

August 28, 2023

To,  
**BSE Limited,**  
Dept. of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400001.

[BSE Scrip Code: 531744]

**Subject: Submission of Annual Report of the Company for Financial Year ended on March 31, 2023.**

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year ended on March 31, 2023. The said Annual Report containing the Notice can also be accessed on the website of the Company at [www.ginitex.com](http://www.ginitex.com).

Kindly take the same on your record.

Thanking You,  
For **GINI SILK MILLS LIMITED**

DEEPAK  
VISHWANATH  
HARLALKA

Digitally signed by DEEPAK  
VISHWANATH HARLALKA  
Date: 2023.08.28 14:35:29  
+05'30'

**DEEPAK HARLALKA**  
**MANAGING DIRECTOR**  
**DIN: 00170335**

Encl: As above



*Fine Fabrics Since 1963*



# **GINI SILK MILLS LIMITED**

43<sup>rd</sup> Annual Report 2022 - 2023

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**BOARD OF DIRECTORS:**

**Deepak Harlalka** - *Chairman and Managing Director*

**Suresh Gaggar** - *Director*

**Pankajkumar Agarwal** - *Director*

**Anjali Harlalka** - *Director*

**Ruchir Jalan**- *Director*

**Pranav Harlalka** - *Wholetime Director (w.e.f. August 10, 2023)*

**CHIEF FINANCIAL OFFICER & COMPANY SECRETARY:**

**Prasad Nagvekar** - *Chief Financial Officer*

**Shweta Panchal** - *Company Secretary and Compliance officer (upto July 08, 2023)*

**REGISTERED OFFICE:**

**Gini Silk Mills Limited**

**CIN: L17300MH1981PLC024184**

413, Tantia Jogani Industrial Estate Premises,

Opp. Kasturba Hospital, J. R. Boricha Marg,

Lower Parel (East), Mumbai-400011

Tel. No: 022- 40750601

E-Mail: [accounts@ginitex.com](mailto:accounts@ginitex.com)

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

**BANKERS:**

State Bank of India

Kotak Mahindra Bank Limited

**AUDITORS:**

M/s. Vatsaraj and Co.

Chartered Accountants

**SECRETARIAL AUDITORS:**

Sandeep Dar & Co.

Company Secretaries

**43<sup>rd</sup> ANNUAL REPORT 2023:**

**Date : September 21, 2023**

**Time : 12.00 P.M.**

**Venue : Video Conference / Other Audio Visual Means.**

**REGISTRAR & TRANSFER AGENT:**

**Bigshare Services Pvt Ltd**

Office No S6-2, 6th Floor, Pinnacle Business Park,

Next to Ahura Centre, Mahakali Caves Road,

Andheri (East), Mumbai – 400093

Tel. No: 022-62638200 • Fax. No.: 022-62638299

E-Mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

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

**FORTY THIRD ANNUAL GENERAL MEETING**

held on **Thursday, 21st September, 2023 at 12.00 P.M.**

**(Video Conference / Other Audio Visual Means)**

**NOTICE**

**NOTICE** is hereby given that the 43<sup>rd</sup> Annual General Meeting of the Company will be held on **Thursday, 21<sup>st</sup> September, 2023 at 12.00 P.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet and Cash Flow Statement as on March 31, 2023 and the Profit and Loss Account for the Financial Year ended on that date together with the Directors’ and Auditors’ Report thereon.
2. To appoint a Director in place of Mrs. Anjali Harlalka (DIN: 07141513), who retires by rotation and being eligible, offers herself for reappointment.

**SPECIAL BUSINESS:**

3. **To approve Related Party Transactions:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for entering into material related party transactions/ arrangements with related parties during the financial year 2023-24, as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors and/or a committee thereof, be and is hereby, authorized to do all such acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this ordinary resolution.”

4. **Ratification of Term of Re-appointment of Mr. Deepak Harlalka (DIN: 00170335) as Managing Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Consent of the members be and is hereby accorded to ratify re-appointment of Mr. Deepak Harlalka (DIN: 00170335) as

Managing Director of the Company for the period of three (03) years commencing from July 01, 2021 till June 30, 2024 and payment of remuneration as per existing terms and conditions as approved by the shareholders at the Annual General Meeting held on September 20, 2021 to Mr. Deepak Harlalka, Managing Director notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Deepak Harlalka passed at the Annual General Meeting held on September 20, 2021 shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this special resolution.”

5. **Appointment of Mr. Pranav Harlalka (DIN: 08290863) as Whole Time Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and in terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Board of Directors and Nomination and Remuneration Committee of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mr. Pranav Harlalka (DIN: 08290863) as a Whole-time Director of the Company with effect from August 10, 2023 for a term of three years and payment of remuneration on such terms and conditions as set out in the explanatory statement annexed herewith and contained in an agreement to be entered between the Company and Mr. Pranav Harlalka, a draft whereof is placed before the meeting and initialed for the purpose of identification hereof, notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Pranav Harlalka subject to the provisions of Section 152 of the Companies Act, 2013 shall be liable to retire by rotation during his tenure as Whole-time Director of the Company.

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

By Order of the Board of Directors  
**GINI SILK MILLS LIMITED**

Sd/-

Deepak Harlalka  
DIN: 00170335

**Date:** August 19, 2023

**Place:** Mumbai

**Chairman and Managing Director**

**Registered Office:**

413, Tantia Jogani Industrial Estate Premises,  
Opp. Kasturba Hospital, J. R. Boricha Marg,  
Lower Parel (East), Mumbai-400011.

**NOTES:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) followed by Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 physical attendance of the members at the annual general meeting (AGM) venue is not required and AGM be held through video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ginitex.com](http://www.ginitex.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Bigshare (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circular no. 14/2020 dated April 08, 2020, General circular no. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) followed by circular no. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022 and General Circular no. 10/2022 dated December 28, 2022.
8. Pursuant to Ministry's General Circular No. 10/2022, dated 28<sup>th</sup> December, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, or become due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements

provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05 May, 2020 and as per MCA circular no. 02/2021 dated January 13, 2021.

9. Shareholders seeking any information with regard to accounts or any other matter to be placed at the AGM are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.
10. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited at Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, Registrar and Transfer Agent of the Company immediately.
11. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register their email address with their respective depository participant (DPs), where shares are held in Demat mode. Shareholders who are holding shares in Demat mode are requested to notify any change in their residential address, bank account details and/ or email address immediately to their respective depository participants.
12. The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and e-voting at AGM in accordance with the law in a fair and transparent manner.
13. Brief detail of the Directors, who are being appointed / re-appointed, is annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI.
14. In terms of sections 101 and 136 of the Companies Act, 2013 and rules made thereunder read with SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 and MCA Circulars, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with the applicable MCA & SEBI circulars, Notice of Forty Third AGM along with the Annual Report for F.Y. 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM MADE AS UNDER:**

- (i) a) The register of members and share transfer books will remain closed from 15<sup>th</sup> September, 2023 to 21<sup>st</sup> September, 2023. (Both days inclusive)

- b) The voting period begins on 18<sup>th</sup> September, 2023 at 9:00 a.m. and ends on 20<sup>th</sup> September, 2023 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14<sup>th</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2 Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - o Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - o Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.

- o Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any Company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.



- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

**3. Custodian registration process for i-Vote E-Voting Website:**

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigsharei-Vote e-Voting Platform.

Enter all required details and submit.

After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:**If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any Company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**4. Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/ OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning

the quorum under Section 103 of the Companies Act, 2013.

**The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

By Order of the Board of Directors

**GINI SILK MILLS LIMITED**

Sd/-

Deepak Harlalka

DIN: 00170335

**Date:** August 19, 2023

**Place:** Mumbai

**Chairman and Managing Director**

**Registered Office:**

413, Tantia Jogani Industrial Estate Premises,  
Opp. Kasturba Hospital, J. R. Boricha Marg,  
Lower Parel (East), Mumbai-400011.

**Annexure to Item 2**

**Details of Director seeking appointment and/or re-appointment at the ensuing Annual General Meeting as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 – General Meetings issued by ICSI**

<b>Sr. no.</b>	<b>Name of Director</b>	<b>ANJALI DEEPAK HARLALKA</b>
1.	Date of Birth	25/03/1966
2.	Age	57 Years
3.	Date of first Appointment on the Board	28/03/2015
4.	PAN	AAAPH8406K
5.	DIN	07141513
6.	Expertise in Specific functional area	-
7.	Qualification	Bachelor of Commerce
8.	Terms and Conditions of Appointment or Re-Appointment or Re-Designation	Re-Appointment of Director retiring by rotation offering herself for re-appointment
9.	Remuneration sought to be paid and remuneration last drawn	Not Applicable
10.	Number of Meetings of Board attended during the Year	5 (Five)
11.	Names of other entities in which she holds the Directorship	Sewaram Harlalka Investments Private Limited
12.	Names of entities in which she holds Membership/ Chairmanship of other Boards	Not Applicable
13.	Name of listed entities from which she has resigned in the past three years	Not Applicable
14.	Relationships, if any, between Director inter-se	Deepak Harlalka (Husband) Pranav Harlalka (Son)
15.	Number of shares and convertible instruments held by non-executive Directors	350400 Equity Shares
16.	Number of shares held as a beneficial owner, if any	Not Applicable

**Annexure to Item 4**

**Details of Director seeking appointment and/or re-appointment at the ensuing Annual General Meeting as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 – General Meetings issued by ICSI**

<b>Sr. no.</b>	<b>Name of Director</b>	<b>DEEPAK VISHWANATH HARLALKA</b>
1.	Date of Birth	03/10/1963
2.	Age	59 Years
3.	Date of first Appointment on the Board	01/07/2010
4.	PAN	AAAPH5628M
5.	DIN	00170335
6.	Expertise in Specific functional area	Expertise in Textile Industries
7.	Qualification	Bachelor of Commerce
8.	Terms and Conditions of Appointment or Re-Appointment or Re-Designation	Ratification for term of Re-appointment
9.	Remuneration sought to be paid and remuneration last drawn	Remuneration sought to be paid: Rs. 2,00,000 Per Month Remuneration last drawn: Rs. 24,00,000/- (F.Y. 2022-2023)
10.	Number of Meetings of Board attended during the Year	5 (Five)

11.	Names of other entities in which he holds the Directorship	1. Gini Tex Private Limited 2. Shree Gini Texturising Private Limited 3. Gini Construction Private Limited 4. Ashirwad Shelters Private Limited 5. Swasti Vinayaka Realestate Development Private Limited
12.	Names of entities in which he holds Membership/ Chairmanship of other Boards	Not Applicable
13.	Name of listed entities from which he has resigned in the past three years	Not Applicable
14.	Relationships, if any, between Director inter-se	Anjali Harlalka (Wife) Pranav Harlalka (Son)
15.	Number of shares and convertible instruments held by non-Executive Directors	Not Applicable
16.	Number of shares held as a beneficial owner, if any	9,21,900 Equity Shares

**Annexure to Item 5**
**Details of Director seeking appointment and/or re-appointment at the ensuing Annual General Meeting as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 – General Meetings issued by ICSI**

Sr. no.	Name of Director	PRANAV DEEPAK HARLALKA
1.	Date of Birth	29/06/1989
2.	Age	34
3.	Date of first Appointment on the Board	27/07/2020
4.	PAN	ACCPH7169M
5.	DIN	08290863
6.	Expertise in Specific functional area	Business Management
7.	Qualification	B. Com, Animation- London College of Communication (London), B. Sc- Bournemouth University (U.K.)
8.	Terms and Conditions of Appointment or Re-Appointment or Re-Designation	Appointment as Wholetime Director
9.	Remuneration sought to be paid and remuneration last drawn	Remuneration sought to be paid: Rs. 2,00,000 Per Month Remuneration last drawn: Rs. 24,00,000/- (F.Y. 2022-2023)
10.	Number of Meetings of Board attended during the Year	5 (Five)
11.	Names of other entities in which he holds the Directorship	Gini Tex Private Limited
12.	Names of entities in which he holds Membership/ Chairmanship of other Boards	Not Applicable
13.	Name of listed entities from which he has resigned in the past three years	Not Applicable
14.	Relationships, if any, between Director inter-se	Deepak Harlalka (Father) Anjali Harlalka (Mother)
15.	Number of shares and convertible instruments held by non-Executive Directors	Not Applicable
16.	Number of shares held as a beneficial owner, if any	Not Applicable

**Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013:**
**Item 3**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with Rules made thereunder and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”), shareholders’ approval is required for material Related Party Transactions.

The Company is expected to enter into the following material Related Party Transactions with the related parties during the financial year 2023-24 and which are in the ordinary course of business and on an Arm’s Length Basis:

<b>Name of Related Party</b>	<b>Name of interested Director(s)/KMP(s)</b>	<b>Nature of relationship</b>	<b>Nature of Transaction</b>	<b>Estimated transaction value for the financial year ending 31<sup>st</sup> March, 2024 (Rs.Lakhs)</b>
Gini Tex Private Limited-	1. Deepak Harlalka 2. Pranav Harlalka 3. Anjali Harlalka	Mr. Deepak Harlalka, Mr. Pranav Harlalka and Mrs. Anjali Harlalka are Directors of the Company are also Director and/or members of Gini Tex Private Limited	1. Job work services provided	1000.00
			2. Rent Payable	05.00
			3. Grey purchase	400.00
			4. Dyed purchase	200.00
Gini Citicorp Realty LLP	1. Deepak Harlalka 2. Pranav Harlalka	Directors of the Company are Partners of the LLP.	Interest Income	200.00
Deepak Harlalka	1. Pranav Harlalka 2. Anjali Harlalka	Mrs. Anjali Harlalka is the wife of Mr. Deepak Harlalka. Mr. Pranav Harlalka is the son of Mr. Deepak Harlalka and Mrs. Anjali Harlalka.	Acceptance of Loan.	400.00

Mr. Deepak Harlalka, Mr. Pranav Harlalka and Mrs. Anjali Harlalka Directors of the Company, hold 4,76,400 (32.08%), 2,40,000 (16.16%) and 1,42,000 (9.56%) equity shares respectively, in Gini Tex Private Limited.

The Board of Directors recommends the above resolution for your approval.

Except Mr. Deepak Harlalka, Mr. Pranav Harlalka and Mrs. Anjali Harlalka and their relatives, none of the other Directors or Key Managerial Personnel or their relatives, in anyway, concerned or interested in the said ordinary resolution.

As per the Act and Regulation 23 of SEBI (LODR), related party(ies) to the transactions of the Company shall abstain from voting on said ordinary resolution.

**Item 4:**

Mr. Deepak Harlalka was re-appointed by the Board of Directors at their meeting held on June 21, 2021 as Managing Director for the period of Five (05) Years w.e.f. July 01, 2021. Further the re-appointment was approved by passing an Ordinary resolution at the Annual General Meeting held on September 20, 2021.

In accordance with provision of Regulation 17 (6)(e) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in the General Meeting, if – (i) the annual remuneration payable to such executive Director exceeds Rs 5 crore or Rs 2.5 % of the net profit of the Company, whichever is higher; or (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceed 5% of the net profit of the Company provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director. The net profit shall be calculated as per section 198 of the companies Act 2013.

Since, Mr. Deepak Harlalka, Managing Director and Mr. Pranav Harlalka, Executive Director, both belong to promoters and the promoter group, a fresh approval of the members by way of special resolution is being sought for ratifying term of Re- appointment for Three (3) Years Commencing from July 01, 2021 till June 30, 2024 and retaining all other existing terms and condition of the appointment of aforesaid Executive Director including payment of remuneration notwithstanding that aggregate annual remuneration of Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 till the expiry of his term.

Your Directors recommend passing of this Special Resolution for complying the provisions under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

None of the Directors except Mr. Pranav Harlalka, Mr. Deepak Harlalka and Mrs. Anjali Harlalka are interested parties in the passing of the special resolution.

#### **Item 5:**

In accordance with the provisions of section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) the Board of Directors at their meeting held on August 10, 2023 on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, appointed Mr. Pranav Harlalka (DIN: 08290863) as Whole time Director of the Company for the period of Three years, w. e. f. August 10, 2023 at a remuneration of Rs. 2,00,000/- per month on such terms and conditions as contained in the agreement to be entered between the Company and Mr. Pranav Harlalka. Mr. Pranav Harlalka is not disqualified from being appointed as a Whole Time Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Whole Time Director of the Company. He satisfies all conditions as set out in Section 196(3) of the said act and Part-I of schedule V thereof and hence, is eligible for appointment.

And in accordance with provision of Regulation 17 (6)(e) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the fees or compensation payable to executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in the general meeting, if – (i) the annual remuneration payable to such executive Director exceeds Rs 5 crore or Rs 2.5 % of the net profit of the Company, whichever is higher; or (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceed 5% of the net profit of the Company provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director. The net profit shall be calculated as per section 198 of the companies Act 2013.

An approval of the members by way of special resolution is being sought for appointment of Mr. Pranav Harlalka as Whole Time Director as per terms and conditions as contained in the agreement to be entered between the Company and Mr. Pranav Harlalka including remuneration of Rs. 2,00,000/- notwithstanding that aggregate annual remuneration of all Executive Directors exceeds 5% of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

The information of appointment is as follows:

#### **I. GENERAL INFORMATION:**

- a. Nature of Industry: Manufacturing of fabrics & job work of processing fabrics.
- b. Date of commencement of commercial production: August 31, 1996
- c. Foreign investments or collaborations: Not Applicable.
- d. Financial performance based on given indicators as per audited financial results for the year ended March 31, 2023:

<b>Particulars</b>	<b>Rs. (In Lakhs)</b>
Total Revenue	4788.03
Profit after Tax as per Profit & Loss Account	153.07

#### **II. INFORMATION ABOUT THE APPOINTEE:**

##### **a) Background details:**

Mr. Pranav Harlalka, 34 years old has a Bachelor of Commerce Degree from Mumbai University and he also has a degree of Bachelor of Science from Bournemouth University (U.K.). He was appointed as Executive Director of the

Company on July 27, 2020 and the Board of Directors on the recommendation of Nomination and Remuneration Committee has changed his designation to Whole Time Director w.e.f. 10<sup>th</sup> August, 2023 for a period of three years subject to shareholders' approval.

**b) Past remuneration:**

Last drawn salary by the Whole Time Director was 2,00,000 per month (F.Y. 2022-2023).

**c) Job profile and his suitability:**

The Whole Time Director would have the authority to oversee and implement the day-to-day operations of the Company. Whole Time Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The Whole Time Director has clear vision and foresight to work for the prosperity and success of the company. The Whole Time Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.

**d) Recognition or awards:** Not Applicable

**e) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Considering the size of the Company, the profile of Mr. Pranav Harlalka, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the remuneration packages paid to similar appointees in other companies.

**f) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:**

Mr. Pranav Harlalka holds 3.62 % of shares of the Company and is son of Mr. Deepak Harlalka and Mrs. Anjali Harlaka

**g) The draft agreement between the Company and Mr. Pranav Harlalka for his appointment contains inter alia the following terms and conditions:**

(i) Salary: 2,00,000/- (Rupees Two Lakh only) per month.

(ii) Perquisites and allowances:

(a) In addition to the salary, the Whole Time Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together-with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Whole Time Director. Such perquisites and allowances will be subject to the ceilings as specified in Schedule V.

(b) For the purpose of calculating the above ceiling, perquisites and allowance Shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost, Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

(c) Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

(d) The total remuneration including salary, perquisites, allowances (other than exempted perquisites and allowance) and other monetary benefits shall not exceed the maximum ceiling of Rs.7,00,000 /- per month.

(iii) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, wherein any financial year during the tenure of the Whole Time Director, the Company has no profits or its profits are in adequate, the Company will pay remuneration in accordance with Part II of Schedule V.

(iv) General Terms & Conditions:

1. The terms and conditions of the said appointment and/or agreement may be altered and varied from time to time by the Board as it may in its discretion deem fit, within the minimum amount payable to Whole Time Director in accordance with Schedule V to the Companies Act 2013 or any amendments made hereafter in this regard.
2. The Agreement may be terminated by either party giving the other party six months' notice or the Company paying six months remuneration in lieu of such notice.
3. If at any time the Whole Time Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Whole Time Director of the Company.

**III. OTHER INFORMATION:**

1. Reasons of loss or inadequate profits:	Company has increased its earning and profit during the year however same is not adequate for the calculation for remuneration and hence company is making further efforts for increase in turnover and profitability so company has adequate profit to cover remuneration within the limits of section 198.
2. Steps taken or proposed to be taken for improvement:	The Company is trying to increase its operations every year with new technical and financial options available to it and trying to identify areas where costs can be reduced and new markets for selling the products.
3. Expected increase in productivity and profits in measurable terms:	There are opportunities in the textile industry domestically and globally. This is expected to explore more improvements in its operations.

In accordance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members in Annual General Meeting for their approval.

The draft Agreement between the Company and Whole Time Director is available for inspection by the members of the Company at the Registered Office of the Company between 11.00 am. And 1.00 p.m. on any working day till the Annual General Meeting of the Company.

Your Directors recommend passing of this Special Resolution. None of the directors except Mr. Deepak Harlalka, Mr. Pranav Harlalka and Mrs. Anjali Harlalka are interested parties in the passing of the said resolution.

By Order of the Board of Directors  
**GINI SILK MILLS LIMITED**

Sd/-

Deepak Harlalka  
DIN: 00170335

**Chairman and Managing Director**

**Date:** August 19, 2023

**Place:** Mumbai

**Registered Office:**

413, Tantia Jogani Industrial Estate Premises,  
Opp. Kasturba Hospital, J. R. Boricha Marg,  
Lower Parel (East), Mumbai-400011.



**DIRECTOR'S REPORT**

To,  
The Members of **GINI SILK MILLS LIMITED**

Your Directors have pleasure in presenting their 43<sup>rd</sup> Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL HIGHLIGHTS:**

The Board's Report is prepared based on the standalone Financial Statements of the Company.

(Rs. In Lakhs)

Sr. No.	Particulars	2022-23	2021-22
1.	<b>REVENUE</b>		
	Net Sales/ Income from operation	<b>4618.69</b>	3089.43
	Other Income	<b>169.34</b>	218.91
	<b>Total</b>	<b>4788.03</b>	3308.34
2.	<b>LESS: EXPENDITURE</b>		
	Cost of Materials Consumed	<b>1464.83</b>	865.90
	Purchases of Stock-in-Trade	<b>175.64</b>	181.95
	Change in inventories of Finished Goods, Work in Progress and Stock in Trade	<b>(150.76)</b>	(103.67)
	Employee Benefit Expenses	<b>432.93</b>	362.14
	Financial Cost	<b>69.26</b>	16.57
	Depreciation and Amortization Expense	<b>137.08</b>	123.73
	Other Expenses	<b>2470.66</b>	1815.71
	<b>Total</b>	<b>4599.65</b>	3262.32
3.	<b>Profit Before Tax</b>	<b>188.38</b>	46.01
4.	Provision for Taxation		
	i) Current Tax	<b>35.00</b>	10.00
	ii) Deferred Tax	<b>(1.68)</b>	(1.81)
	iii) (Excess)/ Short provisions written back of earlier years	<b>2.00</b>	0.07
5.	<b>Profit After Tax</b>	<b>153.07</b>	37.77
6.	Balance carried from previous year	<b>2974.71</b>	2936.95
7.	Total other Comprehensive Income for the year	<b>(105.06)</b>	79.31
8.	Amount Available for Appropriation	<b>3022.72</b>	3054.02
9.	Balance carried to Balance Sheet	<b>3127.78</b>	2974.71
10.	Basic/ Diluted Earnings per Equity Shares	<b>2.74</b>	0.68

**2. DIVIDEND:**

In order to conserve the resources by taking into account the prevailing economic situation and the need of resources for growth, the Board of Directors have decided not to recommend any dividend on the Equity Shares of the Company for the Financial Year ended March 31, 2023.

**3. RESERVES:**

The Company does not propose to transfer any amount to the General Reserves.

**4. OPERATIONS:**

The Revenue from operations during the period under review was Rs. 4618.69 Lakhs as compared to Rs. 3089.43 Lakhs in the previous year.

During the period under review the Profit After Tax (PAT) stood at Rs. 153.07 Lakhs as compared to Rs. 37.77 Lakhs in the previous year. The performance for the coming years is expected to improve upon if right macroeconomic indicators are achieved in future.

**5. DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors' confirm that—

- in the preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

- b. the Directors had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for that period;
- c. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the Annual Accounts on a going concern basis; and
- e. the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**6. EXTRACT OF ANNUAL RETURN:**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of Annual Return as at March 31, 2023 on its website at [www.gintex.com](http://www.gintex.com). By virtue of amendment to Section 92(3) of the Companies Act, 2013 read with rule 12 of The Companies (Management and Administration) Rules, 2014, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

**7. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of every contract or 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 is disclosed in Form No. AOC-2 as **Annexure I**.

**8. DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTMENTS / RESIGNATIONS DURING THE YEAR:**

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mrs. Anjali Harlalka, Director retires by rotation at the forthcoming Annual General Meeting ("AGM") and being eligible, offers herself for re-appointment. The Board recommends the proposal of her re-appointment for the consideration of the Members of the Company at the forthcoming AGM and the same has been mentioned in the Notice convening the AGM. A brief profile of Mrs. Anjali Harlalka has also been provided therein.

There were no reappointment of Directors of the Company during the period under review.

**9. (1) PARTICULARS OF EMPLOYEES:**

Sr.no	Particulars	Remarks
1.	The ratio of the Remuneration of each Director to the median Remuneration of the Employees of the Company for the financial year.	a) Mr. Deepak Harlalka, Managing Director-09.13:1 b) Mr. Pranav Harlalka, Executive Director-09.13:1
2.	The percentage increase in the Remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.	a) Mr. Deepak Harlalka- 100% b) Mr. Pranav Harlalka - Nil c) CFO/CS - 9%
3.	The percentage increase in the median Remuneration of Employees in the financial year.	18.94%
4.	The number of permanent Employees on the rolls of Company.	119
5.	Average percentile increase already made in the salaries of Employees other than 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.	There has been an average increase of 18.03% in salaries of Employees other than Managerial Personnel whereas there has been an increase of 33.33% in Managerial Remuneration.
6.	Affirmation that the Remuneration is as per the Remuneration policy of the Company.	It is hereby affirmed that the Remuneration is as per the Remuneration policy of the Company.

- (2) Particulars of Employees drawing Remuneration in excess of limits prescribed under Section 134(3)(q) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

There are no Employees drawing Remuneration exceeding Rupees One crore and two Lakhs per annum if employed throughout the financial year or Rupees Eight Lakh and Fifty Thousand per month if employed for part of the financial year or draws Remuneration in excess of Managing Director or Whole Time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

#### 10. NUMBER OF MEETINGS OF BOARD DURING THE YEAR:

Sr. no.	Particulars	No. of meetings held
1.	Board Meetings	Five
2.	Audit Committee Meetings	Four
3.	Nomination and Remuneration Committee Meeting	One
4.	Independent Directors Meeting	One
5.	Stakeholders Relationship Committee	One

#### 11. FORMAL ANNUAL EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 and Part D of Schedule II, the Board has carried out an annual evaluation of its own performance and working of its Committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, its structure and composition, establishment and delegation of responsibilities to various Committees. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management of the Company. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specified duties, obligations and governance.

The Independent Directors of the Company met on February 11, 2023 without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board of Directors as a whole; to review the performance of the Chairman and Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

The details of the Committees of the Board along with their composition, number of meetings and attendance at the meetings are provided in the Report on Corporate Governance.

#### 12. DECLARATION BY AN INDEPENDENT DIRECTOR:

All Independent Directors of the Company have given declarations that they meet the conditions of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the said conditions of independence. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics. In terms of requirements of the Listing Regulations, the Board has identified core skills, expertise and competencies of the Directors in the context of the Company's businesses for effective functioning.

#### 13. NOMINATION AND REMUNERATION POLICY:

The Board of Directors at their meeting held on November 12, 2021 has approved the updated Nomination and Remuneration Policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The said policy is also uploaded on the website of the Company [www.ginitex.com](http://www.ginitex.com).

The policy provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment and removal of Directors, Key Managerial Personnel / Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee and the Board of Directors.

The Policy sets out a framework that assures fair and optimum remuneration to the Directors, Key Managerial Personnel, Senior Management Personnel and other employees such that the Company's business strategies, values, key priorities and goals are in harmony with their aspirations. The policy lays emphasis on the importance of diversity within the Board, encourages diversity of thought, experience, background, knowledge, ethnicity, perspective, age and gender.

The Nomination and Remuneration Policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

#### **14. STATUTORY AUDITORS:**

At the Annual General Meeting held on September 21, 2022, M/s. Vatsaraj and Co., Chartered Accountants, Mumbai (FRN: 111327W), were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2027.

The report given by the auditors on the financial statement of the Company is a part of the Annual Report. There has been no qualification, reservation, adverse remarks or disclaimer given by the auditors in their report.

#### **15. SECRETARIAL AUDIT REPORT:**

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s. Sandeep Dar and Co., Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **Annexure II** to this report. The report is self-explanatory however the Company has initiated necessary steps to comply with various non-compliances as mentioned under the Secretarial Audit Report.

The Annual Secretarial Compliance Report of the Company pursuant to Regulation 24A of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, is uploaded on the website of the Company i.e. [www.gintex.com](http://www.gintex.com).

#### **16. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

The Company has devised an effective vigil mechanism/ whistle blower policy enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. The policy has been posted on the website of the Company i.e. [www.gintex.com](http://www.gintex.com).

#### **17. COMMITTEES OF THE BOARD:**

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee.

The details with respect to the compositions, roles, terms of reference etc. of relevant committees are provided in the Corporate Governance Report of the Company, which forms part of this Annual Report.

#### **18. SIGNIFICANT MATERIAL CHANGES**

There were no material changes and commitments, which adversely affects the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

#### **19. RISK MANAGEMENT:**

The Company is reviewing its Risk perception from time to time taking into accounts overall business environment affecting/ threatening the existence of the Company. Presently management is of the opinion that such existence of risk is minimal.

#### **20. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

Your Company has an effective internal control and risk-mitigation system, which is 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 operations.

Business risks and mitigation plans are reviewed and the internal audit processes include evaluation of all critical and high-risk areas. The main focus of internal audit is to review business risks, test and review controls, assess business processes besides benchmarking controls with best practices in the industry. During the year under review, there were no elements of risk which in the opinion of the Board of Directors threaten the existence of the Company.

**21. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Your Company does not have the requisite Net Worth nor has it achieved the requisite turnover nor it has the requisite net profit for the year for triggering the implementation of “Corporate Social Responsibility” (CSR), therefore, the Company has neither formed any CSR committee nor any policy thereof.

**22. OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:**

The Board of Directors have not given a statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent Directors appointed during the year as there were no Independent Directors appointed in the year.

**23. DEPOSITS:**

The Company has not accepted deposits from the public and/or members falling within the ambit of Section 73 and Section 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement of furnishing details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

**24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in the notes to financial statements forming part of the Annual Report.

**25. CORPORATE GOVERNANCE:**

Your Company believes that Corporate Governance is a code of self-discipline. In the line with this policy, the Board of Directors strongly believes that it is very important that the Company follows healthy Corporate Governance practices and reports to the shareholders the progress made on the various measures undertaken.

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company’s Auditors confirming compliance forms an integral part of this Report.

**26. MANAGEMENT DISCUSSION AND ANALYSIS:****I. A. Industry Structure and Developments:**

The Indian textile market is gaining its global share of business as buyers from several countries are strategically replacing China as their primary suppliers by adding additional sourcing countries to their outsourcing portfolios. Indian players are ideally suited competitively to capture a good portion of this global shift.

The Indian Textile Industry is one of the most unique industries with its ancient techniques and cultural traditions. Traditional sectors like handloom, handicrafts and small-scale power-loom units are the biggest source of employment for millions of people in rural and urban area.

By allowing 100% FDI in the Indian textile sector to launching various schemes from time to time, the Government of India intends an overall improvement within the Textile Industry. Schemes such as the Indian Technical Textile Mission were launched to hasten the growth of the textile industry for the period 2020-21 to 2023-24. The Production Linked Incentive (PLI) Scheme for the textile industry aims to promote the production of higher-value man-made fabrics, garments, and technical textiles. Furthermore, the Government launched the Technology Upgrading Scheme to provide capital subsidies for the better development of the textile industry.

Apart from Central Government initiatives, the various State Governments are also encouraging the companies with multiple schemes, tax waivers, and benefits. The Maharashtra Government, for example, has launched subsidy schemes for the further development and expansion of the textile industry within the State

The Indian Textile industry is set for strong growth, buoyed by strong domestic consumption as well as export demand.

**B. Opportunities and Threats:**

1. Shift towards the market of branded ready-made garments is being observed.
2. India has one of the fastest growing economies with the GDP. This creates a boost in the purchasing power of the people while it also spurs the demand for products of the textile industry. This boost results in a wide range of capacity to manufacture different products that can be transported within India as well as across the world.
3. India's textile industry plays technological and capital-intensive role and is compared with industries like heavy machinery, automobile etc.
4. The frequently changing policies stated by the government at the central and state levels create an immense pressure on the textile industry.

Since the pattern of industrialization in trade has become common in consumer goods industries and labour-intensive industries hence there is immense opportunity in the textile industry.

**C. Segment-Wise or Product-Wise Performance:**

In Textiles, our product is very well accepted by our customers & we are in the process of increasing our customer portfolio.

**D. Outlook:**

Your Company's future growth will be driven by multiple growth drivers. In the textile space, large opportunities in global textile and clothing markets are driving growth for us. Your Company will focus on its core strengths product segments. Its focus on building marketing & distribution foot-prints shall continue with renewed vigor during the coming year. On the whole, we are seeing new growth opportunities in advanced material division and the segment continues to grow at rapid pace.

**E. Risk and Concerns:**

The Company has risk management framework which enable it to take certain risks to remain competitive and achieve higher growth and at the same time mitigate other risks to maintain sustainable results.

A key factor in determining a Company's capacity to create sustainable value is the risk that the Company is willing to take and its ability to manage them effectively. The Company's Risk Management processes focuses on ensuring that risks are identified on a timely basis and addressed.

**F. Internal Control Systems and their Adequacy:**

The existing Internal Controls are adequate and commensurate with the nature, size, complexity of the Business and its Processes. During the year the Company has laid down the framework for ensuring adequate internal controls and to ensure its effectiveness, necessary steps were taken by the Company.

**G. Discussion on financial performance with respect to Operational Performance:**

During the year under review, your Company has registered a turnover of Rs. 4618.69 Lakhs as compared to Rs. 3089.43 Lakhs in the previous year.

The sales revenue from Processing of Fabric increased from Rs. 2388.36 Lakhs to Rs.3430.74 Lakhs during the year under review.

**H. Material developments in human resources/ industrial relations front, including Number of People Employed in the company:**

Your Company believes that its employees are one of the most valuable assets of the Company. The employees are deeply committed to the growth of the Company. With the growing requirements of the Company, Company has taken necessary initiatives to ensure not only the retention of the employees but also their growth and development.

The Company also provides various opportunities to the employees to develop their skills to take up higher responsibilities in the organization. Company also uses various communication channels to seek employee's feedback about the overall working environment and the necessary tools and resources they need to perform at their best potential.

**I. Details Of Significant Changes In Key Financial Ratios:**

Sr. No.	Particulars	Financial Year 2022-23	Financial Year 2021-22
1.	Current Ratio	<b>2.14</b>	2.13
2.	Debt-Equity Ratio	<b>0.19</b>	0.20
3.	Inventory Turnover Ratio	<b>14.95</b>	15.07
4.	Debtors Turnover Ratio	<b>1.61</b>	1.26
5.	Return on Net Worth	<b>3.61</b>	0.90

**II. DISCLOSURE OF ACCOUNTING TREATMENT:**

In the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has not been followed, thus management's explanation is not required.

**27. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company firmly believes in providing a safe, supportive and friendly workplace environment – a workplace where our values come to life through the supporting behaviors. Positive workplace environment and a great employee experience are integral part of our culture. Your Company believes in providing and ensuring a workplace free from discrimination and harassment based on gender.

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees whether permanent, temporary or contractual are covered under the above policy. The said policy has been uploaded on the internal portal of the Company for information of all employees. An Internal Complaints Committee (ICC) has been set up in compliance with the said Act. The Composition of the said Committee is as follows:

1. Sonal Tukrul - Presiding Officer
2. Sunita Pecheco - Member
3. Vaishali Raut - Member
4. Shweta Panchal - Member
5. Sheela Parhad - Member
6. Uday Mehar - External Member

The following is a summary of sexual harassment complaint received or disposed off during the year 2022-23:

- No. of Complaint received : NIL
- No. of Complaint disposed off : NIL.

**28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF COMPANIES (ACCOUNTS) RULES, 2014:**
**A) CONSERVATION OF ENERGY:**

- (i) The steps taken or impact on conservation of energy - Energy conservation continues to receive priority attention at all levels by regular monitoring of all equipment's and devices which consume electricity.
- (ii) The steps taken by the Company for utilizing alternate sources of energy - Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- (ii) The capital investment on energy conservation equipment's – Since Company is having adequate equipment; no capital investment on energy conservation equipment's is made during the year.

**B) TECHNOLOGY ABSORPTION:**

- (i) The efforts made towards technology absorption - Not Applicable
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution - Not Applicable
- (iii) In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable.
  - (a) The details of technology imported - Not Applicable
  - (b) The year of import - Not Applicable
  - (c) Whether the technology been fully absorbed - Not Applicable
  - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof - Not Applicable
- (iv) The expenditure incurred on Research and Development – At present the Company does not have separate division for carrying out research and development work. No expenditure has therefore been earmarked for this activity.

**C) FOREIGN EXCHANGE EARNINGS AND OUTGO:**

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

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

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

**30. SECRETARIAL STANDARDS**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards viz. the Secretarial Standard -1 on Board Meetings (SS-1) and Secretarial Standard -2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government, and that such systems are adequate and operating effectively.

**31. LISTING AGREEMENT WITH THE STOCK EXCHANGE:**

The Company has entered into the Uniform Listing Agreement as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and confirms that it has paid the Annual Listing Fees for the year 2022-23 to BSE Ltd. where the Company's Shares are listed.

**32. RELATED PARTY TRANSACTIONS AND ITS DISCLOSURE:**

The amended Related Party Transaction Policy has been adopted by the Board of Directors in their meeting held on August 10, 2022 for determining the materiality of transactions with related parties and dealings with them. The said policy may be referred to, at the Company's website i.e. [www.ginitex.com](http://www.ginitex.com).

All Related Party transactions are mentioned in the notes to financial statements forming part of the Annual Report. All related party transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which were repetitive in nature.

The listed entity which has listed its non-convertible securities shall make disclosures in accordance with Para A of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) in compliance with the Accounting Standard on Related Party Disclosures. Since the Company does not have or nor listed its non-convertible securities and does not have any Holding Company and/or Subsidiary Company and/or Associate Company, the above disclosure is not applicable to the Company.

**33. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:**

Pursuant to Regulation 34(2), the top one thousand listed entities based on market capitalization shall annex Business Responsibility and Sustainability Report to its annual report describing the initiatives taken by the listed entity from an environmental, social and governance perspective. Business Responsibility and Sustainability Report is not applicable to the Company as the Company does not come under the based on market capitalization.



**34. COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:**

There are no Companies which have become or ceased to be its Subsidiaries, Joint Venture or Associate Companies during the financial year 2022-23.

**35. INDUSTRIAL RELATION:**

The industrial relations of the Company continued to be cordial throughout the year.

**36. OTHER DISCLOSURES:**

- a) During the year under review, there has been no change in the nature of business of the Company.
- b) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the Company.
- c) There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143 (12) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 during the year under review.
- d) The Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise.
- e) The Company has not issued any sweat Equity Shares to its Directors or Employees.
- f) No application was made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year.

**37. UNPAID DIVIDEND AND IEPF:**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF; established by the Government of India, after completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the F.Y. 2022-23, Company has transferred the amount of unpaid or unclaimed dividend and unclaimed shares as per the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") to the IEPF, details of which is available on the website of the Company i.e. [www.ginitex.com](http://www.ginitex.com).

**38. APPRECIATION:**

We record our gratitude to the Banks and others for their assistance and co-operation during the year. We also wish to place on record our appreciation for the dedicated services of the employees of the Company. We are equally thankful to our esteemed investors for their co-operation extended to and confidence reposed in the management.

**BY ORDER OF THE BOARD  
FOR GINI SILK MILLS LIMITED**

Sd/-

**DEEPAK HARLALKA  
CHAIRMAN  
DIN: 00170335**

**Date:** August 19, 2023  
**Place:** Mumbai

**Registered Office:**

413, Tantia Jogani Industrial Estate Premises,  
Opp. Kasturba Hospital, J. R. Boricha Marg,  
Lower Parel (East), Mumbai-400011.

**Annexure- I**  
**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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: Nil
2. Details of material contracts or arrangements or transactions at arm's length basis:

Sr. no	Name (s) of the Related Party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Gini Tex Private Limited- Directors are interested	<ol style="list-style-type: none"> <li>1. Job work services provided</li> <li>2. Fabric sales</li> <li>3. Rent paid</li> <li>4. Purchase of Grey/ dyed</li> </ol>	Yearly	<ol style="list-style-type: none"> <li>1. Contract of processing fabrics Rs. 788.21 Lakhs</li> <li>2. Fabric Sale: Rs. 8.64 Lakhs</li> <li>3. Rent paid Rs. 4.50 Lakhs</li> <li>4. Purchase of Grey/ dyed: Rs. 151.05 Lakhs</li> </ol>	May 30, 2022	NIL
2.	Vishwanath Harlalka HUF- through its Karta of Deepak Harlalka - Relative of Directors	Rent Paid	Yearly	Rent Paid: Rs. 7.56 Lakhs	May 30, 2022	NIL

**BY ORDER OF THE BOARD**  
**FOR GINI SILK MILLS LIMITED**

Sd/-

**DEEPAK HARLALKA**  
**CHAIRMAN**  
**DIN: 00170335**

**Date:** August 19, 2023  
**Place:** Mumbai

**Registered Office:**  
413, Tantia Jogani Industrial Estate Premises,  
Opp. Kasturba Hospital, J. R. Boricha Marg,  
Lower Parel (East), Mumbai-400011.

**Annexure- II**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

[Pursuant to section 204 (1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Gini Silk Mills Limited**  
CIN: L17300MH1981PLC024184  
413, Jogani Industrial Estate, Opp. Kasturba Hospital,  
J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GINI SILK MILLS LIMITED** having CIN: L17300MH1981PLC024184 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 (hereinafter referred to as "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi) As identified by the management, other laws specifically applicable to the industry to which the Company belongs and compliances of which is relied upon the representation by the management.
  - a. The Factories Act, 1948;
  - b. Trade Union Act, 1926;
  - c. Industrial Disputes Act, 1947;
  - d. The Payment of Wages Act, 1936;
  - e. The Minimum Wages Act, 1948;
  - f. Employees State Insurance Act, 1948;
  - g. The Employees Provident Fund and Miscellaneous Provisions Act, 1952;
  - h. The Payment of Bonus Act, 1965
  - i. The Payment of Gratuity Act, 1972;
  - j. Air (Prevention and Control of Pollution) Act, 1981;
  - k. The Environment (Protection) Act, 1986;
  - l. Trade Marks Act, 1999;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

<b>Nature of Non-Compliance</b>	<b>Applicable Acts, Rules, Regulations etc.</b>	<b>Remark</b>
Maintenance of Structured Digital Database (SDD)	Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Company had partially complied with SDD as it had no secured, tamperproof and structured database.
Company has given remuneration to one Managing Director and one Executive Director, both being promoters, of which the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity and members approval was not taken for the same at the time of appointment or any time after via special resolution.	Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Disclosure of Archival Policy on website.	Regulation 30 read with Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	

**We further report that**

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting. Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the 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 the Company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Sandeep Dar & Co.**  
Company Secretaries

Sd/-  
Proprietor  
FCS: 3159  
C.P No.: 1571  
Peer Review Cert. No. 1642/2022  
**UDIN: F003159E000829072**

Date: August 19, 2023  
Place: Navi Mumbai

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****ANNEXURE TO SECRETARIAL AUDIT REPORT**

To,

The Members,

**GINI SILK MILLS LIMITED**

CIN: L17300MH1981PLC024184

413, Jogani Industrial Estate, Opp. Kasturba Hospital,

J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the 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 the practices, we followed provided 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. The Compliance of applicable financial laws like direct and indirect laws have not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditors and other designated professionals.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Sandeep Dar & Co.**  
**Company Secretaries**

Sd/-

Proprietor

FCS: 3159

C.P No.: 1571

**UDIN: F003159E000829072**

Peer Review Cert. No. 1642/2022

Date: August 19, 2023

Place: Navi Mumbai

## REPORT ON CORPORATE GOVERNANCE

The Board of Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended for the financial year ended March 31, 2023.

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance is a value-based framework to manage our Company affairs in a fair and transparent manner. As a responsible corporation, we use this framework to maintain accountability in all our affairs and employ democratic and open processes. We have evolved guidelines and best practices over the years to ensure timely and accurate disclosure of information regarding our financials, performance, and governance of the Company. The Board of Directors and the management of the Company is committed to the consistent adherence to the corporate governance code and constant review of the Board processes, practices and the Management Systems to maintain a greater degree of responsibility and accountability.

At Gini Silk Mills Limited, the governance framework is based on the following principles:

1. The Company is organized by an effective Board which is collectively responsible and works with Management for the long-term growth of the Company.
2. The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company and its stakeholders.
3. The Board undertakes a formal annual evaluation of its performance as a whole, and that of each of its board committees and individual Directors.
4. The Company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company.
5. The Company communicates regularly with its shareholders and ensures the participation of shareholders during general meetings to allow shareholders to communicate their views on various matters affecting the Company.
6. The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

### 2. BOARD OF DIRECTORS:

#### A) Composition and Category of Directors, attendance of each Director at the Board Meetings and the last Annual General Meeting, number of other Board of Directors or Committees in which a Director is a member or chairperson.

The Board of the Company has the right mix of leaders and thinkers who have acknowledged the focus of the Company in creating value to its stakeholders. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company. The members on the Board possess adequate experience, expertise and skills necessary to manage the affairs of the Company in the most efficient manner.

Presently, the Board of Directors of the Company comprises Six Directors, out of which Four Directors are Non-Executive Directors. The Company has 'Executive Chairman' (Promoter) and there are Three Independent Directors on the Board which represent half of the total strength of the Board of Directors of the Company. The Company has received declarations from the Independent Directors confirming that they meet the criteria of independence as prescribed both under Section 149 (7) of the Companies Act, 2013 and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors on the Board is a member of more than ten Committees and Chairman of more than five Committees across all companies in which they are Directors as specified in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board does not have any Nominee Director representing any financial institution.

The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors, meets with the requirements of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The names and categories of Directors, the number of Directorships and Committee positions held by them in other Public Limited Companies and in the Company in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31st March, 2023 are given below:

Name	Designation	Category	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	No. of Equity Shares held
Mr. Deepak Harlalka	Managing Director	Promoter, Executive Director	1	-	1	-	19,00,260
Mr. Suresh Gaggar	Director	Non-Executive Independent Director	2	1	1	1	-
Mr. Pankaj Kumar Agarwal	Director	Non-Executive Independent Director	1	1	1	-	-
Mr. RuchirJalan	Director	Non-Executive Independent Director	1	1	2	-	-
Mrs. Anjali Harlalka	Director	Promoter, Non-Executive Director (Woman Director)	1	-	1	1	3,50,400
Mr. Pranav Harlalka	Director	Promoter, Executive Director	1	-	-	-	2,02,400

### Board Procedure

The Board meets at least once a quarter and Board Meetings are held at the Registered Office of the Company. The Meetings of the Board are generally scheduled well in advance and the notice of each Board Meeting is sent via e-mails to each Director. 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 applicable. All the items drafted in the Agenda are accompanied by notes giving comprehensive information about the related subject and in certain matters such as financial/ business plans, financial results etc., detailed presentations for the same are made. The Agenda and the relevant notes are circulated well in advance separately to each Director. The members of the Board have complete access to all information of the Company. The Board, if deem necessary and depending upon the urgency and necessity of the matter, takes up any other item of business, which does not form part of the agenda. Urgent matters are also considered and approved by passing resolution through circulation, which are noted at the next Board Meeting. To enable the Board to discharge its responsibilities effectively, the members of the Board are briefed at every Board Meeting on the overall performance of the Company.

### B) ATTENDANCE OF EACH DIRECTOR AT THE MEETING OF THE BOARD OF DIRECTORS AND THE LAST ANNUAL GENERAL MEETING:

During the year ended March 31, 2023, 05 Board Meetings were held on the following dates: May 30, 2022, August 10, 2022, August 19, 2022, November 14, 2022 and February 11, 2023. Annual General Meeting during the year was held on September 21, 2022.

Name of the Directors	No. of Board Meeting Attended	Attendance at last AGM held on September 21, 2022.
Deepak Harlalka	5	Yes
Suresh Gaggar	5	Yes
Pankaj kumar Agarwal	5	Yes
Anjali Deepak Harlalka	5	Yes
Ruchir Jalan	5	Yes
Pranav Harlalka	5	Yes



**C) NUMBER OF OTHER BOARD OF DIRECTORS OR COMMITTEES IN WHICH DIRECTORS ARE MEMBER OR CHAIRPERSON:**

Directors	Category	No. of other Directorships		No. of other Committee positions	
		Public	Private	Member	Chairman
Deepak Harlalka	Promoter Executive	-	5	-	-
Anjali Harlalka	Promoter Non-Executive	-	1	-	-
Suresh Gaggur	Independent	1	6	-	1
Pankaj kumar Agarwal	Independent	-	4	-	-
Ruchir Jalan	Independent	-	-	-	-
Pranav Harlalka	Promoter Executive	-	1	-	-

**NAMES OF THE OTHER LISTED ENTITIES WHERE THE PERSON IS A DIRECTOR AND THE CATEGORY OF DIRECTORSHIP:**

NAME OF DIRECTOR	CATEGORY OF DIRECTORSHIP	NAME OF OTHER LISTED ENTITY WHERE HE IS DIRECTOR
Suresh Gaggur	Chairman - Executive Director	Garnet International Limited

**D) NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS HELD AND DATES ON WHICH HELD:**

During the year ended on March 31, 2023 Five Board Meetings were held:

SR. NO.	DATES OF BOARD MEETINGS
1.	May 30, 2022
2.	August 10, 2022
3.	August 19, 2022
4.	November 14, 2022
5.	February 11, 2023

**E) DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

Name of Director	Relationship
Mr. Deepak Harlalka	Mrs. Anjali Harlalka (Wife) Mr. Pranav Harlalka (Son)
Mrs. Anjali Harlalka	Mr. Deepak Harlalka (Husband) Mr. Pranav Harlalka (Son)
Mr. Pranav Harlalka	Mr. Deepak Harlalka (Father) Mrs. Anjali Harlalka (Mother)

**F) NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTORS:**

Mrs. Anjali Harlalka, Non-Executive Director holds 350400 equity shares in the Company.

**G) The details of Familiarization programme imparted to Independent Directors have been disclosed on the website of the Company i.e. [www.ginitex.com](http://www.ginitex.com).**
**H) SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS:**

As required under the provisions of Schedule V(C)(2)(h) of the Listing Regulations, the Board of Directors has identified the core skills / expertise / competencies as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board as follows:

1. Knowledge of Company's business policies, major risks/threats and potential opportunities, technical /professional skills and specialized knowledge of Company's business.
2. Business Strategy & Analytics, Critical & Innovative thinking.
3. Corporate Management and Corporate Governance.

4. Financial including Accounting & Auditing, Management skills, administration.
5. Leadership and decision making.
6. Behavioral skills -Attributes and competencies to use knowledge and skills for effective contribution to Company's growth.
7. Risk identification- Legal and Regulatory compliance.
8. Stakeholder Engagement & Market awareness.
9. Business Ethics as well as Corporate Ethics

**The names of Directors who have such skills / expertise / competence**

Deepak Harlalka – Managing Director

Pranav Harlalka – Director

**I) INDEPENDENCE OF DIRECTORS:**

Considering the requirement of skills on the Board, the Nomination and Remuneration Committee considers eminent persons having independent standing in industry expertise and those who can effectively contribute to the business and policy decisions of the Company. The Independent Directors, at the first meeting of the Board in which they participate, and thereafter at the first meeting of the Board in every financial year, give a declaration that they meet the criteria of independence stipulated in the Listing Regulations, and the Act and the rules framed thereunder. The Company has received necessary declaration from Independent Directors that they fulfil "independence" criteria, stipulated in the Listing Regulations and the Act and the rules framed thereunder. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Act and the Listing Regulations and are independent of the management.

**J) As on the date of report, no independent Director has resigned before the expiry of his tenure.**

- The Board of Directors has constituted Committees of Directors with adequate delegation of powers, to discharge their functions with respect to specific matters of the Company on behalf of the Board of Directors. The brief particulars of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as required under Listing Regulations are given hereunder:

**3. AUDIT COMMITTEE:**

The Audit Committee was constituted with the primary objective of assisting the Board with oversight of accuracy, integrity and transparency of the Company's financial statements with adequate and timely disclosures. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 and Part C of Schedule II of the Listing Regulations. Accordingly, the Audit Committee performs the functions of approving Annual Internal Audit Plan, reviewing of financial reporting system, discussing on financial results, significant related party transactions, interaction with Statutory and Internal Auditors, Reviewing of Business Risk Management Plan, and Internal Audit Reports.

**A) TERMS OF REFERENCE:**

**The terms of reference of the Committee inter alia, include the following:**

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- Examination of the financial statement and the auditors' report thereon.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Evaluation of internal financial controls and risk management systems.
- Review of Information Technology General Controls.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.

- 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.
- Discussion with internal auditors of any significant findings and follow up there on.
- To review the functioning of the whistle blower mechanism;

**B) COMPOSITION, NAME OF MEMBERS AND CHAIRPERSON**

The Audit Committee consists of 3 (Three) Independent Directors. Mr. Suresh Gaggar is the Chairman of the Committee. The members of the committee have requisite experience in corporate management, finance, Accounts and corporate laws. The constitution of the Audit Committee as on March 31, 2023 is as follows:

1. Mr. Suresh Gaggar - Chairman
2. Mr. Pankajkumar Agarwal - Member
3. Mr. Ruchir Jalan - Member

**C) MEETINGS AND ATTENDANCE DURING THE YEAR:**

The Audit Committee met 4 times during the year on May 30, 2022, August 10, 2022, November 14, 2022 and February 11, 2023. The requisite quorum was present at the said Meetings.

The Composition of the Audit Committee and the attendance of the Committee Members at the Meetings held during the Financial Year 2022-23 is as follows:

Name of the Director	Designation	Category	No. of Audit Committee Meetings attended
Mr. Suresh Gaggar	Chairman	Non-Executive Independent Director	4
Mr. Pankajkumar Agarwal	Member	Non-Executive Independent Director	4
Mr. Ruchir Jalan	Member	Non-Executive Independent Director	4

**4. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee is entrusted with the responsibility of screening and selection process of new Directors and KMPs. The Committee develops strategies on people agenda, Talent Management Initiatives and criteria for appointment of Independent Directors, Non-Executive Directors and Executive Directors in compliance with the Act and SEBI (LODR) Regulations, 2015.

**A) TERMS OF REFERENCE:**

The terms and functions of Nomination and Remuneration Committee are stipulated under section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly Committee discharged following functions:

- Succession planning of the Board of Directors and senior management employees;
- Identifying and selection of candidates for appointment as Directors / independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as key managerial personnel and to other Senior management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, key managerial personnel and senior management employees and their Remuneration;
- Review the performance of the board of Directors and senior management employees based on certain criteria as approved by the board.

**B) COMPOSITION, NAME OF MEMBERS AND CHAIRPERSON:**

The Nomination and Remuneration Committee consists of 2 (Two) Independent Directors and 1 (One) Non-Executive Director. Mr. Pankajkumar Agarwal is appointed as Chairman of the Committee.

The constitution of the Nomination and Remuneration Committee as on March 31, 2023 is as follows:

1. Mr. Pankajkumar Agarwal - Chairman
2. Mr. Suresh Gaggar - Member
3. Mrs. Anjali Harlalka - Member

**C) MEETINGS AND ATTENDANCE DURING THE YEAR:**

Nomination and Remuneration Committee held one Meeting on August 19, 2022 during the Year which was attended by the chairman and all the members of the Committee.

**D) PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:**

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

**5. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Pursuant to provisions of Section 178(5) of the Act read with Regulation 20 of the Listing Regulations, Stakeholders Relationship Committee of the Board has been constituted. The Company has constituted a Stakeholders' Relationship Committee with an objective to monitor and resolve the grievances of the security holders of the Company. During the year, one meeting of the Committee was held on November 14, 2022 which was attended by all the members of the Committee. This Committee comprises of three Directors as follows:

1. Mrs. Anjali Halalka - Chairman, Non-Executive Director
  2. Mr. Deepak Harlalka - Member, Executive Director
  3. Mr. Ruchir Jalan - Member, Non-Executive Independent Director
- a) Name of the non-executive Director heading the committee - Mrs. Anjali Harlalka
  - b) Name and designation of the compliance officer - Ms. Shweta Panchal (Resigned w.e.f. 08.07.2023)
  - c) Number of shareholders' complaints received during the financial year - Nil
  - d) Number of complaints not solved to the Satisfaction of Shareholder - Nil
  - e) Number of Pending Complaints – Nil

**6. RISK MANAGEMENT COMMITTEE:**

As per the Regulation 21 (5) the Company is not required to constitute Risk Management Committee as it is not in Top 1000 Listed Entities determined on basis of market capitalization as at the end of the immediately preceding financial year and is not a high value debt listed entity.

**7. SENIOR MANAGEMENT:**

Sr. No.	Name	Designation	Changes therein since the close of the previous financial year
1.	Prasad Nagvekar	Chief Financial Officer (CFO)	-
2.	Shweta Panchal	Company Secretary	Resigned w.e.f. 08.07.2023
3.	Chetan Patel	Manager	-

**8. REMUNERATION OF DIRECTORS:**

- a) There is no pecuniary relationship or transaction of the non-executive Directors with the listed entity.
- b) The details of criteria of making payments to non-executive Directors is disclosed on the website of the Company i.e. [www.ginitex.com](http://www.ginitex.com).
- c) Remuneration of Directors is as follows:

(a)	all elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc.	<b>Remuneration of Directors is as follows:</b>	
		<b>Name of Director</b>	<b>Remuneration</b>
		Mr. Pranav Harlalka	Rs. 24,00,000/- p.a.
		Mr. Deepak Harlalka	Rs. 24,00,000/- p.a .
(b)	details of fixed component and performance linked incentives, along with the performance criteria;	As per Resolution	
(c)	service contracts, notice period, severance fees;	Notice Period- 30 days	
(d)	Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable.	Nil	

**9. GENERAL BODY MEETINGS:**

- A) Location and time, where last three Annual General Meetings were held is given below:

Financial Year ended	Date	Location of the Meeting	Time
March 31, 2022	September 21, 2022	through Video Conferencing ("VC")/ Other Audio-Visual Means	12.00 P.M
March 31, 2021	September 20, 2021	through Video Conferencing ("VC")/ Other Audio-Visual Means	12.00 P.M
March 31, 2020	September 29, 2020	through Video Conferencing ("VC")/ Other Audio-Visual Means	12.00 P.M

- B) Special Resolutions passed in the previous three Annual General Meetings:

AGM DATE	DETAILS OF SPECIAL RESOLUTION PASSED
September 21, 2022	1. Approval for making Investment(s), grant loans or provide guarantees and security in excess of limits specified under section 186 of Companies Act, 2013.
September 20, 2021	1. Re-appointment of Mr. Ruchir Jalan, as an Independent Director of the Company.
September 29, 2020	No Special Resolution was passed.

- C) No Special resolution was passed through postal ballot at the last Annual General Meeting nor is it proposed this year.

**10. MEANS OF COMMUNICATION:**

- **Quarterly Results:** The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter (or such other extended timeline as may be allowed by SEBI and MCA). The audited annual results are announced within sixty days from the closure of the financial year (or such other extended timeline as explained above) as per the requirement of the Listing Regulations. The Company submits the quarterly/annual financial results to the Stock Exchanges immediately after Board's Approval.
- **Newspapers wherein results normally published:** Normally the quarterly/Annual Results are published in the 'Free Press Journal', English Daily and 'Navshakti', Marathi Daily, newspapers.

**Website:** The Company's website [www.ginitex.com](http://www.ginitex.com). On this website the Company displays various information such as Annual Reports, Notices of General Meetings, Policies adopted by the Company, unpaid dividend details, Quarterly/ Annual results and various statutory information as required by SEBI Regulations etc.

- **BSE Corporate Compliance & Listing Centre (the 'Listing Centre')**: BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, Notices issued to Shareholders, Quarterly/Annual Results, Outcome of Board Meetings etc. among others are filed on the Listing Centre.

**11. General Shareholders information:**

- A) Annual General Meeting- Date, Time and Venue: 21<sup>st</sup> September, 2023 at 12.00 P.M through Video Conferencing ("VC") / Other Audio-Visual Means.
- B) Financial Year: April 01, 2022 to March 31, 2023.
- C) Dividend payment date: No Dividend declared during the financial year 2022-2023.
- D) The name and address of Stock exchange at which securities are listed: BSE Limited, Mumbai.  
Listing fee for 2022-2023 have been paid in respect of BSE Ltd.
- E) Stock Code: BSE Code: 531744  
NSDL/CDSL-ISIN: INE548B01018
- F) Market price data-high, low during each month in last financial year:

Month	Bombay Stock Exchange	
	High	Low
April, 2022	48.00	40.65
May, 2022	45.70	33.50
June, 2022	53.40	33.65
July, 2022	51.30	40.40
August, 2022	45.40	38.00
September, 2022	41.30	36.05
October, 2022	40.65	32.00
November, 2022	38.95	32.00
December, 2022	53.40	32.80
January, 2023	62.00	37.00
February, 2023	41.70	35.30
March, 2023	39.00	29.05

- G) Performance in comparison to broad based indices such as BSE Sensex, Crisil Index.:

Month	Company price		BSE Sensex	
	High	Low	High	Low
April-2022	48.00	40.65	60845.10	56009.07
May-2022	45.70	33.50	57184.21	52632.48
June-2022	53.40	33.65	56432.65	50921.22
July-2022	51.30	40.40	57619.27	52094.25
August-2022	45.40	38.00	60411.20	57367.47
September-2022	41.30	36.05	60746.59	56683.40
October-2022	40.65	32.00	60786.70	56683.40
November-2022	38.95	32.00	63303.01	60425.47
December-2022	53.40	32.80	63583.07	59754.10
January-2023	62.00	37.00	61343.96	58699.20
February-2023	41.70	35.30	61682.25	58795.97
March-2023	39.00	29.05	60498.48	57084.91

H) The Securities of the Company which are suspended from trading: Nil

I) Registrar and share transfer agents:

**Bigshare Services Private Limited**

Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri (East), Mumbai – 400093.

J) Share transfer system:

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within prescribed time from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulation, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

K) Distribution of Shareholding as on March 31, 2023:

Shareholding of nominal value of Rupees	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	567	48.38	8090	0.14
501 TO 1000	159	13.57	14365	0.26
1001 TO 2000	120	10.24	20490	0.37
2001 TO 3000	66	5.63	16991	0.30
3001 TO 4000	29	2.47	10742	0.19
4001 TO 5000	52	4.44	25618	0.46
5001 TO 10000	79	6.74	62494	1.12
10001 & above	100	8.53	5433810	97.16
<b>Total</b>	<b>1172</b>	<b>100.00</b>	<b>5592600</b>	<b>100.00</b>

L) Dematerialization of shares and liquidity: Shareholding pattern as on March 31, 2023

Category	No. of Shares	%
Promoters	4193460	74.98
Mutual Funds, Banks, Etc.	-	-
Corporate Bodies	858710	15.35
Clearing Members	4149	0.07
NRI / OCB's	91468	1.64
IEPF	13186	0.24
Indian Public	412418	7.38
HUF	19209	0.34
<b>TOTAL</b>	<b>5592600</b>	<b>100</b>

Out of these, 5574193 (99.67%) shares are Dematerialized and the balance 18407 (0.33%) are in physical form as on March 31, 2023.

M) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments: Nil

N) Plant Location: Fabric Process Unit: E-15, MIDC- Tarapur, Bhoisar- 421506, Thane, (Maharashtra)

- O) Address for Correspondence : Mr. Deepak Harlalka,  
Managing Director  
413, Jogani Industrial Estate,  
Opp. Kasturba Hospital,  
J. R. Boricha Marg,  
Lower Parel (East),  
Mumbai - 400001.
- P) Credit Ratings: During the period under review, the Company has not obtained any Credit Ratings from any Credit Rating Agency for any debt instruments or any fixed deposit programme or any scheme of the Company involving mobilization of funds, whether in India or abroad.
- Q) Commodity price risk or foreign exchange risk and hedging activities: There are no hedging activities undertaken by the Company as the Company is not majorly involved in foreign exchange transactions.

## 12. OTHER DISCLOSURES:

- a) There were related party transactions during the financial year ended on March 31, 2023 but there were no materially significant transactions with Related Parties during the financial year that have potential conflict with the interest of listed entity at large. The Policy for related party transactions is available on the website of the Company viz. [www.ginitex.com](http://www.ginitex.com).
- b) During the Last three financial years, no show cause notices were received for non-compliance of any matter related to the capital markets.
- c) The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and it provides employees a channel for the reporting of genuine concerns about unethical behavior, actual or suspected or misconduct. The Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The Whistle Blower Policy is displayed on the Company's website viz. [www.ginitex.com](http://www.ginitex.com).

We affirm that no personnel have been denied access to the audit committee.

- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:  
The Company has complied with all applicable mandatory requirements of the Listing Regulations during the financial year 2022-23. The Company complies with all mandatory legislations including but not restricted to Ind AS, Secretarial Standards, Internal Financial Controls, Code of Conduct, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, etc.
- e) Web link where policy for determining 'material' subsidiaries is disclosed: Not Applicable.
- f) The Company has adopted the policy on Related Party Transactions. This policy is available on the website of the Company at [www.ginitex.com](http://www.ginitex.com).
- g) Disclosure of commodity price risks and commodity hedging activities: Not Applicable
- h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) – Not Applicable
- i) Certificate from a Practising Company Secretary with respect to Disqualification or otherwise of Directors:  
The Company has obtained a certificate from M/s. Sandeep Dar and Company, Practising Company Secretary confirming that none of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. A copy of the said certificate is appended hereto as Annexure.
- j) Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof – Not Applicable
- k) Total fees for all services paid by the listed entity to the statutory auditors: Rs. 2.00 Lakh



- l) Details of Sexual Harassment complaints received and redressed:

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number of complaints pending as on end of the financial year
NIL	NIL	NIL

- m) Disclosure of Loans and advances in the nature of loans to firms/companies in which Directors are interested by name and amount: The Company has not given any loans to firms/ Companies in which the Directors are interested.

- n) Details of material subsidiaries of the listed entity: Not Applicable

1. Non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof shall be disclosed – No Non-Compliances were noted
2. Company has adopted discretionary requirements to the extent of submission of financial statements with unmodified audit opinion as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Disclosure of extent to which the discretionary requirements as specified in Part E of Schedule II have to adopted:  
The internal auditor submits his internal Audit Reports directly to the audit committee.

3. The Company has complied with the Requirements of Corporate Governance specified in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **CERTIFICATION FOR FINANCIAL REPORTING AND INTERNAL CONTROLS:**

Pursuant to Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Chairman-Managing Director and Chief Financial Officer of the Company has certified to the Board regarding the financial statements for the year ended March 31, 2023. A certificate to that effect signed by the Chairman-Managing Director and Chief Financial Officer is appended as Annexure to this Report.

#### **INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE:**

A certificate from the Independent Auditor of the Company, regarding compliance of conditions of Corporate Governance as stipulated in Part E of Schedule V of the SEBI (LODR) is appended as Annexure to this Report.

#### **ANNUAL SECRETARIAL COMPLIANCE REPORT:**

The Company obtained Annual Secretarial Compliance Report from M/s Sandeep Dar and Company, Practising Company Secretaries for the financial year 2022-23 pursuant to circular No: CIR/CFD/CMD1/27/201 dated 8<sup>th</sup> February, 2019 issued by SEBI.

#### **DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

Pursuant to regulation 34(3) and Para F of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no shares are lying in demat suspense account/ unclaimed suspense account of the Company as at March 31, 2023.

#### **DECLARATION**

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

For Gini Silk Mills Limited

Sd/-

Date: August 19, 2023  
Place: Mumbai

**Deepak Harlalka**  
Managing Director  
DIN: 00170335

**CERTIFICATION BY CEO and CFO UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The Board of Directors,  
**GINI SILK MILLS LIMITED**

We have reviewed the financial statements and the cash flow statement of **GINI SILK MILLS LIMITED** for the year ended March 31, 2023 and to the best of our knowledge and belief:

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
**Managing Director**  
**Deepak Harlalka**

Sd/-  
**Chief Financial Officer**  
**Prasad Nagvekar**

Date: August 19, 2023  
Place: Mumbai

**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

**GINI SILK MILLS LIMITED**

413, Jogani Industrial Estate, Opp. Kasturba Hospital,  
J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011.

We, **Sandeep Dar & Co., Company Secretaries, Navi Mumbai** have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Gini Silk Mills Limited** having **CIN:L17300MH1981PLC024184** and having registered office at 413, Jogani Industrial Estate, Opp. Kasturba Hospital, J. R. Boricha Marg, Lower Parel (East), Mumbai-400011 and (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 and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers,

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Deepak Vishwanath Harlalka	00170335	01/07/2010
2.	Suresh Gaggar	00599561	26/09/2014
3.	Pankaj kumar Agarwal	01115660	26/09/2014
4.	Ruchir Omprakash Jalan	03172070	30/05/2016
5.	Anjali Deepak Harlalka	07141513	28/03/2015
6.	Pranav Deepak Harlalka	08290863	27/07/2020

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sandeep Dar & Co.**  
Company Secretaries

Sd/-  
**CS Sandeep Dar**

Membership No: 3159

COP No: 1571

UDIN: F003159E000829094

Date: August 19, 2023

Place: Navi Mumbai

**DECLARATION**

Compliance with the Code of Business Conduct and Ethics

In accordance with Schedule V, Para D of SEBI (LODR) Regulation, 2015 as amended from time to time and in terms of Regulation 26(3), I, the Managing Director of the Company, hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31<sup>st</sup> March, 2023.

For **Gini Silk Mills Limited**

Sd/-  
**Deepak Harlalka**

Managing Director

(DIN: 00170335)

Date: August 19, 2023

Place: Mumbai

**INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED).**

To

The Members

Gini Silk Mills Limited,

413, Jogani Industrial Estate, Opp. Kasturba Hospital,

J.R. Boricha Marg, Lower Parel (East),

Mumbai – 400011, India.

- 1) The accompanying Corporate Governance Report prepared by Gini Silk Mills Limited (here in after the “Company”), contains details as stipulated in regulation 17 to 27 and clause (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) (‘applicable criteria’) with respect to Corporate Governance for the year ended March 31, 2023. This report is required by the Company for annual submission to the Stock Exchange and to be sent to the Shareholders of the Company.

**Management’s Responsibility**

- 2) The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
- 3) The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor’s Responsibility**

- 4) Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the company has complied with specified requirements of the Listing Regulations referred to paragraph 1 above.
- 5) We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Notes on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants (ICAI). The Guidance Note on Reports or Certificates on Special Purposes require that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 6) We have complied with the relevant applicable requirements of the Standard on quality control (SQC) 1, Quality Control for Firms that perform audits and reviews of historical financial information and other assurance and related services engagements.
- 7) The procedures selected depend on the auditor’s judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
- 8) The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the company taken as a whole.

**Opinion**

- 9) Based on the procedure performed by us as referred in the paragraph number 7 and 8 above, and according to the information and explanation given to us, we are of the opinion that the company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31<sup>st</sup> March 2023, referred to in paragraph 1 above.

**Other matters and Restriction on Use**

- 10) This report 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.
- 11) This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

**For Vatsaraj & Co**  
Chartered Accountants  
Firm Registration Number: 11327W

**Sd/-**  
CA Nitesh K Dedhia  
Partner  
Membership No.: 114893  
UDIN: 23114893BGTHSJ7549

Mumbai,  
18<sup>th</sup> August, 2023

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GINI SILK MILLS LIMITED

REPORT ON THE AUDIT OF THE IND AS FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying Ind AS financial statements of Gini Silk Mills Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Ind AS 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 Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS 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.

Sr.No.	Key Audit Matter	Auditor's Response
1.	<p><i>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contract with Customers"</i></p> <p><i>The application of the revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</i></p>	<p><b><u>Principal Audit Procedures</u></b></p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> <li>• Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li> <li>• Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, performance and inspection of evidence in respect of operation of these controls.</li> <li>• Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard</li> <li>• Selected a sample of continuing and new contracts and performed the following procedures:</li> <li>• Read, analyzed and identified the distinct performance obligations in these contracts.</li> <li>• Compared these performance obligations with that identified and recorded by the Company.</li> <li>• Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of elimination</li> <li>• Samples in respect of revenue recorded for time and material contracts were tested using a combination customer acceptances, subsequent invoicing and historical trend of collections and disputes.</li> </ul> <p>Performed analytical procedures for reasonableness of revenues disclosed.</p>

### **Information other than the Financial Statements and Auditors' Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Ind AS Financial Statements and our auditors' report thereon. Our opinion on the Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management and Those Charged with Governance for the 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS financial statement 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, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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 Ind AS financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Ind AS 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**

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 Companies Act, 2013, we give in the "Annexure A" of this report, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS financial statement;
- 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;
- The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the statement of Cash Flow dealt with by this Report are in agreement with the books of account;
- In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
- On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report; and
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirement section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remunerations paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - The Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its Ind AS financial statements to the extent determinable/ascertainable. – Refer Note 35 to the Ind AS financial statements.
  - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - During the year, amount of Rs 18,012/- was transferred to the Investor Education and Protection Fund by the Company.
  - (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 kinds 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, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the ultimate Beneficiaries.



- (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall. Whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv(a) and iv (b) contain any material mis-statement.
- v. The company has neither declared nor paid any dividend during the year.
  - (i) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.

**For Vatsaraj & Co.**  
Chartered Accountants  
FRN: 111327W

**CA Nitesh K Dedhia**  
Partner  
M. No. 114893

Mumbai, May 29<sup>th</sup> 2023

UDIN: 23114893BGTHPU8125

**Annexure A to the Independent Auditors' Report on Ind AS financial statements of Gini Silk Mills Limited as on 31<sup>st</sup> March 2023, referred to in paragraph 1 under "Report on Other Legal and Regulatory requirement" section of our report of even date, we report the following:**

- i. (a) (A) The Company has generally maintained proper records showing full particulars, including quantitative details and situations of Property, plant and equipment.
  - (B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment or Intangible assets or both during the year. However, Right to Use Asset has been revised on account of Modified terms of Payment of Lease Liability.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventories.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any point 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 According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- iv According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.
- v The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi According to the information and explanations given to us the rules made by the Central Government of India, the Company is not required to maintain cost records as specified under sub section (1) of section 148 of the Companies Act 2013 in respect of its products. Accordingly, Provision of Clause 3(vi) of the order is not applicable.
- vii In respect of statutory dues
  - (a) According to the information and explanation given to us the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service tax, Duty of Custom, Duty of Excise, Value Added tax, Cess and other Statutory dues applicable to it.
  - (b) According to the information and explanation given to us there were no undisputed amounts payable in respect of outstanding statutory dues as aforesaid as at March 31, 2023, for a period of more than six months from the date on which they become payable.
  - (c) The dues outstanding in respect of Cess and Excise Duty on account of any dispute, are as follows :-

Name of the Statute	Nature of Dues/ Period to which the amount relates	Amount (INR)	Forum where dispute is pending
Textile Committee Act & Cess Rules 1975	Cess (Various Years From 1998 to 2008)	7,09,232/-	Textile Committee Cess Appellate Tribunal
Central Excise Act	Demand on differential amount of excise duty (16/12/1998 to 28/02/2001)	1,85,09,688/-	Supreme Court of India

- 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 repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
  - (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
  - (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
  - (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint venture as defined under Companies Act, 2013.
  - (f) The Company does not hold any investment in any subsidiary, associate or joint venture (as defined under the Act) during the year ended 31 March 2023. Accordingly, clause 3(ix)(f) is not applicable.
- x
  - (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

- xi (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented by the management, there have been no instances of whistle blower complaints during the year under review.
- xii According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party 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 under audit.
- xv In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (a) of the Order is not applicable
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable
- xix According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that 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, Section 135 of the Companies Act, 2013 is not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For Vatsaraj & Co.**  
Chartered Accountants  
FRN: 111327W

**CA Nitesh K Dedhia**  
Partner  
M. No. 114893

Mumbai, May 29<sup>th</sup> 2023

UDIN: 23114893BGTHPU8125

**ANNEXURE B to Independent Auditors' Report on the Ind AS Financial Statement of Gini Silk Mills Limited, Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act, referred to in paragraph 2(f) under "Report on Other Legal and Regulatory requirement" section of our report of even date.**

We have audited the internal financial controls over financial reporting of Gini Silk Mills Limited ("the Company") as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the Ind AS financial statements of the Company as at and for the year ended on that date.

**Management's Responsibilities for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial control, 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting with reference to these Standalone Financial Statements and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Vatsaraj & Co.**  
Chartered Accountants  
FRN: 111327W

**CA Nitesh K Dedhia**  
Partner  
M. No. 114893

UDIN: 23114893BGTHPU8125

**BALANCE SHEET AS AT 31ST MARCH, 2023**
**(₹ in Lakhs)**

Particulars	Note No.	As at 31st March,2023	As at 31st March,2022
<b>I ASSETS</b>			
<b>1 NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	2	1,223.56	1,305.03
(b) Capital Work-in-Progress	3	0.42	2.95
(c) Investment Properties	4	0.57	0.57
(d) Intangible Assets	5	-	0.03
(e) Right to use of Assets	6	20.56	13.52
(F) Financial Assets			
(i) Investments	7	2,427.84	2,502.94
(ii) Other Financial Assets	8	56.30	57.41
(g) Current Tax Assets (Net)	9	115.22	147.66
(h) Other Non-Current Assets	10	484.80	392.64
<b>TOTAL NON-CURRENT ASSETS</b>		<u>4,329.27</u>	<u>4,422.75</u>
<b>2 CURRENT ASSETS</b>			
(a) Inventories	11	726.00	609.80
(b) Financial Assets			
(i) Trade Receivables	12	821.79	696.15
(ii) Cash and Cash Equivalents	13	3.53	3.45
(iii) Bank Balances Other than (iii) above	14	0.62	0.80
(iv) Other Financial Assets	15	200.09	214.60
(c) Other Current Assets	16	25.34	36.56
<b>TOTAL CURRENT ASSETS</b>		<u>1,777.37</u>	<u>1,561.35</u>
<b>TOTAL ASSETS</b>		<u>6,106.64</u>	<u>5,984.10</u>
<b>II EQUITY &amp; LIABILITIES</b>			
<b>1 EQUITY</b>			
(a) Equity Share Capital	17	559.26	559.26
(b) Other Equity	18	3,692.37	3,644.36
<b>TOTAL EQUITY</b>		<u>4,251.63</u>	<u>4,203.62</u>
<b>2 LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	19	150.33	193.31
(ii) Lease Liability		10.50	6.51
(iii) Other Financial Liabilities	20	62.71	54.72
(b) Deferred Tax Liabilities (net)	9	162.37	160.54
<b>TOTAL NON-CURRENT LIABILITIES</b>		<u>385.91</u>	<u>415.07</u>
<b>3 CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	21	673.05	644.71
(ii) Lease Liability		13.48	9.01
(iii) Trade Payables			
Total Outstanding dues of Micro Enterprises and Small Enterprise	22	93.18	14.40
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprise		525.63	582.55
(iv) Other Financial Liabilities	23	67.05	47.45
(b) Provisions	24	80.69	57.54
(c) Other Current Liabilities	25	16.01	9.76
<b>TOTAL CURRENT LIABILITIES</b>		<u>1,469.10</u>	<u>1,365.41</u>
<b>TOTAL LIABILITIES</b>		<u>1,855.01</u>	<u>1,780.48</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>6,106.64</u>	<u>5,984.10</u>
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	1		

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For Vatsaraj & Co.**

Chartered Accountants  
Firm Registration No. : 11327W

**CA Nitesh K Dedhia**  
**Partner**

Membership No. : 114893  
Mumbai, 29th May, 2023

**Deepak Harlalka**  
DIN: 00170335

Managing Director

**Pranav Harlalka**  
DIN:08290863

Director

**Prasad Nagvekar**

Chief Financial Officer

**Shweta Panchal**

Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023** (₹ in Lakhs)

Particulars	Note No.	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>INCOME :</b>			
Revenue from Operations	26	4,618.69	3,089.43
Other Income	27	169.34	218.91
<b>Total Income</b>		<b>4,788.03</b>	<b>3,308.34</b>
<b>EXPENSES :</b>			
Cost of Materials Consumed	28	1,464.83	865.90
Purchases of Stock-in-Trade	29	175.64	181.95
Change in inventories of Finished goods, Work in progress, Stock-in-trade	30	(150.76)	(103.67)
Employee Benefit Expenses	31	432.93	362.14
Finance Cost	32	69.26	16.57
Depreciation and Amortization expenses	33	137.08	123.73
Other Expenses	34	2,470.66	1,815.71
<b>Total Expenses</b>		<b>4,599.64</b>	<b>3,262.32</b>
<b>Profit Before Tax</b>		<b>188.39</b>	<b>46.02</b>
<b>Tax Expenses:</b>			
Current Year		35.00	10.00
Earlier Year Tax		2.00	0.07
Deferred Tax (credit) / charge		(1.68)	(1.82)
<b>Profit/(Loss) for the year</b>		<b>153.07</b>	<b>37.77</b>
<b>Other Comprehensive Income</b>			
<b>(A) Items that will not be Reclassified to Profit or Loss</b>			
(i) Remeasurements of Defined Benefit Plans		(9.31)	33.65
(ii) Equity instrument through Other Comprehensive Income		(92.24)	36.30
(iii) Income Tax relating to items no (i & ii) above		(3.51)	9.36
<b>(B) Items that will be Reclassified to Profit or Loss</b>			
		-	-
<b>Total Other Comprehensive Income (A+B)</b>		<b>(105.06)</b>	<b>79.31</b>
<b>Total Comprehensive Income for the year</b>		<b>48.01</b>	<b>117.08</b>
<b>Earnings Per Equity Share for Profit/ (Loss)</b>	35		
Basic		2.74	0.68
Diluted		2.74	0.68

**SIGNIFICANT ACCOUNTING POLICIES**

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

**For Vatsaraj & Co.**

Chartered Accountants  
Firm Registration No. : 11327W

**CA Nitesh K Dedhia**

Partner

Membership No. : 114893

Mumbai, 29th May, 2023

**Deepak Harlalka**

DIN: 00170335

Managing Director

**Pranav Harlalka**

DIN:08290863

Director

**Prasad Nagvekar**

Chief Financial Officer

**Shweta Panchal**

Company Secretary

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

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>Cash Flow from Operating Activities</b>		
<b>Profit Before Tax</b>	<b>188.39</b>	46.02
Adjustments for		
Depreciation and Amortisation Expense	<b>137.08</b>	123.73
Dividend Received	<b>(3.71)</b>	(2.04)
Property Tax	<b>5.57</b>	13.32
Interest on Income tax Refund	<b>(4.31)</b>	(3.90)
Interest Income	<b>(81.47)</b>	(77.30)
Finance Costs	<b>69.26</b>	16.57
(Profit)/Loss on Partnership Firm	<b>(0.58)</b>	(0.06)
Rent Received	<b>(62.43)</b>	(62.83)
Profit & Loss on sale/Discard of Assets(net)	<b>0.75</b>	-
Unrealised Gain on fair valuation of Investment	<b>(0.69)</b>	(32.84)
Sundry Balance w/off	<b>(3.64)</b>	1.62
	<b>244.22</b>	22.29
<b>Change in Operating Assets and Liabilities</b>		
(Increase)/Decrease in Trade Receivables	<b>(121.99)</b>	(223.20)
(Increase)/Decrease in Other Financial Assets	<b>15.62</b>	(74.86)
(Increase)/Decrease in Other Assets	<b>(81.27)</b>	(144.25)
(Increase)/Decrease in Inventories	<b>(116.20)</b>	(259.68)
(Increase)/Decrease in Loans	<b>1.42</b>	(0.23)
Increase/(Decrease) in Trade Payables	<b>21.87</b>	339.63
Increase/(Decrease) in Provisions	<b>13.85</b>	(9.92)
Increase/(Decrease) in other Liabilities	<b>25.85</b>	(18.01)
Increase/(Decrease) in other Financial Liability	<b>41.16</b>	12.72
<b>Cash Generated from Operations</b>	<b>(199.69)</b>	(377.79)
Income Tax Paid	<b>(7.99)</b>	(21.92)
<b>Net Cash Inflow / (Outflow) Operating Activities</b>	<b>36.53</b>	(377.42)
<b>Cash Flow from Investing Activities</b>		
Dividend Income	<b>3.71</b>	2.04
Purchase of Investments	-	(10.00)
Sale/Redemption of Investments	<b>57.79</b>	192.32
Interest Income	<b>81.47</b>	77.30
Movement in Investment in Partnership Firm Capital	<b>(73.33)</b>	(69.57)
Rent Income	<b>62.43</b>	62.83
Purchase of Fixed Assets	<b>(46.06)</b>	(314.17)
Bank Balances not considered as Cash and Cash Equivalents	<b>0.18</b>	(0.16)
Property Tax	<b>(5.57)</b>	(13.32)
<b>Net Cash Inflow / (Outflow) Investing Activities</b>	<b>80.63</b>	(72.73)

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

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>Cash Flow from Financing Activities</b>		
Proceeds from Borrowings	<b>60.00</b>	402.71
Repayment of Borrowings	<b>(107.81)</b>	(41.44)
Interest Paid	<b>(69.26)</b>	(16.57)
<b>Net Cash Inflow (Outflow) from Financing Activities</b>	<b>(117.07)</b>	344.70
Net increase / (Decrease) in Cash and Cash Equivalents	<b>0.09</b>	(35.88)
Cash and Cash Equivalents at the Beginning of the Year	<b>3.45</b>	39.33
<b>Cash and Cash Equivalents at the End of the Year</b>	<b>3.54</b>	3.45
<b>Breakup of Cash and Cash Equivalent</b>		
Cash in Hand	<b>1.38</b>	2.78
<b>Balances with Banks in Current Account</b>		
On Current Account	<b>2.16</b>	0.67
<b>Total</b>	<b>3.54</b>	3.45

**Notes :**

- 1) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flow
- 2) Additions to Property, plant, equipment and intangible assets include movement of capital work in progress during the year

**For Vatsaraj & Co.**

 Chartered Accountants  
 Firm Registration No. : 11327W

**CA Nitesh K Dedhia**  
**Partner**

 Membership No. : 114893  
 Mumbai, 29th May, 2023

**Deepak Harlalka**  
 DIN: 00170335

Managing Director

**Pranav Harlalka**  
 DIN:08290863

Director

**Prasad Nagvekar**

Chief Financial Officer

**Shweta Panchal**

Company Secretary



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**
**A. Equity share capital**

(₹ in Lakhs)

	Notes	31-Mar-23	31-Mar-22
Balance as at the Beginning of the Reporting Period	17	559.26	559.26
Changes in Equity Shares Capital due to prior period errors		-	-
Changes in Equity Share Capital during the year		-	-
Balance as at the End of the Reporting Period		<b>559.26</b>	559.26

B. Other equity	Notes	Reserves & Surplus			Other Comprehensive Income		Total Other Equity
		Capital Reserve	General reserve	Retained earnings	Equity Instruments through Other Comprehensive Income	Remeasurement of the net Defined Benefit Liability/ Asset	
<b>i) Balance as at April 1, 2021</b>	18	8.14	10.23	2,936.95	576.82	(4.85)	3,527.29
Changes in accounting policy or prior period errors					-		
Profit/(Loss) for the year		-	-	37.76	-		37.76
<b>Other Comprehensive Income for the year</b>							
Addition during the year					36.30	43.02	79.31
<b>Total Comprehensive Income for the year</b>		-	-	37.76	36.30	43.02	117.07
Transfer to General Reserve			-	-			
Dividends Paid		-	-	-	-	-	-
<b>ii) Balance as at March 31, 2022</b>	18	<b>8.14</b>	<b>10.23</b>	<b>2,974.71</b>	<b>613.11</b>	<b>38.17</b>	<b>3,644.36</b>
Changes in accounting policy or prior period errors							
Profit/(Loss) for the year		-	-	153.07	-	-	153.07
<b>Other Comprehensive Income for the year</b>		-	-	-			
Addition during the year					(92.24)	(12.82)	(105.06)
<b>Total Comprehensive Income for the year</b>		-	-	153.07	(92.24)	(12.82)	48.01
Transfer to General Reserve							
Dividends Paid (including Dividend Distribution Tax)		-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	18	<b>8.14</b>	<b>10.23</b>	<b>3,127.78</b>	<b>520.87</b>	<b>25.35</b>	<b>3,692.37</b>

As per our report of even date attached

For and on behalf of the Board of Directors

**For Vatsaraj & Co.**

 Chartered Accountants  
 Firm Registration No. : 11327W

**CA Nitesh K Dedhia**  
**Partner**

 Membership No. : 114893  
 Mumbai, 29th May, 2023

**Deepak Harlalka**  
 DIN: 00170335

Managing Director

**Pranav Harlalka**  
 DIN:08290863

Director

**Prasad Nagvekar**

Chief Financial Officer

**Shweta Panchal**

Company Secretary

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS

### CORPORATE INFORMATION

Gini Silk Mills Limited is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange Limited, Mumbai. The Company is engaged in the manufacturing and selling of Shirting and Suiting with reputed brand name "GINI" and processing fabric on jobwork basis.

### SIGNIFICANT ACCOUNTING POLICIES

#### A BASIS OF PREPARATION

##### i) Compliance with Ind AS

The Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards (herein after referred as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act 2013, read with paragraph 7 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and under relevant provisions of the Act.

The Accounting Policies are consistently applied to all the period presented in the Financial Statements.

##### ii) Historical Cost Convention

The Financial Statements have been prepared on a historical cost basis, except for the following:

- 1) Certain financial Assets and Liabilities that are measured at fair value;
- 2) Assets held for Sale - measured at lower of carrying amount or fair value less cost to sell;
- 3) Defined benefit plans - plan assets measured at fair value.

##### iii) Current/Non Current Classification

All the Assets and Liabilities have been classified as Current or Non Current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

##### iv) Functional and Presentation currency

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

#### B USE OF ESTIMATES

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of Assets and Liabilities including Contingent Liabilities on the date of the Financial Statements and the reported amount of Revenues and Expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

#### C CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents for the purpose of Cash Flow Statement comprise Cash in Hand, Bank and Short -Term Investments with an original maturity of three months or less.

#### D PROPERTY, PLANT & EQUIPMENT

Freehold Land is carried at cost. All other items of Property, Plant and Equipment are stated at cost less Depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

##### Intangible Assets:

Intangible Assets representing Computer Software is amortized using Straight Line method.

##### Depreciation:

- a) Depreciation is provided based on useful life of the Assets as prescribed in Schedule II to the Companies Act, 2013 except in case of Leasehold Land.

- b) Depreciation for the year in respect of Assets relating to undertaking at Tarapur has been provided on Straight Line Method.
- c) In respect of Assets relating to undertakings at Kandivali, depreciation has been provided on written down value method, over the estimated useful life of assets.
- d) Leasehold land has been amortized over the period of the lease on straight line basis.
- e) Depreciation on the Fixed Assets added during the year or sale / discardment of assets, has been provided on pro-rata basis with reference to the month of addition or upto the month of such sale / discardment, as the case maybe.
- f) Gains and Losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

**Impairment:**

The carrying amount of assets are reviewed at each balance date if there is any indication of impairment based on internal / external factor. An asset treated impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**E LEASED ASSETS****As a Lessee:**

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the period of the lease or other systematic basis more representative of the time pattern of the user's benefits

**As a Lessor:**

The Company has leased certain Tangible Assets and such lease where the Company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognised in the Statement of Profit and Loss on a straight line basis over the lease term or other systematic basis over the lease term which is more representative of the time pattern in which benefit derived from the use of the leased Asset is diminished. Initial direct costs are recognised as an expense in the Statement of Profit and Loss in the period in which they are incurred.

**F FOREIGN CURRENCY TRANSACTIONS**

Transactions denominated to foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

Monetary items denominated in foreign currencies at the year end are restated at year end rules. In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts is recognised over the life of the contract.

Non monetary foreign currency items are carried at cost.

Any Income or Expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

**G INVESTMENTS & OTHER FINANCIAL ASSETS****i) Classification**

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

- 1) those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit & Loss are expensed in the Statement of Profit & Loss.
- 2) those measured at amortized cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the Cash Flows.

## ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction cost of financial assets carried at fair value through Profit & Loss are expensed in the Statement of Profit and Loss.

### Debt Instruments

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

- 1) Amortised Cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest Income from these financial assets is included in other income using the effective interest rate method.
- 2) Fair value through Profit and Loss: Assets that do not meet the criteria for amortised cost are measured at fair value through statement of Profit and Loss. Interest income from these financial is included in other income.

## H INVENTORIES

Inventories of Raw Materials, Stores and Spares, Finished goods and Work in progress are valued at lower of cost or net realizable value after providing for obsolescence, if any.

Cost comprises of all cost of purchases, cost of conversion and other cost incurred in bringing the inventory to their present location and conditions.

Cost is determined under Weighted Average method for Raw Material, stores & spares & Work in Progress and for fabrics on First-in-First-Out (FIFO) basis.

## I REVENUE RECOGNITION

The Company derives revenues primarily from sale of manufactured goods and related services.

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

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money..

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance.
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied.

The company collects service tax, value added taxes (VAT) and Goods and service tax GST as applicable on behalf of the government and therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue. Revenue is disclosed, net of cash discounts and incentives.

Dividend income from investments is recognized when the right to receive payment is established.

**J EMPLOYEES BENEFITS**

Short-term Employee benefits are recognized as an expense at the undiscounted amount in the statement of Profit and Loss for the year in which the related service is rendered.

Post Employment and other long term Employee benefits are recognized as an expense in the statement of Profit and Loss for the year in which the Employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

The Company has taken Group/Master insurance Policy with Life Insurance Corporation of India for the future payments of retiring employee's gratuities. The premium thereon has been so adjusted as to cover the liability under scheme in respect of eligible employees at the end of their future anticipated service with the Company.

**K BORROWINGS**

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

**L BORROWING COST**

Borrowing costs that are attributable to the acquisition or construction of qualifying Assets are capitalized as part of the cost of the Assets, up to the date the asset is ready for its intended use. All other borrowing costs are recognized as expense and charged to the Statement of Profit and Loss in the year in which they are incurred.

**M TAXES ON INCOME**

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income tax act 1961 and based on the expected outcome of assessments.

**TAX EXPENSE**

The Tax Expense for the period comprises Current and Deffered Tax. Tax is recognised in Statement of Profit and Loss, except to the extent to it relates to items recognised in comprehensive Income or in Equity, in which case, the tax is also recognised in other comprehensive Income or Equity.

**Current Tax**

Current Tax Assets and Liabilites are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance Sheet.

**Deferred Tax**

Deferred Tax is recognised on temporary differences between the carrying amounts of Assets and Liabilites in the Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred Tax Liabilites and Assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of reporting period. The carrying amount of Deffered Tax Liabilites and Assets are reviewed at the end of each reporting period.

**N PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

The Company recognizes provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. Provisions are determined based on management estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates. A disclosure for Contingent Liabilities is made in the Notes on accounts when there is a possible obligation or present obligations that may, but probably will not, require an outflow of resources. Contingent Assets are neither recognized nor disclosed in the Financial Statement.

**O SEGMENT REPORTING**

Segments have been identified in line with the Indian Accounting Standard on Segment reporting (Ind AS 108) taking into account the organisation structure as well as the differential risk in returns of segments.

**P GOVERNMENT GRANTS**

Grants and subsidies from the Government are recognized when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received. Grants received against specific Fixed Assets are adjusted to the cost of the assets & those in the nature of Promoter's contribution are credited to Capital Reserve. Revenue Grants are recognised in the Statement of Profit and Loss in accordance with related scheme.

**Q EARNINGS PER SHARE****Basic Earnings Per Share**

Basic Earnings Per share is calculated by dividing:

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

**Diluted Earnings Per Share**

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

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

## NOTE 2 - NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023



### 2) PROPERTY, PLANT AND EQUIPMENTS

Fire fighting equipment, ET plant, lab equipment merged into P&M

Particulars	Leasehold Land	Factory Building	Plant & Machinery	Electronic Installation	Office Equipment	Vehicles	Computer	Furniture & fixtures	Total
Cost as on April 1, 2022	49.87	348.25	1,944.54	114.34	17.94	16.95	32.92	14.59	2,539.41
Additions	-	22.78	25.53	-	0.29	-	-	-	48.59
Adjustments*	-	-	0.05	1.16	8.18	16.17	10.93	9.08	45.57
Disposals	-	-	-	-	-	-	-	-	-
<b>Cost as on March 31,2023</b>	<b>49.87</b>	<b>371.02</b>	<b>1,970.02</b>	<b>113.18</b>	<b>10.05</b>	<b>0.79</b>	<b>21.99</b>	<b>5.51</b>	<b>2,542.42</b>
Accumulated Depreciation as at April 1,2022	14.57	244.61	832.93	70.21	12.10	13.69	32.09	14.18	1,234.37
Depreciation for the year	0.56	11.53	108.99	6.13	1.19	0.71	0.21	0.02	129.34
Adjustments*	-	-	0.05	1.08	7.68	16.16	10.88	8.99	44.85
Disposals	-	-	-	-	-	-	-	-	-
<b>Accumulated Depreciation as at March 31,2023</b>	<b>15.13</b>	<b>256.14</b>	<b>941.87</b>	<b>75.26</b>	<b>5.60</b>	<b>(1.76)</b>	<b>21.42</b>	<b>5.21</b>	<b>1,318.87</b>
<b>Net Carrying amount as at March 31, 2023</b>	<b>34.74</b>	<b>114.88</b>	<b>1,028.15</b>	<b>37.92</b>	<b>4.45</b>	<b>2.55</b>	<b>0.57</b>	<b>0.30</b>	<b>1,223.56</b>

Particulars	Leasehold Land	Factory Building	Plant & Machinery	Electronic Installation	Office Equipment	Vehicles	Computer	Furniture & fixtures	Total
Cost as on April 1, 2021	49.87	348.25	1,420.44	103.73	17.19	16.95	32.44	14.44	2,228.19
Additions	-	-	297.38	10.61	0.75	-	0.48	0.16	311.22
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
<b>Cost as on March 31,2022</b>	<b>49.87</b>	<b>348.25</b>	<b>1,717.82</b>	<b>114.34</b>	<b>17.94</b>	<b>16.95</b>	<b>32.92</b>	<b>14.59</b>	<b>2,539.41</b>
Accumulated Depreciation as at April 1,2021	14.01	233.23	662.85	64.77	10.87	12.97	31.75	14.14	1,120.42
Depreciation for the year	0.56	11.38	81.19	5.45	1.23	0.71	0.34	0.04	113.95
Adjustments	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
<b>Accumulated Depreciation as at March 31,2022</b>	<b>14.57</b>	<b>244.61</b>	<b>744.04</b>	<b>70.21</b>	<b>12.10</b>	<b>13.69</b>	<b>32.09</b>	<b>14.18</b>	<b>1,234.37</b>
<b>Net Carrying amount as at March 31, 2022</b>	<b>35.30</b>	<b>103.63</b>	<b>973.78</b>	<b>44.13</b>	<b>5.84</b>	<b>3.26</b>	<b>0.83</b>	<b>0.42</b>	<b>1,305.03</b>

\* Represents obsolete assets written off during the year

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

₹ In Lakhs

**NOTE 3- CAPITAL WORK IN PROGRESS**

Particulars	AS at 31stMarch,2023	AS at 31stMarch,2022
Capital WIP	0.42	2.95

**As on March 31 2023**

Capitail Work-in Progress	< 1 Year	1-2 years	2-3 years	> 3 years	Total
Projctcs in progress	0.42	-	-	-	0.42
Projects temporarily Suspended	-	-	-	-	-

**As on March 31 2022**

Capitail Work-in Progress	< 1 Year	1-2 years	2-3 years	> 3 years	Total
Projctcs in progress	2.95	-	-	-	2.95
Projects temporarily Suspended	-	-	-	-	-

**NOTE 4- INVESTMENT PROPERTIES BUILDING**

	AS at 31stMarch,2023	AS at 31stMarch,2022
Gross Carrying Amount	11.42	11.42
Addition	-	-
Disposal	-	-
	11.42	11.42
Accumulated Depreciation	10.85	10.85
Addition	-	-
Disposal	-	-
	10.85	10.85
Net carrying value	0.57	0.57
Fair value as at	605.75	605.75

**Estimation of fair value :**

The fair valuation is based on Capital value of Property. The fair value measurement is categorised in level 3 fair value hierarchy

Particulars	AS at 31stMarch,2023	AS at 31stMarch,2022
Rental Income derived from Investment Properties	62.43	62.83
Direct operating expenses (including repairs and maintenance) generating rental income.	3.64	3.68
Income arising from investment properties before depreciation	58.80	59.15
Depreciation	-	-
<b>Income from Investment properties (net)</b>	<b>58.80</b>	<b>59.15</b>



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 5- INTANGIBLE ASSETS**

(₹ in Lakhs)

	AS at 31stMarch,2023
Particulars	<b>Computer Software</b>
<b>Cost as on April 1, 2022</b>	<b>2.87</b>
Additions/Adjustments	-
Disposals	<b>2.87</b>
<b>Cost as on March 31,2023</b>	-
Accumulated Depreciation as at April 1,2022	<b>2.84</b>
Depreciation for the year	-
Disposals	<b>2.84</b>
<b>Accumulated Depreciation as at March 31,2023</b>	-
<b>Net Carrying amount as at March 31, 2023</b>	-

	AS at 31stMarch,2022
Particulars	<b>Computer Software</b>
<b>Cost as on April 1, 2021</b>	2.87
Additions/Adjustments	-
Disposals	-
<b>Cost as on March 31,2022</b>	2.87
Accumulated Depreciation as at April 1,2021	2.84
Depreciation for the year	-
Disposals	-
<b>Accumulated Depreciation as at March 31,2022</b>	2.84
<b>Net Carrying amount as at March 31, 2022</b>	0.03

**NOTE 6- RIGHT TO USE ASSET**

	AS at 31stMarch,2023
Particulars	
<b>Cost as on April 1, 2022</b>	<b>13.52</b>
Additions/Adjustments	<b>14.78</b>
Disposals	-
<b>Cost as on March 31,2023</b>	<b>28.30</b>
Accumulated Depreciation as at April 1,2022	
Depreciation for the year	<b>7.74</b>
Disposals	-
<b>Accumulated Depreciation as at March 31,2023</b>	<b>7.74</b>
<b>Net Carrying amount as at March 31, 2023</b>	<b>20.56</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

(₹ in Lakhs)

Particulars	AS at 31st March, 2022
<b>Cost as on April 1, 2021</b>	23.30
Additions/Adjustments	-
Disposals	
<b>Cost as on March 31, 2022</b>	23.30
Accumulated Depreciation as at April 1, 2021	
Depreciation for the year	9.78
Disposals	
<b>Accumulated Depreciation as at March 31, 2022</b>	9.78
<b>Net Carrying amount as at March 31, 2022</b>	13.52

**NOTE 7 - NON-CURRENT INVESTMENTS**

Particulars	No of Share/Units	AS at 31st March, 2023	No of Share/Units	AS at 31st March, 2022
<b>Investments in Equity Instruments-Fully Paid-Up</b>				
<b>Trade Investment - Unquoted - At Fair value through other Comprehensive Income</b>				
Shares of Gini Tex Private Limited, Face Value Rs.10/- per share	1,95,000	634.88	1,95,000	700.38
<b>Others - Unquoted - At Fair value through other Comprehensive Income</b>		-		
Shares of Gini Construction Private Limited, Face Value Rs.10/- per share	1,800	1.64	1,800	1.87
# Tarapur Environment Protection Society , Face Value 100/- per Share	31,717	31.72	31,717	31.72
<b>Quoted - Others - At Fair value through other Comprehensive Income</b>				
<b>Investment in shares</b>				
Vadivarhe Specility Chemicals Ltd, Face Value Rs.10/- per share	69,000	19.01	69,000	17.25
TATA Steel Limited, Face Value Rs.1/- per share	71,000	74.20	7,100	92.81
Vakrangee Limited, Face Value Rs.10/- per share	40,200	6.43	40,200	13.95
Lactose ( India ) Ltd, Face Value Rs.10/- per share	13,000	5.72	13,000	7.79
<b>Investment in debentures and bonds Quoted - At Fair value through other Comprehensive Income</b>				
National Thermal Power Corporation Ltd - Bond	2,019	0.21	2,019	0.26
<b>Investments in Equity Instruments-Fully Paid-Up</b>		773.81		866.04
<b>Investment in Mutual Funds Quoted - At Fair value through Profit and Loss</b>				
DSP Equity Opportunities Fund- Direct Plan Growth	11,458.85	44.01	11,458.854	42.32
Axis Bluechip Fund - Regular Growth	32,784.67	13.59	32,784.670	14.68
Axis Focused 25 Fund - Direct Plan Growth	96,724.85	39.85	96,724.850	46.80
Kotak Equity Opportunities Fund- Direct Plan Growth	34,213.81	77.85	34,213.810	74.19
Kotak Equity Arbitrage Fund - Growth Regular Plan	-	-	3,40,428.047	57.79
Nippon India ETF Gold	81,450.00	41.24	81,450.000	36.43
Mirae Asssets Healthcare Fund	47,753.104	9.61	47,753.104	10.69
<b>Investment in Mutual Funds Quoted - At Fair value through Profit and Loss</b>		226.14		282.90

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

(₹ in Lakhs)

Particulars	No of Share/Units	AS at 31st March,2023	No of Share/Units	AS at 31st March,2022
<b>Investment in Partnership Firm</b>				
<b>Gini Construction Co</b>		<b>(4.00)</b>		<b>(3.97)</b>
Total capital for Gini construction Co as on 31.03.23 Rs 7.14 lakhs (PY Rs 7.42 lakhs)				
The shares of the Partners (in profit/loss) are - Gini Silk Mills Limited - 9% (PY 9%), Gini Tex Private Limited - 9% (PY 9%), Shree Gini Texturising Pvt Ltd - 2% (PY 2%), Shri Deepak Harlalka- 30% (PY 30%), Shri Gautam Harlalka- 20% (PY 20%), Shri Manish Harlalka- 20% (PY 20%), Shri Vinod Harlalka -10% (PY 10%)				
<b>Other Investments</b>				
Gini Citicorp Reality LLP		<b>1,431.91</b>		1,357.98
<b>Total</b>		<b>2,427.84</b>		2,502.94
Aggregate Amount of Unquoted Investments		<b>2,096.14</b>		2,087.98
Aggregate Amount of Quoted Investments		<b>1,105.51</b>		1,281.00
Aggregate Amount of Impairment in the value of Investment		-		-
<b># These are for operation purposes and the Company expects its refund on exit. The Company estimates that the fair value of these investments are not materially different as compared to its cost.</b>				

**NOTE 8 - OTHER NON CURRENT FINANCIAL ASSETS**

Particulars	AS at 31st March,2023	AS at 31st March,2022
Fixed Deposit with bank with maturity period more than 12 months#	<b>11.20</b>	12.10
Interest accrued but not due	-	0.19
Security Deposit (Unsecured, considered good)	<b>45.10</b>	45.12
<b>Total</b>	<b>56.30</b>	57.41

# Include FDR of Rs. NIL (P.Y 0.90 Lakhs) held as lien by Bank against Bank Gurantee amounting to Rs NIL ( P.Y Rs. 9.00 Lakh) to the Maharashtra Pollution Control Board for compliance for consent conditions/ direction for providing adequate and satisfactory pollution control device. Include FDR of Rs. 11.20 lakhs (P.Y 11.20 Lakh ) held as lien by Bank against Bank Gurantee amounting to Rs. 11.20 Lakh (P.Y Rs. 11.20 Lakh) to The Director General of Foreign Trade Under 0% duty EPCG Scheme notified by the Government under Foreign Trade Policy 2015-20.

**NOTE 9 - CURRENT TAX ASSETS AND DEFERRED TAX**

Particulars	AS at 31st March,2023	AS at 31st March,2022
<b>Current Tax</b>		
Advance Tax (Net of Provision)	<b>115.22</b>	147.66
<b>Deferred Tax</b>		
On Accumulated Depreciation	<b>(162.37)</b>	(160.54)
<b>Tax Expenses Recognized in the Statement of Profit &amp; Loss</b>		
<b>Current Tax</b>		
Current tax on Taxable Income for the year	<b>35.00</b>	10.00
Adjustments for Current tax of Prior Periods	-	-
Total Current Tax Expenses	<b>35.00</b>	10.00
<b>Deferred Tax</b>		
Deferred Tax Charge/(Credit)	<b>(1.68)</b>	(1.81)
Total Deferred Tax Expenses	<b>(1.68)</b>	(1.81)
<b>Total Income Tax Expenses</b>	<b>33.32</b>	8.19

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 10 - OTHER NON CURRENT ASSETS**

(₹ in Lakhs)

Particulars	AS at 31st March,2023	AS at 31st March,2022
Prepaid Expenses	1.80	2.23
Contribution in Tarapur Environment Protection Society	58.75	60.62
Maharashtra Pollution Control Board - Receivable	35.79	35.79
Tarapur Environment Protection Soc.- Receivable	7.00	5.13
Rodtep Receivable	3.10	-
Insurance receivable	-	1.00
Kotak Group Prudent Fund ( Gratuity)	10.00	10.34
<b>Balances with Government Authorities (Unsecured Considered Good)</b>	-	
Mvat Receivable	12.54	12.54
Goods and Service Tax	355.68	264.85
Balance with Central Excise	0.14	0.14
<b>Total</b>	<b>484.80</b>	392.64

**NOTE 11- INVENTORIES**

Particulars	AS at 31st March,2023	AS at 31st March,2022
(As taken, valued and certified by the management)		
Raw Materials	175.40	199.15
Work-in-Progress	106.28	80.46
Finished Goods	371.35	246.40
Stores and Spares	72.98	83.79
<b>Total</b>	<b>726.00</b>	609.80

**NOTE 12 - TRADE RECEIVABLES**

Trade Receivables from Others	821.79	696.15
Trade Receivables which have significant increase in credit risk	126.04	126.04
Trade Receivables - Credit impaired	-	-
Less: Allowance for doubtful Trade Receivables	126.04	126.04
<b>Total Receivables</b>	<b>821.79</b>	696.15
<b>Breakup of Security Details:</b>		
Secured , Considered Good	-	-
Unsecured , Considered Good	821.79	696.15
Doubtful	126.04	126.04
<b>Total</b>	<b>947.83</b>	822.19
Allowance for Doubtful Trade Receivables	126.04	126.04
<b>Total Trade Receivables</b>	<b>821.79</b>	696.15

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**Trade Receivable ageing as at 31st March, 2023 ( Outstanding for following periods from due date payment )**

(₹ in Lakhs)

	Less than 6 Months	6 Months- 1 Year	1-2 Year	2-3 year	More than 3year	Total
<b>i) Undisputed Trade Receivables - Considered Goods</b>						
Related Parties	0.02	0.14	-	-	-	0.16
Others	803.70	11.14	5.11	0.08	1.60	821.63
Gross Undisputed	-	-	-	-	-	-
<b>ii) Undisputed Trade Receivables- Which have significant increases in credit risk</b>						
<b>iii) Undisputed Trade Receivables- Credit Impaired</b>						
<b>iv) Disputed Trade Receivables - Considered Goods</b>						
Related Parties	-	-	-	-	-	-
Others	-	-	-	-	-	-
Gross Undisputed	-	-	-	-	-	-
<b>v) Disputed Trade Receivables- Which have significant increases in credit risk</b>	-	-	-	-	126.04	126.04
<b>vi) Disputed Trade Receivables- Credit Impaired</b>	-	-	-	-	(126.04)	(126.04)
<b>Total</b>	<b>803.72</b>	<b>11.28</b>	<b>5.11</b>	<b>0.08</b>	<b>1.60</b>	<b>821.79</b>

**Trade Receivable ageing as at 31st March, 2022 ( Outstanding for following periods from due date payment )**

	Less than 6 Months	6 Months- 1 Year	1-2 Year	2-3 year	More than 3year	Total
<b>i) Undisputed Trade Receivables - Considered Goods</b>						
Related Parties	0.13	-	-	-	-	0.13
Others	670.70	9.94	2.30	10.05	3.02	696.02
Gross Undisputed	-	-	-	-	-	-
<b>ii) Undisputed Trade Receivables- Which have significant increases in credit risk</b>						
<b>iii) Undisputed Trade Receivables- Credit Impaired</b>						
<b>iv) Disputed Trade Receivables - Considered Goods</b>						
Related Parties	-	-	-	-	-	-
Others	-	-	-	-	-	-
Gross Undisputed	-	-	-	-	-	-
<b>v) Disputed Trade Receivables- Which have significant increases in credit risk</b>	-	-	-	-	126.04	126.04
<b>vi) Disputed Trade Receivables- Credit Impaired</b>	-	-	-	-	(126.04)	(126.04)
<b>Total</b>	<b>670.83</b>	<b>9.94</b>	<b>2.30</b>	<b>10.05</b>	<b>3.02</b>	<b>696.15</b>

**NOTE 13A - CASH AND CASH EQUIVALENT**

<b>Cash &amp; Cash Equivalents</b>		
(i) Cash on Hand		2.78
(ii) Balances with Banks in Current Account		0.67
<b>Sub Total</b>	<b>3.53</b>	<b>3.45</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 14- BANK BALANCES**

(₹ in Lakhs)

Particulars	AS at 31st March,2023	AS at 31st March,2022
<b>Other than Cash and Cash Equivalent</b>		
Unpaid Dividend Accounts	0.62	0.80
<b>Sub Total</b>	<b>0.62</b>	0.80
<b>Total</b>	<b>4.15</b>	4.25

**NOTE 15 - OTHER CURRENT FINANCIAL ASSETS**

Loans and Advances to Employees ( Unsecured, Considered Good)	6.84	12.80
Fixed Deposit with bank with maturity period more than 12 months#	130.09	137.60
Interest Receivable	61.37	61.37
Interest accrued but not due	1.03	2.83
Other Current Assets	0.76	-
<b>Total</b>	<b>200.09</b>	214.60

# Include FDR of Rs. 1.20 Lakh (P.Y Rs 7.50 Lakhs ) held as lien by Bank against Bank Gurantee amounting to Rs. 7.00 Lakhs (P.Y Rs 30.00 Lakhs ) to the Maharashtra Pollution Control Board for compliance for consent conditions/ direction for providing adequate and satisfactory pollution control device.

**NOTE 16 - OTHER CURRENT ASSETS**

Prepaid Expenses	15.26	13.52
Advance to Suppliers	14.42	28.77
Less : Provision for doubtful debt	(4.34)	(5.73)
<b>Total</b>	<b>25.34</b>	36.56

**NOTE 17 - SHARE CAPITAL**

PARTICULARS	AS at 31st March,2023	AS at 31st March,2022
<b>i Authorised :</b>		
60,00,000 (P.Y 60,00,0000) Equity Shares of Rs.10/- each	600.00	600.00
1,00,000 (P.Y 1,00,000) 10% Cumulative Convertible Preference Shares of Rs. 100/- each	100.00	100.00
<b>TOTAL</b>	<b>700.00</b>	700.00
<b>ii Issued, Subscribed and Paid up</b>		
55,92,600 (P.Y 55,92,600) Equity Shares of Rs. 10/- each fully Paid Up	559.26	559.26
<b>TOTAL</b>	<b>559.26</b>	559.26

**iii Reconciliation of Number of Equity Shares Outstanding at the Beginning and the End of the Year :**

Particulars	AS at 31st March,2023		AS at 31st March,2022	
	No	Rs.	No	Rs.
At the Beginning of the Period	55.93	559.26	55.93	559.26
At the End of the Period	55.93	559.26	55.93	559.26

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**iv Rights, Preference and Restrictions attached to Equity Shares**

The Company has only one class of Equity Shares referred to as Equity Shares of Rs. 10/- each. Each holder of Equity Shares is shares is entitled to the same rights in all respects.

**v Shareholders Holding more than 5% shares in the Company is set out below:**

Name of Shareholder		AS at 31st March,2023		AS at 31st March,2022	
		No of shares	%	No of shares	%
Deepak Harlalka	Promoter	19.00	33.98	19.00	33.98
Deepak Harlalka HUF	Promoter	8.63	15.44	8.63	15.44
Anjali D Harlalka	Person Acting Concert	3.50	6.26	3.50	6.26
Vimla V Harlalka	Person Acting Concert	6.06	10.84	6.06	10.84
Nishu Finlease Private Limited	Public	-	-	2.89	5.17

**vi Shareholders Holding of promoters in the Company is set out below:**

Particulars	AS at 31st March,2023		AS at 31st March,2022		% changes during the year
	Name of Promotor	No of shares	% of Total Shares	No of shares	
Vishwanath Harlalka HUF	0.39	0.69	0.39	0.69	-
Vimla Harlalka	6.06	10.84	6.06	10.84	-
Deepak Harlalka	19.00	33.98	19.00	33.98	-
Deepak Harlalka HUF	8.63	15.44	8.63	15.44	-
Anjali D Harlalka	3.50	6.26	3.50	6.26	-
Pranav D Harlalka	2.02	3.62	2.024	3.62	-
Karan D Harlalka	2.02	3.62	2.02	3.62	-
Manju N. Sonthalia	0.10	0.18	0.10	0.18	-
Sewaram Harlalka Investment Pvt Ltd	0.20	0.36	0.20	0.36	-
<b>Total</b>	<b>41.93</b>	<b>74.99</b>	<b>41.93</b>	<b>74.99</b>	<b>-</b>

Particulars	AS at 31st March,2022		AS at 31st March,2021		% changes during the year
	Name of Promotor	No of shares	% of Total Shares	No of shares	
Vishwanath Harlalka HUF	0.39	0.69	0.39	0.69	-
Vimla Harlalka	6.06	10.84	8.09	14.45	(0.04)
Deepak Harlalka	19.00	33.98	19.00	33.98	-
Deepak Harlalka HUF	8.63	15.44	8.63	15.44	-
Anjali D Harlalka	3.50	6.26	3.50	6.26	-
Pranav D Harlalka	2.02	3.62	2.02	3.62	-
Karan D Harlalka	2.02	3.62	-	-	0.04
Manju N. Sonthalia	0.10	0.18	0.10	0.18	-
Sewaram Harlalka Investment Pvt Ltd	0.20	0.36	0.20	0.36	-
<b>Total</b>	<b>41.93</b>	<b>74.99</b>	<b>41.93</b>	<b>74.98</b>	

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 18: OTHER EQUITY**

(₹ in Lakhs)

<b>PARTICULARS</b>	<b>AS at 31st March,2023</b>	<b>AS at 31st March,2022</b>
<b>Capital Reserve</b>		
Balance as at beginning of the year	<b>8.14</b>	8.14
Addition during the year	-	-
<b>Balance as at end of the year</b>	<b>8.14</b>	8.14
<b>General Reserve</b>		
Balance as at beginning of the year	<b>10.23</b>	10.23
Addition during the year	-	-
<b>Balance as at end of the year</b>	<b>10.23</b>	10.23
<b>Retained Earnings</b>		
Balance as at beginning of the year	<b>2,974.71</b>	2,936.95
Add : Profit/(loss) during the year	<b>153.07</b>	37.76
<b>Balance as at end of the year</b>	<b>3,127.78</b>	2,974.71
<b>Other Comprehensive Income</b>		
Balance as at beginning of the year	<b>651.28</b>	571.97
Add : Other comprehensive income for the year	<b>( 105.06)</b>	79.31
<b>Balance as at end of the year</b>	<b>546.22</b>	651.28
<b>TOTAL</b>	<b>3,692.37</b>	3,644.36

**NOTE 19 - NON CURRENT BORROWINGS**

<b>Particulars</b>	<b>AS at 31st March,2023</b>	<b>AS at 31st March,2022</b>
<b>Secured Loans</b>		
Term Loan From Bank	<b>150.33</b>	193.31
<b>Total</b>	<b>150.33</b>	193.31

Above total is net of installments falling due within a year in respect of all the above Loans aggregating Rs. 45.23 lakhs (P.Y Rs. 67.93 lakhs) that have been grouped under "Current Maturities of Long-term Debt" (Refer Note 21)

<b>Nature of Security,</b>	<b>Terms of Repayment and Interest Rate</b>
The Term Loan from Bank , balance outstanding amounting to Rs. NIL ( 31st March, 2022: Rs. 23.19) are primary secured by first charge by way of hypothecation of entire Plant and Machinery at Tarapur plant acquired out of this loan and entire stock of trading goods. The Company has provided collateral security of equitable mortgage of leasehold Factory land & Building at Tarapur. The Director Mr. Deepak V. Harlalka has provided personal guarantee for the said loan.	Repayable in 10 Quarterly instalment. Last instalment was in January, 2023. Rate of interest 8.40% p.a as at year end (31 st March, 2022: 8.40%)
The Term Loan from Bank , balance outstanding amounting to Rs. 195.63 Lakhs ( 31st March, 2022: Rs. 238.18 ) are primary secured by first charge by way of hypothecation of entire Plant and Machinery at Tarapur plant acquired out of this loan and entire stock of trading goods. The Company has provided collateral security of equitable mortgage of leasehold Factory land & Building at Tarapur. The Director Mr. Deepak V. Harlalka has provided personal guarantee for the said loan.	Repayable in 5 year from the period 10 th February, 2022 . Last instalment due in November, 2028. Rate of interest 9.00% p.a as at year end (31 st March, 2022: 7.00%)



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 20 - OTHER NON CURRENT FINANCIAL LIABILITIES**

(₹ in Lakhs)

Particulars	AS at 31st March,2023	AS at 31st March,2022
Security Deposits	22.50	25.74
Unsecured Trade Deposits (Including Interest)	42.01	30.02
Interest Accrued and Due ( Current Maturities)	(2.06)	(1.04)
DEFFERED INCOME IND AS	0.25	-
<b>Total</b>	<b>62.71</b>	<b>54.72</b>

**NOTE 21 - CURRENT BORROWINGS**

From Directors (unsecured, repayable on demand)	627.82	576.78
Current Maturities of Long term Debt	45.23	67.93
<b>Total</b>	<b>673.05</b>	<b>644.71</b>

**NOTE 21 - TRADE PAYABLES**

Trade Payables:		
Total outstanding dues of Micro, Small & Medium Enterprises	93.18	14.40
Others	529.97	588.28
Less: Provision for commission	(4.34)	(5.73)
<b>Total</b>	<b>618.81</b>	<b>596.94</b>

**Note:**
**DUES TO MICRO AND SMALL ENTERPRISES**

The Company has certain dues to suppliers registered under Micro and Small Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

		AS at 31st March,2023	AS at 31st March,2022
		Current	Current
a)	(i) The principal amount remaining unpaid to any supplier at the end of the year (ii) Interest due remaining on a(i) above	93.18 2.95	20.09 1.02
b)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
d)	The amount of interest accrued and remaining unpaid at the end of each accounting year	5.10	2.15
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 enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**Trade Payable ageing as at 31st March 2023 (outstanding from due date of payment) (₹ in Lakhs)**

	Less than 1 Year	1-2 Year	2-3 Year	More Than 3 Years	Total
MSME	93.18	-	-	-	93.18
Others	500.22	5.83	2.30	21.61	529.96
Disputed dues - MSME					
Disputed dues - Others					
<b>Total</b>	<b>593.41</b>	<b>5.83</b>	<b>2.30</b>	<b>21.61</b>	<b>623.14</b>
<b>Less: Provision for doubtful debt</b>					<b>(4.34)</b>
<b>Trade Payable (Net)</b>					<b>618.81</b>

**Trade Payable ageing as at 31st March 2022 (outstanding from due date of payment)**

	Less than 1 Year	1-2 Year	2-3 Year	More Than 3 Years	Total
MSME	20.09	-	-	-	20.09
Others	540.05	19.17	4.36	19.00	582.59
Disputed dues - MSME					
Disputed dues - Others					
<b>Total</b>	<b>560.14</b>	<b>19.17</b>	<b>4.36</b>	<b>19.00</b>	<b>602.68</b>
<b>Less: Provision for doubtful debt</b>					<b>(5.73)</b>
<b>Trade Payable (Net)</b>					<b>596.94</b>

**NOTE 23 - OTHER CURRENT FINANCIAL LIABILITIES**

Particulars	AS at 31st March, 2023	AS at 31st March, 2022
Other Payable (including MSME interest)	61.65	40.89
Interest payable on Term Loan	1.09	1.06
Unpaid Dividends #	0.62	0.80
Interest Accrued and due on Long Term Deposits	2.06	1.04
Book Overdraft	-	2.03
Deffered Income IND AS	1.63	1.63
<b>Total</b>	<b>67.05</b>	<b>47.45</b>

# During the year, amount of Rs 0.18 Lakhs was transferred to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013.

**NOTE 24 - SHORT TERM PROVISIONS**

Provision for other Employees Benefits		
Bonus	13.16	7.13
Gratuity	46.01	27.87
Leave Encashment	21.52	22.54
<b>Total</b>	<b>80.69</b>	<b>57.54</b>

**NOTE 25 - OTHER CURRENT LIABILITIES**

Statutory Remittances( Contribution to PF ,ESIC, and TDS)	10.86	6.16
Advances from Customers	5.15	3.61
<b>Total</b>	<b>16.01</b>	<b>9.76</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 26 - REVENUE FROM OPERATIONS**

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>(a) Sale of products</b>		
Fabric Sales	<b>1,238.33</b>	748.67
Less: Trade Discount, Returns, Rebate etc	<b>50.70</b>	48.01
	<b>1,187.63</b>	700.66
<b>(b) Sale of Service</b>		
Processing Income	<b>3,430.74</b>	2,388.36
<b>(c) Other operating revenues</b>		
Sale of Scrap	<b>0.32</b>	0.41
<b>Total</b>	<b>4,618.69</b>	3,089.43

**NOTE 27 - OTHER INCOME**
**Interest Income**

Interest on Loans and Advances	<b>81.47</b>	77.30
Interest on Overdue Trade Receivables	<b>0.11</b>	6.54
Interest Received on Fixed Deposit	<b>3.66</b>	3.36
Interest on Income Tax Refund	<b>4.31</b>	3.90
Interest on Security Deposit	<b>1.74</b>	1.74
<b>Dividend Income:</b>		
From Mutual Fund Investments	-	0.20
From Equity Investments	<b>3.71</b>	1.84
<b>Net Gain on Sale of:</b>		
Realised gain from Current Investments - Mutual Fund (net)	-	19.49
Unrealised gain from Mutual Fund Investments (net)	<b>0.69</b>	32.08
<b>Other Non Operating Income:</b>		
Rental Income from Investment Properties	<b>62.43</b>	62.83
Miscellaneous Income	<b>1.69</b>	9.57
Excess / Short Provision Written Back	<b>0.13</b>	-
Duty Drawback Received	<b>4.31</b>	-
Foreign Exchange Fluctuation	<b>1.40</b>	-
Rodtap Received	<b>3.10</b>	-
<b>Share of Profit/Loss from Partnership Firms/ LLP:</b>		-
( Profit/(loss) was accounted as per the Unaudited Accounts of Partnership Firm/ LLP)	<b>0.58</b>	0.06
<b>Total</b>	<b>169.34</b>	218.91

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 28 - COST OF MATERIAL CONSUMED**

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Raw Material</b>		
Opening Stock	199.15	73.52
Add: Purchases	1,441.08	991.53
Less: Closing Stock	175.40	199.15
<b>Total</b>	<b>1,464.83</b>	<b>865.90</b>

**NOTE 29 - PURCHASES OF SOCK IN TRADE**

Finished Fabrics	175.64	181.95
<b>Total</b>	<b>175.64</b>	<b>181.95</b>

**NOTE 30 - CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE**

<b>Inventories at the End of the year:</b>		
Finished Goods	371.34	246.40
Work-in-Progress (Job)	106.28	80.46
<b>Total</b>	<b>477.62</b>	<b>326.86</b>
<b>Inventories at the beginning of the year:</b>		
Finished Goods	246.40	163.56
Work-in-Progress (Job)	80.46	59.63
	326.86	223.19
<b>Total</b>	<b>(150.76)</b>	<b>(103.67)</b>

**NOTE 31 - EMPLOYEE BENEFIT EXPENSES**

Salaries, Wages, Gratuity & Other Benefits	398.59	320.83
Contributions to Provident and Other Funds	20.52	19.80
Staff Welfare Expenses	13.82	21.51
<b>Total</b>	<b>432.93</b>	<b>362.14</b>

**NOTE 32 - FINANCE COST**

<b>Interest Expenses on</b>		
Borrowings from Directors	36.72	-
Term Loan from Bank (Net of subsidy) - Under TUF Scheme	18.33	8.83
Others	7.00	4.08
Other Borrowing Cost	1.47	1.62
Interest Rent Lease IND AS	5.74	2.05
<b>Total</b>	<b>69.26</b>	<b>16.57</b>

**NOTE 33 - DEPRECIATION AND AMORTIZATION EXPENSES**

Depreciation on Property, Plant and Equipments	129.34	113.95
Amortization on Lease Assets - IND AS	7.74	9.78
<b>Total</b>	<b>137.08</b>	<b>123.73</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 34 - OTHER EXPENSES**

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Stores &amp; Spares Consumed</b>		
Opening Stock	31.30	24.62
Add: Purchases	87.07	73.63
Less: Closing Stock	29.08	31.30
<b>Total</b>	<b>89.29</b>	<b>66.95</b>
<b>Packing Material Consumed</b>		
Opening Stock	23.39	25.11
Add: Purchases	115.36	79.71
Less: Closing Stock	33.76	23.39
<b>Total</b>	<b>104.99</b>	<b>81.43</b>
<b>Coal Consumed</b>		
Opening Stock	28.89	3.37
Add: Purchases	864.50	667.40
Less: Closing Stock	9.66	28.89
<b>Total</b>	<b>883.73</b>	<b>641.88</b>
<b>Power &amp; Fuel Consumed</b>		
Opening Stock	0.21	0.33
Add: Purchases	278.98	197.94
Less: Closing Stock	0.49	0.21
<b>Total</b>	<b>278.70</b>	<b>198.06</b>
<b>Other Manufacturing Expenses</b>		
Processing Charges	136.25	75.48
Design Charges	0.01	0.08
Labour Charges	527.85	404.19
Carriage & Freight	77.77	54.27
Lab Expenses	0.73	0.52
Testing Fees	0.17	0.12
Packing Charges	29.19	18.13
Water Charges	28.14	34.19
Effluent Treatment Expenses	90.25	71.86
<b>Total</b>	<b>890.36</b>	<b>658.84</b>
<b>Selling &amp; Distribution Expenses</b>		
Commission on Sales	35.04	27.15
Commission on Export Sales	9.32	-
Advertisement Expenses	1.38	0.77
Sales Conference Expenses	-	6.68
Sales Promotion Expenses	8.35	-
<b>Total</b>	<b>54.09</b>	<b>34.60</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

(₹ in Lakhs)

Particulars	Year Ended 31st March, 2023	Year Ended 31st March, 2022
<b>Establishment Expenses</b>		
Insurance Charges	8.41	9.50
Rent	1.92	1.82
Rates & Taxes	7.99	17.58
Traveling & Conveyance	23.71	14.90
Printing & Stationery	8.36	5.79
Legal & Professional Charges	24.36	19.03
Postage Expenses	3.94	3.56
Miscellaneous Expenses	14.57	9.52
Motor Car Expenses	4.81	6.00
Telephone Charges	0.14	0.13
Electricity Charges	5.62	5.47
Donation	-	2.11
Sundry Balances W/off	(2.89)	1.62
Internet Expenses	1.34	1.09
Export Expenses	5.84	-
Society Maintenance	4.92	2.98
<b>Total</b>	<b>113.04</b>	<b>101.10</b>
<b>Repairs &amp; Maintenance</b>		
To Plant & Machinery	23.62	16.58
To Building	13.92	2.69
To Others	16.92	11.58
<b>Total</b>	<b>54.46</b>	<b>30.85</b>
<b>Payment to Auditors</b>		
As Audit Fees	1.00	1.00
-For Tax audit	0.50	0.50
-For other services	0.50	0.50
<b>Total</b>	<b>2.00</b>	<b>2.00</b>
<b>Grand Total</b>	<b>2,470.66</b>	<b>1,815.71</b>

**NOTE 35 - EARNINGS PER SHARE**

Particulars	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Earnings Per Share has been computed as under:		
Profit/(loss) for the year	153.07	37.77
Weighted Average Number of Equity Shares Outstanding	56.00	56.00
Earnings Per Share - Basic/Diluted	2.74	0.68
Face Value per Equity Share	10.00	10.00

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**NOTE 36 - CONTINGENT LIABILITIES & COMMITMENTS :**

(₹ in Lakhs)

PARTICULARS	AS at 31st March,2023	AS at 31st March,2022
<b>a) Contingent Liabilities</b>		
i) Textile Committee, Govt of India, Ministry of Textiles demanded cess for various period under The Textile Committee Act & Cess Rules 1975	7.09	7.09
ii) Central Excise duty demand for Excise Duty and interest on differential amount on Excise Duty. (The Central Excise Department has made Special Leave Petition in Supreme Court)	185.10	185.10
iii) Bank Guarantee given to the Maharashtra Pollution Control Board for compliance of directions issued by Board. State Bank Of India	2.00	2.00
iv) Bank Guarantee given to the Maharashtra Pollution Control Board for compliance of directions issued by Board.	5.00	2.00
v) Bank Guarantee given to the Maharashtra Pollution Control Board for compliance of restart condition issued by Board.	-	25.00
vi) Bank Guarantee given to the Maharashtra Pollution Control Board for compliance of consent conditions/direction for providing adequate and satisfactory Pollution Control devices as suggested by Board.	-	5.00
vii) Bank Guarantee The Director General Of Foreign Trade for fulfilment of obligation against authorization issued under EPCG Scheme	11.20	11.20
viii) Hon'ble National Green Tribunal vide order dt. 17/02/2022 directed an amount towards the assessment of damage caused to environment and recovery of environment compensation as per "Polluters Pays" Principle to the Maharashtra Pollution Control Board.	154.83	154.83
<b>b) Capital Commitments</b>	-	-

**NOTE 37 - MANAGERIAL REMUNERATION**

PARTICULARS	AS at 31st March,2023	AS at 31st March,2022
Remuneration to Managing Directors, and Executive Directors under Section 198 of the Companies Act, 2013:		
i) Remuneration	48.00	36.00
ii) Contribution to Provident and Other Funds	5.76	4.32
iii) Perquisites	-	0.82

**NOTE 38 - RELATED PARTY DISCLOSURES :**

As per Ind AS 24, the disclosures of transactions with the Related Parties as defined in the Accounting Standard are given below.

List of Related Parties where control exists and Related Parties with whom transactions have taken place and Relationships :

**(a) Key Management Personnel (KMP)**

Deepak Harlalka  
Anjali Harlalka  
Pranav Deepak Harlalka

**(b) Partnership Firm/ LLP**

Prakaran Enterprises LLP  
Gini Construction Co.  
Gini Citicorp Reality LLP

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**(c) Other Related Parties (Enterprises in which KMP having significant influence)**

Gini Tex Private Limited

Gini Constructions Pvt Ltd

Shreem Reality Private Limited

**B. Transactions during the year :**

(₹ in Lakhs)

Sr. No.	Nature of transaction	For the year ended 31.03.2023			For the year ended 31.03.2022		
		KMP	Partnership firm	Others	KMP	Partnership firm	Others
1	<b>Sales</b>						
	Processing Job Work	-	-	788.21	-	-	582.94
	Sales - Dyed	-	-	8.79	-	-	0.06
2	<b>Purchase</b>						
	Grey / Dyed Purchase / Stores	-	-	151.05	-	-	69.93
3	<b>Income</b>						
	Share of Profit	-	0.61	-	-	0.09	-
	Share of Loss	-	0.03	-	-	0.03	-
	Interest on Loan	-	81.47	-	-	77.30	-
4	<b>Expenses</b>						
	Rent Paid	7.56	-	4.50	7.56	-	4.50
	Managerial Remuneration	48.00	-	-	36.00	-	-
	Contribution to PF	5.76	-	-	4.32	-	-
	Interest on Unsecured Loan Payment	36.71	-	-	-	-	-
5	<b>Investments</b>						
	Addition in Investments	-	73.33	-	-	69.66	-
	Return of Investments	-	-	-	-	-	-
6	<b>Loans &amp; advance</b>						
	Acceptance of Unsecured Loans	60.00	-	-	210.00	-	-
	Repayment of Unsecured Loans	42.00	-	-	60.00	-	-
	Repayment of Advance	-	-	-	-	-	-

**Notes:**

- i) Parties identified by the Management and relied upon by the Auditors.
- ii) No amount in respect of the Related Parties have been written off/back or are provided for during the year.



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**C. Disclosure in respect of Material Transactions with Related Parties during the Year** (₹ in Lakhs)

	Particulars	31st March, 2023	31st March, 2022
1	<b>Processing Job Work</b>		
	Gini Tex Private Limited	788.21	582.94
	<b>Fabric Sales</b>		
	Gini Tex Private Limited	8.64	0.06
	Gini Citicorp Reality LLP	0.15	-
	<b>Grey / Dyed Purchase</b>		
	Gini Tex Private Limited	151.05	69.93
2	<b>Share of Profit / (loss)</b>		
	Gini Citicorp Reality LLP	0.61	0.09
	Gini Construction Co.	(0.03)	(0.03)
3	<b>Interest on Loan</b>		
	Gini Citicorp Reality LLP	81.47	77.30
4	<b>Rent Paid</b>		
	Vishwanath Harlalka HUF	7.56	7.56
	Gini Tex Private Limited	4.50	4.50
5	<b>Managerial Remuneration</b>		
	Deepak Harlalka	24.00	12.00
	Pranav Harlalka	24.00	24.00
5	<b>Contribution to Provident fund</b>		
	Deepak Harlalka	2.88	1.44
	Pranav Harlalka	2.88	2.88
6	<b>Interest on Unsecured Loan Payment</b>		
	Deepak Harlalka	18.65	-
	Pranav Harlalka	9.20	-
	Anjali Harlalka	8.86	-
7	<b>Additon in Investments</b>		
	Gini Citicorp Reality LLP	73.33	69.66
8	<b>Return of Investments</b>		
	Gini Citicorp Reality LLP	-	-
9	<b>Acceptance of Unsecured Loans</b>		
	Deepak Harlalka	10.00	210.00
	Anjali Harlalka	50.00	-
10	<b>Repayment of Unsecured Loans</b>		
	Deepak Harlalka	40.00	-
	Anjali Harlalka	2.00	60.00

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**D. Outstanding as at March 31, 2023 :**
**(₹ in Lakhs)**

Sr. No.	Nature of transaction	31st March, 2023	31st March, 2022
1	<b>Loans from Related Parties</b>		
	Deepak Harlalka	308.17	321.38
	Anjali Harlalka	158.03	102.05
	Pranav Harlalka	161.63	153.35
2	<b>Trade Receivables</b>		
	Gini Tex Private Limited	-	0.07
3	<b>Trade Payables</b>		
	Gini Tex Private Limited, Silvassa	-	63.63
	Gini Tex Private Limited, Mumbai	-	1.09
3	<b>Other Financials Assets - Current</b>		
	Gini Citicorp Reality LLP	1,431.86	1,357.92
	Gini Construction Company	(4.00)	(3.97)

**NOTE 39** - The Company is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

**NOTE 40 - Operating Lease**
**a) Premises Taken on Operating Lease:**

The Company has significant operating Lease for Premises. These lease arrangements range for a period of 5 years. The leases are renewable for a further period on mutually agreeable terms

Particulars	31st March, 2023	31st March, 2022
For a period not later than one year	1.83	1.82
For a period more than one year and not later than five years	12.06	12.06

**b) Premises Given on Operating Lease:**

The Company has given premises on Operating Leases. These lease arrangements range for a period of 5 years. The leases are renewable for a further period on mutually agreeable terms.

Particulars	31st March, 2023	31st March, 2022
Buildings:		
Gross carrying amount	11.42	11.42
Depreciation for the year	-	-
Accumulated Depreciation	10.85	10.85

**NOTE 41 - FAIR VALUE MEASUREMENT**

The fair values of financial Assets and Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of Cash and Short Term Deposits, Trade and other Short Term Receivables, Trade Payables, Other Current Liabilities, Short Term Loans from Banks and other Financial Institutions approximate their carrying amounts largely due to short term maturities of these instruments.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

- 2) Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instrument by valuation technique:

Level 1: Quoted (unadjusted) price in active markets for identical Assets or Liabilities

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**CATEGORY - WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS**
**(₹ in Lakhs)**

Particulars	As on 31st March 2023			As on 31st March 2022		
	FVTPL	FVTOCI	Ammortised Cost	FVTPL	FVTOCI	Ammortised Cost
<b>Financial Assets</b>						
Investments	<b>1,658.05</b>	<b>773.79</b>	-	293.28	865.72	0.05
Trade Receivables	-	-	<b>821.79</b>	-	-	696.15
Cash and Cash Equivalents	-	-	<b>3.53</b>	-	-	3.45
Other Bank Balances	-	-	<b>0.62</b>	-	-	0.80
Other Financial Assets	-	-	<b>256.39</b>	-	-	272.01
<b>Financial Liabilities</b>						
Borrowings	-	-	<b>823.38</b>	-	-	0.01
Trade Payables	-	-	<b>618.81</b>	-	-	596.94
Others	-	-	<b>129.76</b>	-	-	102.16

**FAIR VALUE HIERARCHY**

Financial Assets and Liabilities	Fair value as at March 31, 2023	As at March 31, 2023		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial Assets</b>				
Investments	<b>2,427.84</b>	<b>331.70</b>	-	<b>2,096.14</b>
Trade Receivables	<b>821.79</b>	-	-	<b>821.79</b>
Cash and Cash Equivalents	<b>3.53</b>	-	-	<b>3.53</b>
Other Bank Balances	<b>0.62</b>	-	-	<b>0.62</b>
Other Financial Assets	<b>256.39</b>	-	-	<b>256.39</b>
<b>Financial Liabilities</b>				
Borrowings	<b>823.38</b>	-	-	<b>823.38</b>
Trade Payables	<b>618.81</b>	-	-	<b>618.81</b>
Others	<b>129.76</b>	-	-	<b>129.76</b>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

(₹ in Lakhs)

Financial Assets and Liabilities	Fair value as at March 31,2022	As at March 31, 2022		
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Financial Assets</b>				
Investments	2,502.94	414.97	-	2,087.97
Trade Receivables	696.15	-	-	696.15
Cash and Cash Equivalents	3.45	-	-	3.45
Other Bank Balances	0.80	-	-	0.80
Other Financial Assets	272.01	-	-	272.01
<b>Financial Liabilities</b>	-	-	-	-
Borrowings	838.02	-	-	838.02
Trade Payables	596.94	-	-	596.94
Others	102.16	-	-	102.16

**NOTE 42 - PROVISION FOR EMPLOYEE BENEFIT OBLIGATION**

The Company contributes to the following post-employment plans in India.

**Defined Contribution Plans:**

The Company pays Provident Fund Contributions to publicly administered Provident Funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.

The Company recognised Rs. 16.74 Lakhs for the year ended March 31, 2023 (March 31, 2022 Rs. 16.52 lakhs) towards Provident Fund Contribution.

**Defined Benefit Plan:**

The Employees' Gratuity fund scheme managed by a Trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes 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.

	31-Mar-23	31-Mar-22
Defined Benefit Obligation	139.94	107.93
Fair value of Plan Assets	103.16	112.21
<b>Net Defined Benefit (obligation)/Assets</b>	<b>(36.78)</b>	4.28

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**i. Movement in Net Defined Benefit (Asset) Liability**

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components :

(₹ in Lakhs)

	Defined benefit obligation		Fair value of plan assets	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Opening Balance	<b>107.93</b>	135.83	<b>112.21</b>	117.40
Current Service Cost	<b>9.01</b>	9.72	-	-
Past Service Cost	-	-	-	-
Interest Cost	<b>7.87</b>	9.16	-	-
<b>Included in OCI</b>	-	-	-	-
Remeasurement Loss (Gain):	-	-	-	-
Actuarial Loss (Gain) arising from:	-	-	-	-
Financial Assumptions	<b>(2.52)</b>	(4.84)	-	-
Experience Variance	<b>12.99</b>	(8.12)	-	-
Demographic assumptions	<b>21.90</b>	(20.69)	-	-
Investment income	-	-	<b>8.19</b>	7.92
	<b>157.18</b>	121.05	<b>120.40</b>	125.32
<b>Other</b>				
Contributions paid by the Employer	-	-	-	0.01
Benefits Paid	<b>(17.24)</b>	(13.12)	<b>(17.24)</b>	(13.12)
<b>Closing Balance</b>	<b>139.94</b>	107.93	<b>103.16</b>	112.21
<b>Net Defined Benefit Asset / (Liability)</b>	<b>(36.78)</b>	4.28		

**ii. Significant Estimates : Actuarial Assumptions**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	31-Mar-23	31-Mar-22
Discount Rate Per Annum	<b>7.50%</b>	7.30%
Salary Growth Rate Per Annum	<b>4.00%</b>	4.00%
Withdrawal Rate	<b>1% to 3% depending on age</b>	1% to 3% depending on age
Retirement Age	<b>58 year</b>	65 year

The rate of escalation in salary considered in actuarial calculation is estimated taking into account inflation, seniority, promotion and other relevant factors.

**iii. Sensitivity Analysis**

The sensitivity analyses have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change as compared with the previous period

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

(₹ in Lakhs)

Gratuity	As at 31st March 2023			As at 31st March 2022		
	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities
Discount Rate	100bps	131.53	149.52	100bps	97.15	120.69
Salary Growth Rate	100bps	149.58	131.37	100bps	120.20	97.49
Attrition Rate	100bps	141.46	138.27	100bps	110.47	105.15
Mortality Rate	100bps	140.02	139.85	100bps	108.16	107.70

**NOTE 43 - FINANCIAL RISK MANAGEMENT**
**A Financial Risk Management objectives and policies**

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Risk Management policy of the Company provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Finance department activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

**B 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 three types of risks: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables and loans.

**1) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future Cash Flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's total debt obligations with floating interest rates.

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows :

Change in interest rate	Effect on profit before tax	
	As at 31.03.2023	As at 31.03.2022
1% increase would decrease the profit before tax by	0.55	0.09
1% decrease would Increase the profit before tax by	(0.55)	(0.09)

**2) Foreign Currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchange rates. At the reporting date, company does not have any foreign currency exposure.

**3) Equity Price Risk**

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the Company's investments exposes the Company to Equity Price risks. At the reporting date, the Companies Equity Shares are carried at fair value.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**C Credit Risk**

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence.

Financial Assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of Profit and Loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

**Ageing of Account Receivables**

(₹ in Lakhs)

	31-Mar-23	31-Mar-22
0-6 months	803.70	670.84
6-12 months	11.28	9.94
12-24 months	5.11	2.30
24 -36 months	0.08	10.05
More than 3 years	1.61	3.02

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

**Movement in provisions of doubtful debts**

	31-Mar-23	31-Mar-22
Opening provision	126.04	126.04
Add:- Additional Provision made	-	-
Less:- Provision Write off	-	-
Less:- Provision Reversed	-	-
<b>Closing provisions</b>	<b>126.04</b>	<b>126.04</b>

**D Liquidity Risk**

The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained term loan from banks and working capital loans from directors.

**Maturity patterns of borrowings**

Particulars	Within 1 year	More than 1 year	Total
<b>As on 31st March 2023</b>			
Borrowings	673.05	150.33	823.38
Trade and Other Payables	618.81	-	618.81
Other Financial Liabilities	67.05	62.71	129.76
<b>As on 31st March 2022</b>			
Borrowings	644.71	193.31	838.02
Trade and Other Payables	596.94	-	596.94
Other Financial Liabilities	47.45	54.72	102.16

**E Capital Management**

The Company considers that capital includes net debt and equity attributable to the equity holders.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy credit ratios in order to support its business and maximise shareholders value.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023 and March 31, 2022.

The Company monitors capital using a gearing ratio which is total capital divided by Net debt. The Company includes within Net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents excluding discontinued operations.

The gearing ratios were as follows:

(₹ in Lakhs)

Particulars	31-Mar-23	31-Mar-22
Gross Debt	<b>823.38</b>	838.02
Cash and Marketable Securities	<b>3.53</b>	3.45
Net debt (net off cash and bank balances)	<b>819.84</b>	834.57
Total Equity	<b>4,251.63</b>	4,203.62
Net debt to equity ratio	<b>0.19</b>	0.20

**NOTE 44 - EVENTS OCCURRING AFTER BALANCE SHEET**

No dividend was recommended by the Board during the year under review.

**NOTE 45** - Section 135 of Companies Act, 2013 on Corporate Social Responsibility is not applicable to the company for F.Y 2022-23.

**NOTE 46**

The Company has not given any loan or issued any guarantee which is required to be maintained under Section 186 of the Companies Act, 2013 and read with the Companies (Meetings of Board and its Powers) rules, 2014.

**Note 47: Additional Regulatory Information**
**a Ratio**

Particulars	Basis	31st March, 2023	31st March, 2022	Variance %
Current Ratio	Total Current Assets/ Total Current Liabilities	<b>1.21</b>	1.14	5.80
Debt - Equity ratio	Total Debt (Long term borrowings + Short term borrowings (including Current maturities of long term borrowings)) / Equity	<b>0.19</b>	0.20	(2.86)
Debt Service Coverage ratio	Earning available for debt service (after tax and before depreciation and interest / Debt Service	<b>2.74</b>	2.58	6.43
Return on Equity	Profit/ (Loss) for the year/ Average Equity	<b>27.37</b>	6.75	305.27
Inventory Turnover ratio	Net Sales / Average Inventory	<b>14.95</b>	15.07	(0.78)
Trade Receivables turnover ratio	Net Credit Sales / Average Trade Receivables	<b>6.07</b>	5.27	15.22
Trade Payables Turnover	Net Credit Purchases / Average Trade payables	<b>4.86</b>	5.09	(4.50)
Net Capital Turnover	Net Sales / Average Working Capital	<b>18.27</b>	0.89	1,946.18
Net Profit/(Loss) Margin	Net Profit after taxes / Revenue From Operation	<b>3.31</b>	1.22	171.08
Return on Capital employed	Earnings before Interest & Taxes / Capital Employed	<b>4.92</b>	1.20	308.87
Return on Investment	Earning before taxes (EBT) / Net Worth	<b>3.62</b>	0.90	300.67



**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023****Remark for variance more than 25%:**

Return on Equity (%): Increase in ratio is on account of increase in Net Profit in current year, as compared to previous year.

Trade Receivables turnover ratio (times): Improvement in debtors turnover ratio is mainly due to, increase in sales in current year as compared to previous year, where sales were affected due to COVID-19 restriction. Further, average debtors collection period has improved in current year, as compared to previous year.

Net Capital Turnover (times): Increase is on account of the significant increase in sales during the current year as compared to last year, where sales were affected on account of Covid-19 pandemic.

Net Profit/(Loss) Margin (%): Increase by 171.08% in the current year due to improvement in profitability which in the previous year was affected mainly due to Covid-19 pandemic.

Return on Capital employed (%): Increase in the ratio is on account of increase in Net Profit in current year, as compared to previous year.

Return on Investment (%): Increase by 300% on account of increase in Net Profit in current year, as compared to previous year.

- b** The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- c** The Company has not been sanctioned working capital limits in excess of Rs 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.
- d** The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- e** The Company does not have any transactions with struck-off companies.
- f** The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- g** The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- h** The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- i** The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- j** The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (intermediaries), with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- k** The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- l** The Company has neither declared nor paid any dividend during the year.
- m** Information with regard to other matters specified in Schedule III to the Act is either Nil or not applicable to the Company for the year.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**NOTE 48** - Confirmation letters have been sent in respect of sundry debtors / loans and advances / sundry creditors of which certain confirmations have been received which are accordingly accounted and reconciled. The remaining balances have been shown as per books of accounts and are subject to reconciliation adjustments, if any. In the opinion of the management, the realizable value of the current assets, loans and advances in the ordinary course of business will not be less than the value at which they are stated in the balance sheet .

**NOTE 49** - The financial statements are approved for issue by the Audit Committee and by the Board of Directors at its meeting held on 29th May, 2023

**NOTE 50** - Previous year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/ disclosure.

Mumbai, 29th May, 2023

**CA Nitesh K Dedhia**  
**Partner**  
Membership No. : 1148932





