



## SURYAAMBA SPINNING MILLS LIMITED

A-101, Kanha Apartment, 128, Chhaoni, Katol Road, Nagpur-440 013 (MS)  
Ph.# 0712-2591072, 2591406 Fax # 0712-2591410 CIN: L18100TG2007PLC063831  
Mail: mail@suryaamba.com, Website: www.suryaamba.com

September 06, 2024

Department of Corporate Services-CRD  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Scrip Code: 533101

**Sub: Annual General Meeting (AGM) - Notice of AGM and Annual Report of the Company for the Financial Year 2023-24**

Dear Sir / Madam,

Pursuant to Regulation 30, 34, 42 and 44 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby notify as under:

1. The 17<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on **Saturday, September 28, 2024 at 12 noon (IST)** through Video Conferencing / Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India ("Circulars").
2. In terms of the said Circulars, the **AGM notice including e-voting instructions and Annual Report 2023-24** have been sent to all the members of the Company whose email addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent. AGM Notice may be referred for detailed instructions on registering email addresses(s) and voting /attendance for the AGM.
3. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions as set out in the AGM notice to those members, who are holding shares either in physical or in electronic form as on the cut-off date.
4. **Notice of the AGM along with the Annual Report 2023-24** is enclosed and is also being sent to all the members of the Company whose email addresses are registered with the Company / Depository Participants / Registrar and Transfer Agent.

The Annual Report and AGM Notice is also being uploaded on the website of the Company, i.e. [www.suryaamba.com/investors](http://www.suryaamba.com/investors).

You are requested to take note of the same.

Thanking you,  
Yours faithfully,  
For Suryaamba Spinning Mills Limited

**KRITI LADHA** Digitally signed by KRITI LADHA  
Date: 2024.09.06 22:48:42 +05'30'

Kriti Ladha  
Company Secretary & Compliance Officer  
Membership No.: ACS 61729  
Encl: As above

# Suryaamba Spinning Mills Limited



**17<sup>th</sup> Annual Report  
2023-24**



EVERY YARN

'AN ARTFUL STORY SPUN WITH PRECISION'

20+ Countries we go

ISO 9001:2015 certified

Quality Assured Product

Disclaimer in this annual report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should kindly bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



About Us

SURYAAMBA  
SPINNING MILLS  
LIMITED, a

manufacturer of  
synthetic spun yarn,  
offering wide range of  
fancy, synthetic yarns  
in grey, dyed and  
mélange single and  
multifold, suiting,  
knitwear, chenille  
fabrics, sewing  
threads, sweater  
knitting and shawls  
rexine



<b>Contents</b>	<b>Page No.</b>
About us	2
Corporate Snap Shot	4
Chairman's Message	5
Corporate Information	6
Notice	8
Directors' Report	26
Corporate Governance Report	48
Management Discussion and Analysis Report	70
Independent Auditors' Report on Compliance with Corporate Governance	75
Independent Auditors' Report	76
Balance Sheet	90
Statement of Profit and Loss	91
Cash Flow Statement	92
Notes to the Financial Statements	96



## CORPORATE SNAP SHOT

### Moving Ahead with Agility and Stability

Suryaamba Spinning Mills Limited (Suryaamba), is a leading manufacturer of speciality synthetic spun yarns offering wide product range from 100% polyester and viscose spun yarns as well as blended synthetic yarns, used for weaving. We have capitalized on growing opportunities strengthening our market presence at domestic and in over 20 countries across the globe. We continuously stride and offers innovative product range, specifically tailor-made for the customers. We believe the right strategic insights complemented with technical advancement and superior quality is the foundation of our products.

#### Our Vision



- ▲ Our rooted values enable us to envision to grow better.
- ▲ Remain at the forefront in high-quality textile products manufacturing.
- ▲ Create value for shareholders and allied industries.
- ▲ Remain efficient & positive in developing new markets and products.
- ▲ Endeavour for the ultimate customer satisfaction.
- ▲ Satisfy requirement with right use of technology and right Attitude

#### Our Mission



- ➔ Provide superior quality products at competitive prices and establish a brand value in the international area.
- ➔ Exceed industry standards with exceptional customer and technical service.
- ➔ Maintain our competitive strategic position through leading edge technology.
- ➔ To be the most reliable supplier across textile value chain.
- ➔ Provide a safe, fulfilling and rewarding work environment for employees

#### Our Values



- ▲ Customer centricity
- ▲ Integrity
- ▲ Excellence
- ▲ Innovation
- ▲ Ethics



## CHAIRMAN'S MESSAGE



Dear Shareholders,

Suryaamba is happy to present to you its 17<sup>th</sup> Annual Report pertaining to financial year 2023-24. On behalf of the Board of Directors and the Company, it is my pleasure to extend a warm welcome to you all to the 17<sup>th</sup> Annual General Meeting of the Company. The Company focused to play on its strengths and posted a stable financial performance. We take this opportunity to acknowledge the support, expertise and faith in us, demonstrated by you all.

I hope this message finds you in good health and high spirits. I am writing to provide you the performance of Suryaamba Spinning Mills Limited in the fiscal year 2023-24.

The Financial year 2024 was yet another year of significant challenges across the globe. Deteriorated global geopolitical situation and economic uncertainty, including higher energy and food prices, mounting inflation rates and volatile markets prevailed. Almost all nations felt its impacts. However, India withstood the challenges by leaning on high demand, moderate inflation, stable interest rate and strong foreign exchange reserves.

It was a challenging year for the Textile Industry also as a whole. The fluctuation in raw material prices resulting in lower yarn realization; reduced demand from downstream apparel companies; increase in energy cost; piling up of inventories, severe competition from competing countries, etc. were some of the contributing factors. Embracing the challenges and opportunities, Suryaamba once again demonstrated its risk-bearing prowess by achieving considerable revenue and profitability with the support of its integral strengths, aggressive competitiveness, ability to meet the changing market trend and the supportive garment segment.

Recognizing its importance in steering the Nation's growth path we have been contributing to these values ever since we commenced our business. Good corporate governance, for us, does not mean just compliance with regulatory requirements, because the spirit of governance goes beyond the statutory form protecting the interests of all stakeholders in a just and equitable manner.

I wish to thank all our stakeholders who are standing by us through this difficult time and express my sincere gratitude to our shareholders, bankers, customers, Board of Directors and our committed employees. These are challenging and uncertain times, as a company and community, we can get through this and rise together.

With best wishes

Virender Kumar Agarwal.



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Shri Virender Kumar Agarwal**

Chairman & Managing Director

**Smt. Seema Agarwal**

Joint Managing Director

**Shri Mayank Agarwal**

Whole-time Director

**Shri Amit Goela**

Independent Director

**Shri Sushil Kapadia**

Independent Director (upto  
10.11.2023)

**Shri Nilesh Panpaliya**

Independent Director

**Smt. Neeraja Kartik**

Independent Director (w.e.f.  
12.08.2023)

### KEY MANAGERIAL PERSONNEL

**Shri Gajanan N. Chhawsaria**

Chief Financial Officer

**Kriti Ladha**

Company Secretary & Compliance  
Officer

### AUDIT COMMITTEE

**Shri Amit Goela** Chairman

**Shri Sushil Kapadia** Member (upto 10.11.2023)

**Smt. Seema Agarwal** Member

**Shri Nilesh Panpaliya** Member (w.e.f. 11.11.2023)

### STAKEHOLDERS' RELATIONSHIP COMMITTEE

**Shri Amit Goela** Chairman

**Shri Sushil Kapadia** Member (upto 10.11.2023)

**Smt. Seema Agarwal** Member

**Smt. Neeraja Kartik** Member (w.e.f. 11.11.2023)

### NOMINATION AND REMUNERATION COMMITTEE

**Shri Amit Goela** Chairman

**Shri Sushil Kapadia** Member (upto 10.11.2023)

**Shri Nilesh Panpaliya** Member

**Smt. Neeraja Kartik** Member (w.e.f. 11.11.2023)

### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

**Smt. Seema Agarwal** Chairperson

**Shri Mayank Agarwal** Member

**Shri Amit Goela** Member

### REGISTRAR & SHARE TRANSFER AGENTS

**KFin Technologies Limited**

(Formerly known as "KFin Technologies Pvt.  
Limited")

Karvy Selenium Tower B, Plot



**REGISTERED OFFICE**

1<sup>st</sup> Floor, Surya Towers,  
105, S P Road, Secunderabad (T.G) –  
500 003  
Tel. No. 040-27813360  
CIN: L18100TG2007PLC053831  
Website: [www.suryaamba.com](http://www.suryaamba.com)  
Email: [samb.ngp@gmail.com](mailto:samb.ngp@gmail.com),  
[cs@suryaamba.com](mailto:cs@suryaamba.com)

**FACTORY**

Survey No. 300, Nayakund, Parseoni  
Road, Dist. Nagpur (M.H.) – 441 105

**BANKERS**

State Bank of India  
Industrial Finance Branch,  
Bharat Nagar, Nagpur (M.H.) – 440  
033

**STATUTORY AUDITORS**

Manish N. Jain & Co.  
Chartered Accountants,  
507, 6<sup>th</sup> Floor Madhu Tower  
Laxmi Bhawan Square  
Dharampeth, Nagpur (M.H.) – 440  
010

**INTERNAL AUDITORS**

Wadhvani Sherke & Co  
Chartered Accountants,  
24, Durga Layout, Pandhurna Road,  
Saoner, Nagpur (M.H.) – 441 107

No 31 & 32 Financial District,  
Nanakranguda, Serilingampally, Mandal,  
Hyderabad (TG) – 500032  
Ph. No. 040-6716 2222, 3321 1000  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
[kfinkart.support@kfintech.com](mailto:kfinkart.support@kfintech.com) /  
[reachus@kfintech.com](mailto:reachus@kfintech.com)  
Website: <https://www.kfintech.com>

**CORPORATE OFFICE**

A-101, Kanha Apartment,  
128, Chhaoni, Katol Road,  
Nagpur (M.H.) – 440 013

**SECRETARIAL AUDITORS**

M/s Aarju Agrawal & Associates, Nagpur  
Practicing Company Secretaries  
Flat No. 402, Sai Aadhar Apartment, Om Sai Nagar,  
Karodi Naka, Nagpur (M.H.) – 440 030

**COST AUDITORS**

G.R. Paliwal & Co., Nagpur  
Cost Accountants  
408A, Lokmat Bhawan, J.L.N. Marg  
Ramdaspath, Wardha Road  
Nagpur (M.H.) – 440 012

**LISTED** on BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai (M.H.) – 400 001  
BSE Scrip Code: 533101





# NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17<sup>TH</sup> (SEVENTEENTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF SURYAAMBA SPINNING MILLS LIMITED (CIN:L18100TG2007PLC053831) WILL BE HELD ON **SATURDAY, SEPTEMBER 28, 2024 AT 12 NOON** THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, SURYA TOWERS, 105, SP ROAD, SECUNDERABAD (T.G) – 500003 SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING SHALL BE DEEMED TO BE MADE THEREAT, TO TRANSACT THE FOLLOWING BUSINESSES:

## ORDINARY BUSINESS:

### 1. ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

### 2. DECLARATION OF DIVIDEND

To declare dividend on equity shares for the financial year ended March 31, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** dividend at the rate of ₹1/- (Rupees one only) per equity share of ₹10/- (Rupees ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2024 and the same be paid out of the profits of the Company.”

### 3. APPOINTMENT OF SHRI VIRENDER KUMAR AGARWAL (DIN:00013314) MANAGING DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Shri Virender Kumar Agarwal (DIN: 00013314) Managing Director of the Company, who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, (“the Act”) Shri Virender Kumar Agarwal (DIN: 00013314) Managing Director of the Company, who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”



**SPECIAL BUSINESS:****4. RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY**

To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the **Cost Auditors M/s. G. R. Paliwal & Co., Cost Accountants, Nagpur, (FRN: 100058)** appointed by the Board to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, at a remuneration of ₹50,000/- (Rupees Fifty Thousand Only) (plus applicable tax and reimbursement of out of pocket expenses incurred in connection with the audit), be and is hereby ratified."

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

**5. APPOINTMENT OF DR. NEENA PARIKH (DIN: 10764347) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, **Dr. Neena Parikh (DIN:10764347)**, who was appointed as an Additional Director (Category: Non-Executive Independent Director) of the Company with effect from September 06, 2024 under Section 161 of the Act and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from September 06, 2024 upto September 05, 2029."

**"RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

**6. RE-APPOINTMENT OF SHRI NILESH PANPALIYA (DIN: 08499844) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 CONSECUTIVE YEARS**

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 Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Shri Nilesh Panpaliya (DIN:08499844), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a second term of 5(five) consecutive years commencing from July 03, 2024 upto July 02, 2029.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

By the Order of Board of Directors

For Suryaamba Spinning Mills Limited

Kriti Ladha  
Company Secretary & Compliance Officer  
M. No.: ACS 61729

Date: May 28, 2024  
Place: Nagpur  
**Registered Office:**  
1<sup>st</sup> Floor, Surya towers, 105,  
S P Road, Secunderabad, TG 500003  
Phone: (040) 27813360  
E-mail: [cs@suryaamba.com](mailto:cs@suryaamba.com)  
Website: [www.suryaamba.com](http://www.suryaamba.com)  
CIN: L18100TG2007PLC053831  
ISIN: INE360J01011



## Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos.4 and 5 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide General Circular Nos. 14/2020, 17/2020,20/2020,02/2021,21/2021,02/2022,10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023, respectively, ("MCA Circulars") has allowed conduct of Annual General Meetings ("AGM") by Companies through Video Conferencing/Other Audio- Visual Means ("VC/ OAVM") facility up to September 30, 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/POD-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-POD-2/P/ CIR/2023/167 dated October 7, 2023 ("SEBI Circulars") have provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the 17<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 17<sup>th</sup> AGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 17<sup>th</sup> AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 17<sup>th</sup> AGM through VC/OAVM facility and e-Voting during the 17<sup>th</sup> AGM.
4. In terms of the MCA Circulars and relevant circulars issued by SEBI, the Notice of the 17<sup>th</sup> AGM and Annual Report for the financial year ended March 31, 2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants ("DPs") and will also be available on the website of the Company at [www.suryaamba.com](http://www.suryaamba.com) on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Since the 17<sup>th</sup> AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI and Regulation 44 of the SEBI Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 17<sup>th</sup> AGM and facility for those members participating in the 17<sup>th</sup> AGM to cast vote through e-Voting system. The Company has engaged the services of NSDL to provide e-Voting and VC/OAVM facility.
6. Members may join the 17<sup>th</sup> AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 11:30 A.M. IST i.e. 30 minutes before the time scheduled to start the 17<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 17<sup>th</sup> AGM.
7. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one



thousand members on a first-come-first-served basis. The large members (i.e. members 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. can attend the 17<sup>th</sup> AGM without any restriction on account of first-come-first-served basis.

8. Attendance of the members participating in the 17<sup>th</sup> AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. General instructions for accessing and participating in the 17<sup>th</sup> AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting: -

**A. Instructions for Remote e-Voting:**

- The remote e-Voting period will commence from Wednesday, September 25, 2024 at 09:00 A.M. (IST) and end on Friday, September 27, 2024 at 5:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., September 20, 2024, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person who is not a member as on the cut-off date should treat this Notice of the 17<sup>th</sup> AGM for information purpose only.
- The details of the process and manner for remote e-Voting are explained herein below:
  - Step 1: Log-into NSDL e-Voting system at <https://www.evoting.nsdl.com>
  - Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step1: How to Log-in to NSDL e-Voting website?**

**I. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat account(s)/websites of Depositories/ Depository Participant(s) ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Members are advised to update their mobile number and e-mail address with their DPs in order to access e-Voting facility.





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

Type of Members	Login Method
Individual members holding securities in demat mode with NSDL.	<p>Users registered for NSDL IDeAS facility:</p> <p>a) Visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS'</p>



	<p>section.</p> <p>b) You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</p> <p>c) Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>Users not registered for NSDL IDeAS facility:</b></p> <p>Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdaaSDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdaaSDirectReg.jsp</a>.</p> <p><b>e-Voting website of NSDL</b></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder Member' section.</p> <p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>e-Voting mobile application of NSDL</b></p> <p>Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p>
--	--



	   
<b>Type of Members</b>	<b>Login Method</b>
Individual members holding securities in demat mode with Central Depository Services (India) Limited (CDSL)	<p><b>Existing users who have opted for Easi/Easiest</b></p> <p>a) Users who have opted for CDSL Essi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then use your existing my easi username &amp; password.</p> <p>b) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Click on login &amp; New System My easi Tab and then click on registration option.</p> <p>d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile C Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual members (holding securities in demat mode) login through their depository participants	<p>a) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>b) Upon logging in, you will be able to see e-Voting option.</p> <p>c) Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, where in you can see e-Voting feature.</p>



	d) Click on the Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022-48867000
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact 1800 22 55 33

**II. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode and members holding securities in physical form.**

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

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login.

Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

- Your User ID details are given below:

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





iii. For members holding shares in Physical Form	<p>EVEN Number followed by Folio Number registered with the Company</p> <p>For example, if folio number is 001***and EVEN is 128717 then user ID is 128717001***</p>
<p>e. Password details for members other than Individual members are given below:</p> <ol style="list-style-type: none"> <li>i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</li> <li>ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</li> <li>iii. How to retrieve your 'initial password'? <ul style="list-style-type: none"> <li>• If your email address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</li> <li>• If your email address is not registered, please follow steps mentioned below in 'Process for those members whose email addresses are not registered'.</li> </ul> </li> <li>f. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password: <ol style="list-style-type: none"> <li>i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li> <li>ii. "Physical User Reset Password?" (If you are holding shares in physical form) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li> <li>iii. If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</li> <li>iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</li> </ol> </li> <li>g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</li> <li>h. Now, you will have to click on "Login" button.</li> <li>i. After you click on the "Login" button, Home page of e-Voting will open.</li> </ol> <p><b>Step 2:Cast your vote electronically and join General Meeting on NSDL e-Voting system</b></p>	



#### How to cast your vote electronically?

- a) After successful login at Step1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is inactive status.
- b) Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- c) Now you are ready for e-Voting as the Voting page opens.
- d) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e) Upon confirmation, the message "Vote cast successfully" will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

#### General Guidelines for Members for e-Voting

- a) Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csaaruagrawal@gmail.com](mailto:csaaruagrawal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional Members (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. By clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-48867000 or send a request to Shri Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, NSDL at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address [cs@suryaamba.com](mailto:cs@suryaamba.com).

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

- a) In case shares are held in physical form, please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) to the Company's email address at [cs@suryaamba.com](mailto:cs@suryaamba.com).
- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN(self-attested scanned copy of PAN card),AADHAAR(self-attested scanned copy of Aadhaar Card) to the Company's email address at [cs@suryaamba.com](mailto:cs@suryaamba.com)



- c) If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step1 (I) i.e., Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.
- d) Alternatively, shareholders/ members may send a request to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- e) In terms of SEBI Circular dated December 9, 2020, one-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant (s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

**B. Instructions for Members for participating in the 17<sup>th</sup> AGM through VC/OAVM are as under:**

- a) The members will be provided with a facility to attend the 17<sup>th</sup> AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/OAVM will be available in "Shareholder/Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of "VC/ OAVM" placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the members will be able to attend the 17<sup>th</sup> AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Smart phones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smart phones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- c) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 17<sup>th</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [cs@suryaamba.com](mailto:cs@suryaamba.com) at least 48 hours in advance before the start of the meeting. Such questions by the members shall be taken up during the meeting and replied by the Company suitably.
- d) Members, who would like to express their view/ask questions during the 17<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 17<sup>th</sup> AGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [cs@suryaamba.com](mailto:cs@suryaamba.com) at least 48 hours in advance before the start of the meeting. Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 17<sup>th</sup> AGM, depending upon the availability of time.
- e) When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed.
- f) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 17<sup>th</sup> AGM.
- g) Institutional Investors, who are members of the Company, are encouraged to attend and vote in the 17<sup>th</sup> AGM through VC/ OAVM facility.



**C. Instructions for Members for e-Voting during the 17<sup>th</sup> AGM are as under:**

- a) Members may follow the same procedure for e-Voting during the 17<sup>th</sup> AGM as mentioned above for remote e-Voting.
- b) Only those members/shareholders, who will be present in the 17<sup>th</sup> AGM through VC/OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 17<sup>th</sup> AGM.
- c) Members who have cast their vote by remote e-Voting prior to the 17<sup>th</sup> AGM may also participate in the 17<sup>th</sup> AGM through VC/OAVM facility. However, they shall not be entitled to cast their vote again.
- d) The helpline details of the person who may be contacted by the member needing assistance with the use of technology, before or during the 17<sup>th</sup> AGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

Shri Sanjeev Yadav, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013, at the designated email address: [evoting@nsdl.com](mailto:evoting@nsdl.com) or at telephone no.: 022-48867000. Members may also write to the Company Secretary at the Company's email address [cs@suryaamba.com](mailto:cs@suryaamba.com).

**Other Guidelines for Members**

- a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date of September 20, 2024**.
- b) Any person holding shares of the Company in physical form and non-individual shareholders, who acquires shares of the Company and becomes member after the Notice is sent through e-mail and holds shares as on the cut-off date i.e. September 20, 2024, may obtain the User ID and password by sending a request to NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or the Company's email address at [cs@suryaamba.com](mailto:cs@suryaamba.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022-48867000. In case of Individual shareholders who acquires shares of the Company in demat mode and becomes a Member of the Company after sending of the Notice and holds shares as on the **cut-off date i.e. September 20, 2024**, may follow steps mentioned in the Notice of the AGM under "Log-into NSDL e-Voting system".
- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 17<sup>th</sup> AGM.
- d) During the 17<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 17<sup>th</sup> AGM, formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 17<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/OAVM facility, eligible and interested to cast votes, has cast the votes, the e-Voting will be closed with the formal announcement of closure of the 17<sup>th</sup> AGM.
- e) **Smt. Aarju Agrawal Practicing Company Secretary, Partner of M/s Aarju Agrawal & Associates, Nagpur**, have been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent



manner.

- f) The Scrutinizer shall after the conclusion of e-Voting at the 17<sup>th</sup> AGM, first download the votes cast at the 17<sup>th</sup> AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
- g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.suryaamba.com](http://www.suryaamba.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
10. Electronic copy of the Annual Report for the financial year ended March 31, 2024 along with the Notice of the 17<sup>th</sup> AGM of the Company, inter alia indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2024 and Notice of the 17<sup>th</sup> AGM of the Company, may send request to the Company's email address at [cs@suryaamba.com](mailto:cs@suryaamba.com) mentioning Folio No./ DPID and Client ID. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 17<sup>th</sup> AGM and the Annual Report for the Financial Year ended March 31, 2024 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
- a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at [cs@suryaamba.com](mailto:cs@suryaamba.com).
- b) Members holding shares in demat mode may update the email address through their respective Depository Participant(s) ("DP").
11. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, September 21, 2024 to Saturday, September 28, 2024**, both days inclusive, for payment of dividend, if any, declared/ approved, at the ensuing AGM.
12. Final dividend for the financial year ended March 31, 2024, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after **September 28, 2024**, to those members whose names appear on the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories in accordance with the book closure schedule.
13. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
14. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through



electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

15. Shareholders holding shares in dematerialised mode are requested to register complete bank account details with the DPs and shareholders holding shares in physical mode are requested to update the details mentioned in point no. 14 above with the Company's RTA, **KFin Technologies Limited**.
16. As per the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
17. A separate email communication was sent to the shareholders informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available on the Company's website at [www.suryaamba.com](http://www.suryaamba.com). The resident and non-resident should upload the scanned copies of the requisite documents at <https://www.kfintech.com/> before September 13, 2024 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable.
18. Transfer of Unclaimed Dividend Amounts to the Investor Education and Protection Fund (IEPF):
  - a. Pursuant to the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends that are unpaid or unclaimed for a period of 7(seven) years from the date of their transfer to the Unpaid Dividend Account are required to be transferred by the Company to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividend has not been claimed by the shareholders for 7 (seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.
  - b. During Financial Year 2023-24, the Company has transferred to IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Dividend (₹)	No. of Shares
Final Dividend 2015-16	1,02,148.50	604

- c. The dividend amount and shares transferred to the IEPF can be claimed by the concerned members from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are also available on the Company's website at [www.suryaamba.com](http://www.suryaamba.com) and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in)
19. SEBI has mandated the updation of PAN, contact details, Bank account, specimen signature and nomination details, against folio/demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Shareholders are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their DP in case of holding in dematerialised form or to Company's RTA, **KFin Technologies Limited** through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) available on the Company's website at [www.suryaamba.com](http://www.suryaamba.com) and on the website of **KFin Technologies Limited** at



<https://www.kfintech.com> in case of holdings in physical form.

20. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, the members are advised to dematerialise their holdings.
21. Shareholders may note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be, the formats of which are available on the Company's website at [www.suryaamba.com](http://www.suryaamba.com) and on the website of KFin Technologies Limited at <https://www.kfintech.com>. Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
22. In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms are available on the Company's website at [www.suryaamba.com](http://www.suryaamba.com). Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialised form and to the Company/ KFin Technologies Limited, in case the shares are held by them in physical form.
23. Members may note that, in terms of the SEBI Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
24. Documents referred to in the accompanying Notice of the 17<sup>th</sup> AGM and the Explanatory Statement shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 17<sup>th</sup> AGM. During the 17<sup>th</sup> AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 17<sup>th</sup> AGM. During the 17<sup>th</sup> AGM, Members may access the scanned copy of these documents, upon Log-into NSDL e-Voting system at <https://www.evoting.nsdl.com>.
26. Details as required under Regulation 36 of the Listing Regulations and SS-2 issued by ICSI, in respect of the Directors seeking re-appointment at the 17<sup>th</sup> AGM, forms an integral part of this Notice. Requisite declarations have been received from the Director seeking re-appointment.



## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 4, 5 & 6.

### Item No.4

The Board of Directors at its Meeting held on May 28, 2024, upon the recommendation of the Audit Committee, approved the appointment of M/s. G. R. Paliwal & Co., Cost Accountants, Nagpur, (FRN: 100058), as Cost Auditors of the Company to conduct the audit of the cost records of the Company on a remuneration of ₹50,000/- plus reimbursement of out of pocket expenses incurred in connection with the audit) for the financial year ending March 31, 2025.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended from time to time), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025 as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the proposed Resolution.

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

### Item No. 5

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed **Dr. Neena Parikh (DIN:10764347)** as an Additional Director with effect from September 06, 2024 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and as an Independent Director pursuant to Section 149 of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Dr. Neena Parikh will hold office only up to the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) of the Act to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed u/s 149(6) of the Act. In the opinion of the Board, Dr. Neena Parikh fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Dr. Neena Parikh, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years commencing from September 06, 2024.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on September 06, 2024 has approved the appointment of Dr. Neena Parikh as an Independent Director and recommends the same for the approval by the Shareholders of the Company.

Except Dr. Neena Parikh, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice.

Other information about Dr. Neena Parikh, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meetings issued by ICSI are attached as Annexure to the Notice.





**Item No. 6**

**Shri Nilesh Panpaliya (DIN: 08499844)** is an Independent Non- Executive Director of the Company. He is also a member of the Audit Committee, Nomination & Remuneration Committee of Directors of the Company.

Pursuant to the requirement of Companies Act, 2013 and Clause 49 of erstwhile Listing Agreement, Shri Nilesh Panpaliya was appointed as an Independent Director at the 12<sup>th</sup> Annual General Meeting of the Company held on August 12, 2019 for a consecutive term of five (5) year's upto July 02, 2024.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years on the Board of a Company and may be re-appointed for another term upto five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Nilesh Panpaliya, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from July 03, 2024 upto July 02, 2029.

Shri Nilesh Panpaliya has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority and is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board of Directors of the Company, Shri Nilesh Panpaliya fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

In accordance with the provisions of the Act and Listing Regulations the re-appointment of Shri Nilesh Panpaliya as Independent Director is now being placed before the Members for their approval. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM. The details of Shri Nilesh Panpaliya as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are provided in Annexure – I to this Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Nilesh Panpaliya is, in any way, concerned or interested, in the special resolution set out at Item No. 6 of the Notice.

By the Order of Board of Directors  
For Suryaamba Spinning Mills Limited

**Kriti Ladha**  
Company Secretary & Compliance Officer  
M. No.: ACS 61729

Date: May 28, 2024  
Place: Nagpur  
**Registered Office:**  
1<sup>st</sup> Floor, Surya towers, 105,  
S P Road, Secunderabad, TG 500003  
Phone: (040) 27813360  
E-mail: [cs@suryaamba.com](mailto:cs@suryaamba.com)  
Website: [www.suryaamba.com](http://www.suryaamba.com)  
CIN: L18100TG2007PLC053831  
ISIN: INE360J01011



## ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting  
*[Pursuant to Regulation 56(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards]*

Name of the Directors:	Shri Virender Kumar Agarwal	Dr. Neena Parikh	Shri Nilesh Panpaliya
Date of Birth	May 05, 1967	February 09, 1957	October 01, 1970
Nationality	Indian	Indian	Indian
Director Identification Number	00013314	10764347	08499844
Date of first appointment on the Board	May 05, 2007	September 06, 2024	July 03, 2019
Qualifications	Bachelor of Engineering (Textiles)	Graduate in audiology and speech pathology and MS in communication disorders from San Francisco State University California, USA	B.E. (Electronics) and MMS in Finance
Resume / Expertise in specific functional areas	An industrialist with over 30 years of experience in the Textile Industry, Chairman & Managing Director of the Company. He has rich and varied experience in terms of manufacturing, sales, marketing, strategy and general management.	She is Speech Pathologist and Audiologist. She has worked in Indira Gandhi Medical College Nagpur for 30 years and presently having her own clinic in Dhantoli, Nagpur where she specializes mainly in diagnosis of deafness in children and adults, and treat them with Hearing aids, Cochlear Implants and Speech therapy.	He has over 20 years of experience in the field of Finance and also dealt with industrial finance, merchant banking and management consultancy services.
Relationships between directors inter-se	Spouse of Smt. Seema Agarwal and Father of Shri Mayank Agarwal	Not related to any of the Directors or KMP of the Company.	Not related to any of the Directors or KMP of the Company.
Number of Meetings of the Board attended during the year	Four out of Four	-	Four out of Four
No. of equity shares held in the Company	1206191	NIL	NIL
Directorship in other public or listed Companies as on March 31, 2024	NIL	NIL	NIL
Chairmanship/ Membership of Committees of other Board	NIL	NIL	NIL



## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Seventeenth Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended March 31, 2024 ("year under review").

### I. FINANCIAL SUMMARY AND STATE OF COMPANY'S AFFAIRS

A summary of your Company's financial results for the Financial Year 2023-24 is as under:

Particulars	(₹ in Lakhs)	
	As at year ended March 31, 2024	As at year ended March 31, 2023
Revenue from operations	21,857.43	24,833.46
Other income	80.19	191.79
<b>Total Revenue</b>	<b>21,937.62</b>	<b>25,025.25</b>
<b>Earnings Before Interest, Taxes, Depreciation and Amortization</b>	<b>1,448.52</b>	<b>2,243.61</b>
Less : Finance Cost	572.98	556.81
Less : Depreciation and Amortization Expense	634.75	628.37
<b>Profit before Tax</b>	<b>240.79</b>	<b>1,058.43</b>
Less : Tax Expenses	65.72	267.55
<b>Profit for the period</b>	<b>175.07</b>	<b>790.88</b>
Other Comprehensive Income (net of tax)	(20.25)	(6.09)
<b>Total Comprehensive Income</b>	<b>154.82</b>	<b>784.80</b>
Earnings per share	5.97	26.97
<b>Retained Earnings - Opening Balance</b>	<b>4,154.14</b>	<b>3,398.65</b>
Add: Profit for the year	154.82	784.80
<b>Dividend</b>	<b>29.32</b>	<b>29.32</b>
Transfer to General Reserves	-	-
<b>Retained Earnings - Closing Balance</b>	<b>4,279.63</b>	<b>4,154.14</b>

### 2. INDIAN ACCOUNTING STANDARDS

The Company has adopted Indian Accounting Standards (Ind AS) and the financial statements have been prepared as per the Indian Accounting Standard Rules, 2015, as prescribed under Section (133) of the Companies Act, 2013 read with relevant Rules issued thereunder and the other Accounting Principles generally accepted in India.

### 3. RESULTS OF OPERATIONS

The year under review was stressful. Because of adverse market conditions, there is decrease in the performance of the Company. During the year under review your company has earned the revenue from operations ₹21,857.43 lakhs



which was ₹24,833.46 lakhs during the financial year 2022-23.

The operating profit (EBIDTA) of the Company has decreased from ₹2,243.61lakhs in the previous year to ₹1,448.52 lakhs in the current year, resulted into decrease of 35.44 %.

Your Company recorded a net profit of ₹154.82 lakhs in the current year as compared to ₹784.80 lakhs in the previous year, registering a significant decrease of 80.27 %. The Company has reported Earnings per Share of ₹5.97 during the current year against ₹26.97 in the previous year.

#### 4. TRANSFER TO RESERVE

The Company has transferred Nil to the general reserve out of the amount available for appropriations for the financial year ended March 31, 2024.

#### 5. DIVIDEND

Your Directors are pleased to recommend a dividend of ₹1/- per share for the year ended March 31, 2024, subject to shareholders' approval at the forthcoming 17<sup>th</sup> Annual General Meeting (AGM) of the Company. The total outgo on account of dividend to the shareholders will be ₹29.32 Lakhs (subject to deduction of TDS as per Section 194 of the Income Tax Act, 1961).

#### 5. CAPITAL STRUCTURE

The Authorized Share Capital of the Company is now ₹20,00,00,000/- divided into 2,00,00,000 (Two crores) number of equity shares of ₹ 10/- each .

During the year under review the authorized share capital of the Company comprising of ₹20,00,00,000(Rupees Twenty crores) divided into 50,00,000 (Fifty lakhs) Equity Shares of ₹10 each and 15,00,000 (Fifteen lakhs) Preference Shares of ₹100 each which is now by passing resolution and amending MOA of the Company reclassified into 2,00,00,000 (Two crores) equity shares of ₹10 each aggregating to ₹20,00,00,000 (Rupees Twenty crores) Equity Share Capital.

Now the amended Authorized Share Capital of the Company is ₹20,00,00,000 (Rupees Twenty Crores) divided into 2,00,00,000 (Two cores) Equity Shares of ₹10/- (Rupees Ten Only) each."

#### 6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY

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

#### 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### a. Retirement by Rotation and subsequent re-appointment:

In terms of Articles of Association of the Company and as per Section 152(6) of the Companies Act, 2013, 2/3rd of the Board of Directors is considered to be Directors liable to retire by rotation, of which 1/3rd shall retire at every Annual General Meeting and the Company shall have an option to re-appoint the retiring Director or appoint someone else in his place.

Consequently, Shri Virender Kumar Agarwal, Managing Director (DIN: 00013314), retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment. The Board



recommended his appointment at Item No. 3 of the Notice calling 17<sup>th</sup> Annual General Meeting for consideration of the shareholders.

**b. Independent Directors:**

**Appointment:**

During the year, on the recommendation of Nomination & Remuneration Committee, **Smt. Neeraja Kartik (DIN: 08945443)** was appointed as an Additional Director in the category of Non-Executive Independent Director, subject to approval of the shareholders, for a term of 5 (five) consecutive years w.e.f. August 12, 2023.

Pursuant to Section 161(1) of the Companies Act, 2013, at the Sixteenth Annual General Meeting (AGM) held on September 09, 2023 her appointment was regularized and approved by shareholders for a term of five (5) consecutive years w.e.f. August 12, 2023 up to August 11, 2028.

**Re-appointment:**

There was no reappointment during the period.

**Cessation of Tenure:**

During the year **Shri Sushil Kapadia (DIN: 01730944)** Non- Executive Independent Director successfully completed his second term of five (5) years on November 10, 2023. Under the Companies Act, 2013, an Independent director can serve a maximum of two terms of five years each, consequently he ceased to be director of the Company.

**Declaration by Independent Directors:**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 along with rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations. There has been no change in the circumstances affecting their status as independent directors of the Company.

**d. Key Managerial personnel:**

Pursuant to the Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Key Managerial Personnel of the Company as on March 31, 2024 are:

- Shri Virender Kumar Agarwal, Chairman and Managing Director,
- Smt. Seema Agarwal, Joint Managing Director,
- Shri Mayank Agarwal, Whole time Director,
- Shri Gajanan Chhawsaria, Chief Financial Officer and
- Smt. Kriti Ladha, Company Secretary & Compliance Officer.

**8. BOARD MEETINGS**

During the year, four (4) Board Meetings were held. The details of Board Meetings with regard to their dates and attendance of each of the Directors thereat have been set out in the Corporate Governance Report which forms part of this Annual Report.

**9. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

Pursuant to the provisions of Companies Act, 2013 and Regulation 17 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Guidance Note



dated January 5, 2017, the Board of Directors have carried out an annual evaluation of its own performance, Board Committees and individual Directors.

The performance of the Board and its Committees was evaluated by the Board after seeking inputs from all the Directors and Committee Members. Evaluation of Board is based on various aspects such as Board composition and structure, effectiveness of Board processes, Board's focus, contribution in the long term strategic planning, information and functioning, etc. Similarly, evaluation of committee is based on criteria such as structure and composition of Committees, their functioning, effectiveness of Committee meetings, etc.

The parameters for the performance evaluation of the Directors depend upon their roles and responsibilities, Director's profile and include attendance, effective participation and contribution in meetings of the Board and Committee meetings, domain knowledge, vision, strategy, execution and performance of specific duties, etc. At a separate meeting, Independent Directors evaluated the performance of Non-Independent Directors, Chairman and performance of the Board as a whole.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

#### 10. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Directors of the Company confirm that:

- i. in the preparation of the annual accounts for the year ended March 31, 2024 the applicable accounting standards and Schedule III of the Companies Act, 2013 have been followed and there are no material departures;
- ii. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year March 31, 2024 and of the profit of the Company for that period;
- iii. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the annual accounts for the year ended March 31, 2024 have been prepared on a going concern basis;
- v. proper internal financial control laid down by the Directors to be followed by the Company and that such internal financial control are adequate and operating effectively; and
- vi. proper system to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

#### 11. BOARD COMMITTEES

During the year, the Board of the Company had total three Committees namely Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The details of composition and committee meetings during the year are given in the Corporate Governance Report which is a part of this Annual Report.

#### 12. POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION AND OTHER DETAILS

Your Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management employees pursuant to the requirement of Section 178 of the Companies Act, 2013 and



Listing Regulations. The salient features of the Policy are set out in the Corporate Governance Report which forms part of this Annual Report.

The said Policy of the Company, inter alia, provides that the Nomination and Remuneration Committee shall formulate the criteria for appointment of Directors on the Board of the Company and persons holding Senior Management positions in the Company, including their remuneration and other matters as provided under Section 178 of the Act and Listing Regulations. The Policy is also available on the website of the Company <http://www.suryaamba.com/investors/policies/>.

### 13. VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, the Company has established a "Vigil Mechanism" incorporating whistle blower policy in terms of Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for employees and Directors of the Company, for expressing the genuine concerns of unethical behavior, actual or suspected fraud, leak or suspected leak of unpublished price sensitive information or violation of the codes of conduct by way of direct access to the Chairman/ Chairman of the Audit Committee. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

The Policy on Vigil Mechanism and whistle blower policy as approved by the Board may be accessed on the Company's website at the link: <http://www.suryaamba.com/investors/policies/>.

### 14. AUDITORS AND AUDITOR'S REPORT

#### a. Statutory Auditor:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Manish N Jain & Co., Chartered Accountants (ICAI Firm Registration Number 138430W), Nagpur were appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 13<sup>th</sup> Annual General Meeting (AGM) until the conclusion of 18<sup>th</sup> AGM.

The Report given by the Auditors on the financial statements of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. The Auditor's Report to the Shareholders for the year under review does not contain any qualification or adverse remark.

The observations made in the Auditor's Report of M/s Manish N Jain & Co., Chartered Accountants, read together with relevant notes thereon, are self-explanatory and hence do not call for any comments. There is no qualification, reservation, adverse mark or disclaimer by the Statutory Auditors in their Report.

#### b. Cost Auditor:

The Company is maintaining the Cost Records, as specified by the Central Government under section 149(1) of Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014. The Cost Audit of the Cost and related records of the Company for the year 2023-24 was undertaken by Shri Ghanshyam Paliwal, Proprietor of M/s. G. R. Paliwal & Co., Nagpur the Cost Auditor of the Company.

The Board of Directors, on the recommendations made by the Audit Committee have re-appointed M/s. G. R. Paliwal & Co., Cost Accountants (Firm Reg. No.100058), Nagpur as Cost Auditors of the Company for the financial year 2024-25 to conduct cost audit of the accounts maintained by the Company.



The remuneration of Cost Auditors has been approved by the Board of Directors on the recommendation of Audit Committee. The requisite resolution for ratification of remuneration of Cost Auditors by members of the Company has been set out in the Notice of ensuing annual general meeting. The Cost Auditors have certified that their appointment is within the limits of Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified from appointment within the meaning of the said Act.

**c. Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Aarju Agrawal & Associates, Practicing Company Secretary, Nagpur, as the Secretarial Auditors of the Company for the financial year 2023-24.

The Secretarial Audit Report submitted by Smt. Aarju Agrawal in the prescribed form MR- 3 is attached as 'Annexure II' to this report. The Report of the Secretarial Auditor annexed to this Report is self-explanatory and does not call for any further clarification. In addition to the above and pursuant to SEBI circular dated June 29, 2021, a report on Secretarial Compliance for F.Y. 2023-24 has been submitted to stock exchanges. There are no observations, reservations or qualifications in the said report.

**d. Internal Auditor:**

Pursuant to the provisions of Section 138 of the of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, the Board of Directors of the Company has appointed M/s Wadhvani Sherke & Co, Chartered Accountant having Membership Number: 191285 to conduct the Internal Audit of the Company as per Rule 13 of the Companies (Accounts) Rules, 2014 for the financial year 2023-24.

During the year under review the Internal Audit Report do not contain any adverse remarks or qualification on the functions and activities of the Company.

## 15. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed by the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## 16. DEPOSITS

During the year under review, the Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

## 17. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year 2019-20 were on an arm's length basis and were in the ordinary course of business. The Company had not entered into any contracts/ arrangements / transactions with related parties which could be considered material in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

All transactions with related parties were reviewed and approved by the Audit Committee and are in accordance with the Policy on dealing with and Materiality of Related Party Transactions, formulated by the Company.





For the details of the related party transactions, please refer Note No. 30 of Notes to Accounts to the financial statements.

#### 18. PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

During the year under review, the Company has not given any loans, neither provided guarantees nor made any investments covered under the provisions of section 186 of the Companies Act, 2013.

#### 19. PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given below:

##### Remuneration to Directors:

Name of the Director	Designation	Remuneration in FY 2023-24 ₹ in Lakhs	Ratio of Remuneration of Director to the Median remuneration	Ratio of Remuneration	
				Revenue	Net Profit
Shri Virender Kumar Agarwal	Managing Director	47.38	32.62 times	0.0013 times	0.19 times
Smt. Seema Agarwal	Joint Managing Director	44.16	30.4 times	0.0014 times	0.17 times
Shri Mayank Agarwal	Whole-time Director	34.94	24.06 times	0.0011 times	0.14 times

##### Remuneration to Key Managerial Personnel (KMP):

Name of the Director KMP	Designation	Remuneration in FY 2023-24 ₹ in Lakhs	Ratio of Remuneration of Director to the Median remuneration	Ratio of Remuneration	
				Revenue	Net Profit
Shri Gajanan Chhawsaria	Chief Financial Officer	19.29	13.28 times	0.0006 times	0.08 times
Kriti Ladha	Company Secretary and Compliance Officer	3.45	2.38 times	0.0001 times	0.01 times

\* Median Remuneration Employee

\*\* Based on annualized salary and rounded off to two decimals

1. The Median Remuneration of Employees (MRE) excluding Whole-time Directors (WTDs) was ₹ 1,45,246/-.
2. In the financial year, there was a increase of (10.17%) in the median remuneration employees.
3. There are 849 permanent Employees on the Rolls of the Company as on 31st March, 2024.
4. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – N.A. and
5. It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.



Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms an integral part of this annual report. The above Annexure is not being sent along with this annual report to the members of the Company in line with the provisions of the Act. Members who are interested in obtaining these particulars may write to the Company Secretary at [cs@suryaamba.com](mailto:cs@suryaamba.com)

## 20. HUMAN RESOURCES

Suryaamba considers human resources to be its most valuable asset and continues to put due emphasis on appropriate human resource development for its business. Your Company constantly endeavours to invest in people and processes to improve human capital for the organization and service delivery to its customers. The employees of your Company fully identify with the Company's vision and business goals. Your Company strives to provide a healthy, conducive and competitive work environment to enable the employees excel and create new benchmarks of productivity, efficiency and customer delight.

Suryaamba always believes in maintaining mutually beneficial industrial relations and hence the industrial relations have always been smooth, cordial and trusting.

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

Energy conservation continues to be an area of major emphasis in our Company. Efforts are made to optimize the energy cost while carrying out the manufacturing operations. Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 of Companies (Accounts) Rules, 2014, the information on conservation of energy, technology absorption and foreign exchange earnings and outgo are stipulated below:

### a. Conservation of energy:

Energy Conservation is an ongoing process in the Company. The thrust is to measure the existing system parameters and then implement improvements. Emphasis is also given to optimize the operation of various equipments which also lead to energy conservation. The Company makes continuous efforts on monitoring and effective control on utilization of energy consumption and takes immediate steps to curtail power consumption. Machine maintenance, energy efficient equipment's, replacement of energy consuming equipment's is thoroughly carried out.

The company looks to explore the possibility of solar power as a green energy. There was no major capital investment on energy conservation equipment's during the year.

### b. Technology absorption:

The Company is continuously making efforts for adaptation of latest technology at its unit to improve the performance, quality and cost effectiveness of its products, upgrading its plant and Machinery. The Company focuses to pioneer the launch of new products that have been successful in the market to adapt at its unit.

The Company has been continuously improving the quality of its existing products and entered into new products and also to reduce the cost of production and optimum energy utilization.

The Company has not imported any technology during the last three years reckoned from the beginning of this financial year 2023-24. Therefore, no such disclosure on details of technology imported, year of import and absorption of technology are applicable.



During the year the company has not made any expenditure on research & development.

**c. Foreign exchange earnings and outgo:**

The information with respect to Conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014, are provided in the Annexure III to this Report.

## 22. RISK MANAGEMENT

Risk Management is a basic key to ensure sustained profitability and stability and also forms an integral and important component of Corporate Governance. The Company has the Risk Management Policy in place which identifies elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company. The objective of the Policy is to develop a 'risk intelligent' culture which drives informed decision making and builds resilience to adverse developments while ensuring that opportunities are exploited to create value for all stakeholders.

The Board / Management puts in place adequate and effective system and resources for the purposes of risk management. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework. Suryaamba believes that a robust risk management system ensures adequate control and monitoring mechanism for a smooth and efficient running of the business. A risk-aware organization is better equipped to maximize the shareholder's value. The Company's future growth is linked to general economic conditions prevailing in the market.

The details of the Financial Risk Management, its objectives and policies are set out in Note 29C to the Financial Statements of the Company.

## 23. INTERNAL FINANCIAL CONTROLS

The Company's internal control systems are supplemented by an extensive internal audit program conducted by an independent professional agency. The internal control system is designed and exercised to ensure that all financial and other records are reliable for preparing financial statements, maintaining accountability of assets and in compliance with various policies, practices and statutes, and that all assets are safeguarded and protected against loss from unauthorized use or disposition and that those transactions are authorized, recorded and reported correctly.

The Company has sound internal financial controls commensurate to the size and nature of its business. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board for their review and during the year no material weaknesses in controls were observed.

## 24. SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

Pursuant to the requirement of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during FY 2023-24 there were no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

## 25. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE



Your Directors stated that the Company follows an Anti- Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 also an internal complaints committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy. No complaints pertaining to sexual harassment were received during FY 2023-24.

## 26. ENVIRONMENT, HEALTH AND SAFETY

The Company considers it is essential to protect the Earth and limited natural resources as well as the health and wellbeing of every person. The Company strives to achieve safety, health and environmental excellence in all aspects of its business activities. Acting responsibly with a focus on safety, health and the environment is part of the Company's DNA.

## 27. MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under the Listing Regulations, forms part of the Annual Report.

## 28. OTHER DISCLOSURES

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

Investor Education and Protection Fund (IEPF): Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with rules made there under, the details / due dates for transfer of unclaimed / unpaid dividend to the Investors Education & Protection Fund (IEPF) by the Company are given in General Shareholders Information Section of Corporate Governance Report, forming part of this Annual Report.

The details of unclaimed dividend / shares are available on the website of the Company viz. [www.suryaamba.com/investors](http://www.suryaamba.com/investors)

During the year under review, India Ratings & Research have affirmed the Company Credit Rating 'IND BBB/Negative', specified in detail in the Corporate Governance Report.

The Company neither has any subsidiary, joint venture nor any associate company.

The Company does not have any scheme or provision of money for the purchase of its own shares by employees/ Directors or by trustees for the benefit of employees/ Directors; and

During the year under review, the Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

## 29. APPRECIATION & ACKNOWLEDGMENT

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year. The hard work and unstinting efforts of the employees have enabled the Company to sustain and further consolidate its position in the industry.

They also take this opportunity to express their deep appreciation for sincere assistance and co-operation received from its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and





government authorities for their continued support. It will be the Company's endeavours to build and nurture these strong links with its stakeholders.

Your Directors regret the loss due to COVID-19 pandemic and hope for your good health and safety and are deeply grateful and have immense respect for every person who risked their life and safety to fight this pandemic.

**By Order of the Board of Directors**

**Place: Nagpur**

**Virender Kumar Agarwal**

**Seema Agarwal**

**Date : May 28, 2024**

**Managing Director**

**Joint Managing Director**

**DIN : 00013314**

**DIN : 01430206**



**ANNEXURE -I****ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY**

[Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

**1. Brief Outline on CSR Policy of the Company.**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee framed the Corporate Social Responsibility Policy (CSR Policy) and the same was adopted by the Board of Directors on June 29, 2020.

The CSR policy of the Company encompasses its philosophy towards Corporate Social Responsibility and lays down the guidelines and mechanism for undertaking Corporate Social Responsibility Projects for welfare & sustainable development of the community at large. The CSR policy is also available on the Company's website at the link: <http://www.suryaamba.com/CSR.pdf>

The Company has identified health, education, environment protection, social development, women empowerment as the areas where assistance is provided on a need-based and case-to-case basis. Your Company persisted with participation in such activities at the local grass root level during the year.

The Company's CSR Policy seeks to touch and transform people's lives by promoting education, health care and employment opportunities. Indeed, it seeks to evaluate the quality of people especially the disadvantaged sections of the society.

**Identified Areas of Engagement:**

1. Promoting education, including special education and employment enhancing vocational skills among children and women.
2. Eradicating hunger and poverty and malnutrition and sanitation and making available safe drinking water and
3. Animal Welfare.
4. Promoting health care including preventive health care.

**2. Composition of CSR Committee:**

The CSR Committee comprises of the following:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Smt. Seema Agarwal	Chairman	1	1
2	Shri Mayank Agarwal	Member	1	1



3.	Shri Amit Goela	Member	1	1
----	-----------------	--------	---	---

3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company - <https://www.suryaamba.com/policies/>
4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014: Not Applicable
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable
6. Average Net profits of the Company of the three Financial Years as per section 135(5):

(₹ in Lakhs)

Net Profit for the preceding three Financial year	2020-21 (₹)	2021-22 (₹)	2022-23 (₹)
	498.65	1843.19	1058.43
Average	1,133.42		
Prescribed CSR Expenditure (2% of Average Net Profits)	22.67		

7. (a) Two percent of average net profit of the company as per section 135(5) of the Act – ₹22.67 Lakhs
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. – Nil
- (c) Amount required to be set off for the financial year – Nil
- (d) Total CSR obligation for the financial year (7a+7b- 7c) – ₹ 22.67 Lakhs

The Company has spent ₹22.67 Lakhs on the identified areas as approved by the Board for the Financial Year ended March 31, 2024. The details are as below: -

(₹ in Lakhs)

S. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or	Amount outlay (budget) project or programs Wise	Amount spent projects or programs Subheads (1) Direct expenditure on projects or	Cumulative expenditure up to the reporting period 1st April, 2022 to	Amount Spent: Direct or through implementing agency



			programs was undertaken		programs. (2) Overheads	31st March, 2024	
1	Healthcare	<ul style="list-style-type: none"> <li>Conducting free medical checkups of villagers</li> </ul>	Nayakund, Dist. Nagpur	2.70	2.70	2.70	Suryaamba Foundation, Nagpur
2.	Promotion of Education	<ul style="list-style-type: none"> <li>Distribution of books and other stationery items to poor children</li> </ul>	Nayakund, Dist. Nagpur	14.58	14.58	14.58	Direct
3.	Religious	<ul style="list-style-type: none"> <li>Donation for gaushalas and medical facilities for old and sick cows</li> </ul>	Nayakund, Dist. Nagpur	20.00	20.00	20.00	Iskcon, Nagpur
	<b>Total</b>			<b>37.28</b>	<b>37.28</b>	<b>37.28</b>	

8. (a) CSR amount spent or unspent for the financial year:

The Company has made the commitment for spending the ₹22.67 Lakhs towards Corporate Social Responsibilities to make the aggregate spending equivalents to at least two percent (2%) of the average net profit of the Company made during the three immediately preceding financial year.

During the year ₹37.28 Lakhs has been paid towards Corporate Social Responsibility. Out of which ₹14.58 Lakhs are the spent as result of commitments made during the previous reporting period spent during the current reporting period.

- (b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable  
(c) Details of CSR amount spent against other than ongoing projects for the financial year: Not Applicable  
(d) Amount spent in Administrative Overheads: NIL  
(e) Amount spent on Impact Assessment, if applicable: NIL  
(f) Excess amount for set off, if any: NIL

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

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

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year – No capital asset was created or acquired during the financial year 2022-23 through CSR spend. (Asset-wise details – Not applicable)

- (a) Date of creation or acquisition of the capital asset(s) – NA







- (b) Amount of CSR spent for creation or acquisition of capital asset – NA
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. – NA
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) – NA

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5) of the Act: Not Applicable

All the legal compliance relating to CSR has been duly made by the Company in respect of committee, policy etc. New Form CSR-2 specified by the Ministry of Corporate Affairs (MCA) has been duly filed by the Company.

The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR Objectives and Policy of the Company.

MAYANK AGARWAL

SEEMA AGARWAL

Place: Nagpur

Member of CSR Committee

Chairman of CSR Committee

Date : May 28, 2024

DIN : 02749089

DIN : 01430206



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

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

*[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,

**SURYAAMBA SPINNING MILLS LIMITED**

CIN: - L18100TG2007PLC053831

Surya Towers, 1<sup>st</sup> Floor,

105, Sardar Patel Road,

Secunderabad-500 003 (T.G.), India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Suryaamba Spinning Mills Limited bearing CIN: - L18100TG2007PLC053831 (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts statutory compliances and expressing my opinion thereon.

**Auditor's responsibility**

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

Based on my verification of the 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, I hereby report that in my opinion, the Company has, during the Audit Period from April 01, 2023 to March 31, 2024 ("the Audit Period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the Financial Year ended on March 31, 2023 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



- (v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) 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 and amendments from time to time- **(Not applicable to the Company during the audit period);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat equity) Regulations, 2021- **(Not applicable to the Company during the audit period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- **(Not applicable to the Company during the audit period);**
  - (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 the Client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- **(Not applicable to the Company during the audit period);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **(Not applicable to the Company during the audit period);**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) The following are other laws specifically applicable to the Company, namely: -
- The Employee's Provident Fund & Miscellaneous Provision Act, 1952
  - Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
  - Industries (Development & Regulation) Act, 1951
  - The Water (Prevention & Control of Pollution) Act, 1974
  - The Air (Prevention & Control of Pollution) Act, 1981
  - Environment (Protection) Act, 1986
  - Industries Disputes Act, 1947
  - The Employees Compensation Act, 1948
  - Equal Remuneration Act, 1976
  - The Noise Pollution (Regulation & Control) rules, 2000
  - Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008
  - Information Technology Act, 2000
  - Foreign Trade Policy 2015-20 valid till Sept 30<sup>th</sup>, 2022 for a further period of six months, w.e.f. October 1<sup>st</sup>, 2022
  - The Maternity Benefit Act, 1961
  - The Payment of Gratuity Act, 1972
  - The Minimum Wages Act, 1948
  - The Payment of Bonus Act, 1965
  - The Payment of Wages Act, 1936
  - The Factories Act, 1948



- The Contract Labour (Regulation & Abolition) Act, 1970
- The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
- The Industrial Employment (Standing Orders) Act, 1946
- The Water (Prevention and Control of Pollution) Cess Act, 1977
- Maharashtra Shops and Establishments Act, 1948
- Maharashtra Labour Welfare Act, 1948
- Land Revenue Laws of the State of Telangana
- Acts as prescribed under Direct tax and Indirect Tax
- Income Tax Act, 1961
- Goods and Service Tax Act, 2017
- Maharashtra Fire Prevention and Life Safety Measures Act, 2006
- Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013
- The National and Festival Holidays Act 1963 (Relevant State Acts)

I report that the applicable financial laws, such as the Direct and Indirect Tax Laws, have not been reviewed under my audit as the same falls under the review of statutory audit and by other designated professionals.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) pertaining to Board and General Meetings.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as "the listing regulation") and Uniform Listing Agreement(s) entered with BSE Limited;

During the audit period under review, to the best of my knowledge and belief and according to the information and explanations given to me, the Company has generally complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable except mentioned below:

- As per Section 56 of the Companies Act, 2013 the company was required to transmitted the shares of Shri Ravinder Agrawal who has passed away on 6<sup>th</sup> October, 2018 and whose shareholding is still reflecting under Promoter's category in the Shareholding Pattern of the Company holding 100 Equity Shares in physical mode and whose transmission of shares could have already been processed earlier but could not have been done so far and it is still under process.

Please expedite the process of transmission of shares and rectify the same in Shareholding Pattern of the Company at the earliest.

- The Company has duly filed forms with Ministry of Corporate Affairs (MCA) within the stipulated time allowed under the Companies Act, 2013 except some forms required pursuant to provisions of Companies Act, 2013 and rules made thereunder.

**I further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review. The re-appointment of Shri Virender Kumar Agrawal as Managing Director and Smt. Seema Agrawal as Joint Managing Director were carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter notice 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.



All decisions at Board meetings and Committee meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee(s) of the Board, as the case may be.

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

I further report that, during the audit period there were no specific events/actions occurred which had bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For Aarju Agrawal & Associates  
Company Secretaries  
CS Aarju Agrawal  
Proprietor  
ACS No.: A42507  
CP No.: 15770  
UDIN: A042507F000750258  
P/R No.: 2871/2023

Place: Nagpur

Date: July 16, 2024

Encl. Annexure-I

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE-I' and forms an integral part of this report.



**ANNEXURE - I**

To,  
The Members,  
**SURYAAMBA SPINNING MILLS LIMITED**  
CIN: - L18100TG2007PLC053831  
Surya Towers, 1<sup>st</sup> Floor, 105, Sardar Patel Road,  
Secunderabad-500 003 (T.G.), India

Dear Sir/Madam,

**Sub.: My report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and I rely on Auditors Independent Assessment on the same.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have relied upon the information provided by the Management with respect to related party transactions for its compliance.

For Aarju Agrawal & Associates  
Company Secretaries  
CS Aarju Agrawal  
Proprietor  
ACS No.: A42507  
CP No.: 15770  
UDIN: A042507F000750258  
P/R No.: 2871/2023

Place: Nagpur  
Date: July 16, 2024



## ANNEXURE –III

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN  
EXCHANGE EARNINGS AND OUTGO**

Information as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2024, is given below and forms part of the Board's Report.

The information as per Section 134 of the Companies Act, 2013 has to be presented:

**A. Conservation of energy****i. The steps taken or impact on conservation of Energy:**

Synchronized Maintenance schedules, installed horizon series, screw, and compressor, conducted regular energy audit and taken immediate steps to curtail power consumption

**ii. The Steps taken by the Company for utilising alternate sources of Energy:**

The company looks to explore the possibility of solar power as a green energy. There was no major capital investment on energy conservation equipment's during the year.

**iii. The Capital Investment on energy conservation equipments: Nil****B. Technology absorption:**

The Company is continuously making efforts for adaptation of latest technology at its unit to improve the performance, quality and cost effectiveness of its products, upgrading its plant and Machinery. The Company focuses to pioneer the launch of new products that have been successful in the market to adapt at its unit.

The Company has been continuously improving the quality of its existing products and entered into new products and also to reduce the cost of production and optimum energy utilization.

The Company has not imported any technology during the last three years reckoned from the beginning of this financial year 2023-24. Therefore, no such disclosure on details of technology imported, year of import and absorption of technology are applicable.

During the year the company has not made any expenditure on research & development.

**C. Foreign exchange earnings and outgo:**

The details of foreign exchange earnings in terms of actual inflow and outflows during the year are detailed in Note No. 34 of the Financial Statements.

By Order of the Board of Directors

Place: Nagpur

VIRENDER KUMAR AGARWAL SEEMA AGARWAL

Date : May 28, 2024

Managing Director

Joint Managing Director

DIN : 00013314

DIN : 01430206



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,  
The Members of  
Suryaamba Spinning Mills Limited  
1<sup>st</sup> Floor, Suryatowers, 105, S P Road,  
Secunderabad-500 003 T.G. IN

I have examined the relevant disclosures provided by the Directors (as enlisted in Table A) of Suryaamba Spinning Mills Limited bearing CIN L18100TG2007PLC053831, having registered office at 1<sup>st</sup> Floor, Surya towers, 105, S P Road, Secunderabad-500 003 T.G (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my Knowledge and based on the following:

- i) Documents available on the website of the Ministry of Corporate Affairs;
- ii) Verifications of Directors Identification Number (DIN) status on the website of the Ministry of Corporate Affairs;
- iii) Disclosures provided by the Directors (as enlisted in Table A) of the Company; and
- iv) Debarment list of the Bombay Stock Exchange and National Stock Exchange .

I hereby certified that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on March 31, 2024.

Sr. No.	Name of the Directors	DIN	*Date of appointment in the Company
1	Virender Kumar Agarwal	00013314	May 5, 2007
2	Seema Agarwal	01430206	January 1, 2009
3	Mayank Agarwal	02749089	August 1, 2009
4	Amit Goela	01754804	July 18, 2011
5	Nilesh Pampalaya	08499844	July 3, 2019
6	Neeraja Kartik	08945443	August 12, 2023

\*the date of appointment is as per the MCA Portal.

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

Place: Nagpur  
Date: May 14, 2024

For Aarju Agrawal & Associates  
Company Secretaries  
CS Aarju Agrawal  
Proprietor  
ACS No.: A42507  
CP No.: 15770  
UDIN: A042507F000368778  
P/R No.: 2871/2023





## CORPORATE GOVERNANCE REPORT

This report on corporate governance forms part of the Annual Report. Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices that ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. Your Company is committed on adopting the best practices of Corporate Governance as manifested in the Company's functioning to achieve the business excellence by enhancing long-term shareholders' value. Efficient conduct of the business of the Company through commitment to transparency and business ethics in discharging its corporate responsibilities is hallmark of the best practices followed by the Company. This report on Corporate Governance, besides being in compliance of the mandatory SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, gives an insight into the functioning of the Company.

### 1. COMPANY'S PHILOSOPHY:

- ❖ Faith in bright future of Indian textiles and hence continued expansion in are as "which we know best".
- ❖ Total customer focus in all operational areas.
- ❖ Products to be of best available quality for premium market segments through TQM.
- ❖ Zero defect implementation.
- ❖ Global orientation targeting—atleast 20% production for exports.
- ❖ Integrated diversification / product range expansion.
- ❖ World class manufacturing facilities with most modern R. & D and process technology.
- ❖ Faith in individual potential and respect for human values.
- ❖ Encouraging innovation for constant improvements to achieve excellence in all functional areas.
- ❖ Accepting change as a way of life.
- ❖ Appreciating our role as a responsible corporate citizen.

### 2. BOARD OF DIRECTORS

#### 2.1 Composition and Category of Directors:

The Board of Directors is entrusted with an ultimate responsibility of the management and along with its Committees provides leadership and guidance to the Company and directs, supervises and controls the performance of the Company. Further, the Board of Directors of the Company is totally committed to the best practices for effective Corporate Governance, thus ensuring that the Company adheres to ethics, transparency and disclosures.

The Board comprises of an optimum combination of three executive and three non-executive directors including a woman director, which is in conformity with the requirements of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 ('LODR or Listing Regulations').

The composition and category of the Board of Directors of the Company mentioned as under:

Executive Directors:		Non-Executive Directors:	
a. Promoter Group	Shri Virender Kumar Agarwal, Chairman & Managing Director	a. Non Promoter Group	Shri Amit Goela, Independent Director
	Smt. Seema Agarwal, Joint Managing Director		Shri Suñal Kapadia, Independent Director



Shri Mayank Agarwal, Whole Time Director	Shri Nilesh Panpaliya, Independent Director
	Smt. Neeraja Kartik Independent Director

## 2.2 Board Procedures and Information Supplied to the Board:

Your Company holds generally at least four Board Meetings in a year, one in each quarter to review the financial results and other items of the agenda and the gap between the two Board Meetings do not exceed four calendar months. Apart from the four scheduled Board meetings, additional Board meetings are also convened to address the specific requirements of the Company. Urgent matters are also approved by the Board by passing resolutions through circulation. Every Director on the Board is free to suggest any item for inclusion in the agenda for the consideration of the Board.

The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda given well in advance. The minutes of proceedings of each Board and Committee meeting are recorded and entered in the minutes' book within 30 days from the conclusion of the meeting.

The information pertaining to mandatory items as specified in the Listing Regulations, Companies Act, 2013 and other applicable laws, along with other business issues, is placed before the Board. The Members of the Board have complete freedom to express their opinion and decisions are taken after detailed discussion.

### Board Meetings held during the year:

During the financial year 2023-24, the Board met four (4) times on May 29, 2023, August 12, 2023, November 11, 2023 and February 10, 2024. The maximum time gap between the two Board Meetings was not more than one hundred twenty (120) days as prescribed under the Companies Act, 2013 and the Listing Regulations.

**2.3 Attendance of the Directors at the Board Meetings during the year and at last Annual General Meeting of the Company and also the number of other Directorship/Chairmanship in Indian Public Limited Companies and names of other Listed Entities where the person is director and category of directorship therein are as follows:-**

Name of the Director	No. of Board meetings attended	Attendance at last AGM held on 09.09.2024	Total No. of Directorships in other Listed Companies	Names of other Listed Entities where the person is director	Category of Directorship in other listed entities	Total No. of committee positions in other listed entities	
						Chairperson	Member
Shri Virender Kumar Agarwal	4	Present	-	-	-	-	-
Smt. Seema Agarwal	4	Present	-	-	-	-	-
Shri Mayank Agarwal	4	Present	-	-	-	-	-
Shri Amit Goela	4	Present	1	VA TECH WABAG LTD.	Non-Executive Non Independent Director	2	4
Shri Sushil Kapadia	2	Present	-	-	-	-	-



Shri Nilesh Pangaliya	4	Present	-	-	-	-	-
Smt. Neeraja Kartik	3	-	-	-	-	-	-

**Notes:**

- ❖ Directorship does not include Directorships/ Chairpersonships in Associations, Private Limited Companies which are not subsidiaries to Public Companies, Foreign Companies, Government Bodies, Companies registered under Section 8 of the Act and Alternate Directorships.
- ❖ Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions.
- ❖ None of the Directors on the Board holds directorships in more than ten public companies.
- ❖ None of the directors were members in more than 10 committees and had not held Chairmanship in more than five committees across all companies in which he/she was a director as on March 31, 2024.

**2.4 Relationship between Directors inter-se:**

The Promoter Executive Directors are relatives of each other in terms of Section 2(77) of the Companies Act, 2013, disclosure of relationships between Directors inter-se is as given below:

S. No.	Executive Directors	Relationship with other Directors
1.	Shri Virender Kumar Agarwal	Husband of Smt. Seema Agarwal / Father of Shri Mayank Agarwal
2.	Smt. Seema Agarwal	Wife of Shri Virender Kumar Agarwal / Mother of Shri Mayank Agarwal
3.	Shri Mayank Agarwal	Son of Shri Virender Kumar Agarwal and Smt. Seema Agarwal

No inter-se relationship with any of the Non-Executive Independent Directors of the Company

**2.5 Non-executive Directors shareholding:**

None of the Non-Executive Independent Directors of the Company hold any shares in the Company during the financial year ended March 31, 2024. The Company has not issued any convertible instruments.

**2.6 Independent Directors:**

The Independent Directors have confirmed that they meet the criteria of independence laid down under the Section 149(6) Companies Act, 2013 and Regulation 16 (1) (b) of the Listing Regulations.

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director and Whole Time Director of the Company does not serve as an Independent Director in any other listed entity.

**Terms and conditions of appointment of Independent Directors:**

The terms and conditions of appointment of Independent Directors have been disclosed on the website of the Company- <http://www.suryaamba.com/investors/appointment-resignation-of-kmps/>

**Separate Meeting of Independent Directors:**

Independent Directors of the Company met separately on February 24, 2024 without the presence of Non-Independent Directors and members of Management. In accordance with the Listing Regulations, following matters were, inter alia, reviewed and discussed in the meeting:



- Performance of Non-Independent Directors and the Board of Directors as a whole.
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors.
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### **Familiarization program for Independent Directors:**

The Company familiarizes Independent Directors through various programs to enable them to be familiar with the Company, its Management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company.

Any new Director who joins the Board is presented with a brief background of the Company, its operations and is informed of the important codes and policies of the Company. The Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize themselves with the Company's procedures and practices.

The details of the familiarization program of the Independent Directors are available on the website of the Company at the link: <http://www.suryaamba.com/investors/policies/>

#### **Performance evaluation criteria for Independent Directors:**

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

The criteria for performance evaluation are as follows:

#### **Role & Accountability:**

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

#### **Objectivity:**

- Addressing the relevant issues of Company and impartial appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

#### **Leadership & Initiative:**

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

#### **Personal Attributes:**

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.
- Relevant Knowledge, Expertise and Experience.
- Professional Conduct, Ethics and Integrity.

#### **2.7 Core Skills/ Expertise/ Competence of the Board of Directors:**

Given below is the chart setting out the skills/ expertise/ competence of the Board of Directors that allow them to make effective contributions to the Board and its Committees.



S. No.	Name of the Director	Key Skill Area / Expertise
1.	Shri Virender Agarwal	An industrialist with expertise of over three decades in business management for textile industry. He is actively involved in strategic planning and possess instinctive knowledge of market trends of textile industry.
2.	Smt. Seema Agarwal	She possess deep knowledge and understanding of business management and supervises the administrative, internal management affairs of the Company.
3.	Shri Mayank Agarwal	An entrepreneur with strong leadership, communication and management skills. His understanding of market, planning and strategizing decisions for the company have helped elevating business opportunities. He also provides his intellect in corporate compliances, financial and technical matters.
4.	Shri Amit Goela	Possess extensive cross-functional expertise in Corporate Strategy and Planning, Finance, Research, Stock & Share Market.
5.	Shri Sushil Kapadia	An entrepreneur with years of experience in business management. He also possess knowledge in marketing and commercial matters.
6.	Shri Nilesh Panpaliya	A financial expert with vast knowledge in finance Merchant Banking and Management Consultancy Services.
7.	Smt. Neeraja Kartik	Qualified Chartered Accountant, Registered Insolvency Professional (IP), holding Bachelor's Degree in Commerce.

### 2.8 Confirmation from the Board:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

The Board of Directors be and hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

2.9 None of the Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the financial year ended March 31, 2024.

### 3. BOARD COMMITTEES

The Board of Directors have constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. During the year, the Company has 4 Board Level Committees:

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



### 3.1 AUDIT COMMITTEE

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 177 of the Companies Act, 2013, as applicable along with other terms as referred by the Board of Directors.

#### Terms of reference:

- a. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- b. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- c. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- d. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- e. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- f. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- g. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- h. Approval or any subsequent modification of transactions of the listed entity with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- m. 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;
- n. Discussion with internal auditors of any significant findings and follow up there on;
- o. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r. To review the functioning of the whistle blower mechanism;



- s. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- t. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

Further, the Audit committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

#### Composition, Meetings and Attendance during the year:

As on March 31, 2024 the Audit Committee comprises of members as stated below in the table. The composition of the Committee is in conformity with the Listing Regulations and provisions of Companies Act, 2013.

During the financial year 2023-24, the Audit Committee met four (4) times on May 29, 2023, August 12, 2023, November 11, 2023 and February 10, 2024. The time gap between any two meetings was less than one hundred and twenty days.

The details of attendance of members and composition are as under:

Name of the Member	Category	Designation	No. of Meetings	
			Held	Attended
Shri Amit Goela	Non-Executive, Independent Director	Chairman	4	4
Smt. Seema Agarwal	Executive Director	Member	4	4
Shri Sushil Kapadia*	Non-Executive, Independent Director	Member	4	2
Shri Nilesh Panpaliya#	Non-Executive, Independent Director	Member	4	2

\*Ceased to be member of the Committee w.e.f. November 10, 2023.

#Appointed as a Member of the Committee w.e.f. from November 11, 2023.

#### Remuneration of Directors:

The members of the Committee are financially literate and possess relevant accounting expertise and exposure. The Company Secretary of the Company acts as the Secretary to the Committee.

### 3.2 NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

#### Terms of reference:

The roles and responsibilities of the Committee include the following:

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- b. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- c. Specify methodology or criteria for evaluation of Director / Board / Committees performance and to carry out the evaluation of every Director's performance.
- d. Devising a policy on Board diversity.
- e. Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.



- f. Deciding whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- g. Recommend to the board, the remuneration of the Directors, Key Managerial Personnel and other employees and in whatever form payable to senior management.
- h. Undertake any other matters as the Board may decide from time to time.
- i. The remuneration Policy is directed towards rewarding performance, based on review of achievements periodically and is in consonance with the existing industry practice. The key factors considered in formulating the remuneration under Policy are as under:
  - i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors to run the Company successfully;
  - ii. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - iii. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- j. Such other terms as may be required under the Companies Act, 2013 or the Listing Regulations.

#### Composition, Meetings and Attendance during the year:

As on March 31, 2024 the Nomination and Remuneration Committee comprises of members as stated below in the table. The composition of the Committee is in conformity with the Listing Regulations, with all Directors being Non-Executives and Independent Directors. Chairman of the Committee is an Independent Director. The Company Secretary of the Company acts as the Secretary to the Committee.

During the financial year 2023-24, the Nomination and Remuneration Committee met three (3) times on June 22, 2023, August 11, 2023 and November 10, 2023.

The detail of attendance of the members is as under:

Name of the Member	Category	Designation	No. of Meetings	
			Held	Attended
Shri Amit Goela	Non-Executive, Independent Director	Chairman	3	3
Shri Sushil Kapadia*	Non-Executive, Independent Director	Member	3	2
Shri Nilesh Panpaliya <sup>†</sup>	Non-Executive, Independent Director	Member	3	3
Smt. Neeraja Kartik**	Non-Executive, Independent Director	Member	3	1

\*Ceased to be member of the Committee w.e.f. November 10, 2023.

† Appointed as a Member of the Committee w.e.f. from November 11, 2023.

\*\* Appointed as a Member of the Committee w.e.f. from November 11, 2023.

#### Remuneration of Directors:

##### (i) Executive Directors:

The Company pays remuneration to Executive Directors i.e. Chairman and Managing Director, Joint Managing Director and Whole Time Director as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Members of the Company in the General Meeting. The remuneration package comprises of salary, perquisites and allowances, commission, contributions to Provident and other Retirement Benefit Funds.

The tenure of office of the Managing Director, Joint Managing Directors and Whole Time Director is for 5 years from their respective dates of appointment with three months' notice period. There is no separate provision for payment of severance fees.





Presently, the Company does not have a stock options scheme for its Directors.

**(II) Non-Executive Directors:**

Non-Executive Independent Directors were only paid sitting fees for attending Board and Board Committee meetings for the FY 2023-24.

None of the Non-Executive Directors held any shares in the Company.

No stock options were issued by the Company during the year under report.

Further apart from sitting fee, non-executive directors are entitled to claim reimbursement of out of pocket expenses incurred for the purpose of attending various meetings and no remuneration is paid to the non-executive directors.

A detail of remuneration paid to the Directors during the year 2023-24 is as given below:

(₹ in lakhs)						
Name of the Director	Salary & Perquisites	Contribution to PF	Sitting Fees <sup>^</sup>	Commission	Total	No. of shares held
Shri Virender Agarwal	45.00	2,376	-	-	47,376	12,06,191
Smt. Seema Agarwal	42.00	2,160	-	-	44,160	6,42,250
Shri Mayank Agarwal	33.00	1,944	-	-	34,944	2,70,997
Shri Amit Goela	-	-	0.15	-	0.15	NIL
Shri Sushil Kapadia*	-	-	0.075	-	0.075	NIL
Shri Nilesh Panspaliya	-	-	0.15	-	0.15	NIL
Smt. Neeraja Kartik**	-	-	0.1125	-	0.1125	NIL

<sup>^</sup>The above excludes conveyance and out of pocket expenses.

\*Ceased to be member of the Committee w.e.f. November 10, 2023.

\*\* Appointed as a Member of the Committee w.e.f. from November 11, 2023.

The Nomination and Remuneration Policy of the Company can be accessed at the Company's website at the link <http://www.suryaamba.com/investors/policies/>

### 3.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

**Terms of Reference:**

The role of the Committee has been enhanced in accordance with amendments in the Listing Regulations. The Stakeholders Relationship Committee is responsible for the satisfactory redressal of investor complaints and recommends measures for overall improvement in the quality of investor services and performs the following functions:

- Monitor and resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.



- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Perform such other functions as may be required under the Companies Act, 2013 or Listing Regulations or as may be necessary or appropriate for the performance of its duties.

#### Composition, Meetings and Attendance during the year:

As on March 31, 2024 the Stakeholders' Relationship Committee consists of members named in the table below which comprise of 2 Independent Directors and 1 Executive Director, with Shri Amit Goela, Non-Executive and Independent Director heading the committee. Kriti Ladha, Company Secretary of the Company is the Compliance Officer.

During the financial year 2023-24, the Stakeholders' Relationship Committee met one (1) times on November 10, 2023. The time gap between any two meetings was less than one hundred and twenty days.

The detail of attendance of members and composition is as under:

Name of the Member	Category	Designation	No. of Meetings	
			Held	Attended
Shri Amit Goela	Non-Executive, Independent Director	Chairman	1	1
Smt. Seema Agarwal	Executive Director	Member	1	1
Shri Sushil Kapadia*	Non-Executive, Independent Director	Member	1	0
Smt. Neeraja Kartik**	Non-Executive, Independent Director	Member	1	1

\*Ceased to be member of the Committee w.e.f. November 10, 2023.

\*\* Appointed as a Member of the Committee w.e.f. from November 11, 2023.

#### Investor Grievance Redressal:

Details of complaints received and resolved by the Company during the financial year 2023-24 are given below:

Particulars	Complaint Status
Number of pending complaints at the beginning of the financial year	: NIL
Number of complaints received during the financial year	: NIL
Number of complaints pending at the end of the financial year	: NIL
Number of complaints not solved to the satisfaction of shareholders	: NIL

## 4. GENERAL BODY MEETINGS

### 4.1 Information of last three Annual General Meetings (AGMs) held:

Meeting	Day, Date and Time of the Meeting	Venue	No. of Special Resolution Passed
16 <sup>th</sup> AGM for the Financial year ended March 31, 2023.	Saturday, September 09, 2023 at 12:30 P.M.	Through Video Conferencing /Other Audio Visual Means	2
15 <sup>th</sup> AGM for the Financial year ended March 31, 2022.	Saturday, August 13, 2022 at 12 Noon	Through Video Conferencing /Other Audio Visual Means	4



14 <sup>th</sup> AGM for the Financial year ended March 31, 2021.	Saturday, July 24, 2021 at 12 Noon	Through Video Conferencing /Other Audio Visual Means	None
---	------------------------------------	--	------

#### 4.2 Postal Ballot:

During the year under review, no resolutions were put through by Postal Ballot. Further, no special resolution is being proposed to be passed through Postal Ballot.

Person who conducted the postal ballot exercise: NA

Procedure for postal ballot - Does not arise

### 5. MEANS OF COMMUNICATION

#### 5.1 Financial Results:

The quarterly and annual financial results are forthwith uploaded on the designated portals of the Stock Exchanges where the Company's shares are listed viz., BSE Online Portal of BSE Limited (BSE). The results are published within 48 hours of declaration in Business Standard (English Daily Newspaper) and Nava Telangana (Telugu Daily Newspaper) and also displayed on the Company's website [www.suryaamba.com](http://www.suryaamba.com)

**5.2 Annual Report:** Annual reports with audited financial statements are sent to the shareholders through permitted mode.

Full version of the Annual Report for FY 2022-23 was sent via email to all shareholders who have provided their email ids and is also available at the Company's website at <http://www.suryaamba.com/investors/annual-reports/>.

#### 5.3 Website:

The Company's website [www.suryaamba.com](http://www.suryaamba.com) contains a separate section 'Investor' and displays various information and communications for the use of investors.

#### 5.4 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, media releases, among others are also filed electronically on the Listing Centre. Material events or information as detailed in Regulation 30 of the Listing Regulations are uploaded on portal of BSE Limited.

#### 5.5 Reminders to Shareholders:

Reminders for claiming unclaimed shares lying with the Company which are liable to be transferred to the Investor Education and Protection Fund Authority are sent to the Shareholders as per Company records.

The Company proposes to send documents like shareholders meeting notice/ other notices, audited financial statements, Directors' report, auditor's report or any other document, to its members in electronic form at the email address provided by them and/or made available to the company by their depositories. Members who have not yet registered their email id (including those who wish to change their already registered email id) may get the same registered/ updated either with their depositories or by writing to the Company at [cs@suryaamba.com](mailto:cs@suryaamba.com).

#### 5.6 SCORES (SEBI complaints redressal system):

SEBI processes investor complaints in a centralized web based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a Company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.



### 5.7 Exclusive email ID for Investors:

The Company has designated the email-id [cs@suryaamba.com](mailto:cs@suryaamba.com) exclusively for investor servicing.

### 5.8 Presentations to Institutional Investors or Analysts:

During the year under review, no presentations were made to the investors or analyst and no official news releases were made.

Further, Management Discussion and Analysis Report forms a part of this Report.

## 6. GENERAL SHAREHOLDER INFORMATION

### 6.1 Annual General Meeting:

Day & Date	:	Saturday, September 28, 2024
Time	:	12 Noon
Venue	:	The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

### 6.2 Financial Calendar

Financial Year: April 01 to March 31.

For the financial year ended March 31, 2024, results were announced on:

- First Quarter – August 12, 2023
- Half Yearly – November 11, 2023
- Third Quarter – February 10, 2024
- Fourth Quarter and Annual – May 28, 2024

For the financial year ending March 31, 2025, results will be announced tentatively (subject to change) by:

- First Quarter – On or before August 14, 2024
- Half Yearly – On or before November 14, 2024
- Third Quarter – On or before February 14, 2025
- Fourth Quarter and Annual – On or before May 30, 2025
- Annual General meeting for the year ending March 31, 2025 – On or before September 30, 2025.

### 6.3 Dividend:

#### (i) Book Closure:

The Register of Members and the share Transfer Books of the Company shall remain closed from Saturday, September 21, 2024 till, September 28, 2024 (both days inclusive) for payment of Final Dividend and Annual General Meeting.

#### (ii) Dividend Payment:

The payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made within the statutory time limit of thirty days, subject to any extension or amendment.

#### (iii) Transfer of unpaid/unclaimed amounts to Investor Education and Protection Fund:



During the year under review, there was no unpaid / unclaimed dividend amount lying with the Company which remained unpaid / unclaimed for a period of seven years and to be transferred to Investor Education and Protection Fund.

**(iv) Unclaimed Dividend:**

Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company is required to transfer unclaimed dividends, matured deposits and interest accrued thereon remaining unclaimed and unpaid for a period of seven years from the due date to the Investor Education and Protection Fund (IEPF) set by the Central Government.

The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the Company's website ([www.suryaamba.com](http://www.suryaamba.com)). Given below are the due dates for transfer of unclaimed and unpaid dividend to the Investors Education & Protection Fund (IEPF) by the Company:

Financial Year	Type of Dividend	Date of Declaration of Dividend	Due date for transfer to IEPF
2016-2017	Final	September 02, 2017	October 07, 2024
2017-2018	Final	August 24, 2018	September 28, 2025
2018-2019	Final	August 19, 2019	September 23, 2026
2019-2020	Final	August 13, 2020	September 17, 2027
2020-2021	Final	July 24, 2021	August 28, 2028
2021-2022	Final	August 13, 2022	September 17, 2029
2022-2023	Final	September 09, 2023	October 14, 2030

Shareholders who have not encashed their dividend warrants relating to the dividends specified above are requested to immediately send their request for issue of duplicate warrants. Once unclaimed dividend is transferred to IEPF, no claim shall lie in respect thereof with the Company. However, shareholders may claim their unclaimed amount from IEPF Authority as per the procedures/guidelines issued by the Ministry of Corporate Affairs (MCA). For details, Investors can visit the website of IEPF Authority viz. [www.iepf.gov.in](http://www.iepf.gov.in) or also available on Company's website.

**(v) Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/ unclaimed dividend on shares for a consecutive period of seven years-**

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

Consequent to the above, during the financial year 604 equity shares of the Company were transferred to the IEPFA. A relevant detail of such shares is available on the website of the Company <http://www.suryaamba.com/investors/unpaid-dividend-details/>.

The Company will be transferring the final dividend and corresponding shares for the financial year 2016-17 within 30 days of due date as mentioned in the above table. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

**Details with respect to Demat Suspense Account / Unclaimed Suspense Account: Nil.**



#### 6.4 Listing on Stock Exchanges:

The listing details of shares of Suryaamba Spinning Mills Limited are as follows:

S. No.	Name of the Stock Exchange	Listing Date	Stock Code/ Scrip Code	Address	ISIN Number
1.	BSE Limited (BSE)	03-09-2009	533101	Pheroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001	INE360J01011

Listing fee, as applicable, has been duly paid to the aforesaid Stock Exchange.

The securities of the Company have not been suspended from trading during the financial year 2019-20.

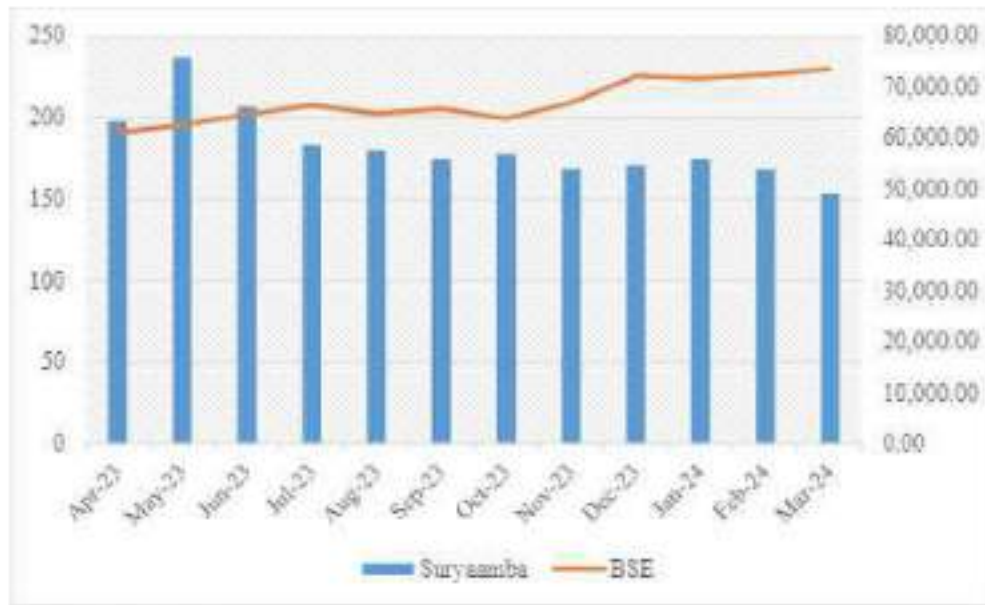
#### 6.5 Market Price Data:

Stock Market Data:

The Company's equity shares are listed at BSE. Accordingly, the month-wise highest and lowest and closing stock prices of BSE during the financial year 2023-24 are given below: -

Month	Share Prices of Suryaamba on BSE				BSE Sensex Points			
	High	Low	Closing	% age Change over last Month's Closing	High	Low	Closing	% age Change over last Month's Closing
April, 2023	230	160.40	197.95	19.715754460	61,209.46	58,793.08	61,112.44	3.595296409
May, 2023	350	195	237.25	19.853498358	63,036.12	61,002.17	62,622.24	2.470528095
June, 2023	247	190	207.10	-12.708113804	64,768.58	62,359.14	64,718.56	3.347564699
July, 2023	214.90	173.40	183.45	-11.419604056	67,619.17	64,836.16	66,527.67	2.795349588
August, 2023	199	174.35	180.35	-1.689833742	66,658.12	64,723.63	64,831.41	-2.549706010
September, 2023	188.95	168.50	174.55	-3.215968949	67,927.23	64,818.37	65,828.41	1.537834824
October, 2023	192.80	167.10	177.85	1.890575766	66,592.16	63,092.98	63,874.93	-2.967533319
November, 2023	186.40	160	168.80	-5.088557773	67,069.89	63,550.46	66,988.44	4.874384990
December, 2023	186	164.30	171.05	1.332938389	72,484.34	67,149.07	72,240.26	7.839889987
January, 2024	207.70	166.60	174.80	-2.192341421	73,427.59	70,001.60	71,752.11	-0.675731234
February, 2024	181.40	152.20	168.35	-3.689931350	73,413.93	70,809.84	72,500.30	1.042742855
March, 2024	186.95	144.55	153.75	-8.672408672	74,245.17	71,674.42	73,651.35	1.587648603





#### 6.6 Registrar & Share Transfer Agents:

Members may correspond with the Company's RTA, quoting their folio numbers/ DP ID and Client ID at the following addresses:

##### **KFin Technologies Limited**

(Formerly known as "KFin Technologies Private Limited")

Selenium Building, Tower B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500 032, Telangana.

Ph. No. 040-6716 2222, 3321 1000

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), [kfinkart.support@kfintech.com](mailto:kfinkart.support@kfintech.com) / [reachus@kfintech.com](mailto:reachus@kfintech.com)

Website: <https://www.kfintech.com>

#### 6.7 Share Transfer System:

Share transfer and related operations for the Company, is conducted by M/s. KFin Technologies Limited (Formerly known as "KFin Technologies Private Limited") which is registered with SEBI as a Category 1 registrar. Share transfer is normally affected within maximum period of 30 days from the date of receipt, if all the required documents are submitted.

Effective 1<sup>st</sup> April, 2019, SEBI has amended Regulation 40 of the Listing Regulations, which deals with transfer or transmission or transposition of securities. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in dematerialised form with a Depository. Therefore, for effecting any transfer, the securities shall mandatorily be required to be in demat form.

Pursuant to Regulation 40(9) of the Listing Regulations, certificates, on yearly basis have been issued by a Company Secretary in- Practice (PCS) for due compliance of share transfer formalities by the Company and a quarterly Reconciliation of Share Capital Audit is carried out by qualified PCS, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).



### 6.8 Dematerialization of Equity Shares:

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

As on March 31, 2024, 29,12,690 shares out of total 29,31,944 shares of the Company representing 99.34 % of the Company's share capital were held in dematerialized form.

### 6.9 Distribution of shares and shareholding pattern as on March 31, 2024:

#### (i) Shareholding pattern by size as on March 31, 2024

Range	*No. of Holders	%	No. of Shares	%
upto 1- 5000	2564	92.50	2068880	7.06
5001- 10000	110	3.97	828290	2.83
10001- 20000	43	1.55	625420	2.13
20001- 30000	17	0.61	421720	1.44
30001- 40000	7	0.25	240000	0.82
40001- 50000	8	0.29	360880	1.23
50001- 100000	7	0.25	435920	1.49
100001 & above	16	0.58	2433830	83.01
<b>Total</b>	<b>2772</b>	<b>100.00</b>	<b>29319440</b>	<b>100.00</b>

#### (ii) Shareholding pattern by ownership as on March 31, 2024:

S. No.	Category of Shareholders	*No. of Shareholders	Total Shares	Total Share holdin
1	Promoters & Promoter Group	7	2176966	74.25
2	Resident Individuals	2421	646751	22.06
3	Hindu Undivided Family	68	43104	1.47
4	Mutual Fund	2	64	0.00
5	Banks and Financial Institutions	2	810	0.03
6	Bodies Corporate	23	13806	0.47
8	Non Resident Indians	16	6306	0.22
9	Non Resident Indian Non Repatriable	14	3861	0.13
10	I E P F	1	40276	1.37
	<b>Total</b>	<b>2554</b>	<b>2931944</b>	<b>100.00</b>

\*The difference in total number of shareholders is due to elimination of number of shareholders holding equity shares in the Company, having multiple folio / demat account with same IT PAN. As per SEBI's directions, RTA provide shareholding pattern to listed entity on quarterly basis, after clubbing and eliminating folio / demat account with same PAN.

### 6.10 Outstanding ADR/GDR:

The Company does not have any outstanding global depository receipts or American depository receipts or warrants or any convertible instruments as on March 31, 2024.





### 6.11 Disclosure related to Commodity Price risk or Foreign Exchange risk and hedging activities:

The Company has adequate risk assessment and minimization system in place including foreign exchange. The foreign exchange risk is managed through the hedging strategy of the Company which is reviewed periodically. For the year under review, the Company had managed the foreign exchange risk and hedged to the extent considered necessary. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports. The details of foreign currency exposure are disclosed in Note to the Annual Accounts of the Company.

### 6.12 Credit rating:

During the financial year 2023-24, India Ratings and Research (Ind-Ra) has affirmed Company a Long Term Issuer Rating of 'IND BBB'. The instrument wise rating actions are given below:

Instrument Type	Size of Issue (million)	Rating/ Outlook
Fund based limit	INR 215	IND BBB/ Negative
Term loan	INR 269.55	IND BBB/ Negative
Non Fund based limit	INR 57.9	IND A3+

### 6.13 Plant location:

Nagpur Plant	Survey No. 300, Nayakund, Parseoni Road, Near Ramtek Dist. Nagpur- 441105, Maharashtra
--------------	---

### 6.14 Address for correspondence:

For share transfer / dematerialization of shares, payment of dividend and any other query relating to the shares	KFin Technologies Limited Selenium Building, Tower B, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500 032, Telangana. Fax No. – 040-23001153 040-6716 2222, 3321 1000 E-mail: einward.ris@kfintech.com, kfinkart.support@kfintech.com / rechus@kfintech.com Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a>
For any other matter or any other queries can correspond with Company Secretary & Compliance Officer of the Company	Registered Office: Surya Towers, 1 <sup>st</sup> Floor, 105, Sardar Patel Road, Secunderabad- 500003, Telangana. Tel. No. 040 27813360 E-mail: <a href="mailto:cs@suryaamba.com">cs@suryaamba.com</a> Corporate Office: A-101, Kanha Apartment, 128, Chhaoni, Katol Road, Nagpur-440 013, Maharashtra. Tel. No. 0712-2591072 E-mail: <a href="mailto:cs@suryaamba.com">cs@suryaamba.com</a>

## 7. OTHER DISCLOSURES

### 7.1 Disclosure of Related party transaction:

All transactions entered into by the Company with related parties as defined under the Companies Act, 2013 and the Listing Regulations, during the Financial 2023-24 were in the ordinary course of business and on arm's length pricing basis. There were no materially significant transactions with the related parties during the financial year which were in



conflict with the interest of Company; Necessary disclosures as required under the Accounting Standards are set out in the Notes to Financial Statements forming part of this Annual Report.

The Audit Committee has approved Related Party Transactions along with granting omnibus approval in line with the Policy and the related party transactions entered into by the Company pursuant to the omnibus approval granted by the Audit Committee is reviewed on a quarterly basis by the Committee.

The policy on dealing with and materiality of Related Party Transactions has been placed on the Company's website and can be accessed at the following link: <http://www.suryaamba.com/investors/policies/>

**7.2 Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years:**

No fines, penalties are levied on the company during the financial year.

**7.3 Whistle Blower Policy**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior including actual or suspected leak of unpublished price sensitive information. The policy provides a mechanism for employees and Directors to report their concerns about unethical behavior, actual or suspected fraud or violation of Company's code of conduct and provides safeguards against victimization of employees who avail the mechanism. No personnel have been denied access to the Audit Committee.

The whistle Blower policy can be accessed at <http://www.suryaamba.com/investors/policies/>

**7.4 Compliance with Mandatory Requirements:**

The Company has complied with all applicable mandatory requirements of the Listing Regulations.

**7.5 Adoption of Discretionary Requirements:**

**a. The Board - Chairman's Office**

The Chairman of the Company is an Executive Director and hence this clause is not applicable.

**b. Shareholders rights**

As the Company's quarterly and half yearly financial results are published in the English newspaper (Business Standard) and in a Telugu newspaper (Nava Telangana) and also hosted on the website of the Company, the same are not sent separately to the shareholders of the Company.

**c. Audit Qualifications**

During the year under review, there is no audit qualification in your Company's financial statements.

**d. Reporting of Internal Auditor**

The Internal Auditors of the Company report to the Audit Committee.

**7.6** During the financial year under review, the Company does not have any material listed and unlisted subsidiary company (ies) as defined in the Listing Regulations.

**7.7 Utilization of funds raised through Preferential Allotment or Qualified Institutions Placement:**

No funds were raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations.

**7.8 Certificate from Company Secretary in practice:**



A certificate from Smt. Aarju Agrawal, Practicing Company Secretary stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the Board / Ministry of Corporate Affairs or any such statutory authority. The same is placed at the end of this Corporate Governance Report.

#### 7.9 Recommendations of Committee(s) of the Board of Directors:

There was no such instance where the board has not accepted any recommendation of any committee of the board during the year under review.

#### 7.10 Total fees paid to Statutory Auditor and all entities in the network:

Total fees for all services paid by the Company to M/s. Manish N. Jain & Co., Statutory Auditor of the Company for the financial year 2023-24 are given below:

Particulars	Amount-Rupees in Lakhs
Statutory Audit Fees	₹ 1.70 lakhs
Tax Audit Fees	₹ 0.50 lakhs
<b>Total</b>	<b>₹ 2.20 lakhs</b>

Note: The Company has not paid any fees to any network firm / network entity of which the Statutory Auditors is part of.

#### 7.11 Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the financial year	: Nil
Number of complaints disposed of during the financial year	: Nil
Number of complaints pending as at the end of the financial year	: Nil

#### 7.12 Disclosure on compliance with Corporate Governance requirements specified in Listing Regulations:

The Company has complied with the requirements of Part C (Corporate Governance Report) of Sub-Paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this Corporate Governance report.

#### 7.13 Disclosure Policy:

In line with requirements under Regulation 30 of the Listing Regulations, the Company has framed a policy on disclosure of material events and information as per the Listing Regulations, which is available on our website at: <http://www.suryaamba.com/investors/policies/>

The objective of this policy is to have uniform disclosure practices and ensure timely, adequate and accurate disclosure of information on an ongoing basis. Key Managerial Personnel of the Company shall severally have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchanges.

#### 7.14 Policy for Preservation of Documents:

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.



The Company has adopted a policy for preservation of documents and the same is available on the Company's website.

**7.15 Code and Policies under SEBI (Prohibition of Insider Trading) Regulations, 2015.**

The Company has adopted Code of Conduct for Prevention of Insider Trading and Fair disclosure of unpublished price sensitive information and Policy for Determination of Legitimate Purposes & Procedures for inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information.

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Persons who are expected to have access to unpublished price sensitive information relating to the Company. The Code & Policy can be accessed at Company's website <http://www.suryaamba.com/investors/policies/>.

**7.16 Disclosure of Accounting Treatment:**

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

**8. MD / CFO Certification:**

The Managing Director (MD) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(S) of the Listing Regulations, certifying that the financial statements for the year ended March 31, 2020 do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

**9. Auditor's Certificate on Corporate Governance:**

The Company obtained the compliance certificate from M/s Manish N. Jain & Co., Chartered Accountants, Statutory Auditors pursuant to Schedule V of the Listing Regulations regarding compliance of conditions of corporate governance is annexed and forms part of this Annual Report.

**10. Code of Conduct:**

The Company has framed and adopted a Code of Conduct for the members of the Board and the Senior Management ("the Code") in terms of requirements of the Listing Regulations.

The Code has been circulated to all the members of the Board and Senior Management and the same is also posted on the Company's website at [www.suryaamba.com](http://www.suryaamba.com). The Code lays the general principles designed to guide all Directors and members of the Senior Management for ethical conduct of business and compliance of laws.

All Directors and members of the Senior Management have affirmed their adherence to the provisions of the Code. A declaration to that effect signed by the Managing Director is given below:

For and on behalf of the Board  
For Suryaamba Spinning Mills Limited  
Virender Kumar Agarwal  
Managing Director  
DIN: 00013314

Place: Nagpur  
Date: May 28, 2024





## DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Compliance of Code of Conduct for Directors and Senior Management Personnel pursuant to the provisions as provided under Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board laid down a Code of Conduct for all Board members and Senior Management personnel of the Company. The Code of Conduct is also posted on the website of the Company.

The Members of the Board and Senior Management personnel have affirmed compliance with code of conduct on an annual basis in respect of the financial year ended March 31, 2024.

For and on behalf of the Board  
For Suryaamba Spinning Mills Limited  
Virender Kumar Agarwal  
Managing Director  
DIN: 00013314

Place: Nagpur  
Date: May 28, 2024



**CEO/CFO CERTIFICATION IN RESPECT OF FINANCIAL STATEMENTS**

*For the financial year ended March 31, 2023*

*(Pursuant to Regulation 17(B) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)*

To,  
The Board of Directors,  
Suryaamba Spinning Mills Limited

We hereby certify to the Board that:

- (a) We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2024 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) 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 we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- (i) Significant changes, if any, in internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial 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.

Place: Nagpur  
Date: May 28, 2024

VIRENDER KUMAR AGARWAL  
Managing Director  
DIN: 00013314

GAJANAN N CHHAWSARIA  
Chief Financial Officer





## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### ECONOMIC SCENARIO

The Prevailing Geopolitical situation, ongoing conflict in Europe, Middle east and Strained relation among several countries have impacted the economies of the World. Global Economies are witnessing a downward trend with high rate of inflation. Global growth is projecting at 3.2% in 2024 and 3.3% in 2025 (Source: World Economic Outlook July, 2024).

The Textile industry too, has been affected by the prevailing global scenario and is facing the problem of waning demand. The red sea crisis has further aggravated the problems for the industry as not only the export of textile products has been affected but it has also increased the shipping costs because of re- routing. This in turn has impacted profitability of the industry.

In spite of the above challenges, India remained one of the fastest growing economy in the world. Seeing the favorable economic indicator prevailing in the economy, International Monetary Fund raised India's growth forecast for financial year 25 to 7 Percent from 6.8 percent projected in April, 2024. (World Economic Outlook released on July 16). This seems to be relatively good performance in comparison to other large economies of the world which are facing difficult times.

To put the economy on the faster pace of growth and sustainability development, Government and Policy makers have introduced several path breaking initiatives and policies in the area of Infrastructure, Social Welfare and Health Care sector to support the economic activities. For textile industry too, the Government has provided supportive environment and initiated several favorable policies like Production Linked Incentive (PLI) Scheme, PM Scheme for integrated textile Parks (MITRA) and Amended Technology Up Gradation fund Scheme (ATUFS) so that the industry can enhance its capacities and establish itself as a Global manufacturing Hub for International Buyers. The Government has also signed Free Trade Agreement (FTA) with several countries e.g. Australia, UAE and is in the process of negotiating with United Kingdom (UK) and European Union. These



Initiatives will help the industry to boost exports to these countries and will help the Indian economy to become the world's 'Third largest' economy by 2027.

We are hopeful that the Government through its monetary and other policy initiatives will support the industry so that it could meet the challenges and emerge as a winner.

### INDUSTRY STRUCTURE AND DEVELOPMENTS

India is World's Sixth largest exporters of textile and apparel products. The market size is growing at a Compound Annual Growth Rate (CAGR) of 14.59% and it is expected to reach \$387.3 Billion by 2028 from \$172.3 billion in 2022 (Source: Indian Brand Equity Foundation). The Textile industry is catering to the basic need of the humans i.e. Clothing (*Kapda*). The textile industry is present in the entire value chain i.e. cotton, yarn, fiber and apparel. India is one of the largest manufacturer and exporter and has a share of 4.6% of global trade in Textiles.

The Textile Industry continues to play a dominant role in the economic growth of the country. Its importance is evident from the fact that it is the largest contributor towards employment generation, Industrial Output and Export earnings. The industry is the 2<sup>nd</sup> largest employer after agriculture providing direct employment to 45 million people and 100 million in allied sector. The sector has perfect alignment with Government's key initiatives of 'Make in India', Skill India, Women Empowerment and Rural Youth Employment. The Industry is contributing 13% to industrial production in value terms, 2.3% of India's GDP and contributing 12% to the country's total exports earning. (Source: *Textile Industry of India Outlook and Challenge by Infomerics Valuation and Rating Pvt. Ltd.*)

The Government is fully conscious of the importance of the Textile Industry and the sector is going to be its key focus area in the new policies being framed so as to achieve the target of USD 5 Trillion economy by 2028. The Government through its supportive environment and policies like PLI Scheme, PM (MITRA) scheme and ATUFS scheme has extended a helping hand to the textile industry so that it can increase its share in the global markets.

### OPPORTUNITIES AND THREATS

After two years of difficult times due to fall in Global and domestic demand, textile industry has started showing positive sign of recovery across all the categories. Indian economy is likely to grow at 7 percent in Financial Year 2024-25 and this will provide a great opportunity to the textile industry to grow faster and increase its share in the Global Markets. Presently India's share in the Global Textile export is just 4.6% which is minuscule as compared to China's Share. In the changed Global scenario China is losing Share in the Global Trade due to Geo political equation with some countries such as US and European Union. Several Countries especially multinational corporation are cutting their exposure to china and exploring new Asian regions' to diversify their production and supply chain activities. This has opened a new opportunity to the Indian textile Industry to grab the global space vacated by China. The Textile Industry must effectively utilize its fundamental strength of strong production base, availability of good quality raw cotton, skilled man power etc. and become a Textile hub for the International Buyers. This is a huge opportunity and it must be availed by the Textile Industry.

Besides, in the changed global scenario, several countries have started following 'China plus One' Policy for their requirement of Textile Products. This is a Golden opportunity to the textile industry. India should capitalize on this opportunity and present itself as a credible alternative. India certainly has an edge to be an alternative manufacturing hub for global players as two major things required to run textile Industry are cotton and skilled work force and they are abundantly available in the country. The Govt is also providing supportive environment to further enhance and modernize capabilities and establish India as a global Market Hub for International Buyers.

Further, India has already signed Free Trade Agreement (FTA) with Australia & U.A.E & the negotiation with the UNITED KINGDOM (UK) and Europe are in advance stage. Once the FTA is signed it will open up a new opportunity for the Indian textile industry as it will provide more level playing field to the industry and will help in exporting the textile products freely.

Though opportunities are more for the Textile Industry but industry is not free from normal business risks and threats. The slowdown in the Global Trade because of the Geo political tension, higher prices of raw cotton affected exports of textile products. Moreover, Red sea disturbances have also posed a serious threat to the shipment of textile products. In case the situation continues then it may affect to the performance of the industry in the coming period.





Besides, exports continue to face stiff challenges from the small countries like Bangladesh, Vietnam, Sri Lanka and Taiwan etc., who have got the preferred treatment from the countries of European Union and U.S. The above mentioned factors have had and will continue to have a significant bearing on the financial performance of the Industry in the coming periods. So far drop in the China Share's in Global Textile Trade has been beneficial to Vietnam and Bangladesh mainly; While India's share has remained the same. Textile Industry must work on Quality as well as cost to garner more Export order from the International buyers.

### **FUTURE OUTLOOK**

There are obvious challenges but also great opportunities to the textile industry to establish itself as a global manufacturing hub for the Global buyers. The rebound in the textile export on the back of the lower cotton prices and decline in the inventory level of the international buyers has started improving the fortune of the Textile Industry. Further the Free Trade Agreement (FTA) with the U.K. and Europe will play an important role in improving the performance of the textile industry. Your management is looking at the future with optimism and expects that with the improvement in the global demand and softening of raw cotton prices in the coming periods, will give relief to the Textile Industry. We expect that in this challenging period, Government will support the Spinning industry in the form of favorable Textile policies, incentives and other benefits which are of paramount importance for the future growth of the Industry.

### **RISK AND CONCERNS**

No industry is free from normal business risk and concerns. Indian Textile Industry continues to face stiff competition from small countries like: Bangladesh, Taiwan, Vietnam and other emerging economies. The relative competitiveness of Industry is dependent upon the raw cotton prices, exchange rates and prevalent interest rates regime. The primary raw material for the manufacturing of yarn is cotton which is an agriculture produce. Its supply and quality are subject to forces of nature i.e. Monsoon. Any significant increase in the prices of raw cotton will make things difficult for the Textile Industry resulting weak demand and thin margins. So availability of raw cotton at the reasonable prices is crucial for the spinning industry. Any significant change in the raw cotton prices can affect the performance of the Industry. Presently, because of higher Minimum Prices, Indian cotton prices are bound to be more than the prevailing international prices which in turn will make Indian products less competitive in the Global Markets.

The high rate of interest and electricity cost are affecting the financial performance of the Textile Industry. The Spinning industry being more capital intensive requires huge funds, long term as well as short term in the form of working capital for its running. The Government must support the industry by providing cheap finance so that the industry remains financially viable. Likewise, the government should provide the cheap electricity to the industry so that it can compete in the global markets.

The prevailing geo political situations coupled with red sea tensions has caused supply chain disturbance and has affected global trade. The prevailing high prices of oil and energy, have caused slowdown of the Global economies. The future is still uncertain and no one knows where it will lead to us? Thus, your Company consider it a possible risk and concern to the Industry.

In addition to the above, the other concerns like import duty on raw material, higher transaction costs, high cost of labour, continuously increasing prices of raw material are posing risks to the growth of Indian Textile Industry. The Government should extend a helping hand to the existing Textile Units so that they can become globally competitive and contribute towards the growth of the country.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company is maintaining an efficient and effective system of Internal Financial Control for facilitation of speedy and accurate compilations of financial statements. The Company's Internal Financial Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliances with procedures, laws and regulations. The Company's Internal Control System commensurate with the nature of its business and size of its operations. In order to further strength the Internal Control System and to automate the various processes of the business.

The company is also having internal audit department to test the adequacy and effectiveness of Internal Control Systems laid down by the Management and suggests improvement in the systems. Internal Audit Reports are



discussed with the Management and are reviewed by the Audit Committee of the Board. During the year under review, company's Internal Controls were tested and no reportable weakness in the system was observed.

Apart from the above, an Audit Committee consisting of two Non Executive Directors has been constituted. All the significant audit observations and follow up Actions thereon are taken care by the Audit Committee. The Audit Committee also oversees and reviews the adequacy and effectiveness of Internal Controls in the company. The Audit Committee met four times during the financial year under review. The company has also established a Vigil Mechanism as per Section 177(9) of Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014.

#### SEGMENT WISE OR PRODUCT WISE FINANCIAL OPERATION AND PERFORMANCE

The Company is operating in single segment only i.e. Textile. We would like to inform you that the Indian Textiles Industry is passing through a very difficult and challenging period. Despite the pickup in Global Demand, the prices of finished goods have not risen in proportion to the increase in the raw material prices, which in turn impacted company's performance. The company achieved a total income from operations of ₹21937.62 Lakhs. However, the profitability of the Company was severely impacted and the company could earn EBITDA of ₹1,448.52 Lakhs as against of ₹2,243.61 Lakhs in the previous year. After providing depreciation of ₹634.75 Lakhs and finance cost of ₹572.98 Lakhs, it has profit of ₹154.82 Lakhs as compared to ₹ 784.82 of previous one.

The detailed performance has already been discussed in the Director's Report under the column 'Operational Review and State of Affairs'.

#### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS

Beyond Balance Sheet lies Company's singly biggest Asset Human Resources. The Company is of firm belief that the Human Resources are the driving force that propels a Company towards progress and success. The Company continued its policy of attracting and recruiting the best available talent so that it can face business challenges ahead. The Company also offers attractive compensation packages to retain and motivate the professionals so that they can give their best.

#### SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

The SEBI LODR (Listing Obligation and disclosure requirements) (Amendment) Regulations, 2018 has mandated that Company should provide detail of Significant Changes in Key Sector Financial ratios. We would like to inform you that in the following key financial ratios there have been Significant Change as compared to the last year.

Ratio	Financial Year 2023-24	Financial Year 2022-23	% Variation
Current Ratio	1.48	1.35	9.38%
Debt to Equity Ratio	0.70	0.74	-5.61%
Debt Service Coverage Ratio*	1.36	2.18	-37.34%
Return on Equity*	2.86%	13.93%	-79.46%
Inventory Turnover Ratio	9.07	11.08	-18.17%
Trade Receivable Turnover Ratio	10.00	10.46	-4.38%
Trade Payable Turnover Ratio	19.25	21.60	-10.88%
Net Capital Turnover Ratio	15.57	20.14	-22.69%
Net Profit Ratio*	0.80%	3.16%	-74.75%
Return on Capital Employed*	7.11%	14.41%	-50.66%

The change in debt equity ratio due to lower availment of working capital limits. The fall in Net Profit Ratio, Return on capital employed is due to negative profitability. Geo-political situation coupled with high raw material prices and weak global demand resulting fall in Net Profit of the Company. The fall in return on equity ratio is due to decrease in income from investments. The increase in trade payable turnover ratio due to higher purchases coupled with increase in average creditors.



Your management is quite optimistic that with the recovery in the Global Trade company will be able to perform better in the coming periods.

**CAUTIONARY STATEMENT**

Though the statement and views expressed in the above said report are on the basis of best judgment but the actual future results might differ from whatever is stated in the report.

For and on behalf of the Board  
For Suryaamba Spinning Mills Limited  
Virender Kumar Agarwal  
Managing Director  
DIN: 00013314

Place: Nagpur

Date: May 28, 2024



## INDEPEDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members of,  
SURYAAMBA SPINNING MILLS LIMITED

1. The certificate is issued in accordance with the terms of our engagement letter reference no. SASML/SA-01 dated August 17, 2020.
2. We, **MANISH N JAIN AND CO.**, Chartered Accountant, the Statutory Auditors of SURYAAMBA SPINNING MILLS LIMITED ("the Company"), have examined the compliance of conditions of corporate Governance by the Company, for the year ended 31<sup>st</sup> March, 2023, as stipulated in regulation 17 To 27 and clause (b) to (i) of the regulation 46(2) and Para C and Para D of Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 as amended ("the Listing Regulations").

### Management's Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and Maintenance of internal control and procedures to ensure the compliance with condition of the Corporate Governance stipulated in the Listing Regulations.

### Auditors' Responsibility

4. Our responsibility is limited to examine the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial Statements of the Company.
5. We examined the books of Accounts and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with the Corporate Governance requirement by the Company.
6. We have carried out the examination of the relevant records of the Company in accordance with the Guidance Note on Certificate on Corporate Governance issued by the Institute of Chartered Accountant of India ("the ICAI"), the standards on Auditing specified under section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of certificate for the special purpose issued by the ICAI which requires that we comply with the ethical requirements of the code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of Standards on Quality Control (SQC – 1), Quality Control for the Firms that performs Audit and Reviews of the Historical Financial Information, other assurance and Related Service Engagements.

### Opinion

8. Based on our examination of relevant records and according to the information and explanation provided to us and the representations provided by the Management, we certify that the Company has complied with the condition on Corporate Governance, as stipulated in regulation 17 to 27 and clause (b) to (i) of the regulation 46(2) and Para – C and Para – D of Schedule V of the Listing Regulations during the year ended 31<sup>st</sup> March, 2024.
9. We state that such compliance is neither assurance as to future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **MANISH N JAIN & CO.**  
Chartered Accountants  
FKN No. 0138430W

Place: Nagpur  
Date: May 25, 2024  
UDIN No.: 24175395BKAQPG3901

**ARPIT AGRAWAL**  
Partner  
Membership No. 175395



## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF,  
SURYAAMBA SPINNING MILLS LIMITED

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of SURYAAMBA SPINNING MILLS LIMITED (the "Company"), which comprises the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including the Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profits including total comprehensive income (losses), its cash flows and the changes in equity for the year ended on that date.

#### Basis of Opinion

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

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters and to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risk of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying financial statements.



The Key Audit Matters	How was the matter addressed in our Audit
<b>Revenue Recognition (Refer Note No. 1.4.(d) and 25 of the Financial Statements)</b>	
<p>Revenue is one of the key profit drivers and is therefore susceptible to misstatements. Revenue is measured in net of any discounts and rebates. Revenue from sale of products is considered as key audit matter as there is a risk of accuracy of recognition and measurement of sales in the financial statements considering the following aspects:</p> <ul style="list-style-type: none"> <li>* Determination of performance obligation for recognition of revenue.</li> <li>* Estimation of variable consideration in pricing.</li> <li>* Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the periods.</li> </ul>	<p>Our audit procedures with regards to revenue recognition is a combination of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>* Evaluated the design of internal control.</li> <li>* For evaluation of operating effectiveness of internal controls, tested revenue by verifying, on sample basis, agreements executed with the customers, relevant documentary evidence of satisfaction of performance obligation for timing of recognition of revenue, accuracy of revenue recognition including variable consideration included pricing, cut off transactions at the year end and tax amount of the invoices.</li> <li>* Performed substantive testing by verifying the sales invoice and other relevant documentary evidence on sample basis.</li> <li>* Obtain the balance confirmation form selected samples and verified the reconciliation, if any, for the confirmation received.</li> <li>* Evaluated the appropriateness of accounting policies, related disclosures made and overall presentation in the financial statements.</li> </ul>
<b>Existence and Valuation of Inventories</b>	
<p>The Company's inventories as at the end of the reporting period are ₹ 1,789.06 Lakhs representing 14.07% of the Company's total assets. (Refer "Note No. 6" of the financial statements)</p> <p>The existence of inventories is a key audit matters due to involvement of high risk, basis the nature and size of the products wherein value per unit is relatively insignificant but high volumes are involved which are distributed across different units of the Company.</p>	<p>In response to these key matters, our audit included, among others, the following principle audit procedures:</p> <ul style="list-style-type: none"> <li>* Understood the management's control over physical inventory counts and their valuation.</li> <li>* Evaluation of design and testing of the operating effectiveness of the internal controls relating to physical inventory counts at the plant. In testing these controls, we observed the inventory cycle count process on a sample basis, inspected the results of the inventory cycle count and confirmed that the variances were approved and appropriately accounted for.</li> <li>* Evaluation of design and testing of the operating effectiveness of the internal controls relating to purchases, sales and inventories including the automated controls.</li> <li>* We have performed the physical verification of</li> </ul>



	<p>inventories on a sample basis for establishing the existence of inventory as at the end of the reporting period.</p> <ul style="list-style-type: none"> <li>* For a representative sample, verification that the finished goods inventories were correctly measured, using a recalculation of the measurement of those inventories based on the cost of acquiring them from suppliers and considering the costs of directly attributable to such goods.</li> <li>* Assessed the key estimates used by the Company's management to determine the net realizable value and the consistency thereof with the Company's policy on provision for non-moving inventory and performed a sensitivity analysis on the estimated selling price and compared with the cost per item.</li> </ul>
<b>Carrying Value of Trade Receivables</b>	
<p>As at March 31, 2024, trade receivables constitute approximately 16.34% of total assets of the Company (Refer "Note No. 7" of the financial statements). The Company is required to regularly assess the recoverability of its trade receivables.</p> <p>The Company applied, expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables. The Company uses a provision matrix to determine impairment loss allowances. The provision matrix is based on its historically observed default rates over the expected life of trade receivables and is adjusted for forward looking estimates.</p> <p>This is a key audit matters as significant judgement is involved to establish the provision matrix.</p>	<p>Our audit procedures included, among other the followings:</p> <ul style="list-style-type: none"> <li>* Evaluated the Company's accounting policies pertaining to impairment of financial assets and assessed compliance with those policies in term of Ind AS - 109, "Financial Instruments".</li> <li>* Assessed and tested the design and operating effectiveness of the Company's internal financial controls over provision for expected credit loss (ECL).</li> <li>* Evaluated the management's assumption and judgement relating to various parameters which included the historical default rates and business environment in which the entity operates for estimating the amount of such provision.</li> <li>* Evaluated the management's assessment of recoverability of the outstanding receivables and recoverability of the overdue / aged receivables through inquiry with the management, and analysis of the collection trends in respect of receivables.</li> <li>* Assessed and read the disclosures made by the Company in the financial statements.</li> </ul>

#### Information Other than the Financial Statements and Auditor's Report thereon

The Company's Management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, Board's Report including Annexure to the Board's Report, Report on Corporate Governance, Business Responsibility and



Sustainability Report and Shareholder's information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

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

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

### Management's Responsibility for the Financial Statements

The Company's Management and the Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, the financial performance including the other comprehensive income / (losses), cash flows and changes in equity of the Company in accordance with the accounting principle generally accepted in India, including the Indian Accounting Standards (Ind AS) as specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, time to time. 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 presentations of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

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

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

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

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

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A", a statement on the matters specified in paragraph 3 and paragraph 4 of the said Order.
2. As required by Section 143(3) of the Act, based on our audit, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including the Other Comprehensive Income / (Losses), the Statement of Cash Flows and the Statement of Changes in Equity dealt with this Reports are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, time to time.
  - e. On the basis of the written representation received from the directors as on March 31, 2024, taken on the record by the Board of Directors, none of directors is disqualified as on March 31, 2024, from being appointed as a director in term of Section 164(2) of the Act.



- f. With respect to adequacy of the internal financial controls with reference to these financial statements of the Company and the operating effectiveness of such control, refer to our separate report in Annexure "B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, time to time, in our opinion and to the best of our information and explanations given to us, the remunerations paid / provided by the Company to its directors during the reporting period is in accordance with the provision of Section 197 of the Act. The remuneration paid to any directors is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs ("MCA") has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.
- h. With respect to the other matters to be included in the Independent Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, time to time, in our opinion and to the best of our information and according to the explanations given to us;
- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer "Note No. 41" of the financial statements.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has been no delay in transferring the amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed fund or share premium or any other sources or kind of funds) by the Company to or in any other person or entities, including the foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or 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 that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As stated in "Note No. 44" to the financial statements:
- a) The final dividend proposed in the previous year, declared and paid by the Company during the reporting period is in accordance with section 123 of the Act, as applicable.
- b) During the reporting period and until the date of this report, the Company has not declared or paid any interim dividend in accordance with section 123 of the Act, as applicable.
- c) The Board of Directors of the Company has proposed the final dividend for the period, which is subject to the approval of the shareholders at their ensuing Annual General Meeting (AGM). The amount of dividend proposed is in accordance with the section 123 of the Act, as applicable.



- (v) Based on our examination, which included test check, the Company has used accounting software for maintaining its books of accounts for the financial period ended March 31, 2024, which has a feature of recording audit trail (edit log) facilities and the same has operated throughout the period for all the relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 01, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial period ended March 31, 2024.

For MANISH N JAIN & CO.

*Chartered Accountants*

FRN No. 0138430W

Place: Nagpur

Dated: May 28, 2024

UDIN No.: 24175398BKAQOP3525

ARPIT AGRAWAL

Partner

Membership No. 175398



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

*(Referred to in Paragraph 1 under "Report on the Other Legal and Regulatory Requirements" Section of our report of Even Date)*

**Report on Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013 ("the Act") of SURYAAMBA SPINNING MILLS LIMITED ("the Company");**

To the best of our information and according to the explanations given to us by the Company and the books of accounts and records examined by us in normal course of audit, we state that:

1. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - a) i) The Company has maintained proper records in the electronic mode showing full particulars, including the quantitative details and situation of property, plant and equipment.
  - ii) The Company has maintained the proper records showing the full particulars of intangible assets.
  - b) The Company has a regular program at reasonable interval for physical verification of property, plants and equipments so as to cover all the assets, the periodicity of physical verification, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such physical verification.
  - c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the Company), disclosed in the financial statements and included under property, plants and equipments are held in the name of the Company as at the Balance Sheet date. In respect of the immovable properties taken on lease by the Company, the lease agreements are held in the name of the Company as at the Balance Sheet date, if any.
  - d) The Company has not revalued any of its property, plant and equipment and intangible assets during the reporting period.
  - e) According to information and explanations given to us and on the basis of our examination of the records of the Company, no proceeding has been initiated during the reporting period or are pending against the Company as at March 31, 2024, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.
2. In respect of Company's inventories:
  - a) As explained to us, inventories except goods-in-transits and the stock lying with third parties were physically verified during the year by the management at reasonable intervals. In our opinion, in respect of stock lying with the third parties at the end of the year, written confirmations have been obtained. In our opinion, the frequency of such verification is reasonable. In our opinion, the coverage and the procedure adopted by the management for the physical verification is appropriate looking to the size and the nature of the products dealt in by the Company. As explained to us, there were no discrepancies of 10% or more in the aggregate for each class of inventories that were noticed on such physical verification of inventories. However, any other discrepancies, if any, noticed on such physical verification have been properly dealt with in the books of accounts.
  - b) During the reporting period, the Company has been sanctioned working capital limit in excess of five crore rupees, in aggregate, at point of time during the reporting period, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanation given to



us, the quarterly returns and the statements filed by the Company with such banks or financial institutions are in agreement with the books of accounts of the Company.

3. The Company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships or other parties, during the reporting period, in respect of which:
  - a) According to information and explanations given to us and on the basis of our examination of the records, the Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entities including subsidiaries, associates and joint ventures during the reporting period, and hence the requirement to report under clause 3(iii)(a)(A) and 3(iii)(a)(B) of the said Order is not applicable.
  - b) The Company has not made investment in nor granted any loans and advances in the nature of loans, during the reporting period, hence the requirement to report under clause 3(iii)(b) in respect of terms and conditions of investment made in and grants of loans, during the reporting period, prima facie, not prejudicial to the interest of the Company's interest is not applicable.
  - c) The Company has not granted any loans and advances in the nature of loans, to any other entities including subsidiaries, associates and joint ventures, hence the requirement to report under clause 3(iii)(c), in respect of the schedule of repayment of principal and payment of interest has been stipulated and the repayments of the principal amounts and receipts of interest have generally been regular as per stipulation is not applicable.
  - d) The Company has not granted any loans and advances in the nature of loans, to any other entities including subsidiaries, associates and joint ventures, hence the requirement to report under clause 3(iii)(d), in respect of overdue amounts remain outstanding for more than ninety days as at the balance sheet date is not applicable.
  - e) The Company has not granted any loans or advances in the nature of loans, to any other entities including subsidiaries, associates and joint ventures, hence the requirement to report under clause 3(iii)(e), in respect of the details of loans which has fallen due, during the reporting period, or has been renewed or extended or fresh loans granted to settle the overdue of the existing loans given to the same parties is not applicable.
  - f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment during the reporting period. Hence, the requirement to report under clause 3(iii)(f) of the said Order is not applicable.

The Company has not made any investment in firms and limited liabilities partnership during the reporting period. Further the Company has not provided any guarantees or securities or granted any loans or advances in the nature of loans, secured or unsecured, to the companies, firms and limited liability partnership or any other parties.

4. In our opinion and according to information and explanations given to us and on the basis of our examination of the records, the Company has complied with the provisions of section 185 and section 186 of the Act, in respect to grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has neither accepted any deposits from public nor accepted any amounts which are deemed to be the deposits of the Company, within the meaning of section 73 to section 76 of the Act or any other relevant provisions and Rules made thereunder, during the reporting period, therefore, the requirement to report under clause 3(v) of the said Order is not applicable.
6. We have broadly reviewed the cost records as maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, time to time, prescribed by the Central Government under section 148(1) of the Companies Act, 2013, in respect of the Company's products / services to which said Rules are made applicable, and we are of the opinion that, prima facie, the prescribed cost records have been made and



maintained. However, we have not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.

7. According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of statutory dues, we report that:
  - a) The Company has generally been regular in depositing undisputed statutory dues, including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duties of custom, duties of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
 

According to the information and explanations given to us, no undisputed amounts payable in respect of goods and service tax, provident fund, employees' state insurance, income tax sales tax, service tax, duties of custom, duties of excise, cess and other material statutory dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
  - b) According to the information and explanation given to us, there are no material statutory dues referred to in sub-class (a) above which have not been deposited with the appropriate authority on account of any dispute.
8. According to the information and explanation given to us and on the basis of our examination of the record of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the reporting period in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9.
  - a) In our opinion and according to the information and explanation given to us by the Company, the Company has not defaulted in repayment of any loans or other borrowings or in the payment of interest thereon to any lender.
  - b) The Company has not been declared as a willful defaulter by banks or financial institutions or government or any government authority.
  - c) The Company has taken term loan during the reporting period and there was no unutilized balance of term loans at the beginning of the reporting period, the same has been utilized and applied for the purpose for which the said loans were obtained, except the funds deployed temporarily elsewhere.
  - d) On an overall examination of the financial statements of the Company, the funds raised on a short-term basis have, prima facie, not been used during the reporting period for long-term purposes by the Company.
  - e) According to the information and explanation given to us and on the basis of our examination of the record of the Company, we report that, the Company has not taken any funds from any entity or persons on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Companies Act, 2013. Hence, the requirement to report under clause 3(ix)(e) of the said Order is not applicable.
  - f) According to the information and explanation given to us and on the basis of our examination on the record of the Company, we report that, the Company has not raised any loans during the reporting period on the basis of pledge of securities held in its subsidiaries, joint ventures or associate companies as defined under the Companies Act, 2013. Hence, the requirement to report under clause 3(ix)(f) of the said Order is not applicable.
10. a) The Company has not raised any money by way of an initial public offer or further public offer (including debt instruments) during the reporting period and hence the requirement to report under clause 3(x)(a) of the said Order is not applicable.



- b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence, the requirement to report under clause 3(x)(b) of the said Order is not applicable.
11. a) According to the information and explanation given to us and on the basis of examinations of records of the Company, considering the principles of materiality outlined in Standards of Auditing, we report that, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the reporting period.
- b) According to the information and explanation given to us and on the basis of examinations of records of the Company, we report that, no report under sub-section (12) of Section 143 of the Companies Act has been filled in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the reporting period and up to the date of this report.
- c) In our opinion and according to the information and explanation given to us, the Company has not received any complaints from whistle-blowers, hence the requirement to report under clause 3(xi)(c) of the said Order is not applicable.
12. The Company is not a Nidhi Company as prescribed under section 406 of the Companies Act and hence the requirement to report under clause 3(xii) of the said Order is not applicable.
13. According to information and explanations given to us and based on our examination of the records of the Company, all the transactions with related parties are in compliance with section 177 and section 188 of the Companies Act, 2013, wherever applicable and details of such related party transactions have been disclosed in the financial statements, under "Note No. 39 - the transactions with Related Parties" as required under Ind AS - 24, "Related Party Disclosure" specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014, as amended, time to time.
14. a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- b) We have considered, the internal audit report for the year under audit, issued to the Company during the reporting period and till the date of this report, covering the period up to March 31, 2024, in determining the nature, timing and extent of our audit procedures.
15. In our opinion and according to the information and explanation given to us, during the reporting period, the Company has not entered into any non-cash transactions with its directors, or the persons connected with him and hence provisions of section 192 of the Act are not applicable. Hence, the requirement to report under clause 3(xv) of the said Order is not applicable.
16. a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, therefore, the requirement to report under clause 3(xvi)(a) and (b) of the said Order is not applicable.
- b) In our opinion, the Company is not a core investment company (CIC) also there is no CIC within the Group, as defined in the regulation made by the Reserve Bank of India in Core Investment Companies (Reserve Bank) Directions, 2016 and accordingly the reporting under clause 3(xvi)(c) and (d) of the said Order are not applicable.
17. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year, hence the requirement to report under clause 3(xvii) of the said Order is not applicable.
18. There has been no resignation of the Statutory Auditor of the Company during the reporting period; hence the requirement to report under clause 3(xviii) of the said Order is not applicable.



19. On the basis of financial ratios as disclosed in the notes to financial statements, Refer "Note No. 37", ageing and expected due dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and the Management plans and based on our examination of evidence supporting the assumptions, nothing has come to our attention, which cause us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of this audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the date of balance sheet, will get discharged by the Company as and when they fall due.
20. The Company has fully spent the required amounts towards the Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year, which requiring a transfer to a fund as specified in Schedule VII to the Companies Act or special accounts in compliance with the provisions of sub-section (6) of section 135 of the said Act. Hence the requirement to report under clause 3(xx) of the said Order is not applicable to the Company.

For MANISH N JAIN & CO.

*Chartered Accountants*

FRN No. 0138430W

Place: Nagpur

Dated: May 28, 2024

UDIN No.: 24175398BKAQOP3525

ARPIT AGRAWAL

Partner

Membership No. 175398





## ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT

*(Referred to in paragraph 2(f) under "Report on the Other Regulatory Requirements" section of our report of even date)*

**Report on the Internal Financial Controls with reference to the Financial Statements over the Financial Reporting under Clause (i) of sub - section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

### **Opinion**

We have audited the internal financial controls with reference to these financial statements of "SURYAAMBA SPINNING MILLS LIMITED" ("the Company") as of **March 31, 2024**, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls with reference to these financial statements and such internal financial controls with reference to these financial statements were operating effectively as at **March 31, 2024**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI").

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

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to these financial statements 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 ("the 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to these financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, 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 the basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

### Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial controls with reference to these financial statements 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 controls with reference to these financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 the 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 with reference to these financial statements to future periods are subject to the risk that the internal financial controls with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For MANISH N JAIN & CO.

*Chartered Accountants*

FRN No. 0138430W

Place: Nagpur

Dated: May 28, 2024

UDIN No.: 24175398BKAQOP3525

ARPIT AGRAWAL

Partner

Membership No. 175398



## Balance Sheet as at March 31, 2024

Particulars	Notes	(₹ in Lakhs)	
		As at March 31, 2024	As at March 31, 2023
<b>I. ASSETS:</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipments	1	8,350.56	8,781.26
(b) Other Intangible Assets	3	1.15	1.66
Financial Assets			
(c) Other Financial Assets	4	5.70	5.45
(d) Other Non-Current Assets	5	7.28	19.32
<b>Total Non-Current Assets</b>		<b>8,364.70</b>	<b>8,807.70</b>
<b>2. CURRENT ASSETS</b>			
(a) Inventories	6	1,789.06	1,922.25
(b) Financial Assets:			
- Trade Receivables	7	2,078.88	2,291.19
- Cash and Cash Equivalents	8A	21.60	5.56
- Other Balances with Bank	8B	3.17	4.14
- Loans	9	3.93	1.86
- Other Financial Assets	10	217.12	151.08
(c) Other Current Assets	11	241.30	391.40
<b>Total Current Assets</b>		<b>4,365.07</b>	<b>4,766.48</b>
<b>TOTAL ASSETS</b>		<b>12,719.77</b>	<b>13,573.18</b>
<b>II. EQUITY AND LIABILITIES:</b>			
<b>A. EQUITY</b>			
(a) Equity Share Capital	12	293.19	293.19
(b) Other Equity	13	5,888.60	5,763.10
<b>Total Equity</b>		<b>6,181.80</b>	<b>6,056.30</b>
<b>B. LIABILITIES</b>			
<b>1. Non-Current Liabilities</b>			
(a) Financial Liabilities			
- Borrowings	14	2,603.32	3,095.45
- Long-Term Financial Liabilities	15	3.75	5.75
(b) Long Term Provisions	16	500.78	407.28
(c) Other Non-Current Liabilities	17	29.27	33.53
(d) Deferred Tax Liabilities (Net)	18	449.43	444.36
<b>Total Non-Current Liabilities</b>		<b>3,586.54</b>	<b>3,984.36</b>
<b>2. Current Liabilities</b>			
(a) Financial Liabilities			
- Borrowings	19	1,706.44	1,377.70
(b) Trade Payables			
Total Outstanding dues to Micro Enterprises and Small Enterprises	20	21.00	25.56
Total Outstanding dues of Creditors other than to Micro Enterprises and Small Enterprises	20	556.96	839.34
(c) Other Financial Liabilities	21	636.07	940.09
(d) Other Current Liabilities	22	47.20	344.96
(e) Short Term Provisions	23	0.80	0.45
(f) Current Tax Liabilities (Net)	24	2.94	4.42
<b>Total Current Liabilities</b>		<b>2,961.43</b>	<b>3,632.52</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>12,719.77</b>	<b>13,573.18</b>

## SIGNIFICANT ACCOUNTING POLICIES

1

THE ACCOMPANYING NOTES ARE FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS.  
AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For MANISH N. JAIN &amp; CO.

Chartered Accountants

FRN No.: 0138450W

ARPIT AGRAWAL

Partner

Membership No. 175398

UDIN No.: 24173398BKAQOP3525

VIRENDER KUMAR AGARWAL

Managing Director

DIN:00013314

GAJANAN N. CHHAWSARIA

Chief Financial Officer

SEEMA AGARWAL

Jt. Managing Director

DIN: 01430206

KRITI LADHA

Company Secretary

M. No. A61729

Place: Nagpur

Date: May 28, 2024

Place: Nagpur

Date: May 28, 2024

Place: Nagpur

Date: May 28, 2024



## Statement Of Profit And Loss For The Year Ended March 31, 2024

Particulars		Notes	(₹ in Lakhs, except earnings per share data)	
			2023-2024	2022-2023
<b>I.</b>	<b>INCOME</b>			
1.	Revenue from Operations	25	21,857.43	24,833.46
2.	Other Income	26	80.19	191.79
<b>II.</b>	<b>TOTAL INCOME</b>		<b>21,937.62</b>	<b>25,025.25</b>
<b>III.</b>	<b>EXPENSES</b>			
1.	Cost of Materials Consumed	27	11,414.75	14,502.22
2.	Purchase of Trading Stock		1,760.55	1,301.30
3.	Changes in Inventories of Finished Goods, Work-in-Progress and Trading Stock	28	237.15	(640.25)
4.	Employee Benefits Expense	29	2,854.08	2,766.91
5.	Finance Costs	30	572.98	556.81
6.	Depreciation and Amortization Expenses	31	634.75	628.37
7.	Other Expenses	32	4,222.57	4,851.46
<b>IV.</b>	<b>Total Expenses (Total of III)</b>		<b>21,696.82</b>	<b>23,966.82</b>
<b>V.</b>	<b>Profit Before Exceptional Item and Tax (II - IV)</b>		<b>240.79</b>	<b>1,058.43</b>
	Exceptional Items		-	-
<b>VI.</b>	<b>Profit Before Tax (PBT)</b>		<b>240.79</b>	<b>1,058.43</b>
<b>VII.</b>	<b>Tax Expenses:</b>			
1.	Current Tax	18	53.84	210.40
2.	Deferred Tax	18	11.88	57.15
<b>VIII.</b>	<b>Total Tax Expenses (Total of VII)</b>		<b>65.72</b>	<b>267.55</b>
<b>IX.</b>	<b>Profit After Tax (PAT) (VI - VIII)</b>		<b>175.07</b>	<b>790.88</b>
<b>X.</b>	<b>Other Comprehensive Income</b>			
	(i) Items that will not be reclassified to Statement of Profit and Loss			
	(a) Re-measurements of the Defined Benefit Plans		(27.06)	(8.13)
	(b) Income Tax Expenses on the above		6.81	2.05
	(ii) Items that will be reclassified subsequently to the Statement of Profit and Loss			
	(a) Net Fair Value Gain on Investments in Debt Instruments through Other Comprehensive Income		-	-
	(b) Income Tax Expenses on the above		-	-
	<b>Other Comprehensive Income</b>		<b>(20.25)</b>	<b>(6.09)</b>
<b>XI.</b>	<b>Total Comprehensive Income for the year (IX + X)</b>		<b>154.82</b>	<b>784.80</b>
<b>XII.</b>	<b>Earnings per Equity Share</b>			
	Basic EPS (In ₹)	48	5.97	26.97
	Diluted EPS (In ₹)	48	5.97	26.97

## SIGNIFICANT ACCOUNTING POLICIES

1

THE ACCOMPANYING NOTES ARE FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS.  
AS PER OUR REPORT OF EVEN DATE ATTACHED

For MANISH N. JAIN & CO.  
Chartered Accountants  
FRN No.: 0138430W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

ARPIT AGRAWAL  
Partner  
Membership No. 175398  
UDIN No.: 24175398BKAQP3525

VIRENDER KUMAR AGARWAL  
Managing Director  
DIN: 00013314

SEEMA AGARWAL  
Jt. Managing Director  
DIN: 01430206

GAJANAN N. CHHAWSARIA  
Chief Financial Officer

KRITI LADHA  
Company Secretary  
M. No. A61729

Place: Nagpur  
Date: May 28, 2024

Place: Nagpur  
Date: May 28, 2024

Place: Nagpur  
Date: May 28, 2024



## Statement Of Cash Flow For The Year Ended March 31, 2024

₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) before Tax for the year as per the Statement of Profit and Loss	160.79	1,088.63
Adjustments for:		
Depreciation and Amortisation Expenses	694.75	528.37
Finance Costs	672.96	558.81
Provision for Unseasonal Unhealthy Debts and Advances	1.38	6.71
Rental Income	(14.26)	(12.09)
Interest Income	(12.12)	(7.87)
Gain/Loss on Sale of Property, Plants and Equipments (Net)	(4.25)	(4.25)
(Gain)/ Loss on Disposal of Property, Plants and Equipments (Net)	(6.21)	10.98
<b>Operating Profit before Working Capital Changes</b>	<b>1,412.01</b>	<b>1,259.58</b>
Adjustments for:		
(Increase) / Increase in Inventories	(133.28)	(493.05)
(Increase) / Increase in Trade Receivables	(209.61)	164.42
(Increase) / Increase in Loans	(2.08)	5.51
(Increase) / Increase in Other Financial Assets	47.97	107.97
(Increase) / Decrease in Other Current Assets	662.13	116.38
Increase / (Decrease) in Short Term Borrowings	328.74	(417.66)
Increase / (Decrease) in Trade Payables	(666.92)	212.97
Increase / (Decrease) in Other Financial Liabilities	(354.88)	(233.93)
Increase / (Decrease) in Other Current Liabilities	(245.91)	221.87
Increase / (Decrease) in Provisions	96.75	18.14
<b>Cash Generated from Operating Activities</b>	<b>1,459.63</b>	<b>1,966.10</b>
Income Tax Paid (Net of Refunds)	(175.32)	(214.53)
<b>Net Cash Generated / (Used) from Operating Activities (A)</b>	<b>1,403.71</b>	<b>1,751.57</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investment in Property, Plants and Equipments (Net)	(261.25)	(1,263.09)
(Increase) / Decrease in Capital Work-in-Progress	-	78.31
Capital Advances	-	90.66
(Purchase)/Redemption of Term Deposits	(114.27)	(1.73)
Rental Income	14.36	12.60
Interest Income	22.12	7.87
<b>Net Cash Generated / (Used) from Investing Activities (B)</b>	<b>(299.14)</b>	<b>(1,174.24)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Fresh Issue of Equity Shares	-	-
Proceeds / (Repayments) from Non-Current Borrowings	(492.12)	4.24
Finance Costs	(672.96)	(556.91)
Dividend paid (Net)	(79.32)	(25.32)
<b>Net Cash Received / (Used) from Financing Activities (C)</b>	<b>(1,094.42)</b>	<b>(581.89)</b>
<b>D. Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>18.04</b>	<b>(458)</b>
<b>E. Cash and Cash Equivalents at the beginning of the period</b>	<b>3.56</b>	<b>8.12</b>
<b>F. Cash and Cash Equivalents at the end of the period</b>	<b>21.60</b>	<b>3.56</b>
<b>G. Increase/ (Decrease) in Cash and Cash Equivalents (F-E)</b>	<b>18.04</b>	<b>(458)</b>

## Notes:

(a) Cash and Cash Equivalents Comprises of:

S.No.	Particulars	As at March 31, 2024	As at March 31, 2023
1	Balances with Banks:		
	i) Current Accounts	13.95	1.60
2	Cash in Hand	7.65	1.96
3	<b>Cash and Cash Equivalents (Total of 1 to 2)</b>	<b>21.60</b>	<b>3.56</b>





SIGNIFICANT ACCOUNTING POLICIES

1

THE ACCOMPANYING NOTES ARE FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS,  
AS PER OUR REPORT OF EVEN DATE ATTACHED

For **MANISH N. JAIN & CO.**  
Chartered Accountants  
FRN No.: 0158430W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**ARPIT AGRAWAL**  
Partner  
Membership No. 175398  
UDIN No.: 24173398BKAQOP3525

**VIRENDER KUMAR AGARWAL**  
Managing Director  
DIN: 00013514

**SEEMA AGARWAL**  
Jt. Managing Director  
DIN: 01430206

**GAJANAN N. CHHAWSARIA**  
Chief Financial Officer

**KRITI LADHA**  
Company Secretary  
M. No. A61729

Place: Nagpur  
Date: May 28, 2024

Place: Nagpur  
Date: May 28, 2024

Place: Nagpur  
Date: May 28, 2024



## Statement of Changes in Equity for the year ended March 31, 2024

## A) Equity Share Capital

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Equity Share Capital</b>		
Balance at the beginning of the reporting period	293.19	293.19
Changes in Equity Share Capital to Prior Period Errors	-	-
Restated balances at the beginning of the current reporting period	293.19	293.19
Changes in Equity Share Capital during the reporting period	-	-
Balance at the end of the Reporting period	293.19	293.19

## A) Other Equity

(₹ in Lakhs)

	Reserves and Surplus				Item of OCI	Total Other Equity
	Capital redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasure- ment of Defined Benefit Plans	
Balance as at April 01, 2022 (A)	830.53	358.96	419.49	3,299.73	98.89	₹,007.62
<b>Addition during the Reporting Period</b>						
Net Profit / (Loss) during the reporting period	-	-	-	790.88	-	790.88
Addition made during the reporting period	-	-	-	-	-	-
Transferred from Statement of Profit and Loss	-	-	-	-	-	-
<b>Item of Other Comprehensive Income for the period (Net of Taxes)</b>						
Remeasurement benefits of defined benefit plans (Net)	-	-	-	-	(6.09)	(6.09)
<b>Total Comprehensive Income for the year 2022-2023 (B)</b>	-	-	-	790.88	(6.09)	784.80
<b>Reduction made during the reporting period</b>						
Final Dividend (Refer 'Note No. 44)	-	-	-	29.32	-	29.32
<b>Total reductions during the reporting period (C)</b>	-	-	-	29.32	-	29.32
Balance as at March 31, 2023 (D) = (A + B - C)	830.53	358.96	419.49	4,061.33	92.81	₹,763.10
<b>Addition made during the reporting period</b>						
Net Profit / (Loss) during the reporting period	-	-	-	175.07	-	175.07
Addition made during the reporting period	-	-	-	-	-	-



Transferred from Statement of Profit and Loss	-	-	-	-	-	-
<u>Item of Other Comprehensive Income for the period (Net of Taxes)</u>						
Remeasurement of Defined Benefit Plans (Net)	-	-	-	-	(20.25)	(20.25)
<b>Total Comprehensive Income for the year 2023-2024 (B)</b>	-	-	-	175.07	(20.25)	154.82
<b>Reduction made during the reporting period</b>						
Final Dividend (Refer Note No. 44)	-	-	-	29.32	-	29.32
<b>Total reductions made during the reporting period (C)</b>	-	-	-	29.32	-	29.32
<b>Balance as at March 31, 2024 (D) = (A + B - C)</b>	836.53	355.96	419.49	4,207.08	72.55	5,885.60

## SIGNIFICANT ACCOUNTING POLICIES

1

THE ACCOMPANYING NOTES ARE FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS.  
AS PER OUR REPORT OF EVEN DATE ATTACHED

For MANISH N. JAIN & CO.  
Chartered Accountants  
FRN No.: 0138430W

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

ARPIT AGRAWAL  
Partner  
Membership No. 175398  
UDDI No.: 24175398BKAQOP3525

VIRENDER KUMAR AGARWAL  
Managing Director  
DIN 00013514

SEEMA AGARWAL  
Jt. Managing Director  
DIN: 01430206

GAJANAN N. CHHAWSARIA  
Chief Financial Officer

KRITI LADHA  
Company Secretary  
M. No. A61729

Place: Nagpur  
Date: May 28, 2024

Place: Nagpur  
Date: May 28, 2024

Place: Nagpur  
Date: May 28, 2024





## Notes to the Financial Statements for the year then ended on March 31, 2024

### Corporate Information

**SURYAAMBA SPINNING MILLS LIMITED** ("the Company") (CIN No. L18100TG2007PLC053831) is a Public Limited Company, domiciled and incorporated in India, under the provisions of Companies Act, 1956. The Registered office of the Company is situated at "First Floor, Surya Tower, 105, Sardar Patel Road, Secunderabad (T.G.) - 500003". The books of accounts and other related documents and information are maintained at Corporate Office situated at "A - 101, Kanha Apartment, 128, Chhaont, Katol Road, Nagpur (M.H.) - 440013". The Company's shares are listed on "Bombay Stock Exchange" (BSE).

The Company is primarily engaged in the business of manufacturing, selling, distribution and trading of specialty synthetic yarn.

The Board of Directors approved the financial statements for the year ended March 31, 2024, and authorized for issue on May 28, 2024.

### 1. MATERIAL ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

#### MATERIAL ACCOUNTING POLICIES

##### 1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements are the separate financial statements of the Company (also called as "financial statements") prepared in accordance with Indian Accounting Standard ("Ind AS") as notified under section 133 of the Companies Act, 2013 ("the Act") read together with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standard) Rule, 2016, as amended, time to time. The preparation and presentation of the financial statements is based on the Indian Accounting Standards (Ind AS) Division - II of the Schedule - III of the Companies Act, 2013.

Entity specific disclosure of material accounting policies, where the Indian Accounting Standards permits options are disclosed hereunder:

The Company's management and the Board of Directors has assessed the materiality of the accounting policy information, which involves exercising judgements and considering both qualitative and quantitative factors, taking into account not only the size and nature of the items or conditions but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements.

Entity's conclusion that an accounting policy is immaterial does not affect the disclosures requirements set out in the Indian Accounting Standards.

The Company adopted Ind AS from April 01, 2016. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto adopted. These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between the market participants at the measurement date.



The statement of cash flows has been prepared under indirect method, whereby the profit and loss are adjusted for the effect of transactions of a non-cash nature, any deferrals and accruals or future operating cash receipts or payments and items of income and expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid instruments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

The Company's financial statements are prepared and presented in Indian Rupee (₹) in Lakhs, which is also the functional currency for the Company. All amounts have been rounded off to the nearest (₹) in Lakhs up to two decimals, except when otherwise specified.

## 1.2 APPLICATION OF NEW ACCOUNTING PRONOUNCEMENTS

The Company has applied the following Ind AS pronouncements pursuant to issuance of the Companies (Indian Accounting Standards) Amendment Rule, 2023 with effect from April 01, 2023. The effect is as described below:

- a) Ind AS - 1, Presentation of Financial Statements - The amendment requires disclosure of material accounting policies instead of significant accounting policies. In the financial statements, the disclosure of accounting policies has been accordingly modified. The impact of such modifications to the accounting policies is insignificant. The material accounting policies information related to the preparation of the financial statements has been discussed in the respective notes.
- b) Ind AS - 8, Accounting Policies, Changes in Accounting Estimates and Errors -The amendment has defined accounting estimates as well as laid down the treatment of accounting estimate to achieve the objective set out by accounting policy. There is no impact of the amendment on the financial statements.
- c) Ind AS - 12, Income Tax - The definition of deferred tax assets and deferred tax liability is amended to apply initial recognition exception on assets and liabilities that does not give rise to equal taxable and deductible temporary differences. There is no impact on the amendment on the financial statements.

## 1.3 CURRENT AND NON-CURRENT CLASSIFICATION

The Company presents the assets and liabilities in the balance sheet based on current / non-current classification. An asset or liabilities are classified as current when it satisfies any of the following criteria:

- i) The assets / liabilities are expected to be realized /settled in the Company's normal operating cycle.
- ii) The assets are intended for sales or consumption.
- iii) The assets / liabilities are held primarily for the purpose of trading.
- iv) The assets / liabilities are expected to be realized /settled within twelve months after the end of reporting date.
- v) The assets are cash or cash equivalents unless they are restricted from being exchanged or used to settle liabilities for at least twelve months after the reporting period.
- vi) In the case of liabilities, the Company does not have an unconditional right to defer the settlement of the liabilities for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current / non-current classification of assets and liabilities, the Company has ascertained its operating cycle as twelve months (12 months). This is based on the nature of services and the time between the acquisition of the assets or inventories for processing and their realization in cash and cash equivalents.

## 1.4 SUMMARY OF MATERIAL ACCOUNTING POLICIES

### a) Property, Plant and Equipment

#### Measurement at Recognition



An item of property, plant and equipment that qualifies as an asset is measured on the initial recognition at cost. Following the initial recognition, item of property, plant and equipment are carried at its cost less accumulated depreciation and accumulated impairment losses, if any. The Company identifies and determines cost of each part of an item of property, plant and equipment separately, if the part has a cost which is significant to the total cost of that item of property, plant and equipment and has useful life that is materially different from that of the remaining items.

The cost of an item of property, plant and equipment comprises of its purchase price net of discounts, if any, including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the assets to its present location and working condition for its intended use and the initial estimate of decommissioning, restoration, and similar liabilities, if any. Cost includes the cost of replacing a part of the plants and equipments if the recognition criteria are met. Expenses directly attributable to new manufacturing facilities during its construction period are capitalized if the recognition criteria are met. Expenditure related to plans, designs and drawings of buildings or plants and machinery are capitalized under the relevant heads of property, plant and equipment, if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced at periodical intervals, the Company recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any components accounted for as a separate asset is de-recognized when replaced.

All the costs, including administrative, financing and general overhead expenses, as are specifically attributable to construction of a specific projects or to the acquisition of a property, plant and equipment or bringing it to its present location and working condition, is include as a part of the cost of construction of the project or as a part of the cost of property, plant and equipment, till the commencement of its commercial production. Any adjustments arising from exchange rate variations attributable to the property, plant and equipment are capitalized as aforementioned.

Borrowing costs relating to the acquisition / construction of property, plant and equipment which takes the substantial period of time to get ready for its intended use are also included in the cost of property, plant and equipment / cost of constructions to the extent they relate to the period till such property, plant and equipment are ready to be put to use.

Any subsequent expenditure related to an item of property, plant and equipment is added to its book value only and only if it increases the future economic benefits from the existing assets beyond its previously assessed standard of performance.

Any items such as spare parts, stand-by equipments and servicing equipments that meet the definitions criteria of the property, plant and equipment are capitalized at cost and depreciated over the useful life of the respective property, plant and equipment. Cost in the nature of repairs and maintenances are recognized in the statement of profit and loss as and when incurred.

#### **Capital Work-in-Progress and Capital Advances**

Cost of property, plant and equipment not ready for intended use, as at the balance sheet date, is shown as a "Capital Work-in-Progress". The capital work-in-progress is stated at cost. Any expenditure in relation to survey and investigation of the properties is carried out as capital work-in-progress, such expenditure is either capitalized as cost of the projects on completion of construction project or the same is expensed in the period in which it is decided to abandon such projects. Any advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as "Other Non - Current Assets".

The Company has elected to consider the carrying value of all its property, plants and equipments appearing in its financial statements and used the same as deemed cost in the opening Ind AS Balance Sheet prepared at April 01, 2016.



### Depreciation

Depreciation on each part of property, plant and equipment are provided to the extent of the depreciable amount of the assets on the basis of "Straight Line Method (SLM)" on the useful lives of the tangible property, plant and equipment as estimated by the Company's management and is charged to the statement of profit and loss, as per the requirement of *Schedule - II to the Companies Act, 2013*. The estimated useful lives of the property, plant and equipment has been assessed based on the technical advice, which is considered in the nature of the property, plant and equipment, the usage of the property, plant and equipment, expected physical wear and tear of such property, plant and equipment, the operating conditions, anticipated technological changes, manufacturer warranties and maintenance support of the property, plant and equipment etc.

When the parts of an item of the property, plant and equipment have different useful lives, they are accounted for as separate items (major components) and are depreciated over their useful lives or over the remaining useful lives of the principal property, plant and equipment, whichever is less.

The useful lives of the items of property, plants and equipments as estimated by the Company's management are mentioned below:

S. No.	Name of Property, Plants and Equipments	Useful Life (In Years)
1.	Factory Building	30 Years
2.	Building (Other than Factory Building)	60 Years
3.	Plant and Machineries (Including Continuous Process Plant)	25 Years
4.	Furniture and Fixtures	10 Years
5.	Office Equipments	10 Years
6.	Computer and Other Data Processing units	3 Years
7.	Motor Vehicles	8 Years
8.	Electrical Installation and Other Equipment	10 Years
9.	Workshop Equipments and Testing Equipments	25 Years

The Company based on technical assessment made by the technical experts and the Company's management estimate, depreciate certain items of property, plants and equipment over the estimated useful lives which are different from the useful lives as prescribed under *Schedule - II of the Companies Act, 2013*. The Company's management believes that the useful lives given above are best to represent the period over which Company's management expects to use this property, plant and equipment.

Freehold land is not depreciated. Leasehold land and their improvement cost are amortized over the period of the lease.

The useful lives, residual value of each part of an item of property, plant and equipment and method of depreciation is reviewed at the end of each reporting period, *if any*, of these expectations differ from the previous estimates, such change is accounted for as a change in accounting estimate and adjusted prospectively, if appropriate.

### Derecognition

The carrying amount of an item of property, plant and equipment and other intangible assets are recognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from derecognition of the property, plant and equipment is measured as the difference between the net disposal proceeds and the carrying amount of the assets and is recognized in the statement of profit and loss, as and when the assets are de-recognized.

