

\*Loan from Director is unsecured and carries interest @ 12% per annum and Repaid on 21st April, 2023 out of operating proceeds of the company.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

		(Rs in lakhs)	
Note	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
20	<b>Trade Payables*</b>		
	"Micro, Small and Medium Enterprises (As certified by the Management)"	7.68	0.50
	Other current payables	356.91	544.22
	<b>Total</b>	<b>364.60</b>	<b>544.72</b>
	*For disclosure as per Notification No. G.S.R. 679 (E) dated 04th September, 2015		
	*Refer note no.51 for Ageing Schedule.		
21	<b>Other Current-Liabilities</b>		
	Expenses Payable	72.71	64.57
	Employee Benefit Payable	89.42	80.30
	Statutory Dues Payables*	31.36	37.65
	Advance From Customer	217.95	215.92
	Other Loans & Advances	0.40	-
	Security received	16.70	11.10
	<b>Total</b>	<b>428.54</b>	<b>409.55</b>
	* Statutory Dues Payables includes dues to ESI, PF, Goods and Service Tax, TDS/TCS and Labour Welfare Fund etc.		
22	<b>Short-term Provision</b>		
	Provisions For Employee benefits*		
	-Compensated absences	1.89	3.28
	-Gratuity	23.66	20.45
	Provisions	-	0.51
	<b>Total</b>	<b>25.54</b>	<b>24.24</b>
	* Refer Note No 29 for IND AS-19 disclosure		
23	<b>Revenue from operations</b>		
	<b>Sale of products</b>		
	Export sales	14,133.43	21,360.44
	Domestic sales	899.47	964.93
	<b>Sale of Services</b>		
	Processing charges*	3,780.76	4,614.80
	<b>Other operating revenues</b>		
	Duty drawback	378.85	494.37
	ROSCIL	686.07	968.07
	Scrap & wastage	46.31	64.18
	<b>Total</b>	<b>19,924.89</b>	<b>28,466.79</b>
	* Processing charges include processing of textiles which includes consumption of raw material.		
24	<b>Other Income</b>		
	<b>Interest</b>		
	From Fixed Deposits	376.63	402.81
	From Others	0.34	0.32
	<b>Other non-operating income</b>		
	Income from Investment property (Rent)	230.72	141.68
	Income from Mutual Fund Investment	42.05	32.72
	Appreciation in Mutual fund Investment through FVTPL	350.57	51.83
	Foreign exchange fluctuation (net)	167.56	739.82
	Liability written back	0.33	0.03
	Refund of sales tax demand/Import Duty Penalty	-	0.24
	Profit on sale of Property, Plant and Equipment	0.99	0.34
	<b>Total</b>	<b>1,169.19</b>	<b>1,369.79</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

		(Rs in lakhs)	
Note	Particulars	As at 31st March, 2024	As at 31st March, 2023
25	<b>Cost of materials consumed</b>		
	<b>Raw material consumed</b>		
	Dyes & chemicals	692.87	959.69
	Packing material consumed	11.73	23.00
	Stores & spares consumed	31.62	12.70
	<b>Total</b>	<b>736.22</b>	<b>995.38</b>
26	<b>Purchase of stock-in-trade</b>		
	Garment & Accessories purchase	13,374.20	20,209.47
	<b>Total</b>	<b>13,374.20</b>	<b>20,209.47</b>
27	<b>Manufacturing Expenses</b>		
	Power & fuel	2,232.28	2,404.62
	Freight inward	4.73	8.79
	Repair to machinery		
	Boiler	5.79	6.75
	Electric	12.03	13.75
	Generator	4.18	13.02
	ZLD	313.64	233.06
	RO Plant	2.87	16.43
	Machinery	108.68	117.30
	Job charges	58.35	81.89
	Clearing & forwarding charges	1.63	0.32
	Lab expenses	5.13	4.23
	Loading & unloading charges	6.77	4.87
	<b>Total</b>	<b>2,756.08</b>	<b>2,905.03</b>
28	<b>Changes in inventories of finished goods, Stock in process and stock in trade</b>		
	<b>Inventories (at close)</b>		
	Finished Goods / Stock -in- Trade/Stock in Transit	38.12	225.32
	Stock - in- Process	23.83	23.89
	<b>Inventories (at commencement)</b>		
	Finished Goods / Stock -in- Trade/Stock in Transit	225.32	4.46
	Stock - in- Process	23.89	63.78
	<b>Total</b>	<b>187.25</b>	<b>(180.97)</b>
29	<b>Employee benefit expenses*</b>		
	Salaries	930.34	839.95
	Wages and overtime	173.23	193.95
	Contribution to PF & other funds	49.91	54.33
	Bonus	19.71	19.30
	Earned leave	13.04	11.70
	Gratuity expense	13.00	11.89
	Staff welfare	7.58	11.38
	<b>Total</b>	<b>1,206.81</b>	<b>1,142.49</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

\*As per Ind-AS 19 “Employee Benefits”, the disclosure a defined in the Accounting Standard are given below:

The compensated absences are based on a independent actuarial valuation report using the project unit credit method. The Company presents the leave as a current and non- current liability in the balance sheet based on the Actuarial valuation.

**Defined Contribution Plan**

**Contribution to Defined Contribution Plans, recognised as expense for the year is as under::**

Employer's Contribution to Provident Fund	36.22	39.59
Employer's Contribution to ESI	12.57	13.60
Employer's contribution to Welfare Fund	1.12	1.14
<b>Total</b>	<b>49.91</b>	<b>54.33</b>

**Defined Benefit Plan**

The employee's gratuity fund scheme managed by a trust (LIC of India and SBI ) is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Project Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
(Rs. in lakhs)		
<b>1. Reconciliation of opening and closing balance of defined benefit obligation</b>		
Present value obligation at the beginning of the period	68.72	91.62
Interest cost	4.98	5.24
Past service cost	-	-
Current service cost	8.02	6.65
Benefit paid (out of own funds)	(3.98)	(15.20)
Actuarial gain / loss on obligation (through OCI)	4.27	(19.59)
<b>Present Value Obligation (Closing Balance)</b>	<b>82.00</b>	<b>68.72</b>
<b>2. Reconciliation of Opening and Closing balance of Fair Value of Plan Assets</b>		
Fair value of plan & assets (opening balance)	4.70	4.38
Expected return on plan assets	0.34	0.25
Contributions	-	-
Benefits paid (out of plan)	-	-
Actuarial gain/ loss on obligation (through OCI)	-	0.07
<b>Fair value of plan &amp; assets (closing balance)</b>	<b>5.04</b>	<b>4.70</b>
<b>3. Reconciliation of Fair Value of Assets and Obligation</b>		
Present value of Defined Benefit Obligation	82.00	68.72
Fair Value of Plan Assets	5.04	4.70
Funded Status	(76.96)	(64.01)
Present Value of Un-funded Obligation	-	-
Un-funded Actuarial (Gain/Loss)	-	-
<b>Un-funded Net Assets/Liabilities recognised in Balance sheet</b>	<b>76.96</b>	<b>64.01</b>
<b>4. Expenses recognised during the year</b>		
Current Service Cost	8.02	6.65
Past Service Cost	-	-
Interest Cost	4.64	4.99
(Gain)/Loss due to settlements / Curtailments / Terminations / Divestitures	-	-
<b>Total Expenses Recognised in Statement of Profit &amp; Loss</b>	<b>12.66</b>	<b>11.64</b>
<b>5. Re-measurement gain/(losses) in OCI</b>		
Actuarial (gain) / loss due to financial assumption changes	3.75	(5.27)
Actuarial (gain) / loss due to experience adjustments	0.52	(14.32)
Return on plan assets (greater)/less than discount rate	0.00	(0.07)
<b>Total expense through OCI</b>	<b>4.27</b>	<b>(19.67)</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

Particulars	(Rs in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>6.The major categories of plan assets of the fair value of the total plan assets are as follows:</b>		
Investments with insurer	100%	100%
<b>7. Actuarial Assumption</b>		
a). Discount Rate Per Annum	7.08%	7.25%
b). Rate of Increase in Compensation Levels		
(i) Above 25,001	5.00%	3.00%
(ii) Upto 25,000	6.00%	5.00%
c). Rate of Return on Plan Assets		
(i) For Asset with LIC	7.35%	7.35%
(ii) For Asset with SBI Life Insurance	7.30%	7.30%
<b>Demographic Assumptions Used to Determine the Defined Benefit</b>		
a). Retirement Age (in Years)	58	58
b). Mortality Table (Indian Assured Lives Mortality)	2012-14	2012-14
c). Employee Turnover / Attrition Rate		
(i) 18 to 30 Years	20%	20%
(ii) 30 to 45 Years	20%	20%
(iii) Above 45 Years	20%	20%
The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.		
<b>8. Sensitivity Analysis</b>		
Defined benefit obligation - discount rate + 100 basis points	(2.39)	(2.44)
Defined benefit obligation - discount rate -100 basis points	3.48	2.61
Defined benefit obligation - salary escalation rate +100 basis points	3.02	2.65
Defined benefit obligation - salary escalation rate -100 basis points	(2.87)	(2.53)
<b>9.The following payments are expected contributions to the defined benefit plan in future years:</b>		
within the next 12 months	23.95	20.74
between 2 to 4 years	60.30	52.38
beyond 4 years	96.14	89.20
<b>*As per Ind-AS 19 "Employee Benefits", the disclosure a defined in the Accounting Standard are given below:</b>		
The compensated absences are based on a independent actuarial valuation report using the project unit credit method. The Company presents the leave as a current and non- current liability in the balance sheet based on the Actuarial valuation.		
<b>1. Reconciliation of opening and closing balance of defined benefit obligation</b>		
Present value obligation at the beginning of the period	9.70	4.75
Interest cost	0.70	0.34
Past service cost		-
Current service cost	1.95	2.49
Benefit paid (out of own funds)	(16.40)	(6.75)
Actuarial gain / loss on obligation (through OCI)	10.38	8.86
<b>Present Value Obligation (Closing Balance)</b>	<b>6.34</b>	<b>9.70</b>
<b>2. Reconciliation of Fair Value of Assets and Obligation</b>		
Present value of Defined Benefit Obligation	6.34	9.70
Fair Value of Plan Assets	-	-
Funded Status	(6.34)	(9.70)
Present Value of Un-funded Obligation	-	-
Un-funded Actuarial (Gain/Loss)	-	-
<b>Un-funded Net Assets/Liabilities recognised in Balance sheet</b>	<b>6.34</b>	<b>9.70</b>





NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

		(Rs in lakhs)	
Note	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
	<b>3. Expenses recognised during the year</b>		
	Current Service Cost	1.95	2.49
	Remeasurments	10.38	8.86
	Interest Cost	0.70	0.34
	<b>(Gain)/Loss due to settlements / Curtailments / Terminations / Divestitures</b>	-	-
	<b>Total Expenses Recognised in Statement of Profit &amp; Loss</b>	<b>13.04</b>	<b>11.70</b>
	<b>4. Re-measurement gain/(losses) in OCI</b>		
	Actuarial (gain) / loss due to financial assumption changes	0.39	-
	Actuarial (gain) / loss due to experience adjustments	9.99	8.86
	Return on plan assets (greater)/less than discount rate	-	-
	<b>Total expense through OCI</b>	<b>10.38</b>	<b>8.86</b>
	<b>5. Actuarial Assumption</b>		
	a). Discount Rate Per Annum	7.08%	7.25%
	b). Rate of Increase in Compensation Levels		
	(i) Above 25,001	5.00%	3.00%
	(ii) Upto 25,000	6.00%	5.00%
	<b>Demographic Assumptions Used to Determine the Defined Benefit</b>		
	a). Retirement Age (in Years)	58	58
	b). Mortality Table (Indian Assured Lives Mortality)	2012-14	2012-14
	c). Employee Turnover / Attrition Rate		
	(i) 18 to 30 Years	20%	20%
	(ii) 30 to 45 Years	20%	20%
	(iii) Above 45 Years	20%	20%
	<b>The estimates of future salary increases, considered in actuarial valuation , take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.</b>		
	<b>6.Sensitivity Analysis</b>		
	Defined benefit obligation - discount rate + 100 basis points	(0.24)	(0.35)
	Defined benefit obligation - discount rate -100 basis points	0.38	0.38
	Defined benefit obligation - salary escalation rate +100 basis points	0.26	0.38
	Defined benefit obligation - salary escalation rate -100 basis points	(0.25)	(0.36)
<b>30</b>	<b>Finance Cost</b>		
	Interest on Income Taxes	1.36	0.47
	Interest on other taxes	-	5.80
	Bank charges	10.59	13.55
	Bill Discounting Charges	223.26	110.94
	Interest on unsecured loans	7.01	81.46
	<b>Total</b>	<b>242.21</b>	<b>212.22</b>
<b>31</b>	<b>Depreciation and amortization expense</b>		
	Depreciation and amortization	312.52	278.46
	<b>Total</b>	<b>312.52</b>	<b>278.46</b>
<b>32</b>	<b>Other Expenses</b>		
	Establishment expenses	287.22	246.20
	Selling & distribution expenses	382.18	736.50
	Amount written off	-	-
	<b>Total</b>	<b>669.39</b>	<b>982.70</b>



Note	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>32.1</b>	<b>Establishment Expenses</b>		
	Advertisement	1.27	0.58
	Payment to auditors (details as below)	7.50	7.53
	Expenditure on Corporate Social Responsibility	73.59	51.99
	Rent	1.20	1.20
	Conveyance	1.95	1.88
	Rates & taxes	11.67	11.55
	House keeping expenses	15.00	13.24
	Insurance	45.34	43.88
	Printing & stationery	9.04	9.59
	Legal & professional charges	17.44	17.71
	ROSL and DBK surrender	4.38	0.93
	Provision for Surrender of DBK/ROSCTL	-	0.51
	GST/VAT expenses	9.52	2.40
	Repair & maintenance - building	38.29	35.61
	Repair & maintenance - general	13.01	15.25
	Vehicle running & maintenance	6.92	3.01
	Security service charges	25.00	22.46
	Communication expenses	2.14	2.40
	Misc. expenses	3.95	4.45
	<b>Total</b>	<b>287.22</b>	<b>246.20</b>
	As an Statutory Auditor		
	- Statutory Audit	7.50	7.50
	-Other certification	-	0.03
	<b>Total</b>	<b>7.50</b>	<b>7.53</b>
<b>32.2</b>	<b>Selling &amp; Distribution Expenses</b>		
	Business promotion	66.60	58.43
	Travelling expenses	52.99	55.79
	Clearing, freight & forwarding	161.75	221.03
	Claims & discounts/Commission	76.65	388.71
	Sampling & testing charges	24.19	12.54
	<b>Total</b>	<b>382.18</b>	<b>736.50</b>
<b>32.3</b>	<b>Amount Written Off</b>		
	Balances written off	-	2.81
	<b>Total</b>	<b>-</b>	<b>2.81</b>
<b>33</b>	<b>Prior Period Items</b>		
	Prior Period Expenses	0.64	85.79
	<b>Total</b>	<b>0.64</b>	<b>85.79</b>
<b>34</b>	<b>Tax Expenses</b>		
	Current tax	253.16	839.48
	Prior Period Tax Adjustment	1.55	(11.15)
	Deferred Tax expense/(income)	178.93	(5.92)
	<b>Total</b>	<b>433.63</b>	<b>822.40</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rs in lakhs)

Note	Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023
<b>35</b>	<b>Earnings per share (EPS)</b>		
	a). Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders	1,175.11	2,383.59
	b). Weighted Average number of Equity Shares used as denominator for calculating EPS	2,90,00,004	2,90,00,004
	c). Basic and Diluted Earnings per Share	4.05	8.22
	d). Face Value per Equity Share	10.00	10.00
<b>36</b>	<b>Earnings/Expenditure in foreign currency</b>		
	Earnings in foreign currency		
	FOB value of exports	14,133.43	21,360.44
	<b>Total</b>	<b>14,133.43</b>	<b>21,360.44</b>
	<b>Expenditure in foreign currency</b>		
	Accessories & packing material purchased	172.82	272.39
	Export claims	76.65	388.71
	Foreign Travelling expenses	49.28	51.87
	<b>Total</b>	<b>298.75</b>	<b>712.97</b>
<b>38</b>	<b>Related Party Disclosure</b>		
	As required by Indian Accounting Standard -24 read alongwith requirements Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 ('LODRRegulations') the disclosures of transactions with the related parties are given below:		
	<b>Key Management Personnel (KMP):</b>		
	1. Sh. Mukesh Aggarwal	2. Sh. Vijay Jindal	
	3. Smt. Shashi Aggarwal	4. Avni Jandal	
	5. Pooja Gupta	6. Vikas Jalan	
	7. Punita Jindal	8. Nilesh Jindal	
	9. Sunil Kumar Jindal	10. Sh. Vipul Aggarwal	
	11. Richa Mittal	12. Palak Aggarwal	
	13. Kushal Aggarwal	14. Late Narendra Aggarwal (Deceased on 15.07.2023)	
	15. Varun bansal	16. Catherine Aggarwal	
	17. Sudeepta Ranjan Rout	18. Sanjay Gupta, CFO	
	19. Vishal Srivastava, CS		
	<b>Entities over which KMP are able to exercise Significant Influence:</b>		
	1. Mukesh Kumar Aggarwal HUF	2. Agrasain Manufacturing company	
	3. Shivalik Fashions (Partnership Firm)	4. Sunil Kumar and Sons	
	5. Dynamic Engineers	6. Elkay Overseas India (Partnership Firm)	
	7. Moon Technology (Firm)	8. Sun Technologies (Partnership Firm)	
	9. Vinayak International (Firm)	10. Vrindavan Enterprises (Firm)	
	11. Sadhu Ram Sushil Kumar- Delhi (Firm)	12. Harnam Das Sadhu Ram- Delhi (Firm)	
	13. Aprateem organics	14. Narinder Kumar HUF (Up to 14-07-2023)	
	15. Salasar Enterprises	16. APS Recruitment Services Private Limited	
	17. Agrasain Sqaure LLP	18. Aprateem Spaces LLP	
	19. Din Fabtech Private Limited	20. Shivalik Urban Landscapes Private Limited	
	21. SRA Realtech Pvt ltd	22. BDN Enterprises Private Limited	
	23. JP Polytex Private Limited	24. Surya Laboratories Private Limited	
	25. Murlidhar Textile Park Private Limited	26. Nuclotec Remedies Private Limited	
	27. ONS Snacks Private Limited	28. SRA Buildtech Private Limited	
	29. SRC Academics Private Limited	30. Shivalik Design Private Limited	
	31. Sumanglam Footwear Private Limited	32. Narendra Infra Buildtech LLP	
	33. Bansal Realtors Limited	34. Fidelity Forge Private Limited	
	35. Shivalik Impressions Private Limited	36. Rossell Biotech Limited	
	37. Advitya Residency LLP	38. Agrasain Spaces LLP	
	39. Bhagat General Product Company Pvt. Ltd.	40. Innovative Facilities Hospitality Private Limited	
	41. Bhagwatji Eneregy solution private limited	42. Incredible Spaces LLP	
	43. SIS Prep Private Limited	44. Mahavir Education and Technology Private limited	
	<b>Entities forming part of Promoters Group</b>		
	Shivalik Prints limited		



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rs in lakhs)

Note	Particulars	2023-24	2022-23
	<b>Detail of Transaction with KMP-</b>		
	<b>Remuneration paid (KMP)</b>	612.67	512.06
	Loans taken (KMP)	-	500.00
	Loans repaid (KMP)	1,065.87	-
	Interest paid (KMP)	7.01	81.46
	Closing Balances		
	Remuneration payable (KMP)	26.39	27.89
	Loan account (KMP)	-	1,065.87
	<b>Detail of Transaction with entities over which KMP are able to exercise significant influence:</b>		
	Sales	915.14	861.85
	Purchases	13,348.38	19,959.14
	Job work Charges (Expenses)	8.18	21.21
	Job work Charges (Income)	3,780.76	4,614.97
	Accessory & Packing Material Supplied through Delivery Challan	183.26	224.74
	Rental Income	230.72	166.05
	Reimbursement of Expenses	436.39	93.14

**39 SEGMENT REPORTING**

The Segment reporting of the Company has been prepared in accordance with IND AS-108, "Operating Segment" (Specified Under section 133 of the companies Act 2013, read with Rule 7 of Companies (Accounts) Rules 2015). For management purposes, the company is organized into business units based on its products and services and has two reportable segments as follows:-

(a) Manufacturing cotton knitted garments and made ups and Processing Charges b) Trading of garments

Segments have been identified as reportable segments by the Company chief operating decision maker ("CODM"). Segment profit amounts are evaluated by the board, which has been identified as the CODM, in deciding how to allocate resources and in assessing performance.

Segments Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amount allocated on a reasonable basis. Unallocated expenditure consist of common expenditure incurred for all the segments and expenses incurred at corporate level. The assets and liabilities that cannot be allocated between the segments are shown as unallocated corporate assets and liabilities respectively.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 3. Segment profit (Earnings before interest, depreciation and amortization, and tax) amounts are evaluated regularly by the Board that has been identified as its CODM in deciding how to allocate resources and in assessing performance. The Company financing (Including finance costs and finance income) and income taxes are reviewed on an overall basis and are not allocated to operating segments.

Particulars	31st March, 2024			31st March, 2023		
	Manufacturing	Trading	Total	Manufacturing	Trading	Total
<b>Revenue:</b>						
Revenue from operations (Includes Other Income)	5,260.73	15,833.35	21,094.08	6,047.71	23,788.86	29,836.57
Inter Segment Revenue						
Net Revenue from Operations	5,260.73	15,833.35	21,094.08	6,047.71	23,788.86	29,836.57
<b>Segment results</b>	<b>990.18</b>	<b>1,894.36</b>	<b>2,884.54</b>	<b>1,407.95</b>	<b>2,958.80</b>	<b>4,366.75</b>
Unallocated Finance Costs	-	-	(242.21)	-	-	(212.22)
Unallocated Employee Cost Expense	-	-	(1,033.58)	-	-	(948.54)
Profit before Tax	990.18	1,894.36	1,608.75	1,407.95	2,958.80	3,205.99
<b>Other information:</b>						
Segment Assets	11,805.80	8,205.78	20,011.58	11,992.26	7,754.48	19,746.74
Unallocated Assets	-	-	804.28	-	-	1,163.33
<b>Total Assets</b>	<b>11,805.80</b>	<b>8,205.78</b>	<b>20,815.86</b>	<b>11,992.26</b>	<b>7,754.48</b>	<b>20,910.07</b>
Segment Liabilities:	928.59	(30.12)	898.47	2,812.12	(706.66)	2,105.46
Unallocated Other Liabilities (including loans)	-	-	-	-	-	59.14
<b>Total liabilities</b>	<b>928.59</b>	<b>(30.12)</b>	<b>898.47</b>	<b>2,812.12</b>	<b>(706.66)</b>	<b>2,164.60</b>
<b>Depreciation and amortisation expenses</b>	<b>312.52</b>	<b>-</b>	<b>312.52</b>	<b>278.46</b>	<b>-</b>	<b>278.46</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

Particulars	(Rs in lakhs)	
	For the year ended 31 <sup>st</sup> March 2024	For the year ended 31 <sup>st</sup> March 2023
<b>Revenue based on location of customers for the year ended</b>		
India	6,960.65	8,476.14
Outside India	14,133.43	21,360.44
<b>Total</b>	<b>21,094.08</b>	<b>29,836.57</b>
<b>Carrying amount of non current assets based on location of assets as at</b>		
India	11,942.84	10,927.14
Outside India	-	-
<b>Total</b>	<b>11,942.84</b>	<b>10,927.14</b>
<b>1. Excluding Financial Assets</b>		
<b>Reconciliation between segment revenue and enterprise revenue for the year ended</b>		
Segment Revenue		
Manufacturing	5,260.73	6,047.71
Trading	15,833.35	23,788.86
<b>Total Segment Revenue</b>	<b>21,094.08</b>	<b>29,836.57</b>
Enterprise Revenue		
Revenue from operation (gross)	21,094.08	29,836.57
Total Enterprise Revenue	21,094.08	29,836.57
<b>No. of Customer with 10% or more revenue share- Segment Wise</b>		
Manufacturing	1	1
Trading	1	1
<b>39 a. Provision for doubtful debts</b>		
Opening Carrying amount of provision	403.06	403.06
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	(29.19)	-
<b>Closing Provision</b>	<b>373.87</b>	<b>403.06</b>
<b>b. Provision against Recovery Losses</b>		
Opening Carrying amount of provision	370.66	370.66
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	(370.66)	-
<b>Closing Provision</b>	<b>-</b>	<b>370.66</b>
<b>c. Provision against Advances</b>		
Opening Carrying amount of provision	8.06	8.06
Add:- Additional Provision made during the year	-	-
Less:- Amount Used	-	-
Less:- unused amount reversed	(8.06)	-
<b>Closing Provision</b>	<b>-</b>	<b>8.06</b>
<b>40. Contingent liability and commitments</b>		
<b>(i) Contingencies</b>		
1. Bills Discounted	-	-
2. Disputed tax liability *	14.90	14.90
3. Other Dispute**	6.65	6.65
4. Other Liability***	177.53	177.53
<b>Total</b>	<b>199.08</b>	<b>199.08</b>

\* Disputed tax liability pertains to tax amount of ₹10.60 lakhs related to A.Y. 2018-19 and the balance amount of ₹4.31 lakhs pertains to TDS defaults.

\*\* The amount of ₹6.65 lakhs pertains to dispute pending at Hon'ble High Court of Punjab & Haryana, Chandigarh with respect to Employees Provident Fund.

\*\*\* Other Liability pertains to amount of ROSCTL, Duty Draw back and GST which could be payable on non-fulfilment of certain conditions as prescribed.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rs in lakhs)

(ii) Commitments

Particulars	2023-24	2022-23
<b>(a) Capital and other commitment</b>		
Estimated amount of contracts remaining to be executed on capital account not provided for (net of advances)	-	-

41. Operating leases

Particulars	2023-24	2022-23
a) the future minimum lease receivables under non-cancellable operating leases in the aggregate and for each of the following periods:		
i) not later than one year;		170.80
ii) later than one year and not later than five years;		-
iii) later than five years		-
b) total rents recognised as income in the period		230.72

42. Current Assets, loans & advances

Sundry debtors, loans & advances are subject to confirmation and adjustment thereon (if any)

43. MSME DISCLOSURE

MSME Disclosure as required under Notification No. G.S.R. 679 (E) dated 04th September, 2015 issued by the Ministry of Corporate Affairs (as certified by the Management)

The company has received intimation from its suppliers regarding their Status as Micro, Small and Medium Enterprise (MSME). The auditor has been relied upon the management for identification for MSME. There are certain overdue amounts as on 31st March, 2023 payables to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:-

Particulars	2023-24	2022-23
(a) The principal amount and interest due thereon remaining unpaid to any supplier at the end of accounting year		
- Principal Amount	7.68	0.50
- Interest Amount	Nil	Nil
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amount of payment made to the supplier beyond the appointed day during each accounting year	Nil	Nil
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year	0.02	0.02
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006	Nil	Nil

44. As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, need to spent at least 2% of average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are as per CSR Policy of the Company. A CSR committee has been formed by the company as per the Act. During the year the funds were donated/spent as per detailed below which are specified in Schedule VII of the Companies Act, 2013:

Particulars	2023-24	2022-23
a) Total Spending required on Corporate Social Responsibility (CSR) as per Section 135 of the Companies Act, 2013	53.00	51.45
<b>Total</b>	<b>53.00</b>	<b>51.45</b>
b) List of activities in which expenditure in (a) above has been incurred:		
(i) Health Care	5.44	0.77
(ii) Social Welfare	68.15	30.29
(iii) Animal Welfare	-	20.00
(iv) Education	-	0.50
<b>Total</b>	<b>73.59</b>	<b>51.56</b>
<b>Amount Unspent/(Excess) spent</b>	<b>(20.59)</b>	<b>(0.11)</b>

CSR expense amounted ₹ 53 lakhs out of total expended amount pertains to FY 2023-24 and the balance of ₹20.59 lakhs is paid in excess against the liability of CSR for this year. So, this can be carried forward to next FY i.e 2024-25



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

45. The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

46. Financial Instruments

i) Financial assets measured at fair value through profit/loss

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of Material accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in Note 3

Financial assets and liabilities as at		(Rs in lakhs)			
Particulars	31 <sup>st</sup> March, 2024				
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Other Non-current financial assets	-	-	1,850.82	1,850.82	1,850.82
Other Current financial assets	-	-	-	-	-
Non-current Investments	5,751.50	-	-	-	-
	<b>5,751.50</b>	<b>-</b>	<b>1,850.82</b>	<b>1,850.82</b>	<b>1,850.82</b>
<b>Financial Liabilities</b>					
Borrowings- Non current *	-	-	-	-	-
Borrowings- Current	-	-	-	-	-
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The carrying value of trade receivables, trade payables, cash and cash equivalents, Other Bank Balance approximate their fair values largely due to the short-term maturities.

Financial assets and liabilities as at		31 <sup>st</sup> March, 2023			
Particulars	31 <sup>st</sup> March, 2023				
	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Other Non-current financial assets	-	-	2,254.59	2,254.59	2,254.59
Other Current financial assets	-	-	-	-	-
Non-current Investments	4,551.63	-	-	-	-
	<b>4,551.63</b>	<b>-</b>	<b>2,254.59</b>	<b>2,254.59</b>	<b>2,254.59</b>
<b>Financial Liabilities</b>					
Borrowings- Non current*	-	-	-	-	-
Borrowings- Current	-	-	1,065.87	1,065.87	1,065.87
	<b>-</b>	<b>-</b>	<b>1,065.87</b>	<b>1,065.87</b>	<b>1,065.87</b>

The carrying value of trade receivables, trade payables, cash and cash equivalents, Other Bank Balance approximate their fair values largely due to the short-term maturities.

**Fair Value Hierarchy**

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial Instruments	31-Mar-24		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
Derivative financial assets at fair value through profit and loss	-	-	-
Derivative financial assets at fair value through other comprehensive income	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

(Rs in lakhs)

Financial Instruments	31-Mar-23		
	Level 1	Level 2	Level 3
<b>Financial assets</b>			
Derivative financial assets at fair value through profit and loss	-	-	-
Derivative financial assets at fair value through other comprehensive income	-	-	-
<b>Total</b>	-	-	-

The fair value of the financial assets and liabilities are included at the amount that would be received to sell an asset and paid to transfer a liability in an orderly transaction between market participants. The following methods and assumptions were used to estimate the fair values:

Other non-current financial assets and liabilities: Fair value the carrying value as considered to approximate to fair value.

Derivative financial assets/liabilities: The Company enters into derivative contracts with various counterparties, principally financial institutions. Forward foreign currency contracts are valued using valuation techniques with market observable inputs. The most frequently applied valuation techniques for such derivatives include forward pricing using present value calculations, foreign exchange spot and forward premium rates. However, company did not enter into any forward contract during the FY 2023-24 & FY 2022-23

There has been no transfer between level 1 and level 2 during the above periods

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Deferred Tax Assets/ Liabilities				
The movement in deferred tax assets and liabilities during the year ended 31 March, 2024:				
Particulars	31st March, 2023 - Deferred Tax (Asset)/Liabilities	(Credit)/charge in Statement of Profit and Loss	(Credit)/charge in Other Comprehensive Income	31st March, 2024 - Deferred Tax (Asset)/Liabilities
<b>Deferred Tax Assets</b>				
Impact of expenses charged to statement of profit and loss but allowable as deduction in future years under Income Tax Act, 1961.	223.30	(100.92)	1.07	123.45
	<b>223.30</b>	<b>(100.92)</b>	<b>1.07</b>	<b>123.45</b>
<b>Deferred Tax Liabilities</b>				
Impact of difference between carrying amount of PPE and intangible assets in the financial statements and as per income tax Act, 1961.	64.24	(22.18)	-	42.06
Rent Equalisation-Assets	1.10	(1.10)	-	-
Unrealised gain on Mutual Fund Investments		101.28		101.28
	<b>65.34</b>	<b>78.01</b>	<b>-</b>	<b>143.34</b>
<b>Net Deferred Tax (Liability)/Asset</b>	<b>157.96</b>	<b>(178.93)</b>	<b>1.07</b>	<b>(19.90)</b>

The movement in deferred tax assets and liabilities during the year ended 31 March, 2023:

Particulars	31st March, 2022 - Deferred Tax (Asset)/Liabilities	(Credit)/charge in Statement of Profit and Loss	(Credit)/charge in Other Comprehensive Income	31st March, 2023 - Deferred Tax (Asset)/Liabilities
<b>Deferred Tax Assets</b>				
Impact of expenses charged to statement of profit and loss but allowable as deduction in future years under Income Tax Act, 1961.	228.64	(0.41)	(4.93)	223.30
	<b>228.64</b>	<b>(0.41)</b>	<b>(4.93)</b>	<b>223.30</b>
<b>Deferred Tax Liabilities</b>				
Impact of difference between carrying amount of fixed assets in the financial statements and as per income tax rules	64.14	0.10	-	64.24
Unrealised Gain on Investments	7.54	(6.44)	-	1.10
	<b>71.68</b>	<b>(6.34)</b>	<b>-</b>	<b>65.34</b>
<b>Net Deferred Tax (Liability)/Asset</b>	<b>156.97</b>	<b>5.92</b>	<b>(4.93)</b>	<b>157.96</b>





NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

48 Financial risk management objectives and policies

The Company’s activities expose it to the following risks:

- a) Credit risk
- b) Liquidity risk
- c) Market risk

**a) Credit Risk**

Credit risk is the risk that counter party will not meet its obligations under a financial instruments or customer contract leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

**i) Trade receivables**

Customer credit risk is managed by the Company subject to the Company’s established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored and major customers are generally secured by obtaining other forms of credit insurance. The maximum exposure to credit risk at the reporting date is the carrying value of trade receivable disclosed in Note 12.

**ii) Financial instrument and cash deposit**

Credit risk is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty’s potential failure to make payments.

**b) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation. Typically the Company ensures that it has sufficient cash on demand to meet expected short term operational expenses. The Company’s objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans/internal accruals.

**c) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and foreign currency risk. Financial instruments affected by market risk include borrowings, trade receivable and trade payable.

Interest rate risk is the risk that the fair value or future cash flows of the Company’s financial instruments will fluctuate because of changes in market interest rates. The Company does not have significant debt obligations with floating interest rates, hence, is not exposed to any significant interest rate risk.

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company having a foreign currency risk majorly for trade receivables. The company mitigate the forex risk in relation to trade receivables by entering into the derivative instrument i.e. forward sale contract.

**48.1 Foreign currency risk management**

The company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The carrying amount of the company foreign currency dominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

(In ₹ lakhs unless otherwise stated)

Particulars	Liabilities (Foreign Currency)		Assets (Foreign Currency)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
In US Dollars (USD)	2.61	2.61	32.81	27.79

  

Particulars	Liabilities (INR)		Assets (INR)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
In INR	217.95	214.92	2735.24	2,285.03



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

### 48.2 Foreign currency sensitivity analysis

The Company is mainly exposed to the currency : USD

The following table details the Company's sensitivity to a 5% increase and decrease in the INR against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the exposure outstanding on receivables and payables in the Company at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rate. A positive number below indicates an increase in the profit or equity where the INR strengthens 5% against the relevant currency. For a 5% weakening of the INR against the relevant currency, there would be a comparable impact on the profit or equity, and the balances below would be negative.

#### Impact on Profit/(Loss)/ Total Equity

Particulars	As at March31, 2024	As at March31, 2023
Increase in Exchange Rate by 5%	125.86	103.51
Decrease in Exchange Rate by 5%	-125.86	-103.51

### 49 Capital management

The Company's objective is to maintain a strong capital base to ensure sustained growth in business. The Capital Management focusses to maintain an optimal structure that balances growth and maximizes shareholder value.

The Company is predominantly equity financed. Further, the Company has sufficient cash, cash equivalents, current investments and financial assets which are liquid to meet the debts.

### 50 Critical estimates and judgements in applying accounting policies

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

#### i) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

The carrying value of property, plant and equipment is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

#### ii) Provisions and contingencies

"The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows. The Company has significant capital commitments in relation to various capital projects which are not recognized on the balance sheet.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Guarantees are also provided in the normal course of business. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability (Refer Note 40 and 41).

#### iii) Defined benefit plan

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. (Refer note no. 30)

#### (iv) Taxes

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

51 Ageing Schedule for Trade Payables and Receivables

i). Ageing Schedule for Trade Receivables: (In ₹ Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	3,527.18	-	-	-	-	3,527.18
(i) Undisputed Trade Receivables- considered good- (Previous Period)	2,969.19	-	-	-	-	2,969.19
(ii) Undisputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(ii) Undisputed Trade Receivables- considered doubtful-(Previous Period)	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good- (Previous Period)	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered doubtful	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered doubtful- (Previous Period)	-	-	-	-	-	-
<b>Total Outstanding (Current Year)</b>	<b>3,527.18</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,527.18</b>
<b>Total Outstanding (Previous Year)</b>	<b>2,969.19</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,969.19</b>

\*Italic wording represents previous year figures

ii). Ageing Schedule for Trade Payable:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	7.68	-	-	-	7.68
(i) MSME - (Previous Period)	0.50	-	-	-	0.50
(ii) Others	356.91	-	2.15	-	359.06
(ii) Others - (Previous Period)	544.22	-	2.10	9.00	555.32
(iii) Disputed dues – MSME	-	-	-	-	-
(iii) Disputed dues – MSME( Previous Period)	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
(iv) Disputed dues - Others (Previous Period)	-	-	-	-	-
<b>Total Outstanding (Current Year)</b>	<b>364.60</b>	<b>-</b>	<b>2.15</b>	<b>-</b>	<b>366.74</b>
<b>Total Outstanding (Previous Year)</b>	<b>544.72</b>	<b>-</b>	<b>2.10</b>	<b>9.00</b>	<b>555.82</b>

\*Italic wording represents previous year figures.

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(In ₹ lakhs unless otherwise stated)

Class of Investment	No. of Units	NAV as on March 31, 2024	Method	Cost of Investment	Total Market Value of Investment as at March 31, 2024	Total Market Value of Investment as at March 31, 2023
Axisnifty SDL Sept 2026 Debt Index Fund	99,99,500.03	11.00	Quoted Price and Market Observable Inputs	999.95	1,099.79	1,026.38
Axis Crisil IBX SDL May 2027	48,91,644.67	11.08	Quoted Price and Market Observable Inputs	499.98	542.16	505.93
SBI Crisil IBX SDL Index- September-2027	48,74,808.67	11.12	Quoted Price and Market Observable Inputs	499.98	541.96	506.16
Invesco India Nifty G-Sec Jul, 2027 Index Fund Direct Growth Plan	49,997.50	1,077.63	Quoted Price and Market Observable Inputs	499.98	538.79	501.25
Edelweisc Mutual Funds	91,32,463.90	11.87	Quoted Price and Market Observable Inputs	999.95	1,084.25	1,010.99
Bharat Bond ETF – April 2032	47,82,024.44	11.35	Quoted Price and Market Observable Inputs	499.98	542.86	500.28
Invesco India Liquid Fund (Direct Plan Growth)	13,642.02	3,314.83	Quoted Price and Market Observable Inputs	449.96	452.21	-
Invesco India Arbitrage Fund (Direct Plan Growth) (AF-D1)	12,86,761.62	31.37	Quoted Price and Market Observable Inputs	399.98	403.67	-
Muthoot Finance Ltd	500.00	1,09,165.90	Quoted Price and Market Observable Inputs	500.00	545.83	500.64
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,349.75</b>	<b>5,751.50</b>	<b>4,551.63</b>

\* Investments in Mutual funds are classified as fair value through the statement of Profit & Loss account



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024

53 Additional Regulatory Information

i). The Company has valued the Investment Property as per the valuation report issued by the registered valuer as defined under rule 2 of companies (Registered Valuers and Valuation) Rules, 2017

ii). **Capital-Work-in Progress (CWIP)**

CWIP ageing schedule as at March 31st, 2023

CWIP	Amount in CWIP from the period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	874.10	254	-	-	1,128.10
Projects temporarily suspended	-	-	-	-	-

As on the date of the balance sheet, there are no capital work-in-progress projects whose completion is overdue.

CWIP ageing schedule as at March 31st, 2024

There is no Capital-Work-in Progress as at March 31st, 2024

iii). **Ratio Analysis**

The Following are analytical ratios for the ended March 31, 2024 and March 31, 2023

Particular	Numerator	Denominator	31st March 2024	31st March 2023	Variance*
<b>Current Ratio</b>	Current assets	Current Liability	8.58	3.69	132.23
<b>Debt- Equity Ratio</b>	Total Debt (1)	Shareholder's Equity	-	0.06	-100.00
<b>Debt Service Coverage Ratio</b>	Earning available for debt service (2)	Debt Service (3)	213.12	33.67	532.90
<b>Return on Equity (ROE)</b>	Net Profit After Taxes	Average Shareholder's Equity	6.08%	13.58%	-55.25
<b>Inventory turnover ratio</b>	Cost of material consumed	Average Inventory	4.73	6.27	-24.54
<b>Trade Receivables turnover ratio</b>	Revenue (4)	Average Trade Receivables	5.79	6.85	-15.44
<b>Trade Payables turnover ratio</b>	Credit Purchase	Average Trade Payables	35.39	10.97	222.46
<b>Net capital turnover ratio</b>	Total Revenue	Working capital	3.40	5.29	-35.77
<b>Net profit ratio</b>	Net Profit	Net Sales	5.90%	8.37%	-29.56
<b>Return on capital employed (ROCE)</b>	EBIT*	Capital Employed(5)	8.11%	16.59%	-51.11
<b>Return on Investment (ROI)</b>	Income From Investment	Cost of Investment	6.10%	1.14%	435.26

\*For variance in ratio's more than 25% - Repayment of unsecured loan, increase in income from investment, decrease in credit purchase, decrease in Net profit, decrease in Revenue-from-operation resulted in change in ratios.

(1) Includes Net Profit after taxes, Depreciation & Amortization and Finance cost.

(2) Debt Service Includes Interest on USL .

(3) Revenue include credit sales only

(4) Includes tangible net worth, total debt and deffered tax liability

(5) Reflects Cost of Investment as on Closing of Financial Year

**Abbreviations used**

1). EBIT - Earning Before Interest and Taxes

54 **Supreme Court Ruling on PF**

The Hon'ble Supreme Court in a recent ruling dated 28th February, 2019 has passed a judgement on the definition and scope of "Basic Wages" under the Employee's Provident Fund & Miscellaneous Provision Act, 1952. Pending issuance of guidelines by the regulatory authorities on the application of this ruling, the impact on the financial statements, if any, cannot be ascertained.

55 There are no any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

56 The company has not done any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

57 The Company has not declared wilful defaulter by any bank, financial institution or other lender.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024****58 Events Occurring After Balance Sheet Date**

The Company has evaluated all events or transactions that occurred after 31st March 2024 up to the date the financial statements were issued. Based on this evaluation, the Company is not aware of any events or transactions that would require recognition or disclosure in the financial statements.

For RAGHU NATH RAI & CO.  
CHARTERED ACCOUNTANTS  
FRN No. 00451N

Arjun Mehta  
Partner  
M No. 097685  
Place:  
Date: 27-05-2024

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF  
SPL INDUSTRIES LIMITED

Mukesh Kumar Aggarwal  
Managing Director  
DIN: 00231651  
Place: Faridabad  
Date: 27-05-2024

Sanjay Gupta  
Chief Financial Officer  
Place: Faridabad  
Date: 27-05-2024

Shashi Aggarwal  
Director  
DIN: 06687549  
Place: Faridabad  
Date: 27-05-2024

Vishal Srivastava  
Company Secretary  
Place: Faridabad  
Date: 27-05-2024







# **SPL INDUSTRIES LIMITED**

**CIN: L74899DL1991PLC062744**

Registered office: Office No-202, IInd Floor, Vikramaditya Tower,  
Alaknanda Market, Kalkaji, New Delhi-110019

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