

32nd Annual Report

FINANCIAL YEAR 2023-2024

Going Beyond Tomorrow...
CLC INDUSTRIES LIMITED

(FORMERLY KNOWN AS SPENDEX INDUSTRIES LIMITED)



CLCTM

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Bhupendra Singh Rajpal-Chairman (Appointed on 12th July 2023)
Mr. Sanchit Singh Rajpal- Managing Director (Appointed on 31st August 2023)
Mr. Gautam Nandawat- Independent Director (Appointed on 31st August 2023)
Mrs. Satinder Kaaur-Independent Woman Director (Appointed on 31st August 2023)
Mr. Amit Ramanlal Bhandari- Additional Independent Director (Appointed on 13th June 2024)
Mr. Shrutisheel Jhanwar- Director (Appointed on 19th July 2024)

KEY MANAGERIAL PERSONNEL

Mr. Shrutisheel Jhanwar- Chief Financial Officer (Appointed on 20th December 2023)
Mrs. Koyal Gehani- Company Secretary & Compliance Officer (Appointed on 18th April 2024)

ERSTWHILE RESOLUTION PROFESSIONAL(ERP)

Mr. Subhash Kumar Kundra acted as RP till 12th May 2023

STATUTORY AUDITORS

M/s. Ashok R. Majethia & Co.,
Chartered Accountants
Firm Registration No.:127769W

SECRETARIAL AUDITORS

M/s. Ajit Kumar & Associates
Practicing Company Secretary
Certificate of Practice No.: 10990

INTERNAL AUDITORS

M/s. CNA & Associates,
Chartered Accountants
Firm Registration No.:128929W

REGISTRAR & SHARE TRANSFER AGENT

RCMC Share Registry Pvt. Ltd.
B-25/1, First Floor, Okhla Industrial Area,
Phase – 2, New Delhi – 110 020
Ph: 011-35020465,35020466
Mobile: 8527695125
E-mail: mdnair@rcmcdelhi.com

BANK

HDFC Bank Limited

REGISTERED OFFICE

A-60, Okhla Indl. Area Phase II,
New Delhi, India,110020
Phone: +91-240-6608636/2473363
Email ID:companysecretary@clcindustries.com
Website:www.clcindia.com

MANUFACTURING LOCATION

D-48, Baramati MIDC, Baramati
Pune Maharashtra-413133

CORRESPONDANCE ADDRESS

Plot No.-318, N-3, CIDCO,
Chhatrapati Sambhajnagar, (Aurangabad)
Maharashtra-431003

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NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Notice is hereby given that 32nd Annual General Meeting (“AGM”) of the Members of **CLC Industries Limited (“Company”)** will be held on **Wednesday, 11th September 2024 at 3:00 P.M. (IST)**, through video conference (“VC”) /other audio-visual means (“OAVM”), the venue of the meeting shall be deemed to be the Registered Office of the Company located at A-60, Okhla Industrial Area Phase II, New Delhi – 110020 to transact the following business.: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements for the Financial Year ended on 31st March 2024 and and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanchit Singh Rajpal (DIN: 00311190), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. To approve the appointment of Mr. Amit Ramanlal Bhandari (DIN: 10666532) as an Independent Director of the Company:

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re- enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Amit Ramanlal Bhandari, DIN: 10666532 who was appointed as an Additional Director in the category of an Independent Director of the Company and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of consecutive five (5) years from 13th June, 2024 to 12th June, 2029 (both dates inclusive).”

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“RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and further to execute all necessary documents, applications, returns, e-forms as may be necessary, proper, desirable or expedient.”

4. To approve the appointment of Mr. Shrutisheel Jhanwar as Director and Chief Financial Officer of the Company: -

To consider and if thought fit to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Shrutisheel Jhanwar (DIN 03582803), who was appointed as an Additional Director Cum Chief Financial Officer of the Company, based on recommendation of Nomination and remuneration Committee and Board of Directors, who has given consent to act as a Director and Chief Financial Officer of the Company, be and is hereby appointed as a Director and Chief Financial Officer of the Company.”

“RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and further to execute all necessary documents, applications, returns, e-forms as may be necessary, proper, desirable or expedient.”

5. To approve the appointment of Mr. Shrutisheel Jhanwar as Whole Time Director and Chief Finance Officer of the Company: -

To consider and if thought fit to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and 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 such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby

accorded to appoint of Mr. Shrutisheel Jhanwar (DIN 03582803) as Whole time Director (WTD) and Chief Financial Officer (CFO) of the Company shall be liable to retire by rotation and to hold an office for an initial term of five consecutive years i.e. up to 18th July, 2029 on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed mutually between the Whole Time Director and the Board:

i. Salary break-up are as follows:

Particular	Amount per month
Basic	₹1,72,500/-
HRA	₹ 69,000/-
Special allowance	₹ 76,800/-
Total	₹ 3,18,300/-

- ii. The Company shall provide the rent-free furnished accommodation and will pay electricity and water charges;
- iii. The Whole Time Director shall be entitled to use the Company's car along with the driver, all the expenses for maintenance and running of the same will be borne by the Company;
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time;
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy;
- vi. Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy;
- vii. Bonus for the financial year, in accordance with the Company policy;
- viii. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy;
- ix. The Whole Time Director shall be entitled to such annual increment from time to time as the Board may by its discretion determine.

“RESOLVED FURTHER THAT where in any financial year during the tenure of the appointee, the Company has no profits or its profits are inadequate, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT Mr. Shrutisheel Jhanwar (DIN:03582803), Whole time Director (WTD) and Chief Financial Officer (CFO) of the Company be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.”

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

6. To approve powers of the Board under section 180(1)(a) of the Companies Act, 2013: -

To consider and if thought fit to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at their 31st Annual General Meeting held on 29th December, 2023 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immovable and/or moveable properties, tangible or intangible assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour third party/ banks / financial institutions, other investing agencies and trustees for the holders of debentures/ bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures / bonds whether partly / fully convertible or non-convertible (herein collectively referred to as “Loans”) issued / to be issued by the Company, provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not at any time exceed ₹1,25,00,00,000/-(Rupees One Hundred Twenty-Five Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

7. To approve borrowing powers of the Company under section 180(1)(c) of the Companies Act, 2013: -

To consider and if thought fit to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at their 31st Annual General Meeting held on 29th December, 2023 and pursuant to the provisions of Section

180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) to borrow by way of issue of debentures, commercial papers, long term / short term loans, suppliers’ credit, securitized instruments such as floating rates notes, fixed rate notes, syndicated loans or any other instruments / securities otherwise permitted by law for the time being in force, such sum(s) of money(ies) in Indian Rupees and/ or in any foreign currency from time to time, at its discretion, with or without security and on such terms and conditions as the Board may deem fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves, that is to say, reserves not set apart for any specific purposes and Securities Premium amount of the Company, provided that the total amount so borrowed (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed ₹1,25,00,00,000/-(Rupees One Hundred Twenty-Five Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to sign and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

8. To approve related party transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: -

To consider and if thought fit to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant Section 188 and the rules made there under Companies Act, 2013 and provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the Company’s Policy on Materiality and Dealing with Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members be accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of ‘Related Party Transaction’ under Regulation 2(1)(z) of the Listing

Regulations, to be entered with the Promoter/Promoter group and its Holding Company of the Company in connection with Sale and purchase of goods and the various services including raw material purchase/ services rendered / availed or to be availed, claims made and reimbursement of claims received or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually agreed upon for an aggregate value not exceeding ₹1,75,00,00,000/- (Rupees One Hundred Seventy-Five Crores only) to be entered during Financial Year 2024-25, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the parties.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

By Order of the Board
For CLC Industries Limited

Sd/-

Koyal Gehani
Company Secretary
ACS No. 45277

Place: Chhatrapati Sambhajnagar (Aurangabad)
Date: 19th July, 2024

Registered Office:

A-60, Okhla INDL Area Phase II, New Delhi 110020.
CIN: L74899DL1991PLC138153

NOTES:

1. Pursuant to Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by SEBI, annual general meeting can be held through videoconferencing (VC) or other audio visual means (OAVM) without physical attendance of the Members at the AGM venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 also be available on the Company's website <http://www.clcindia.com> websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. However, the Company shall send a hard copy of the Annual Report 2023-24 to those Members who would request for the same. Members who require a hard copy of the Annual Report may send their requests to the E-mail: companysecretary@clcindustries.com.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to the Notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 8 of the Notice, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings

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issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as a Director under Item No. 3 to 5 of the Notice is also annexed to the notice.

8. SEBI vide its notification dated 25th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RCMC Share Registry Pvt. Ltd., the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. The said requests for consolidation of share certificates shall be processed in dematerialized form only.
10. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <http://www.clcindia.com/> under Investor tab. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at mdnair@rcmcdelhi.com in case the shares are held in physical form, quoting their folio no(s).
11. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
12. The Registers under the Companies Act, 2013 will be available through online mode, may send their requests to the E-mail: companysecretary@clcindustries.com between 10.00 am to 18.00 pm except on holidays.
13. The Company has appointed Mr. Ajit Kumar, Proprietor, Ajit Kumar & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
14. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide to its Members, the facility to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with NSDL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by Members using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

15. Remote e-voting – Key Dates:

Cut-off date: The date, one day prior to the commencement of book closure, for determining the Members who are entitled to vote on the resolutions set forth in this Notice	Wednesday, 4 th September, 2024
Book closure dates Period during which the Register of Members and Share Transfer Books of the Company shall remain closed.	Thursday, 5 th September, 2024 to Wednesday, 11 th September, 2024 (both days inclusive)
Remote e-voting period Period during which Members, as on the cut-off date, may cast their votes on electronic voting system from any location	
Start Date and Time	9.00 A.M. (IST) on Sunday 8 th September, 2024
End Date and Time	5.00 P.M. (IST), on Wednesday, 11 th September, 2024

16. 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. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
17. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

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





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

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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>section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
<p>6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:</p> <p>a) Click on “<u>Forgot User Details/Password?</u>”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.</p> <p>b) “<u>Physical User Reset Password?</u>” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ajit.k.cs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go



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through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Narendra at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to companysecretary@clcindustries.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to companysecretary@clcindustries.com.

If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at

step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

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

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC /OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@clcindustries.com. The same will be replied by the company suitably.
6. Members are encouraged to join the Meeting through Laptops for better experience.
7. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Those Members who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. The Company reserves the rights to restrict the number of speakers depending on availability of time for the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**Item No. 3.**

The Board of Directors, upon recommendation of Nomination and Remuneration Committee, by passing resolution by circulation on 13th June, 2024, appointed Mr. Amit Ramanlal Bhandari (DIN: 10666532) as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from 13th June, 2024 to 12th June, 2029 subject to approval of the Members of the Company.

Mr. Amit Ramanlal Bhandari is qualified to be appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Amit Ramanlal Bhandari that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority. The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Amit Ramanlal Bhandari for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Amit Ramanlal Bhandari fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Nomination and Remuneration Committee reviewed the capabilities of Mr. Amit Ramanlal Bhandari vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Amit Ramanlal Bhandari as an Independent Director, for a term of 5 (Five) consecutive years effective from 13th June, 2024. In the opinion of Nomination and Remuneration Committee and the Board of Directors, Mr. Amit Ramanlal Bhandari possesses requisite skills for the efficient functioning of the Company more particularly in the areas Ethics, Corporate Governance.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel.

The terms and conditions of appointment will be available on request at companysecretary@clcindustries.com till the conclusion of the AGM, without any fee.

Additional information and brief profile in respect of Mr. Amit Ramanlal Bhandari, pursuant to the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure to this Notice.

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None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Amit Ramanlal Bhandari, are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board of Directors recommends the ordinary resolution proposing the appointment of Mr. Amit Ramanlal Bhandari as an Independent Director of the Company, as set out in Item No. 3 for approval by the Members.

Item no. 4

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, the Board of Directors of the Company in their meeting held on 19th July, 2024 has approved the appointment of Mr. Shrutisheel Jhanwar (DIN:03582803), as an Additional Director and Chief Financial Officer (CFO).

Mr. Shrutisheel Jhanwar is a Chartered Accountant, having rich and varied experience and exposure in the areas of Taxation, Accounts, Execution, Procurement, Finance, Planning and Capital Market. He also possesses extensive knowledge in exploring diversification, mergers and acquisitions. His appointment as a Director and Chief Financial Officer would help the Company on various key areas for balanced decision making. Other Details of him are provided in Annexure to the Notice forming part of it, pursuant to the Provisions of the Act and Secretarial Standard on General Meeting, issued by the Institute of Company Secretaries of India.

The terms and conditions of appointment will be available on request at companysecretary@clcindustries.com till the conclusion of the AGM, without any fee. Mr. Shrutisheel Jhanwar is interested in the resolution set out at Item No. 4 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except as a member of the Company, if any.

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

Item no. 5

The Nomination and Remuneration Committee, in its meeting held on 19th July 2024 recommended and the Board of Directors, in its meeting held on the same day, approved the appointment of Mr. Shrutisheel Jhanwar (DIN 03582803) as Whole Time Director & Chief Financial Officer of the Company for a period of 5 (Five) years with effect from 19th July 2024, subject to the approval of the shareholders in General Meeting.

Mr. Shrutisheel Jhanwar was appointed on 20th December 2023 by the Board of Directors as Chief Financial Officer of the Company. He is a qualified Chartered Accountant. He possesses nearly 26 years of rich post qualification experience in finance and taxation. He has strong domain knowledge of Finance, Accounts, Taxation, Risk Management System and process implementation, raising capital through innovative financial products, Commercial functions etc.

With his rich experience in the manufacturing and finance field, he would be a valuable asset for the Company in his role as a Whole Time Director & Chief Financial Officer of the Company. Accordingly, the Board of Directors recommends the above resolution for your consideration and approval as a Special Resolution on below terms and conditions as under:

i. Salary break-up are as follows:

Particular	Amount per month
Basic	₹1,72,500/-
HRA	₹ 69,000/-
Special allowance	₹ 76,800/-
Total	₹ 3,18,300/-

- ii. The Company shall provide the rent-free furnished accommodation and will pay electricity and water charges;
- iii. The Whole Time Director shall be entitled to use the Company's car along with the driver, all the expenses for maintenance and running of the same will be borne by the Company;
- iv. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time;
- v. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy;
- vi. Leave Travel Allowance for the Whole Time Director and his family in accordance with the Company policy;
- vii. Bonus for the financial year, in accordance with the Company policy;
- viii. Reimbursement of expenses incurred by him on account of business of the Company in accordance with the Company policy;
- ix. The Whole Time Director shall be entitled to such annual increment from time to time as the Board may by its discretion determine.

Members may note that Mr. Shrutisheel Jhanwar shall not be entitled to any sitting fee for attending the meetings of the Board and/or Committee of Directors.

The details of Mr. Shrutisheel Jhanwar in pursuance of the provisions of the Listing Regulations are mentioned in Annexure.

Approval of the shareholders is being sought for appointment of Mr. Shrutisheel Jhanwar as Whole Time Director & Chief Financial Officer of the Company, for a period of 5 (Five) years starting with effect from 19th July, 2024. Further, the remuneration payable to the Whole Time Director & Chief Financial Officer for proposed appointment has been recommended by the Nomination & Remuneration Committee and duly approved by the Board of Directors of the Company at their respective meetings held 19th July, 2024.

With his vast experience in manufacturing sector, the Board of Directors considered it to be desirable to approve the appointment and remuneration payable to him as Whole Time Director and Chief Financial Officer of the Company.

The Board recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the members.

Mr. Shrutisheel Jhanwar himself may be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Shrutisheel Jhanwar under the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item no. 6

Provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The shareholders, at the 31st Annual General Meeting held on 29th December 2023, authorized the Board with the power under section 180(1)(a) up to ₹100,00,00,000/- (Rupees One Hundred Crore only) for the Company.

In suppression of earlier resolution, the Board of Directors of the Company has proposed to seek consent of the Members by way of Special Resolution set out in Item No. 6 of the accompanying Notice for increasing the power under section 180(1)(a) of the Companies Act, 2013 to ₹ 1,25,00,00,000/- Crore (Rupees One Hundred Twenty-Five Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured to create such mortgage, charge, hypothecation, transfer, sell and/ or otherwise dispose of all or any part of the immoveable and/or moveable properties, tangible or intangible assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour third party/ banks / financial institutions, other investing agencies and trustees for the holders of debentures/ bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures / bonds whether partly / fully convertible or non-convertible (herein collectively referred to as "Loans") issued / to be issued by the Company, provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans within the overall limits of the borrowing powers of the Board of Directors as determined from time to time by the members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

The Board accordingly recommends the Special Resolution set out at Item No. 6 of the Notice for the approval of the Members. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 6 of the Notice.

Item no.7

Provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made there under ("the Act") provide that the Board of Directors of the Company shall not, except with the consent of Members by Special Resolution, borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of its paid-up capital, free reserves and securities premium.

The shareholders, at the 31st Annual General Meeting held on 29th December 2023, authorized the Board with the total borrowing limits up to ₹100,00,00,000/- (Rupees One Hundred Crore only) for the Company. The Board of Directors of the Company envisages requirement of funds in future to support the business operations of the Company and accordingly, it is proposed to increase the maximum long-term borrowing limit up to ₹1,25,00,00,000/- (Rupees One Hundred Twenty-Five Crore only).

Accordingly, consent of the Members is sought by way of Special Resolution set out in Item No. 7 of the accompanying Notice for increasing the borrowing limits of the Company to ₹ 1,25,00,00,000/- (Rupees One Hundred Twenty-Five Crore only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

The Board accordingly recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the Members.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 7 of the Notice.

Item no.8

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

The Company proposes to enter into transactions for purchase of raw material by the Company from its holding company i.e. Manjeet Cotton Private Limited, promoters of the Company. The transactions with Manjeet Cotton Private Limited will be termed as material related party

transactions as per SEBI Listing Regulations and Company's policy on material related party transactions as the same are expected to exceed 10% of turnover of the Company as per last audited financials, and hence the approval of the members is being sought for approval of material related party transactions with Manjeet Cotton Private Limited as set out in item No.8 of the Notice as a special resolution. The said proposed transaction will be and at arms' length basis as per the applicable provisions of the Act and SEBI Listing Regulations.

The aforesaid transactions and any other related party transaction with the Promoter/Promoter group and its Holding Company of the Company in connection with Sale and purchase of goods and the various services including raw material purchase/ services rendered / availed or to be availed, claims made and reimbursement of claims received or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually agreed upon for an aggregate value not exceeding ₹1,75,00,00,000/- (Rupees One Hundred Seventy-Five Crores only) to be entered during Financial Year 2024-25 will be undertaken at prevailing market rates and/or on the basis of comparable third party quotations or as per pricing charge by the related party to third party or independent valuations or such other arms' length criteria as is generally accepted for related party transactions.

The Audit Committee and the Board of Directors of the Company on 19th July 2024 approved the proposed transactions to be entered in material related party transactions with Manjeet Cotton Private Limited and approved entering into material related party transaction with its Directors subject to the approval of the members of the Company.

As per Regulation 23 of the SEBI Listing Regulations and read with applicable provisions of the Act, related parties of the Company are not permitted to vote to approve the resolutions set out in Item No. 8 of this Notice whether the related party is a related party to the proposed transaction or not.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Act, the nature of concern or interest financial or otherwise and the shareholding interest of every Promoter/ Director/ Key Managerial Personnel of the Company in the related parties namely Manjeet Cotton Private Limited to the extent that such shareholding is in excess of 2% is required to be disclosed. Mr. Bhupendra Singh Rajpal and Mr. Sanchit Singh Rajpal are the Directors of the Company and their shareholding is in excess of 2% of total shareholding of Manjeet Cotton Private Limited.

Manjeet Cotton Private Limited, is the promoter and Holding Company of the Company and holds more than 2% shareholding in the Company. Other than as set out above, none of the other Directors of the Company hold 2% or more of the paid-up share capital of the Manjeet Cotton Private Limited.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or any of their respective relatives is concerned or interested, financially or otherwise, in the resolutions set out at Items No. 8 to this Notice.

The Board recommends the special resolution set out at Item No. 8 of the notice for approval of the members of the Company.

ANNEXURE-I

PROFILE OF DIRECTORS BEING APPOINTED/RE-APPOINTED

Profile of Director being re-appointed/appointed as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Mr. Amit Ramlal Bhandari	Mr. Shrutisheel Jhanwar as Additional and Chief Financial Officer	Mr. Shrutisheel Jhanwar as WTD and Chief Financial Officer
DIN	10666532	03582803	03582803
Date of Birth	17 th October, 1979	26 th December, 1974	26 th December, 1974
Date of First Appointment on Board	13 th June 2024	19 th July 2024	19 th July 2024
Qualifications	Civil Engineer	Chartered Accountant	Chartered Accountant
Work Experience	Mr. Amit Ramlal Bhandari, aged 45 years is having experience of business background, involved in working of Solar Energy EPC, Real Estate, Commercial, Residential & Industrial Construction.	Mr. Shrutisheel Jhanwar is qualified Chartered Accountant having more than 26 years of post-qualification experience. He has vast experience of plant operation, Account, Finance, Treasury management, procurement, Insurance etc.	Mr. Shrutisheel Jhanwar is qualified Chartered Accountant having more than 26 years of post-qualification experience. He has vast experience of plant operation, Account, Finance, Treasury management, procurement, Insurance etc.
Directorships in other Companies	Nil	Nil	Nil
Expertise in specific functional areas	Agriculturist, Consulting, Engineer	Finance, Accounts, Procurement	Finance, Accounts, Procurement
Membership of Committees in other Public Limited Companies (includes only Audit & Stakeholders' Relationship Committee)	Nil	Nil	Nil
No. of Shares Held in the Company as on 31 st March 2024	Nil	Nil	Nil
Relationship with Other Directors	NA	NA	NA

The terms of appointment of Mr. Shrutisheel Jhanwar are as under:

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION

1) Nature of Industry:

The Company operates in cotton yarn sector. Its success is deeply rooted in the finest quality cotton yarn.

2) Date of commencement of Commercial production:

The Company carries manufacturing of yarn business since its incorporation.

3) Financial performance based on given indicators:

Standalone Financial Results:

(₹ in lakhs except EPS)

Particulars	2023-2024	2022-2023	2021-2022
Profit/(Loss) after Tax	-3,428.08	-1,094.42	-1,145.85
Net worth (including balance in Profit & Loss Account)	5,623.83	-54,828.74	-53,734.34
Earnings per Share	-4.97	-1.22	-1.28
Turnover*	-	-	-

* As there is no operating income, therefore Turnover is put as '0'

4) Foreign investments or collaboration, if any:

During the period, the Company has not made any foreign investments and not entered into any foreign collaboration as mentioned in Note No-39 of Standalone Financial Statements.

II. INFORMATION ABOUT THE APPOINTEE:

1) **Background details:** Given in the body of this statement.

2) **Past remuneration:** Mr. Shrutisheel Jhanwar was appointed as Chief Financial Officer in the Company with effect from 20th December 2023. However, he has not drawn any remuneration in the capacity of Director.

3) **Recognition or awards:** During the period, He has been bestowed with Award from 'India Treasury Summit 2024' for CFO Excellence in Financial Planning & Analytics.

4) **Job Profile and his suitability:** Information given under the requirements of Regulation 36(3) of the Listing Regulations.

5) **Remuneration proposed:** As mentioned in the resolution.

6) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

The Current remuneration being paid to Whole Time Director and Chief Financial Officer (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies with comparable size in the industry in which the Company operates.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: - No

III. OTHER INFORMATION:

(i) Reasons of loss or inadequate profits: The Company was under CIRP period since 3rd January 2020 to 12th May, 2023

(ii) Steps taken or proposed to be taken for improvement and- The new management is trying to revamp the company in all aspects.

(iii) Expected increase in productivity and profits in measurable terms: The factory of the company is under repair and maintenance; management is committed to start the production very soon.

IV. DISCLOSURES:

The disclosures as required on all elements of remuneration package such as salary. Benefits, bonuses, details of fixed components and performance linked incentives etc. have been disclosed to the Company.

The terms and conditions of appointment will be available on request at companysecretary@clcindustries.com till the conclusion of the AGM, without any fee.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

BOARD'S REPORT

To,
The Members,
CLC Industries Limited
(Formerly known as Spentex Industries Limited)

Your Directors are pleased to present the 32nd Annual Report together with the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024.

Members may kindly note that till 12th May 2023, your Company was under Corporate Insolvency Resolution Process (“CIRP”) and the affairs of the Company were vested with the ERP. On 12th May 2023, the Hon’ble National Company Law Tribunal, New Delhi Bench (“NCLT”), approved the Resolution Plan submitted by the consortium of Manjeet Cotton Private Limited and Vitthal Corporation Limited prepared in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

Thereafter, the Implementation & Monitoring Committee (IMC) was formed for implementation of the aforesaid Resolution Plan and pending for dissolution and the new Board was constituted on 31st August 2023 and subsequently formed various committee in the Board meeting held on 9th October 2023 as per applicable law.

SUCCESSFUL IMPLEMENTATION OF RESOLUTION PLAN:

Upon successful implementation of the Resolution Plan, the following activities have been made in the Company:

- a. Reconstitution of the Board of Directors of the Company and its Committees;
- b. Slump-sale of Company’s units located at Butibori, Pithampur and Solapur;
- c. Reduction and extinguishment of Share Capital of the Company, detailed in Note No:14 to standalone financial statements;
- d. Allotment of securities;

EFFECTS OF IMPLEMENTATION OF RESOLUTION PLAN:

Your Company has become a subsidiary of Manjeet Cotton Private Limited, CIN-U00171MH2005PTC246580, Chhatrapati Sambhajnagar-431003, Maharashtra with effect from 27th December, 2023.

FUTURE OUTLOOK:

With the implementation of the Resolution Plan, your Company is hopeful and confident of accomplishing improved sales and EBIDTA over period of time.

As of now, your company is under revamping situation after CIRP period. Although, your Directors/Management are committed to start commercial production very soon.

1. STANDALONE FINANCIAL RESULTS:

Highlights of Financial Results for the year are as under:

(₹ in lakhs except EPS)

Particulars	2023-24	2022-23
Revenue from operation	-	-
Other Income	789.34	0.63
Profit/(Loss) before finance cost, depreciation and amortization	-1,944.94	-193.69
Finance cost	370.72	-
Profit/(Loss) before depreciation and amortization	-2,315.66	-193.69
Depreciation and amortization	1,001.72	900.73
Profit/(Loss) before tax	-3,317.39	-1,094.42
Tax Expenses	110.69	-
Net Profit/(Loss) for the period	-3,428.08	-1,094.42
EPS (Basic & Diluted) ₹	-4.97	-1.22

2. CHANGE IN THE NATURE OF BUSINESS:

During the year under review, there has been no material change in the nature of business of the Company.

3. STATE OF COMPANY'S AFFAIRS:

There were no business operations during the year under review as the Company is in the process of regularizing various statutory compliances including revamping the business operation of the Company. In view of this the turnover of the Company for the Financial Year 2023-24 was Nil. The Net Loss after tax stood at ₹ 3428.08 Lakhs as against ₹ 1,094.42 lakhs over last year.

4. DIVIDEND:

The Board of Directors does not recommend dividend for the Financial Year ended on 31st March, 2024 in view of losses suffered by the Company for the year under review.

5. TRANSFER TO RESERVES:

During the year under review, no amount was proposed to be transferred to Reserves due to losses.

6. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report.

7. SHARE CAPITAL:

As a part of the implementation of the Resolution Plan approved by the Hon'ble NCLT under Section 30(6) of the Insolvency and Bankruptcy Code, 2016, vide its order dated 12th May 2023, the following changes have taken place in the share capital of your Company during the year under review:

Paid-up Share Capital

The Approved Resolution Plan provides for reduction of existing paid-up capital of the Corporate Debtor in the below mentioned manner:

- to extinguish the 100% shares of the erstwhile Promoter/Promoter group shareholders
- to reduce the paid-up share capital to the extent of 99% which was held by the public shareholders.

To give effect to the said capital reduction, Company has taken 2 steps as mentioned under:

- Firstly, Company has issued 98,74,932 equity shares of ₹ 10/- each to the new promoter i.e. Manjeet Cotton Private Limited along with its nominee on 27th December 2023.
- Secondly, allotted 5,19,748 new equity shares of ₹ 10/- each to the Public Shareholder as on the Record Date i.e. 12th January 2024.

Pursuant to the aforesaid action, the issued, subscribed and paid-up equity share capital of the Company shall stand as 1,03,94,680 equity shares of 10/-each fully paid-up which aggregate to paid-up capital of ₹ 10,39,46,800/- as 31st March 2024.

8. EMPLOYEE STOCK OPTION SCHEME (ESOS):

During the year under review, the Company has not bought back any of its securities/ not issued any sweat equity shares / not provided any Stock Option Scheme to its employees / not issued any equity shares with differential rights.

9. DEPOSITS:

During the year under review, your Company has not accepted/ renewed any public deposits within the meaning of Sections 73 to 76A of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

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

During the year under review, your company has not given any loans, guarantees or investments under Section 186 of the Act. Members may send their request through email to the Company for the inspection of Register maintained under Section 186 of the Act.

11. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED ON CORPORATE SOCIAL RESPONSIBILITY:

As the average net profit of the Company during previous three Financial Years is negative, the Company is not required to spend any amount for the CSR purpose during the year under review.

The policy on CSR as approved by the Board of Directors is also hosted on the website of the Company and can be accessed from web link: <http://www.clcindia.com/disclosure.php#>

12. ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has in place adequate internal financial controls with reference to financial statements. A report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 as given by the Statutory Auditors of the Company forms part of Independent Auditor's Report on Standalone Financial Statements as **Annexure A**.

13. RISK MANAGEMENT:

The newly appointed Board of Directors at their meeting held on 9th October, 2023 has adopted the Risk Management Policy for the Company. The Audit Committee shall review the status of key risks and steps to be taken by the Company to mitigate such risks at regular intervals.

14. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Your Company has adopted a Vigil Mechanism/Whistle Blower Policy in terms of the provisions of Companies Act, 2013 and the Listing Regulations, to provide a formal mechanism to the all directors, employees, business associates and other stakeholders which are a part of the business, ecosystem of the Company to report their genuine concerns and grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics.

The policy provides adequate safeguards against victimization of the all directors, employees, business associates and other stakeholders who avail such mechanism and also provides for direct access to the Vigilance Officer and the Chairman of Audit Committee. The Audit Committee of the Board is entrusted with the responsibility to oversee the vigil mechanism.

During the year, no personnel was denied access to the Chairman of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at <http://www.clcindia.com/disclosure.php>

15. SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANY:

The subsidiary, namely Amit Spinning Industries Limited (ASIL) has under gone CIRP, pursuant to which NCLT, Ahmedabad Bench approved the Resolution plan vide its order dated 31st July 2018. In view of this, entire share capital held in ASIL has become Nil.

Further, subsidiary, namely Spentex Netherlands B.V. has been transferred to erstwhile promoters of the Company in accordance with the relevant terms of the Resolution Plan approved by the Hon'ble National Company Law Tribunal vide its order dated 12th May, 2023.

In view of above, the Company does not have any subsidiaries / joint venture / associate Company as on 31st March 2024 and the disclosure in Form AOC-1 shall not be applicable to the Company for the Financial Year 2023-24.

16. IMPLEMENTATION & MONITORING COMMITTEE (IMC):

On 12th May 2023 formed the IMC for implementing approved Resolution plan and Mr. Subhash Kumar Kundra, Erstwhile Resolution Professional is the Chairman of the Implementation and Monitoring Committee formed for implementing the approved Resolution plan.

17. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Liabile to retire by Rotation:

In accordance with the provisions of the Articles of Association of the Company, Mr. Sanchit Singh Rajpal, Managing Director of the Company, retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommended his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

Appointment of Directors:

During the year under review, IMC appointed Mr. Bhupendra Singh Rajpal as an Additional Director of the Company w.e.f. 12th July 2023 and thereafter Board had been re-constituted on 31st August 2023 and appointed Mr. Sanchit Singh Rajpal as an Additional Director, Mr. Gautam Nandawat as an Additional Independent Director and Mrs. Satinder Kaaur, as an Additional Independent Woman Director.

The newly constituted Board of Directors as referred above at their first meeting held on 9th October 2023 have appointed Mr. Bhupendra Singh Rajpal as Chairman of the Company for the period of 5 years and Mr. Sanchit Singh Rajpal appointed as Managing Director of the Company for the period of 5 years, subject to approval of the members of the Company at the ensuing Annual General Meeting. Subsequently, they had been regularized in the Annual General Meeting of the Company.

Cessation from Directorship:

During the year under review, as per Hon'ble NCLT order dated 12th May 2023, all the existing directors i.e. Mukund Choudhary, Managing Director, Kapil Choudhary, Deputy Managing Director, Ms. Honey Deep Kaur, Independent Woman Director and Mohd. Asim, Independent Director of the Company, without any further action being required on the part of any Person, shall deemed to have resigned w.e.f order date from the Board of Directors of the Company.

Key Managerial Personnel:

Mr. Shrutisheel Jhanwar was appointed as Chief Financial officer of the Company with effect from 20th December 2023 on the basis of recommendation made by Nomination and Remuneration Committee of the Board of Director.

18. FORMAL ANNUAL EVALUATION:

The erstwhile Board of Directors of the Company were replaced by the new Board of Directors with effect from 31st August, 2023. The new Board was not evaluated during the year under review after re-constitution. The Company has put in place a policy containing, inter alia, the criteria for performance evaluation of the Board, its committees and individual Directors (including independent directors).

19. DISCLOSURE REQUIRED UNDER SECTION 134(3)(e) AND SECTION 178(3) OF THE COMPANIES ACT, 2013:

The Board has on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to Executive and Non-Executive Directors, Key Managerial Personnel and Senior Management. The policy also provides the criteria for determining qualifications, positive attributes and Independence of Director and criteria for appointment and removal of Directors, Key Managerial Personnel/Senior Management and performance evaluation which are considered by the Nomination and Remuneration Committee / Board of Directors.

The terms and conditions of appointment of Independent Director stipulates the manner of appointment, role & functions, duties, relevant provisions of section 149, 150 and 152 of the Act and 'Guidelines for Professional Conduct' pursuant to Schedule IV to the Act and are forming part of appointment letter.

The policy is available on the website of the Company at <http://www.clcindia.com/disclosure.php>

20. FAMILIARIZATION PROGRAM FOR THE INDEPENDENT DIRECTORS:

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc. The details of the familiarization programme are explained in the Corporate Governance Report and policy was disclosed on the Company's website at <http://www.clcindia.com/disclosure.php>

21. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received the necessary declaration from each independent director who are part of re-constituted Board confirming that he/she meets the criteria of independence as laid out in Section 149(6) of the Companies Act, 2013 read with the schedules, rules made thereunder and Regulation 16(1) (b) of the Listing Regulations.

22. BOARD AND COMMITTEE'S MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year under review, 7 meetings of the Board were held. The details of the Board and Committee meetings are provided in the Corporate Governance Report forming part of this Report.

23. COMMITTEES OF BOARD:

With an objective of strengthen the governance standards and to comply with the applicable statutory provisions, the Board has constituted various committees with effect from 9th October, 2023. Details of such committees constituted by the Board are given in the Corporate Governance Report, which forms part of this Annual Report.

24. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3) (c) of the Act, the Board of Directors to the best of its knowledge and ability confirm that:

(a) in preparation of the annual accounts, the applicable accounting standards have been followed.

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit and Loss of the Company for that period.

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(d) they have prepared the annual accounts on a going concern basis.

(e) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.

(f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Board of Directors of the Company, acting upon the recommendation of its Audit Committee of Directors, has approved the policy and procedures with regard to Related Party Transactions for reviewing, approving and ratifying Related Party transactions and in providing disclosures with respect to the above transactions, as required under the Companies Act, 2013, SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time and other applicable provisions, rules and regulations made thereunder.

All related party contracts/arrangements/ transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseen and repetitive nature. The statement of transactions entered into pursuant to the omnibus approval so granted is placed before the Audit Committee for approval on a quarterly basis. Accordingly, transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. is Annexure 'A', The details of the transactions with Related Parties are provided in the Note no-38 of the Standalone financial statements in accordance with the Accounting Standards.

The updated policy on Related Party Transactions as approved by the Board is uploaded on the Company's website, the weblink of which is as under: <http://www.elcindia.com/disclosure.php>

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERNS STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the Company was under Corporate Insolvency Resolution Process ("CIRP") since 3rd January, 2020 till 12th May 2023. On this day the Hon'ble National Company Law Tribunal ("NCLT"), Principal Bench, New Delhi passed an order and approved the Resolution plan submitted by Manjeet Cotton Private Limited & Vitthal Corporation Limited in consortium ("Resolution Applicants") as approved by the Committee of Creditors with the requisite majority as per Section 30(4) of the IBC in accordance with Section 30(6) of the Insolvency and Bankruptcy Code ("IBC").

Except above, no other significant or material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

27. AUDITORS AND THEIR REPORTS:

Statutory Auditor

In terms of provisions of Companies Act 2013 read with Companies (Audit & Auditors) Rules 2014 M/s. Ashok R. Majethia & Co., Chartered Accountants (Firm Registration No. 127769W), have been appointed as Statutory Auditors for the first term of 5 consecutive years by the shareholders with effect from the conclusion of 31st Annual General Meeting till the conclusion of 36th Annual General Meeting.

There are no cases of fraud detected and reported by the Auditor under Section 143(12) during the Financial Year. The auditors have not reported any fraud during the year and hence information under Section 134(3) (ca) may be treated as NIL.

During the Financial Year under review, there are qualifications made by the Statutory Auditor on the Standalone Financial Statements of the Company.

BOARD'S EXPLANATION OR COMMENTS ON QUALIFICATIONS MADE BY THE AUDITOR IN HIS REPORT ARE AS UNDER:

- a. **No provision is made in respect of Security Deposit ₹124.19 Lakhs, Balance with Government Authorities ₹3908.20 Lakhs considered doubtful of recovery in absence of adequate details and liability in respect of gratuity and compensated absences for which liability has not been ascertained-** We are trying to get relevant details from old software through RP office, so we can recover the money. Further there will not be any financial impact, if we will not be in position to recover the same will be adjusted over a period of time out of Capital Reserve.
- b. **The details in respect of Income tax refund receivable of ₹113.21 Lakhs, and Balances with Government Authorities of ₹5402.98 Lakhs are not available with the company-** We shall explore to get the money. Further there will not be any financial impact, if we will not be in position to recover the same will be adjusted over a period of time out of Capital Reserve.

- c. **The company has written off cash balance of ₹40.62 Lakhs in the books of account on the plea of the present management that the same is not handed over to the new management-** As we have not received such cash balance at the time of getting hand over, therefore write off. As such there is no financial impact.
- d. **The fixed deposits receipts of ₹340.51 Lakhs were not found on record and no confirmation was made available for ₹8.68 lakhs from the bank-** Fixed deposit receipt lying with RP, as he is responsible for making payment, we shall get copies from them. As such there is no financial impact.
- e. **The balances of Trade Receivable, bank balances including fixed deposits, Trade Payable, Unsecured Loans, Employees, current and non-current Loans and Advances, and Liabilities are subject to confirmations and reconciliation-**We don't have address, but still try to get address from Software through RP office, and through Bank in case of Fixed deposit. Further, we have reconciliation with them but no written confirmation. Further there will not be any financial impact, if we will not be in position to recover the same will be adjusted over a period of time out of Capital Reserve.

Cost Auditor

As per the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder, the maintenance of Cost records and appointment of Cost Auditor is not applicable to the Company during the year under review.

Secretarial Auditor

Mr. Ajit Kumar (CP No. 10990), Practicing Company Secretary was appointed as a Secretarial Auditor of the Company as per Section 204 of the Companies Act, 2013 for the Financial Year 2023-24. The Secretarial Audit Report is annexed herewith as Annexure 'B' and this Report is self-explanatory and requires no comments.

28. ENHANCING SHAREHOLDERS' VALUE:

The Company is committed to creating value for its other stakeholders by ensuring that its positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

29. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Corporate Governance Report and Management Discussion & Analysis, which form part of this Report, together with the Certificate from the Practicing Company Secretary of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the declaration by the Chairman regarding affirmations for compliance with the Company's Code of Conduct are annexed to this report as Annexure 'C to F'.

30. SECRETARIAL STANDARDS:

During the year under review, the Company has complied with the provisions of Secretarial Standard-1 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

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

No business activity has been carried out during the year under review: -

A. Conservation of Energy

As there were no transaction during the period under review as plant was under repair and maintenance.

B. Technology Absorption:

As there were no transaction during the period under review as plant was under repair and maintenance.

C. Foreign Exchange Earning and Outgoing

There were no foreign exchange earnings and outgo during the Financial Year as per the audited financial statements.

32. ANNUAL RETURN:

A copy of Annual Return as provided under section 92(3) and section 134(3)(a) of the Companies Act, 2013 ('the Act') is made available on the website of the Company and can be accessed at <http://www.clcindia.com/disclosure.php>

33. PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1)/ (2)/(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company during the period under review.

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

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The aim of the policy is to provide protection to women employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where women employees feel secure.

All women employees (permanent, contractual, temporary, trainees) are covered under the said policy.

Your Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to redress complaints received on sexual harassment.

No complaint was pending at the beginning of the year and none was received during the year.

35. LISTING:

Your Company's shares were listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), however trading was suspended due to procedural reasons.

36. GENERAL:

The Board of Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions or applicability pertaining to these matters during the year under review:

- a. Payment of remuneration or commission from any of its holding or subsidiary companies to the Managing Director/ Whole Time Director of the Company.
- b. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).
- c. Details of any application filed for corporate insolvency under Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016.
- d. One time settlement of loan obtained from the banks or financial institutions.

ACKNOWLEDGEMENTS

The Board expresses its sincere thanks to all the employees, customers, suppliers, investors, lenders, regulatory and government authorities and stock exchanges for their co-operation and support and look forward to their continued support.

On behalf of the Board of Directors
CLC Industries Limited
(Formerly known as Spentex Industries Limited)

Sd/-

Bhupendra Singh Rajpal

Chairman

DIN: 00311202

Sd/-

Sanchit Singh Rajpal

Managing Director

DIN: 00311190

Place: Chhatrapati Sambhajinagar (Aurangabad)

Date: 30th May 2024

FORM NO. AOC -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at Arm's length basis-** Not applicable, since all contracts or arrangements or transactions with related pares are at arm's length basis.

2. **Details of contracts or arrangements or transactions at Arm's length basis: -**

SL. No.	Particulars	Details
a	Name (s) of the related party & nature of relationship	Manjeet Cotton Private Limited- Holding Company. a private company in which: - Two Directors of the Company are Members and Director.
b	Nature of contracts /arrangements/transaction	Purchase of machinery, equipment's
c	Duration of the contracts /arrangements /transaction	1 st April, 2023- 31 st March, 2024
d	Salient terms of the contracts or arrangements or transaction including the value, if any	The related party transactions entered during the year were in the ordinary course of business and at arm's length basis. The aggregate amount of transactions entered into during the financial year ended on 31 st March, 2024 was ₹152.41 lakhs
e	Date of approval by the Board	5 th December, 2023
f	Amount paid as advances, if any	Nil

On behalf of the Board of Directors
CLC Industries Limited
(Formerly known as Spentex Industries Limited)

Sd/-
Bhupendra Singh Rajpal
Chairman
DIN: 00311202

Sd/-
Sanchit Singh Rajpal
Managing Director
DIN: 00311190

Place: Chhatrapati Sambhajinagar (Aurangabad)
Date: 30th May 2024

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024

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

To,
The Members,
CLC Industries Limited,
(Formerly known as Spentex Industries Ltd)
A-60, Okhla Industrial Area, Phase II,
New Delhi 110020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CLC Industries Limited (Formerly known as Spentex Industries Limited) under Corporate Insolvency Resolution Process (CIRP) till 12th May, 2023 (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/ statutory compliances and expressing my opinion thereon.

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, during the audit period covering the Financial Year ended on 31st March, 2024, the company was under CIRP period from 3rd January 2020 to 12th May 2023 and the Hon’ble NCLT, Principal Bench, New Delhi, vide its order approved the Resolution Plan submitted by the Manjeet Cottons Private Limited & Vitthal Corporation Limited (“Resolution Applicants”) as approved by the Committee of Creditors with the requisite majority as per Section 30(4) of the IBC, was filed with Hon’ble NCLT, Principal Bench, New Delhi. Henceforth, the Resolution Applicants are in the process of regularizing the compliances of the Company in the manner and subject to the reporting made hereinafter:

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

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings- applicable only to the extent of Foreign Direct Investments and Overseas Direct Investment;

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, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable to the Company during the Audit Period);
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not applicable to the Company during the Audit Period);

vi. During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, etc. mentioned above.

- a) The Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder;
- b) The Air (Prevention and Control of Pollution) Act, 1981 and rules made thereunder;
- c) The Environment (Protection) Act 1986 and amended up to 1991) and The Environment (Protection) Rules 1986 & Amendment Rules, 2006;
- d) The Hazardous Waste (Management Handling and Transboundary Movement) Rules, 2008 and amendment up to date;
- e) Factories Act 1948 as amended in 1987 along with Maharashtra Factories Rules, 1963
- f) Workmen's Compensation Act, 1923;
- g) Employees' Provident Funds and Miscellaneous Provisions Act, 1952 as amended from time to time and rules made thereunder;
- h) Employees' State Insurance Act, 1948 as amended from time to time and rules made thereunder;
- i) Contract Labor (Regulation and Abolition) Act, 1970 as amended from time to time and rules made thereunder;
- j) The Maternity Benefit Act, 1961 as amended from time to time and rules made thereunder;
- k) The Code on Wages, 2019;
- l) Manufacture, Storage and Import of Hazardous Chemicals Rules 1989 and Amendment Rules, 2000;

- m) Public Liability Insurance Act, 1991 amended up to 1992 & Rules 1991 amended up to 2003;
- n) Private Security Agencies (Regulation) Act, 2009;
- o) The Insolvency and Bankruptcy Code, 2016 with rules made therein;
- p) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- q) The (National & Festival Holidays) Act, 1963;
- r) The Maharashtra Workmen's Minimum House Rent Allowance Act, 1983 and rules made thereunder;
- s) Trade Union Act 1926;
- t) Maharashtra Recognition of Trade Union and Prevention of Unfair Labor Practice Act 1971;
- u) The Maharashtra Mathadi Hamal & other Manual Workers Act, 1969; and
- v) The Maharashtra Pvt. Security Guards (Regulation of Employment and welfare) Act.

vii. I have also examined compliance with the applicable Clauses / Regulations of the following:

- a) Secretarial Standards with regard to Meetings of Board of Directors ('SS-1') and General Meetings ('SS-2') issued by The Institute of Company Secretaries of India;
- b) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited. During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. except in respect of matters specified below.

I further report that:

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;
- b) Adequate notice is given to all the directors to schedule the Board meetings, agenda and detailed notes on agenda were sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings; and
- c) 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 or Committee of the Board, as the case may be.

I further report that, during the period under review, there was following major actions taken by the company as per NCLT order dated 12th May 2023:

- a) Reconstitution of the Board of Directors of the Company and its Committees;
- b) Adoption of various policies;
- c) Reduction and extinguishment of Share Capital of the Company;
- d) Issuance and Allotment of securities as per approved resolution plan dated 12th May 2023;

The Approved Resolution Plan dated 12th May 2023 provides for reduction of existing paid-up capital of the Corporate Debtor by way of cancellation of entire 100% shares of the erstwhile promoter / promoter group shareholders and reduction of paid-up share capital to the extent of 99% which was held by the public shareholders.

To give effect to the said capital reduction and issuance of new shares, it was decided by the Board of Directors of the Company at their meeting held on 27th December, 2023:

- To extinguish the 100% shares of the erstwhile Promoter / Promoter group shareholders and cancelling its existing 5,19,74,809 equity shares held by public shareholders of the Company; and
- Issue and allotment of 98,74,932 equity shares of ₹ 10/- each to the new promoters and remaining 5,19,748 new equity shares of ₹ 10/- each to the Public Shareholder as on the Record Date i.e. 12th January 2024 at ratio of 100:1.

Pursuant to the aforesaid capital reduction and issue of shares, the issued, subscribed and paid-up equity share capital of the Company shall stand as 1,03,94,680 equity shares of ₹10/- each fully paid-up which aggregate to paid-up capital of ₹10,39,46,800 /- as 31st March 2024.

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

The National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) has sent advisory letters for complying with SEBI (LODR) 2015, the Company has complied with the same. However, applications w.r.t Change in name of the company (from Spentex Industries Limited to CLC Industries Limited), listing approval, waiver of SOP fines and effect of capital reduction as per approved resolution plan are pending with the both (BSE & NSE) Stock Exchanges.

I further report that:

1. I have not examined the Financial Statements, Financial books and related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Services Tax, ESIC, Provident Fund, Professional Tax, Foreign Currency Transactions, Related Party Transactions etc., For these matters, I rely on the report of statutory auditors for Financial Statement for the Financial Year ended 31st March, 2024.
2. In terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, a Company has complied with relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dealing with the requirements of, amongst others, composition of Board of Directors including that of Independent Director, Constitution, Meetings and terms of reference of the Audit Committee, Constitution, Meetings and terms of reference of the nomination and remuneration committee, constitution, meetings and terms of reference of the stakeholders' relationship committee.
3. During the period under review, Board Meetings or various Committee Meetings of the Board of Directors conducted during the period under review.
4. The management, under the direction of Erstwhile Resolution Professional /Implementation and Monitoring Committee and new management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/files required by the concerned authorities and internal control of the concerned department.

5. I further report that during the audit period, there are no instances of except as above mentioned:

- I. Public/Right/Preferential issue of shares/debentures/Sweat Equity etc.;
- II. Redemption/buy-back of securities;
- III. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013;
- IV. Merger / amalgamation / reconstruction, etc.;
- V. Foreign technical collaborations.

I further report that

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 as provided by its officers, agents and authorized representatives.

2. I have followed the audit practices and processes as are 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 the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

4. I have not verified the correctness and appropriateness of the books of accounts of the Company including loans and guarantees to the related parties.

5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Ajit Kumar & Associates
Company Secretaries
ICSI Firm Unique Code: S2009DE109500
Peer Review Certificate: 5077/2023

Place: New Delhi
Date: 18th July, 2024

Sd/-
Ajit Kumar
FCS No.: 9320
COP No.: 10990
UDIN: F009320F000774172

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

**Pursuant to Regulation 34(3) read with Para D of Schedule V of
the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015**

I, Bhupendra Singh Rajpal, Chairman of CLC Industries Limited (“Company”), hereby declare that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company’s Code of Conduct for Board of Directors and Senior Management for the year ended 31st March 2024.

**For and on behalf of Board of Directors of
CLC Industries Limited**

Sd/-

**Bhupendra Singh Rajpal
DIN:00311202**

Place: Chhatrapati Sambhajinagar (Aurangabad)

Date: 30th May 2024

Date:30th May 2024

**To,
The Board of Directors
CLC Industries Limited
A-60, Okhla Industrial Area Phase II,
New Delhi – 110020**

Dear Sirs,

We, the undersigned certify that:

- a. We have reviewed financial statement and the Cash Flow Statement of CLC Industries Limited (“the Company”) for the year ended on 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 that we have evaluate the effectiveness of internal control system 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 we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which they 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

**Thanking You,
Your faithfully
For CLC Industries Limited
Sd/-
Bhupendra Singh Rajpal
Chairman**

**Sd/-
Shrutisheel Jhanwar
Chief Financial Officer**

Annexure E

CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE
[Pursuant to Regulation 34(3) and Schedule V Para E of the Securities
and Exchange Board of India (Listing Obligations and Disclosure
Requirements) Regulations, 2015]

To,
The Members
CLC Industries Limited
(Formerly Known as Spentex Industries Ltd)
A-60, Okhla Industrial Area, Phase II,
New Delhi 110020

We have examined the relevant records of CLC Industries Limited (Formerly known as Spentex Industries Limited) (“The Company”), for the purpose of certifying compliance with the conditions of Corporate Governance for the year ended 31st March, 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the affairs of the Company was managed by the Erstwhile Resolution Professional till 12th May 2023 and afterwards the new board have been constituted with effect from 31st August 2023 during the year under review.

The Board of Directors constituted pursuant to the Resolution Plan approved by the Hon’ble National Company Law Tribunal (“NCLT”), Principal bench, New Delhi vide its order dated 12th May, 2023 and it is taking appropriate steps / actions after its formation with effect from 31st August 2023 and afterwards constituted various committees, adopted policies in accordance with the applicable laws.

As informed to us, since the Board of Directors of the Company are newly constituted after the Corporate Insolvency Resolution Process in the current Financial Year, the report on Corporate Governance is provided in the Financial Year as the compliance with the applicable regulations are under obligation of the new management with effect from 31st August 2023.

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

For Ajit Kumar & Associates
Company Secretaries

ICSI Firm Unique Code: S2009DE109500
Peer Review Certificate: 5077/2023
Place: New Delhi
Date: 28th May, 2024

Sd/-
Ajit Kumar
FCS No.: 9320
COP No.: 10990
UDIN: F009320F00047584

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to Regulation 34(3) and Schedule V Para
clause (10) (i) of the Securities and Exchange Board of
India (Listing Obligations and Disclosure
Requirements) Regulations, 2015]

To,
The Members,
CLC Industries Limited
(Formerly known as Spentex Industries Ltd)
CIN: L74899DL1991PLC138153
Address: A-60, Okhla INDL Area,
Phase II, New Delhi, 110020

I have examined the relevant information of CLC Industries Limited (Formerly known as Spentex Industries Ltd) having CIN: L74899DL1991PLC138153 and having registered office at A-60, Okhla INDL Area, Phase II, New Delhi, 110020 (hereinafter referred to as 'the Company'), produced before me by its officers, agents and authorized representatives for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is matter of record that the Company was under corporate insolvency resolution process in accordance with Insolvency & Bankruptcy Code 2016 (hereinafter referred to as 'The Code or IBC') read with regulation 39(4) of the IBBI (Insolvency Resolution Process for Corporate Person) Regulations, 2016 ("CIRP Regulation") till 12th May 2023 and afterwards the new Board was constituted with effect from 31st August 2023.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S.No.	Full Name	DIN	Date of Appointment
1	Sanchit Singh Rajpal	00311190	31/08/2023
2	Gautam Maheshchandra Nandawat	02601413	31/08/2023
3	Satinder Kaaur	10283851	31/08/2023
4	Bhupendra Singh Rajpal	00311202	12/07/2023

Ensuring the eligibility 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.

For Ajit Kumar & Associates
Company Secretaries
ICSI Firm Unique Code: S2009DE109500
Peer Review Certificate: 5077/2023
Ajit Kumar
FCS No.: 9320
COP No.: 10990
UDIN: F009320F000475863

Place: New Delhi
Date: 28th May, 2024

Management Discussion and Analysis Report

ECONOMIC OVERVIEW

Global Economy

As per IMF latest economic outlook (April 2023), the baseline forecast for GDP growth is likely to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see a slowdown in growth from 2.7 percent in 2022 to 1.3 percent in 2023.

With further financial sector stress, global growth may decline to about 2.5 percent in 2023 with advanced economy growth falling below 1 percent. A lot hinge on the inflation behavior especially in advance economy in 2023, which acted as a trigger for tight monetary policy causing shortage of money supply and demand contraction. Fundamentally, China is rebounding with the reopening of its economy and witnessing easing of supply-chain disruptions.

While the Western world becomes the epicenter of global tensions, emerging and developing economies are expected to outpace them by growing at 3.9% in 2023 and 4.2% in 2024. Emerging Asian economies led by China and India are bound to grow by 5.3% in 2023 and 5.1% in 2024 respectively.

Indian Economy

Despite the global slowdown, India's economy has been growing well in comparison of the rest of world and driven primarily by robust domestic consumption while exports have not been encouraging. The Central Government's strong infrastructure push under the Prime Minister's Gati Shakti initiative, logistics development and industrial corridor development is likely to contribute significantly to raising industrial competitiveness and boosting future growth. Improving labour market conditions will drive growth in private consumption.

The Central Government has played a major role in boosting the growth of the economy as it continued with its capital expenditure push in the Union Budget 2023-24. In Financial Year 2023-24, capex is budgeted at ₹10 lakh crore, which will constitute 3.3% of GDP. As per the RBI, such level of capex spending can take India's real GDP growth close to 7% in FY24. Despite the challenging global environment, the Indian economy with its strong fundamentals and massive demographic strengths seems a route to outpace other large economies.

World Cotton Outlook

World cotton production fell 3 percent from the year before in marketing year 2023-24, down 3.4 million bales to 112.8 million, its lowest in 7 years. Lower cotton prices brought area down in a number of countries, partly offset by a weather-driven rebound in Pakistan and continued growth in Brazil's area. Yield changes were mixed—lower in the United States, China, India, and Turkey, but rebounding sharply in Pakistan, the Franc Zone, and Brazil. China's 2023-24 yield was only slightly below the previous year's record level, but 2023-24 yields in India and Pakistan compared much more poorly with the levels achieved a decade earlier, limiting output in those countries. In contrast, Brazil's cotton yield reached a record high and was 30% higher than 10 years before, making Brazil the world's third largest cotton producer for the first time in 2023-24. (Source: USDA WASADE Report- April Month).

Indian textile and apparel industry:

ICRA expects the domestic cotton spinning industry to recover in Financial Year 2024-25, growing by 6-8%, supported by a 4-6% volume growth and mild realization gains. This follows two consecutive years of de-growth on the back of subdued domestic demand and falling yarn realisations. Over two-thirds of the total cotton yarn produced is consumed domestically, where green shoots of recovery are visible from the downstream segments, such as readymade garments and home textiles. Exports, which rebounded in Financial Year 2024-25 on a lower base, are likely to normalize in Financial Year 2024-25. While the exports will remain exposed to headwinds from sluggish global demand, a shift in sourcing preference away from other countries will offset this impact to an extent. Domestic cotton prices, which peaked sharply in H1 Financial Year 2023-24 and reached a lifetime high of ₹284 per kg, have been declining over the last two years. The average prices, which fell by 26% YoY in Financial Year 2024-25 amid a moderation in global prices and weak demand from the end-user segments, are likely to marginally increase in the near term with a recovery in demand and an expected reduction in the cotton sown area. Cotton yarn prices, too, had been declining since June 2022 amid softening cotton fiber prices and slowing demand from the downstream segments. ICRA expects the cotton yarn prices to rise marginally in Financial Year 2024-25 and remain exposed to the vagaries of demand.

Financial Review:

(₹ in Lakhs)

Particulars	FY 2023-24	FY 2022-23	Change (%)
Revenue from Operation	-	-	NA
Operating Profit/Loss (EBITDA)	-1,944.94	-193.69	904.13%
Finance Cost	370.72	-	NA
Depreciation Cost	1,001.72	900.73	11.21%
Profit/Loss before Tax	-3,317.39	-1,094.42	203.12%

Financial Ratios:

Particulars	2023-24	2022-23	Change (%)	Remark
Debtor Turnover Ratio (Days)	-	-	-	NA
Current Ratio (Times)	10.07	0.11	9154.72	In terms of the approval of the resolution plan by the NCLT, New Delhi some liabilities have been duly paid against the resolution plan size of ₹150 crores.
Debt- Equity Ratio (Times)	0.62	-0.98	-163.59	In terms of the approval of the resolution plan by the NCLT, New Delhi there are additions in reserves & surplus of the company.
*EBIDTA Margin (%)	-	-	-	NA
*Net Profit Margin (%)	-	-	-	NA
Return on Net Worth (%)	-60.96	2.00	-3153.82	There is huge increase in other expenses due to creation of provisions for doubtful balances /advances in current financial year as compared to previous financial year.

* As there is no operating income, it is put as '0'

Human resources/ Industrial relations:

Human resource is considered as the most valuable of all resources available to the Company. The Company continues to lay emphasis on building and sustaining an excellent organization climate based on human performance. Its human resource division plays a crucial role to build a strong and talented workforce. It provides opportunities for professional and personal development and implements comprehensive employee engagement and development programmes to enhance the productivity and skills of its employees.

Risks and Concerns:

The Company has a robust Enterprise Risk Management framework for the timely and effective identification, assessment and mitigation of key business and operational risks

Internal control systems and their adequacy:

Your Company has been regularly reviewing and updating its internal controls by benchmarking against the industry standards. Dynamics of changing business requirements, statutory compliances and corporate governance are adopted in existing systems after careful review to remain in line with compliance requirements and expectations of business partners like customers and institutions. Senior management monitors the recommendations of internal audits for continuous system updating. IT System infrastructure is updated regularly to support business decision making as well as better controls.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34(3) read with Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”), the Company’s Report on Corporate Governance for the year ended 31st March, 2024 is set out below:

CORPORATE INSOLVENCY RESOLUTION PROCESS:

The Company was undergone the Corporate Insolvency Resolution Process (“CIRP”) since 3rd January, 2020 under the provisions of the Insolvency and Bankruptcy Code, 2016 (“IBC”). During the said process, the powers of the Board of Directors of the Company were suspended and were being exercised by the Resolution Professional (“RP”) duly appointed by the Adjudicating Authority Hon’ble National Company Law Tribunal, New Delhi (“NCLT”). The Company continued to operate as a going concern and while the RP managed the affairs of the Company from the initiation of CIRP proceeding till the approval of Resolution Plan.

The resolution plan (“**Plan**”) submitted by the consortium of Manjeet Cotton Private Limited and Vitthal Corporation Limited (“**Successful Resolution Applicants**” or “**SRA**”) was passed by the Committee of Creditors of Corporate Debtor on 2nd April, 2021 and the same has been approved by the Hon’ble NCLT on 12th May 2023 (“**NCLT Approval Date**”).

As per the approved Resolution Plan, Implementation & Monitoring Committee (IMC) was constituted for the implementation of the Resolution Plan and all the decisions which could otherwise have been taken by the Company’s board of directors, were taken by the Monitoring Committee and Mr. Subhash Kumar Kundra who acted as Resolution Professional during CIRP of the Company, was appointed as the Chairperson of IMC. As a part of the implementation of the Resolution Plan, the erstwhile Board of Directors of the Company were replaced by the new Board of Directors with effect from 31st August 2023 and took control over the management of the Company.

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

Effective Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Corporate Governance is based on the principles of integrity, transparency, accountability and commitment to values. Company’s views are not only to comply with the statutory requirements in letter and spirit, but also to aim at implementing the best practices, keeping in view the overall interest of all its stakeholders. Your Company takes Corporate Governance as a critical tool to enhance trust of its Customers, Employees, Investors, Government and the Community at large and achieve its goal of maximizing value for its stakeholders.

BOARD OF DIRECTORS

Composition, Category and size of the Board: The Board of the Company is broad-based and consists of eminent individuals. The Company is managed by the Board of Directors in co-ordination with the senior management team.

As on 31st March 2024, the Board of the Company composition as per applicable regulation of SEBI (LODR), 2015 are as under:

Designation	No's	Remarks
Executive Director	2	Non-Independent Director (Chairman & Managing Director)
Non- Executive Director	2	Independent Director including one woman Director

MEETINGS OF THE BOARD

During the year, Company's Board met Seven (7) times i.e. on 9th October, 2023, 5th December, 2023, 7th December, 2023, 20th December, 2023, 27th December, 2023, 30th December, 2023 and 14th February, 2024. The Company has held a minimum of one board meeting in each quarter and maximum gap between two consecutive meetings did not exceed 120 days which is in compliance with the Listing Regulations and provisions of the Companies Act, 2013.

Agenda papers are sent electronically or physically delivered to the directors, well in advance, before the meetings. Draft minutes of the board and committee meetings are circulated to the directors of the Company for their comments and thereafter, noted by the board/committees at the next meeting.

The following table gives the composition and category of the directors on the Board as on 31st March 2024, their attendance at the board meetings during the year under review and at the last annual general meeting, as also the number of directorships and committee memberships/ chairmanships held by them in other Companies and names of the other Listed Companies where he/she is a director & the category of directorship:

Name of Director	Category	Attendance Particulars			Number of other Directorships and Committee Memberships /Chairmanships			Name of other Listed Companies & category of Directorship as on 31st March 2024
		Board Meetings	Meetings Attended	Last AGM	Other Directorship	Committee Memberships	Committee Chairmanships	
Mr. Bhupender Singh Rajpal	Promoter, Executive	7	7	Yes	7	2	-	-
Mr. Sanchit Singh Rajpal	Promoter, Executive	7	7	Yes	2	2	-	-
Mr. Gautam Nandawat	Independent, Non-Executive	7	7	NA	-	3	2	-
Mrs. Satinder Kaaur	Independent, Non-Executive	7	7	NA	-	2	1	-

All the directors have informed about their committee membership/chairmanship as mandated by Regulation 26(1) of the Listing Regulations and on the basis of that, none of the directors on the Board of the Company acts as a member of more than ten (10) committees or acts as a chairperson of more than five (5) committees (considering only Audit Committee and Stakeholders Relationship Committee) in which he/she is a director.

All the independent directors have submitted a declaration that they meet the criteria of independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an independent judgment and without any external influence. Further, in compliance with sub-rule (1) of Rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, all the existing independent directors of the Company have applied online to the Indian Institute of Corporate Affairs (“IICA”) for inclusion of their name in the data bank and they have received the registration certificate from IICA and passed the exam.

FAMILIARISATION PROGRAM

During the course of Board Meeting(s) held during the Financial Year 2023-24 post re-constitution of new board of the Company, presentations were made on various matters, inter-alia, covering the Company’s business and operations, industry and regulatory updates, strategy, finance, risk management framework and other relevant matters as a part of familiarisation programmes.

Policy of familiarisation programme to Independent Directors/ Executive Director is disclosed on the website of the Company and can be accessed through web link <http://www.clcindia.com/disclosure.php>

List of core skills/expertise/competencies identified of the Board of Directors are as under:

Sr.No.	Skill’s /Expertise/ Competencies	Names of Directors who have skills / expertise /competencies
1	Accounting and Financial Management	All Directors
2	Direct and Indirect Taxation	Mr. Gautam Nandawat
3	Capital and Financial Market	Mr. Sanchit Singh Rajpal, Mr. Gautam Nandawat and Mrs. Satinder Kaaur
4	Yarn Production, Marketing and selling	Mr. Bhupendra Singh Rajpal, Mr. Sanchit Singh Rajpal

In the opinion of the Board, the independent directors who are proposed to be appointed at the Annual General Meeting, fulfil the conditions specified in the Listing Regulations and are independent of the management of the Company.

Information given to the Board:

The Board and its Committees have complete access to all relevant information. Such information is submitted either as a part of the agenda papers prior to the meetings or by way of presentations and discussion material during the meetings.

COMMITTEES OF THE BOARD:

As a part of the implementation of the Resolution Plan approved the Hon’ble National Company Law Tribunal, New Delhi Bench vide its order dated 12th May, 2023 under Section 30(6) of the Insolvency and Bankruptcy Code, 2016, the following Committees of the Board have been reconstituted with effect from 9th October, 2023: -

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders Relationship Committee

AUDIT COMMITTEE

Terms of Reference:

The scope of activities of the Audit Committee is as set out in Schedule II Part C of SEBI (LODR) Regulations, 2015 (as amended from time to time) read with Section 177 of the Act. These broadly include review of reports of the Internal Auditors and to discuss the same with them periodically, to meet Statutory Auditors to discuss their findings/ suggestions, to review weaknesses in internal controls reported by Internal and Statutory Auditors, to review financial reporting systems and internal control systems, to review quarterly/half yearly/annual financial results and other matters.

Audit Committee Composition:

The composition of the Audit Committee as on 31st March 2024 is as follows:

Name of the Member	Designation	Category
Mr. Gautam Nandawat	Chairman	Non-executive & Independent Director
Mrs. Satinder Kaaur	Member	Non-executive & Independent Director
Mr. Sanchit Singh Rajpal	Member	Executive & Managing Director

The Chairman of the Audit Committee has a strong financial and accounting background with immense experience. All the members of the Audit Committee are financially literate and having insight to interpret and understand financial statements.

Audit Committee Meetings:

During the Financial Year under review, the Audit Committee met Three (3) times on 7th December, 2023, 20th December, 2023 and 14th February, 2024:

Name of the Member	Designation	Meeting Held in a year	Meeting attended
Mr. Gautam Nandawat	Chairman	3	3
Mrs. Satinder Kaaur	Member	3	3
Mr. Sanchit Singh Rajpal	Member	3	3

The Committee meetings were also regularly attended by Chief Financial Officer, Accounts and Finance Executives, Internal Auditor and Statutory Auditor of the Company. The composition, quorum, powers, role and terms of reference of the Audit Committee *inter-alia* covers the areas as contemplated under Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013, as applicable.

NOMINATION AND REMUNERATION COMMITTEE:

Terms of Reference:

Terms of reference of the Committee, includes considering the matters relating to the Company's Policies on remuneration payable and determining the package to the Managing Directors, Executive Directors and Whole-time Directors, commission to be paid to the Directors and other matters specified in section 178 of the Act and as set out in Part D of

Schedule II of SEBI (LODR) Regulations, 2015 (as amended from time to time) The Nomination and Remuneration Committee is in compliance with the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, as amended from time to time.

Constitution and composition:

The composition of the Nomination and Remuneration Committee as on 31st March 2024 is as follows:

Name of the Member	Designation	Category
Mrs. Satinder Kaaur	Chairperson	Non-executive & Independent Director
Mr. Gautam Nandawat	Member	Non-executive & Independent Director
Mr. Bhupender Singh Rajpal	Member	Executive & Chairman

Meeting and attendance during the year under review:

During the Financial Year under review, the Nomination and Remuneration Committee met one time after constitution of members of the Committee held on 20th December 2023.

Name of the Member	Designation	Meeting Held in a year	Meeting attended
Mrs. Satinder Kaaur	Chairperson	1	1
Mr. Gautam Nandawat	Member	1	1
Mr. Bhupender Singh Rajpal	Member	1	1

The composition, quorum, powers, role and terms of reference of the Nomination and Remuneration Committee inter-alia covers the areas as contemplated under Regulation 19 read with para-A of Part D of Schedule II of the Listing Regulations and section 178 of the Companies Act, 2013, as applicable.

Performance Evaluation criteria for Independent Directors:

As per section 17 of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors of the Company were suspended during Corporate Insolvency Resolution Process with effect from 3rd January, 2020 till 12th May 2023 and such powers were vested with the Erstwhile Resolution Professional. The erstwhile Board of Directors of the Company were replaced with the new Board of Directors with effect from 31st August 2023. Therefore, it was not feasible for the new Board of Directors to carry out the performance evaluation of Board, its committees and individual directors during the remaining period of year under review after re-constitution.

The Company has put in place a policy containing, *inter-alia*, the criteria for performance evaluation of the Board, its committees and individual directors (including independent directors).

REMUNERATION OF DIRECTORS:

Remuneration policy

a. Remuneration to Independent Directors and Non- Executive Directors:

The Company considers the time and efforts put in by the non-executive directors in deliberations at the Board/ Committee meetings. They are remunerated by way of sitting fees

for attending the meetings, as recommended by Nomination and Remuneration Committee and approved by the Board of the Company. The independent directors are paid sitting fees for each meeting of the Board and Audit Committee, attended by them.

b. Remuneration to Executive Directors

The appointment and remuneration of Chairman and Managing Director are governed by the recommendation of the Nomination and Remuneration Committee, Remuneration and Board Diversity Policy and approval of the Board of Directors and Shareholders of the Company.

The Remuneration and Board Diversity Policy is displayed on the Company's website: <http://www.clcindia.com/disclosure.php>

Details of remuneration paid to Directors for the year ended 31st March, 2024:

Details of Directors' Remuneration for the year 2023-24 is given below: -

Name of Directors	Salary & Other Perquisites	Sitting Fees
Mr. Bhupendra Singh Rajpal	Nil, as he has foregone his salary.	Nil
Mr. Sanchit Singh Rajpal	Nil, as he has foregone his salary.	Nil
Mr. Gautam Nandawat	Not applicable	₹1,70,000/-
Mrs. Satinder Kaaur	Not applicable	₹1,70,000/-

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Terms of Reference:

The Stakeholders Relationship Committee deals with all matters relating to Stakeholders/Investors Grievance and its redressal, to review the measures taken for effective exercise of voting rights by shareholders, to review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent and to review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company.

Constitution and composition:

The composition of the Stakeholders Relationship Committee as on 31st March 2024 is as under:

Name of the Member	Designation	Category
Mr. Gautam Nandawat	Chairman	Non-executive & Independent Director
Mr. Sanchit Singh Rajpal	Member	Non-executive & Managing Director
Mr. Bhupender Singh Rajpal	Member	Executive & Chairman

Meetings and attendance:

The Board of the Company has constituted the committee on 9th October 2024, one meeting of the Stakeholders Relationship Committee held on 14th February 2024 during the year under review.

Name of the Member	Designation	Meeting Held in a year	Meeting attended
Mr. Gautam Nandawat	Chairman	1	1
Mr. Sanchit Singh Rajpal	Member	1	1
Mr. Bhupender Singh Rajpal	Member	1	1

Name, designation and address of the Compliance Officer-

Mrs. Koyal Gehani

Company Secretary & Compliance officer

Plot No- 318, N-3, CIDCO, Jalna Road, Chhatrapati Sambhajanagar, (Aurangabad)-431003

Email: companysecretary@clcindustries.com**Detail of complaints received and resolved during the year under review:**

The Company and Share Transfer Agent viz. RCMC Share Registry Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges and other statutory regulatory authorities.

The details of shareholders / investors complaint are as under

Complaint outstanding as on 1st April, 2023: Nil

Compliant received during the Financial Year ended 31st March, 2024: 3

Compliant resolved during the Financial Year ended 31st March, 2024: 3

Complaint outstanding as on 31st March, 2024: Nil

Information on Annual General Meetings:

Meeting	Date & Time	Venue of the Meeting	No. Special Resolution Passed
31 st Annual General Meeting for the Financial Year ended 31 st March, 2023.	Date:29 th December,2023 and Time- 11:00 Am to 11:40 AM	Registered office of the Company situated at A-60, Okhla Industrial Area Phase II, New Delhi – 110020	6
30 th Annual General Meeting for the Financial Year ended 31 st March, 2023.	NA	The company was under CIRP period, no AGM was held.	
29 th Annual General Meeting for the Financial Year ended 31 st March, 2023.	NA		

Postal Ballot:

No postal ballot was conducted during the year under review.

Means of Communication:

A. **Quarterly Results:** Not declared, as data fetched from the Erstwhile Resolution Professional was late.

B. **Newspapers wherein results are normally published:** All quarterly results along with audited financial result for the Financial year 2023-24 were published in the Newspaper namely Danik Savera, New Delhi edition and The Morning Standard, New Delhi edition on 2nd June 2024 and are also posted on the Company's website at www.clcindia.com

C **Any website, where results are displayed:**www.clcindia.com

D Whether the website also displays:

- (i) official news releases: No releases were made.
(ii) presentations made to Institutional investors or to the analysts: No presentation was made.

GENERAL SHAREHOLDERS INFORMATION**Annual General Meeting:**Day/ Date: Wednesday, 11th September, 2024

Time: 3:00 P.M.

Through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”).

Financial Calendar (Tentative): 1st April, 2024 to 31st March, 2025

Results for the Quarter ending:	Tentative dates
30 th June, 2024	19 th July 2024
30 th September, 2024	On or before 14 th November, 2024.
31 st December, 2024	On or before 14 th February, 2025.
31 st March, 2025	Or on or before 30 th May, 2025(Audited).

Book Closure: 05/09/2024 to 11/09/2024 (Both Days inclusive)

Dividend Payment date: No dividend is recommended by the Board of Directors for the Financial Year ended 31st March, 2024

Listing of Equity Shares on the Stock Exchanges:

- BSE Ltd.-**P. J. Towers, Dalal Street, Fort Mumbai 400001
- National Stock Exchange of India Ltd.-**Exchange Plaza, C-1, Block G, Bandra-Kurla Complex Bandra (East), Mumbai 400051

Listing Fees as applicable have been paid.

Stock Codes:

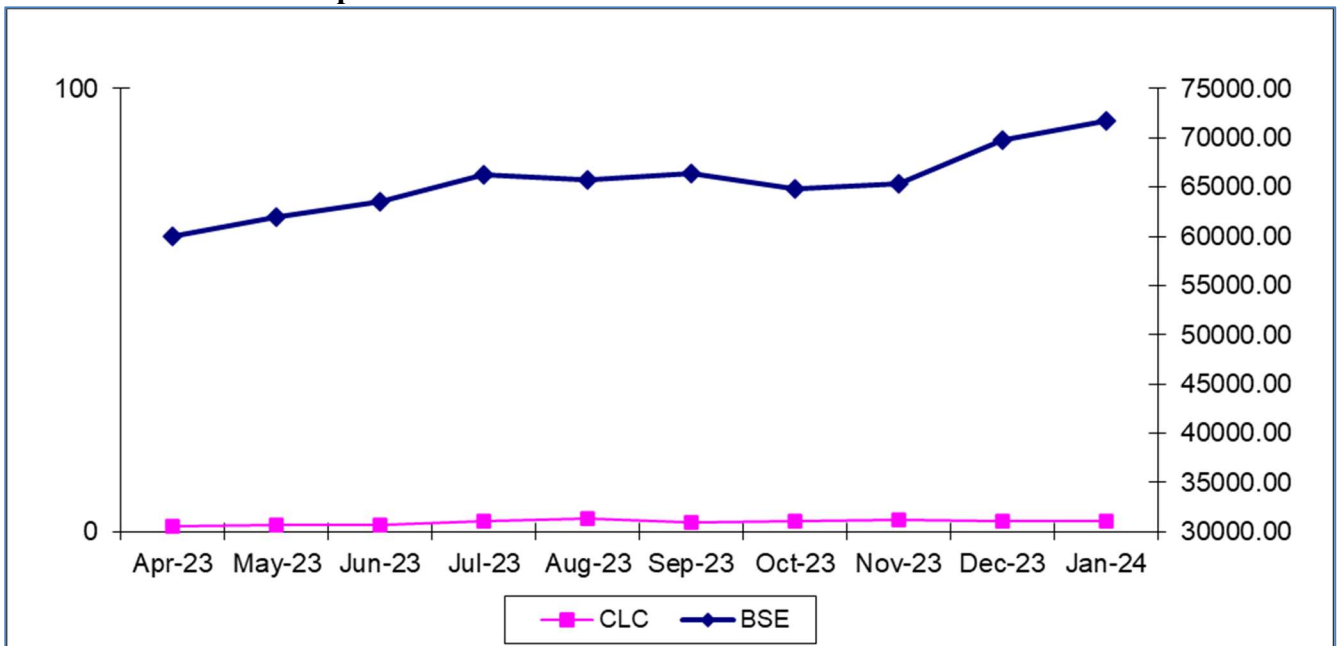
- BSE Limited: 521082
- National Stock Exchange of India Limited: SPENTEX

Demat ISIN Number in NSDL & CDSL for Equity Shares: INE376C01020**Stock Market Price Data:**

Month*	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
Apr-23	1.38	0.97	1.40	0.95
May-23	1.50	1.37	1.50	1.35
Jun-23	1.54	1.46	1.45	1.30
Jul-23	3.25	1.57	2.60	1.35
Aug-23	3.55	2.5	3.00	2.30
Sep-23	2.57	1.52	2.45	1.60
Oct-23	2.55	2.03	2.55	2.05
Nov-23	2.74	2.55	2.75	2.45
Dec-23	2.76	2.12	2.70	2.15
Jan-24	2.61	2.35	2.80	2.40

*The company shares were last traded up to 12th January 2024 only.

Performance in comparison to broad-based indices viz. BSE Sense



**Registrar and Share Transfer Agent:
(Fresh agreement executed on 8th August 2023)**

RCMC Share Registry Private Limited
B-25/1, First Floor, Okhla Industrial Area,
Phase – 2, New Delhi – 110020

Nodal Officer

Mrs. Koyal Gehani, Company Secretary of the Company was appointed as the Nodal Officer for the purpose of co-ordination with the IEPF Authority to ensure processing and verification of claim of the shareholders in a time bound manner.

No Unclaimed Shares of the Company were transferred to Suspense Account.

Distribution of Shareholding as on 31st March, 2024.

Sr. No.	No of shares	No of Holders	Total Shares for the Range	% of allotted Capital
1	0-500	13,094	2,03,630	1.95
2	501-1000	49	36,162	0.34
3	1001-2000	25	34,598	0.33
4	2001-3000	11	27,198	0.27
5	3001-4000	4	13,472	0.13
6	4001-5000	-	-	-
7	5001-10000	3	18,532	0.18
8	10001-*****	4	*1,00,61,088	96.80
Total		13190	1,03,94,680	100.00

*This includes fractional shares.

Suspension of trading of equity shares on Stock Exchanges: The equity shares of the Company remain suspended from trading on BSE Limited and National Stock Exchange of India Limited during the period from 12th January 2024 to till date suspended due to procedural reasons.

Share Transfer System: All matters pertaining to share transfer and related activities are handled by the Share Transfer Agent of the Company who are fully equipped to carry out the transfer of shares. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective depository participants. The request for dematerialization of equity shares is confirmed/ rejected within an average period of fifteen (15) days. Transmission requests were processed for shares held in dematerialized form and physical form within seven days (7) and twenty-one (21) days, respectively, after receipt of specified documents, complete in all respect, and dispatch of share certificates in physical form were generally completed within thirty (30) days. The Company obtains from the Company Secretary in practice half-yearly certificate of compliance with share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate with the stock exchange(s).

Shareholding pattern as on 31st March 2024:

Sr. No.	Details of Allottee	No. of new equity shares allotted	Nominal Value (in ₹)	% of shareholding in new share capital	
A.	<u>Promoter & Promoter Group</u>				
1	Manjeet Cotton Private Limited	98,74,928	9,87,49,280	95.00%	
2	Mr. Bhupendra Singh Rajpal as a nominee of Manjeet Cotton Private Limited	1	10		
3	Mr. Rajendra Singh Rajpal as a nominee of Manjeet Cotton Private Limited	1	10		
4	Mr. Sanchit Singh Rajpal as a nominee of Manjeet Cotton Private Limited	1	10		
5	Mr. Brijesh Mahandru as a nominee of Manjeet Cotton Private Limited	1	10		
B.	<u>Public Shareholders</u>		5,19,748	51,97,480	5.00%
	Total	1,03,94,680	10,39,46,800	100.00%	

Note: The Company has filed application for reduction of capital and listing approval. The same is pending with both Stock Exchanges for approval.

Dematerialisation of shares and liquidity: The Company's shares are available for dematerialization on both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shares of the Company are compulsorily to be delivered in the demat form on Stock Exchanges by all investors. As on 31st March 2024, 98.82% Shares are in demat mode.

Outstanding GDR/ADR/ Warrants or any Convertible instruments, Conversion date and likely Impact on equity: There were no GDR/ADR/Warrants or Convertible Instruments outstanding at the end of the year ended 31st March 2024.

Commodity price risk or foreign exchange risk and hedging activities: There were no foreign exchange risk and hedging activities during the year under review.

Manufacturing Plant location of the Company: D-48, Baramati MIDC, Baramati, Pune Maharashtra-413133.

Credit Ratings: The Company has not obtained any credit ratings during the year ended 31st March, 2024.

Address for Correspondence: The shareholders may send their communications, queries, suggestions and grievances to the Compliance Officer at the following address:

Mrs. Koyal Gehani

Company Secretary & Compliance officer

318, N-3, CIDCO, Jalna Road, Chhatrapati Sambhajnagar, (Aurangabad)-431003

Tele phone No-0240-6608636

Email Id-companysecretary@clcindustries.com

OTHER DISCLOSURES:

a. During the year under review, the Company has entered into any transaction with a related party with the prior approval of Audit committee and consideration of the Board. The “Policy on materiality on related party transactions and dealing with related party transaction” as approved by the Board may be accessed from the link: <http://www.clcindia.com/disclosure.php>

b. There were material related party transactions during the year under review. Transactions entered into with related parties were in the ordinary course of business and at arm’s length basis. None of the transactions with any of the related parties were in conflict with the interest of the Company. Necessary disclosures are made in Note No.38 to the Standalone Financial Statements.

c. Loans and advances in the nature of loans to firms/companies in which directors are interested by the company and its subsidiaries is NIL.

d. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the company at large.

e. There is no subsidiary of the Company during the year 2023-24

f. During the Financial Year 2023-24, the penalties or SOP fine have been imposed on the Company by the Stock Exchanges for that the Company has filed waiver application with both the stock exchanges.

g. No penalties have been imposed on the Company by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets.

h. The Company has adopted a Vigil Mechanism/Whistle Blower Policy in terms of the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to provide a formal mechanism to the directors and employees of the Company to report their genuine concerns and grievances about unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct or Ethics.

The policy provides adequate safeguards against victimization of directors and employees who avail such mechanism and also provides for direct access to the Vigilance Officer and the Chairman of Audit Committee. The Audit Committee of the Board is entrusted with the responsibility to oversee the vigil mechanism. During the year, no personnel was denied access to the Chairman of the Audit Committee. The Vigil Mechanism/Whistle Blower Policy is available on the website of the Company at <http://www.clcindia.com/disclosure.php>

i. The Company has complied to the extent possible with the mandatory requirements as stipulated under Regulation 34(3) read with Para C of Schedule V of the Listing Regulations, to the extent applicable to the Company.

j. The Company has received certificate from CS Ajit Kumar, practicing Company Secretary certifying that none of the directors on the Board of the Company for the year ended 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

k. During the year under review, the board had accepted all recommendations of the committees, which are mandatorily required.

l. **Details of total fees paid to Statutory Auditors:** Details relating to fees paid to the Statutory Auditors are given in Note 26 to the Standalone Financial Statements.

m. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:**

- i. number of complaints filed during the Financial Year: Nil
- ii. number of complaints disposed of during the Financial Year: Nil
- iii. number of complaints pending as on end of the Financial Year: Nil

n. The Chairman and the Chief Financial Officer (CFO) of the Company given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations, copy of which is attached to this Report.

o. Disclosure of the compliance with Corporate Governance requirements: Your Company is fully compliant with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations, as applicable and compliance reports on Corporate Governance in the requisite formats, have been submitted to the concerned stock exchanges.

Declaration by the Chairman:

The Chairman of the Company has given a declaration that the members of Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management for the year ended 31st March, 2024.

Compliance Certificate of the Practicing Company Secretary:

Certificate from the Practicing Company Secretary, confirming compliance with conditions of Corporate Governance, as stipulated under Regulation 34 of the Listing Regulations, is attached to this Report.

Demat suspense account/Unclaimed suspense account:

As per the Resolution Plan approved by Hon'ble National Company Law Tribunal, New Delhi Bench vide its order dated 12th May, 2023 under Section 30(6) of the Insolvency and Bankruptcy Code, 2016, the paid-up equity share capital of the Company was reduced and consolidated. Every public shareholder holding 100 (One Hundred) equity shares of ₹10/- (Rupees Ten only) each got 1 (one) equity share of ₹10/- (Rupees Ten only) each.

**For and on behalf of Board of Directors of
CLC Industries Limited**

Sd/-

Bhupendra Singh Rajpal

DIN: - 00311202

Chairman

Place: Chhatrapati Sambhajnagar, (Aurangabad)

Date: 30th May 2024

ASHOK R. MAJETHIA

B.Com. F.C.A
CHARTERED ACCOUNTANT

Ashok R. Majethia & Co.
Chartered Accountants
Utsav Complex,
Office No. 7, Bazar Peth,
Dist. Raigad, Khopoli – 410 203
Tel :- (02192) 269908
Mobile :- 9404711539 / 9372169952
Email :- ashokmajethia@redifmail.com

Independent Auditors' Report

To,
The Members of
CLC Industries Limited
(CIN: L74899DL1991PLC138153)
New Delhi.

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying standalone financial statements of **CLC Industries Limited** having CIN: L74899DL1991PLC138153 ("the Company"), which comprise the Standalone Balance Sheet as at 31st March 2024, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of material accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024 and its loss (financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

3. We conducted our audit in accordance with 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Qualification

4. Our report is qualified in respect of the following matters: -
 - a. No provision is made in respect of Security Deposit ₹124.19 Lakhs, Balance with Government Authorities ₹3908.20 Lakhs considered doubtful of recovery in absence of adequate details and liability in respect of gratuity and compensated absences for which liability has not been ascertained.

- b. The details in respect of Income tax refund receivable of ₹113.21 Lakhs, and Balances with Government Authorities of ₹5402.98 Lakhs are not available with the company.
- c. The company has written off cash balance of ₹40.62 Lakhs in the books of account on the plea of the present management that the same is not handed over to the new management.
- d. The fixed deposits receipts of ₹340.51 Lakhs were not found on record and no confirmation was made available for ₹8.68 Lakhs from the bank.
- e. The balances of Trade Receivable, bank balances including fixed deposits, Trade Payable, Unsecured Loans, Employees, current and non-current Loans and Advances, and Liabilities are subject to confirmations and reconciliation.

Key Audit Matters

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

Key Audit Matters	Audit Procedures
Implementation of resolution plan	
The company has implemented the resolution plan as approved by National Company Law Tribunal, New Delhi (NCLT) w.r.t. various financial and operational liabilities extinguished and reduction & re-classification of equity share capital, slump sale of Butibori, Solapur and Pithampur units and various other matters as are required to be implemented in terms of order issued by NCLT.	<p>We have performed the following principal audit procedures in relation to implementation of NCLT order:-</p> <ul style="list-style-type: none"> - Evaluation and understanding of NCLT order and Resolution plan as approved by NCLT. - Verification and evaluation of the documents pertaining to slump sale. - Verification of Board resolution for issue of equity shares. - Verification of payment made to secured financial creditors. - Evaluating the appropriateness of the adequate disclosures in accordance with the applicable accounting standards.

Information other than the Standalone Financial Statements and Auditor's Report thereon

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

Management's Responsibility for the Standalone Financial Statements

9. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

12. 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 Standards on Auditing 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.
13. As part of an audit in accordance with Standard on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - a. Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - b. 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 and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - d. 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 ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- e. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

14. 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.
15. 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.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

17. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable. As required by Section 143(3) of the Act, we report that:
 - (a) Subject to what is stated in qualified opinion paragraph, 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) Subject to what is stated in qualified opinion paragraph, and also paragraph (h) (vi) below, 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, and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Accounting Standard) Rules, 2015 as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) To the best of our information and according to the explanations given to us, the company has not paid any remuneration to its directors during the year within the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 28 to 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) the Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign 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; and

(c) Based on 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 mis-statement.
 - v. The company has not declared a dividend including interim dividend -
 - vi. As per the information and explanations given to us and based on our examination, which included test checks, the accounting software of the company in which books of accounts are maintained during the year does not have feature of recording audit trail (edit log) facility.

For Ashok R Majethia
Chartered Accountants
FRN: 127769W

Sd/-

Ashok Majethia
Proprietor
M No: 124781

UDIN: 24124781BKFTUH2719

Place: Khopoli Dist Raigad
Dated: 30-05-2024

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the CLC Industries Limited on the Ind AS standalone financial statements for the year ended 31st March 2024, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment. The Company has maintained proper records showing full particulars of intangible asset.
 - (b) The company has regular program of physical verification of its Property, Plant and Equipment by which Property, Plant and Equipment are verified in a phased manner over a period of three years. In accordance with this program, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its business.
 - (c) According to the information and explanations given to us, and on the basis of our examination of the record of the company, the title deeds of the immovable properties are held in the name of the company.
 - (d) According to the information and explanations given to us, and on the basis of our examination of the record of the company, the company has not revalued any Property, Plant & Equipment (including Right of Use assets) or intangible assets during the year.
 - (e) According to the information and explanations given to us, and on the basis of our examination of the record of the company, no proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
2. (a) The company does not have any inventory, hence clause (ii) of the Order is not applicable
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause (ii)(b) of the Order is not applicable to the Company
3. No Information and explanation were provided to us whether the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, reporting under (iii) of the Order is not applicable.
 4. The company has not granted loan, provided security and guarantee and made investment in any party covered under section 185 and 186 of the Act during the year.
 5. The Company has not accepted deposits within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
 6. No maintenance cost records have been specified by the Central Government under section 148(1) of the Act for the products of the company.
 7. (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities except Income Tax (TDS) of ₹5.40 Lakhs and Goods & Services Tax (RCM) of ₹10.49 Lakhs which has not

been deposited and is outstanding for a period of more than six months from the date it became payable at the close of the year.

- b) According to the information and explanations given to us, no Income tax, Sales tax, Service tax, Customs Duty, Excise Duty and Value Added Tax which have not been deposited as on 31st March, 2024 on account of disputes. The opening liabilities under various statutes of ₹2797.39 Lakhs have been settled/ paid/ written back during the year as per the NCLT Resolution plan.
8. According to the information and explanations given to us, there are no transactions recorded in the books of account as have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. In our opinion and according to the information and explanations given to us:-
- (a) the Company has not defaulted in payment of dues to financial institution or bank or debenture holders.
- (b) the company is not declared willful defaulter by any bank or financial institution or other lender.
- (c) term loan was applied for the purpose for which the loans were obtained.
- (d) no funds raised on short term basis have been utilised for long term purposes.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures; hence the clause (ix) (e) of the Order is not applicable.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies; hence the clause (ix) (f) of the Order is not applicable.
10. The company has not raised any moneys by way of initial public offer, further public offer (including debt instruments), preferential allotment or private placement of shares during the year. The company has issued and allotted the equity shares to the promoters as per NCLT resolution plan.
11. (a) According to the information and explanations given to us, no fraud by the company or any fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-Section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- (c) We have not considered whistle-blower complaints, since, there is no complaint received during the year by the Company.
12. The company is not a Nidhi Company as such provisions of the clause (xii) of the Order are not applicable to the company.
13. All transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable, and the details have been disclosed in the Ind AS standalone financial statements etc., as required by the applicable accounting standards.
14. (a) In our opinion, the internal audit system is commensurate with the size of the company and nature of its business.
- (b) In framing our Independent Audit Reports, we have not been provided Internal Auditor's Report for the year under audit.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.

16. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

(b) In Our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.

(c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
17. The Company has incurred cash losses in the financial year and also in the immediately preceding financial year.
18. The previous auditors M/s R. N. Marwah & Co. LLP has resigned from the office of the auditors of the Company, in view of this, in the annual general meeting held M/s Ashok R Majethia have been appointed as auditors of the Company for a term of 5 years from the financial year 2023-24.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, we are of the opinion that no material uncertainty exists as on the date of the audit report which infers that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. The provisions related to Corporate Social Responsibility are not applicable in the preceding financial year, hence, clause (xx) of the Order is not applicable.
21. The company does not have associate, joint venture and subsidiary; hence consolidation of financial statement is not required to be given.

For Ashok R Majethia
Chartered Accountants
FRN: 127769W

Sd/-

Ashok Majethia
Proprietor
M No: 124781

UDIN: 24124781BKFTUH2719

Place: Khopoli Dist Raigad
Dated: 30-05-2024

ANNEXURE “B” TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

1. We have audited the internal financial controls over financial reporting of **CLC Industries Limited** (“the Company”) as of 31st March, 2024 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

Auditors Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence, we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, subject to strengthening of internal audit system based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For Ashok R Majethia
Chartered Accountants
FRN: 127769W

Sd/-

Ashok Majethia
Proprietor
M No: 124781

UDIN: 24124781BKFTUH2719

Place: Khopoli Dist Raigad
Dated: 30-05-2024

CLC Industries Limited (Formerly known as Spentex Industries Limited)			
CIN: L74899DL1991PLC138153			
Regd. Off : A-60, Okhla Industrial Area, Phase - II, New Delhi - 110020.			
Correspondence Address : 318, N-3, CIDCO, Jalna Road, Aurangabad, Maharashtra, 431003			
Website: www.clcindia.com ; Email ID: companysecretary@clcindustries.com; Phone No.: 0240-6608636			
STANDALONE BALANCE SHEET AS AT 31st MARCH, 2024			
₹ in Lakhs.			
Particulars	Note No.	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Assets			
I) Non-Current Assets			
a) Property, Plant and Equipment	3	4,590.73	11,493.42
b) Capital Work in Progress	3	253.03	15.99
c) Intangible Assets	3	-	-
c) Financial Assets			
(i) Investment	4	0.88	0.53
(ii) Loans		-	-
(iii) Others	5	124.19	767.88
d) Deferred Tax Assets (Net)		-	-
e) Other Non-current Assets	6	9.82	27.35
		4,978.66	12,305.18
II) Current Assets			
a) Inventories	7	-	465.99
b) Financial Assets			
(i) Investment		-	-
(ii) Trade Receivables	8	-	915.37
(iii) Cash and cash equivalents	9	583.99	189.30
(iv) Loans	10	-	75.12
(v) Others	11	0.74	761.92
c) Current Tax Assets (Net)	12	2.52	110.70
d) Other Current Assets	13	4,008.86	5,481.83
		4,596.10	8,000.23
Total Assets		9,574.76	20,305.41
Equity and Liabilities			
Equity			
a) Equity Share Capital	14	1,039.47	8,977.20
b) Other Equity	15	4,584.36	(63,805.95)
		5,623.83	(54,828.74)
Liabilities			
I) Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	16	3,492.86	-
(ii) Trade Payables		-	-
(iii) Other financial liabilities		-	-
b) Provisions	17	1.71	1,618.73
c) Deferred Tax Liabilities (Net)		-	-
d) Other Non-Current Liabilities		-	-
		3,494.57	1,618.73
II) Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	18	-	53,550.82
(ii) Trade Payables		-	-
(a) Dues of MSME	19	70.03	-
(b) Dues of Others	19	172.64	6,923.97
(iii) Other Financial Liabilities		-	-
b) Other Current Liabilities	20	213.68	12,208.20
c) Provisions	21	-	832.43
d) Current Tax Liabilities (Net)		-	-
		456.35	73,515.42
Total Equities and Liabilities		9,574.76	20,305.41
Notes referred to above form an integral part of the financial statements			
As per our report of even date			
For Ashok R Majethia & Co		For and on behalf of the Board of Directors of	
Chartered Accountants		CLC Industries Limited	
FRN 127769W			
Sd/-	Sd/-	Sd/-	
Ashok Majethia	Sanchit Singh Rajpal	Bhupendra Singh Rajpal	
Proprietor	Managing Director	Chairman	
M No 124781	DIN: 00311190	DIN: 00311202	
UDIN :24124781BKFTUH2719	Sd/-	Sd/-	
Place: Khopoli Dist Raigad	Shrutisheel Jhanwar	Koyal Gehani	
Place : Chhatrapati Sambhajinagar	Chief Financial Officer	Company Secretary	
Date: 30th May 2024	PAN: ADPPJ9106N	PAN: AYQPG5876L	

CLC Industries Limited
(Formerly known as Spentex Industries Limited)
CIN: L74899DL1991PLC138153

Regd. Off : A-60, Okhla Industrial Area, Phase - II, New Delhi - 110020.
Correspondence Address : 318, N-3, CIDCO, Jalna Road, Aurangabad, Maharashtra, 431003
Website: www.clcindia.com ; Email ID: companysecretary@clcindustries.com;
Phone No.: 0240-6608636

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2024

₹ in Lakhs.

PARTICULARS	Note No.	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
Income:-			
Revenue from operations		-	-
Other Income	22	789.34	0.63
Total Income		789.34	0.63
Expenses:-			
Purchase of Stock in Trade		-	-
Cost of Material Consumed		-	-
Changes in Inventories of Finished Goods and Work-in-Progress		-	-
Employees Benefit Expenses	23	32.70	4.97
Finance Costs	24	370.72	-
Depreciation and Amortisation Expenses	3	1,001.72	900.73
Other Expenses	25	2,701.58	189.36
Total Expenses		4,106.72	1,095.05
Profit/(Loss) before Tax		(3,317.39)	(1,094.42)
Tax Expenses			
Income Tax - Current		-	-
Income Tax - Earlier (Refer note 12.1)		110.69	-
Income Tax - Deferred		-	-
Profit/(Loss) for the period for the continuing operations		(3,428.08)	(1,094.42)
Other Comprehensive Income			
A. (i) Items that will not be reclassified to Profit and Loss - Changes in fair value of FVTOCI equity instruments		0.35	0.02
(ii) Income tax relating to items that will not be reclassified to Profit and Loss		-	-
B. (i) Items that will be reclassified to Profit and Loss on account of investments		-	-
(ii) Income tax relating to items that will be reclassified to Profit and Loss		-	-
Total Comprehensive Income		(3,427.73)	(1,094.40)
Earning per Equity Share			
1) Basic		(4.97)	(1.22)
2) Diluted		(4.97)	(1.22)
Notes referred to above form an integral part of the financial statements			
As per our report of even date For Ashok R Majethia & Co Chartered Accountants FRN 127769W		For and on behalf of the Board of Directors of CLC Industries Limited	
Sd/- Ashok Majethia Proprietor M No 124781 UDIN :24124781BKFTUH2719 Place: Khopoli Dist Raigad	Sd/- Sanchit Singh Rajpal Managing Director DIN: 00311190	Sd/- Bhupendra Singh Rajpal Chairman DIN: 00311202	
Place : Chhatrapati Sambhajnagar Date: 30th May 2024	Sd/- Shrutisheel Jhanwar Chief Financial Officer PAN: ADPPJ9106N	Sd/- Koyal Gehani Company Secretary PAN: AYQPG5876L	

CLC Industries Limited
(Formerly known as Spentex Industries Limited)
CIN: L74899DL1991PLC138153

Regd. Off : A-60, Okhla Industrial Area, Phase - II, New Delhi - 110020.

Correspondence Address : 318, N-3, CIDCO, Jalna Road, Aurangabad, Maharashtra, 431001

Website: www.clcindia.com ; Email ID: companysecretary@clcindustries.com; Phone No.: 0240-6608636

STATEMENT OF CASH FLOW FOR THE FINANCIAL YEAR 2023-24

(₹ in Lakhs.)

	PARTICULARS	2023-24		2022-23	
A	Cash flow from operating activities				
	Profit Before Tax & Extra ordinary items		(3,428.08)		(1,094.42)
	Adjustment for				
	i) Depreciation & Amortisation	1,001.72			900.73
	ii) Interest paid / Financial Charges	370.72			-
	iii) Provision for Grauity & Leave Encashment	(2,449.45)			-
	iv) Reduction in Borrowings	(53,550.82)			-
	v) Reduction in Liabilities	71,818.04			-
	vi) Interest Received	(22.66)			-
	Total		17,167.55		-
	Operating profit / (loss) before working capital changes		13,739.47		(193.69)
	i) Trade Receivable	915.37		-	
	ii) Other Current & non-current Financial Asset	1,404.87		(19.96)	
	iii) Other Current & non-current Asset	1,490.50		-	
	iv) Inventories	465.99		-	
	v) Other Current Liabilities	(11,994.52)		204.28	
	vi) Trade Payable	(6,681.30)	(14,399.09)	-	184.32
	vii) Income tax written off		108.19	-	-
	Net cash from operating activities (Total a)		(551.43)		(9.37)
B	Net flow from investment activities				
	i) Payment for Purchase of Property, Plant & Equipments	(237.04)		-	
	ii) Asset sold under slump sale	5,900.97		-	
	iii) Loans & advances	75.12		-	
	iv) Interest Received	22.66		-	
	Net flow from investment activities (Total b)		5,761.72		-
C	Cash flow from financial activities				
	i) Received from Long Term Borrowings	3,492.86		-	
	ii) Reduction in Share Capital	(8,925.23)		-	
	iii) Issue of Equity share capital	987.49		-	
	iv) Interest paid / Financial Charges	(370.72)		-	
	Net flow from financial activities (Total c)		(4,815.60)		-
	Closing balance (a+b+c)		394.69		(9.37)
	Cash and Cash equivalent opening balance		189.30		198.67
	Cash and Cash equivalent closing balance		583.99		189.30

Cash & Cash Equivalent Comprise off

Cash in Hand	0.98	40.62
Balance in Banks in current accounts	242.49	137.51
Fixed deposit with Bank Incl accrued interest maturing within 12 months	340.51	11.17
	583.99	189.30

Note: (i) The cash flow statement has been prepared as per Indirect Method according to Indian Accounting Standard - 7 "Statement of Cash Flow".

(ii) Figures in bracket represents cash outflow.

(iii) Previous year's figures have been re-grouped/re-arranged where necessary.

As per our report of even date
For Ashok R Majethia & Co
Chartered Accountants
FRN 127769W

For and on behalf of the Board of Director
CLC Industries Limited

Sd/-
Ashok Majethia
Proprietor
M No 124781
UDIN :24124781BKFTUH2719
Place: Khopoli Dist Raigad

Sd/-
Sanchit Singh Rajpal
Managing Director
DIN: 00311190

Sd/-
Bhupendra Singh Rajpal
Chairman
DIN: 00311202

Place : Chhatrapati Sambhajnagar
Date: 30th May 2024

Sd/-
Shrutisheel Jhanwar
Chief Financial Officer
PAN: ADPPJ9106N

Sd/-
Koyal Gehani
Company Secretary
PAN: AYQPG5876L

Statement of Changes in Equity for financial year ended on 31st March, 2024							
A. Share Capital ₹ in Lakhs							
Types of Share Capital	Balance as at 1st April 2023	Complete Reduction of Erstwhile Promoters Equity Share Capital	Reduction of Public Equity Share Capital	Issue of fresh Equity share capital to new promoters	Other Changes in the equity shares during the year	Balance as at 31st March 2024	
A. Issued & Paid Up Equity Share Capital	8,977.20	3,779.72	5,145.51	987.49	-	1,039.47	
B. Other Equity ₹ in Lakhs							
Particular	Reserves and Surplus					Other Comprehensive Income - Investment	Total
	Capital Reserve	Capital Reduction Reserve	Contingency Reserve for labour and other liabilities	Securities Premium Account	Retained Earnings		
Balances at the beginning of the year 01.04.2023	1,758.02	-	-	10,282.74	(75,846.86)	0.15	(63,805.95)
Changes in the accounting policies or prior period errors	-	-	-	-	-	-	-
Reserve as per resolution Plan	62,559.20	8,925.23	333.61	-	-	-	71,818.04
Restated balance at the beginning of the year on account of fair valuation	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	(3,428.08)	-	(3,428.08)
Total Comprehensive Income for the year	-	-	-	-	-	0.35	0.35
Profit on sale of investment (reclassified)	-	-	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance at the end of the reporting period 31.03.2024	64,317.23	8,925.23	333.61	10,282.74	(79,274.94)	0.50	4,584.36
Statement of Changes in Equity for financial year ended on 31st March, 2023							
A. Capital ₹ in Lakhs							
Types of Capital	Balance as at 1st April 2023	Complete Reduction of Erstwhile Promoters Equity Share Capital	Reduction of Public Equity Share Capital	Issue of fresh Equity share capital to new promoters	Other Changes in the equity shares during the year	Balance as at 31st March 2023	
A. Issued & Paid Up Equity Share Capital	8,977.20				-	8,977.20	
B. Other Equity ₹ in Lakhs							
Particular	Reserves and Surplus					Other Comprehensive Income - Investment	Total
	Capital Reserve	Capital Reduction Reserve	Contingency Reserve for labour and other liabilities	Securities Premium Account	Retained Earnings		
Balances at the beginning of the year 01.04.2022	1,758.02	-	-	10,282.74	(74,752.44)	0.13	(62,711.55)
Deferred Tax Liability on account of fair value of assets	-	-	-	-	-	-	-
Restated balance at the beginning of the year on account of fair valuation	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	(1,094.42)	-	(1,094.42)
Total Comprehensive Income for the year	-	-	-	-	-	0.02	0.02
Transfer to Retained Earnings	-	-	-	-	-	-	-
Balance at the end of the reporting period 31.03.2023	1,758.02	-	-	10,282.74	(75,846.86)	0.15	(63,805.95)
For Ashok R Majethia & Co		For and on behalf of the Board of Directors of					
Chartered Accountants		CLC Industries Limited					
FRN 127769W							
Sd/-		Sd/-		Sd/-			
Ashok Majethia		Sanchit Singh Rajpal		Bhupendra Singh Rajpal			
Proprietor		Managing Director		Chairman			
M No 124781		DIN: 00311190		DIN: 00311202			
UDIN :24124781BKFTUH2719							
Place: Khopoli Dist Raigad							
		Sd/-		Sd/-			
		Shrutisheel Jhanwar		Koyal Gehani			
		Chief Financial Officer		Company Secretary			
		PAN: ADPPJ9106N		PAN: AYQPG5876L			
Place : Chhatrapati Sambhajinagar							
Date: 30th May 2024							

1 General Information

CLC Industries Limited (CIN L74899DL1991PLC138153) is incorporated under the Companies Act, 1956 having its registered office at A-60, Okhla Industrial Area, Phase - II, New Delhi - 110020. The company is engaged in the business of Production of Yarn. The factory is situated at D-48 MIDC, Baramati Dist. Pune, Maharashtra.

2 MATERIAL ACCOUNTING POLICIES:

I) Basis of Preparation and Presentation

i) The financial statements are prepared on historical cost basis in accordance with applicable Indian Accounting Standards (Ind AS) and on accounting principles of going concern. These financial statements have been prepared to comply with all material aspects with the Indian accounting standards notified under section 133 of the Act, (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, and the other relevant provisions of the Act.

ii) Accounting policies have been consistently applied except where a newly issued IND-AS is initially adopted or a revision to an existing IND-AS requires a change in the accounting policies hitherto in use.

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

II) REVENUE RECOGNITION

i) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the entity and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government

ii) Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

iii) Interest on overdue debtors, dividend and other income is accounted for as and when received, as the collection cannot be ascertained with reasonable certainty.

iv) Income from export incentives such as duty drawback etc. are recognised on accrual basis.

v) Dividend is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend.

III) PROPERTY, PLANT AND EQUIPMENTS

i) Property, plant and equipment have been measured at cost at the date of transition to Ind AS.

ii) Assets are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

iii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. When significant parts of plant and equipment are required to be replaced at intervals, the entity depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred. Refer to note 1.24 regarding significant accounting judgements, estimates and assumptions.

iv) An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised to the standalone statement of profit and loss.

IV) CAPITAL WORK-IN-PROGRESS

Capital work in progress is stated at cost, less accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

V) DEPRECIATION / AMORTIZATION

i) Depreciation on tangible property, plant and equipments is provided for on the basis of useful life specified in Schedule II to the Act.

iii) Depreciation is charged as per the provisions of Schedule II to the Act based upon useful life of assets except Plant & Machineries, for which useful life has been taken as decided by the Management. The useful life adopted for the purpose of depreciation is as under.

Assets	Useful life year
i) Factory Building	30
ii) Buildings other than (i) above	60
iii) Plant & Machineries	25
iv) Canteen Equipment's / Office Equipment's	5
v) Electrical Equipment's / Electrical Installation	10
vi) Computers	3
vii) Furniture & Fixture	10
viii) Vehicles	8
ix) Lease hold land	95

VI) Intangible assets

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

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

VII) IMPAIRMENT

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

VIII) NON-CURRENT ASSETS CLASSIFIED AS HELD

Assets which are available for immediate sale and its sale must be highly probable are classified as "Assets held for Disposal". Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets held for Disposal". Once classified as held for disposal, such assets are no longer amortised or depreciated. Such assets are stated at the lower of carrying amount and fair value less costs to sell.

IX) INVENTORIES:

- i) Inventories are valued at the lower of cost and net realisable value.
- ii) Cost of finished goods and work -in- process includes cost of conversion and other expenses incurred in bringing the goods to their location and condition. The cost in respect of raw materials is determined under the specific identification of cost method.
- iii) The cost in respect of work-in-progress, finished goods and stores and spares is determined using the weighted average cost method and includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity, where applicable.
- iv) Waste is valued at estimated net realizable value.

X) EMPLOYEES BENEFITS:

Liability as at the year end in respect of retirement benefits in respect of gratuity is provided for based upon actuarial valuation and charged to Statement of Profit and Loss. Retirement benefit in compensated absences is calculated based on the company's policy and provided for. Other retirement benefits are charged as follows:

i) Provident Fund / Family Pensions:

At a percentage of salary/wages for eligible employees.

ii) Retirement benefit costs and termination benefit in respect of gratuity

The Company determines the present value of the defined benefit obligation and recognizes the liability or asset in the balance sheet.

The present value of the obligation is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each year

Defined benefit costs are composed of:

(a) service cost – recognized in profit or loss; service cost comprises (i) current cost which is the increase in the present value of defined benefit obligations resulting from employee service in the current period, (ii) past service cost which is the increase in the present value of defined benefit obligations resulting from employee service in the prior periods resulting from a plan amendment, and (iii) gain or loss on settlement.

(b) remeasurements of the liability or asset - recognized in other comprehensive income.

(c) remeasurements of the liability or asset essentially comprise of actuarial gains and losses (i.e. changes in the present value of defined benefit obligations resulting from experience adjustments and effects of changes in actuarial assumptions).

Short-term benefits: A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave and other short term benefits in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Other long-term benefits: Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

iii) Bonus

The company recognises a liability and expense for bonus. The company recognises a provision where contractually obliged or where there is past practice that has created a constructive obligation.

XI) BORROWING COST

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred. The Company determines the amount of borrowing costs eligible for capitalisation as the actual borrowing costs incurred on that borrowing during the period less any interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets, to the extent that an entity borrows funds specifically for the purpose of obtaining a qualifying asset. In case if the Company borrows generally and uses the funds for obtaining a qualifying asset, borrowing costs eligible for capitalisation are determined by applying a capitalisation rate to the expenditures on that asset. The Company suspends capitalisation of borrowing costs during extended periods in which it suspends active development of a qualifying asset

XII) EARNING PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year attributable to equity share holders. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

XIII) TAXATION

INCOME TAX

Provision for Current Tax is made and retained in the accounts on the basis of estimated tax liability as per applicable provisions of Income Tax Act 1961.

DEFERRED TAX

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

The Company recognises interest levied and penalties related to Income Tax assessments in the tax expense.

XIV) USE OF ESTIMATES

The preparation of Financial Statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of Financial Statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognised in the period in which the results are known/ materialised.

XV) PROVISIONS AND CONTINGENT LIABILITIES

Provisions: Provisions are recognized when the entity has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the entity expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of Profit and Loss net of any reimbursement

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

XVI) CASH AND CASH EQUIVALENTS

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

XVII) FINANCIAL ASSETS AT AMORTISED COST

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

XVIII) FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

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

XIX) FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

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

XX) FINANCIAL LIABILITIES

Financial liabilities are measured at amortised cost using the effective interest method, if tenure of repayment of such liability exceeds one year.

XXI) RECLASSIFICATION OF FINANCIAL ASSETS

The Company determines classification of the financial assets and liabilities on initial recognitions. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when a company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains and losses) or interest.

XXII) OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet if there is currently enforceable legal right to offset the recognized amounts and there is on intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

XXIII) LEASES :

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

Entity as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the entity is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the entity's general policy on the borrowing costs (See note 1.12). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Leased assets are depreciated over the useful life of the asset. However, if there is no reasonable certainty that the entity will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease rentals are charged off to the Statement of Profit and Loss.

NOTE NO : 3

PROPERTY, PLANT AND EQUIPEMNTS FOR THE YEAR ENDED ON 31ST MARCH 2024

Amount in Lakh

PARTICULARS	Gross Block			Depreciation/ Impairment				Net Block		
	As at 01.04.2023	Additions	Deductions	As at 31.03.2024	Upto 01.04.2023	For the year	Deductions	Upto 31.03.2024	As at 31.03.2024	As at 31.03.2023
Tangible Assets :										
Freehold Land	38.91	-	9.81	29.10	-	-	-	-	29.10	38.91
Leasehold land	250.36	-	239.64	10.72	78.32	2.24	78.39	2.17	8.54	172.04
Factory Buildings	11,828.69	-	8,986.06	2,842.63	7,952.98	249.58	6,284.41	1,918.15	924.48	3,875.72
Residential Building	110.78	-	3.77	107.00	41.89	1.34	0.80	42.43	64.58	68.89
Plant and Machinery	49,671.73	-	32,909.54	16,762.19	42,399.51	738.74	29,902.87	13,235.37	3,526.82	7,272.22
Equipments	16.43	-	6.00	10.42	15.99	0.00	5.99	10.00	0.42	0.44
Computer Equipments	598.97	-	194.42	404.55	577.00	1.98	186.06	392.93	11.62	21.97
Electrical Equipments	123.53	-	13.06	110.47	114.64	2.49	12.65	104.48	5.98	8.89
Office Equipments	146.10	-	114.10	32.00	137.10	1.98	108.58	30.50	1.50	8.99
Vehicles	54.16	-	19.51	34.65	49.91	2.53	19.37	33.07	1.58	4.26
Furniture and Fixtures	436.86	-	142.23	294.64	415.76	0.84	138.06	278.54	16.09	21.10
Sub- Total (a)	63,276.52	-	42,638.15	20,638.37	51,783.09	1,001.72	36,737.18	16,047.64	4,590.73	11,493.42
Intangible Assets : -										
Software	340.84	-	-	340.84	340.84	-	-	340.84	-	-
Sub- Total (b)	340.84	-	-	340.84	340.84	-	-	340.84	-	-
Total (a+b)	63,617.36	-	42,638.15	20,979.21	52,123.93	1,001.72	36,737.18	16,388.48	4,590.73	11,493
Previous year	63,617.36	-	-	63,617.36	51,223.21	900.73	-	52,123.93	11,493.42	

3.1 Deduction in Gross Block and Accumulated Depreciation represents the value of Assets sold under Slump Sale of Botibur Factory, Solapur Factory and Pithampur Factory as per the Resolution plan approved by National Company Law Tribunal, Delhi Principal Bench.

3.2 The company has not revalued any of its property, plant and equipments during the year.

3.3 All the immovable properties including right of use assets are held in the name of the Company.

3.4 Capital Work in Progress

a) Ageing Schedule

₹ in Lakhs

CWIP	Amount of CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress	237.04	-	-	15.99	253.03
Projects temporary suspended	-	-	-	-	-
Total	237.04	-	-	15.99	253.03

b) Completion schedule

₹ in Lakhs

CWIP	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Plant & Machinery	253.03	-	-	-	253.03
Total	253.03	-	-	-	253.03

NOTE -- 4

NON-CURRENT INVESTMENTS

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Cost of Equity Investments in Subsidiaries- Unquoted		
Spentex Netherlands B .V. (Face value Euro 1/- each, fully paid)	-	5,610.11
Less:- Provision for Long Term Investment	-	(5,610.11)
Total (b)	-	-
Fair Value of Equity Investments in Subsidiaries- Quoted		
Amit Spinning Industries Limited (Equity Shares of Rs. 5/- each, fully paid up)	-	2,044.70
Less:- Provision for Long Term Investment	-	(2,044.70)
	-	-
Cost of Equity Investments Others- Unquoted		
The Baramati Co-operative Bank Limited (1300 Equity Shares of Rs. 20/- each fully paid up)	0.26	0.26
	0.26	0.26
Fair Value of Equity Investments Others- Quoted		
Sentinel Tea and Exports Limited (Fully Paid equity Shares of Rs. 10/- each)	0.32	0.14
	-	-
Spencer & Co. Limited (Equity Shares of Rs. 10/-each fully paid up)	0.18	0.08
	-	-
Summit Securities Limited (Fully Paid equity Shares of Rs. 10/- each)	0.12	0.05
	0.62	0.27
	0.88	0.53

4.1 Investment in Spentex Netherlands B .V. has been transferred for a total consideration of ₹1 to erstwhile promoters as per the Resolution Plan. Investments in Amit Spinning Industries Limited have been written off as in view of the fact that investee company has been ordered by NCLT, Ahemdabad for re-structuring.

NOTE -- 5

OTHER NON CURRENT FINANCIAL ASSETS

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Unsecured; considered good		
Security Deposits	131.53	767.88
Less : Provision for Doubtful deposits	(7.34)	-
	124.19	767.88

5.1 Security deposits paid under protest of Rs. 124.19 Lakhs the details whereof are yet under compilation. In the opinion of the management, the same is recoverable, hence no provision is required at this stage.

NOTE -- 6

OTHER NON CURRENT ASSETS

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Unsecured; considered good		
Capital Advances	9.82	-
Plant & Equipments held for disposal	-	27.35
	9.82	27.35

NOTE -- 7

INVENTORIES

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Raw Material	-	117.90
Work-in-progress	-	22.32
Finished goods (Stock in trade)	-	0.03
Finished goods (Manufactured)	-	150.04
Stores & Spares	-	138.20
Packing material	-	22.50
Waste	-	15.01
	-	465.99

NOTE -- 8

TRADE RECEIVABLES

₹ in Lakhs.

PARTICULARS	As at	As at
	31st MARCH, 2024	31st MARCH, 2023
Unsecured Trade Receivable (refer note 8.1)	235.03	1,305.65
Less : Provision for Bad and Doubtful debts	(235.03)	(390.29)
	-	915.37

8.1 The trade receivable as are appearing in the previous balance sheet have been shown as receivables, the company is in the process of identifying the parties from whom the said amount is receivable. Pending that the company has provided for the same.

8.2 Trade Receivable ageing as on 31st March 2024

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables – considered good	-					-
ii) Undisputed Trade Receivables – which have significant increase in credit risk					235.03	235.03
iii) Undisputed Trade Receivables – credit impaired						-
iv) Disputed Trade Receivables–considered good						-
v) Disputed Trade Receivables – which have significant increase in credit risk						-
(vi) Disputed Trade Receivables – credit impaired						-
Total	-	-	-	-	235.03	235.03

8.3 Trade Receivable ageing as on 31st March 2023

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed Trade receivables – considered good					915.37	915.37
ii) Undisputed Trade Receivables – which have significant increase in credit risk					390.29	390.29
iii) Undisputed Trade Receivables – credit impaired						-
iv) Disputed Trade Receivables–considered good						-
v) Disputed Trade Receivables – which have significant increase in credit risk						-
(vi) Disputed Trade Receivables – credit impaired						-
Total	-	-	-	-	1,305.65	1,305.65

8.4 Movement of Provision for Bad and Doubtful Debts

₹ in Lakhs.

PARTICULARS	As at	As at
	31st MARCH, 2024	31st MARCH, 2023
Opening Balance	390.29	390.29
Add: Additional Provision	-	-
Less: Reversal of provision	155.25	-
Closing Balance	235.03	390.29

NOTE -- 9**CASH AND CASH EQUIVALENTS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Cash on Hand (refer note no 9.1)	0.98	40.62
Balance with Banks	-	-
In Current Accounts (refer note no 9.2)	242.49	137.51
In Fixed Deposit Account including interest accrued (having maturity period within 12 months) (refer note no 9.3)	340.51	11.17
	583.99	189.30

9.1 The opening cash in hand ₹40.62 Lakhs as appearing in the previous year's balance sheet was not handed over to the new promoters therefore the same is written off.

9.2 Current Account comprises certain Bank Accounts having balance of ₹94.05 Lakhs are subject to confirmation.

9.3 The fixed deposits account comprises the fixed deposits of ₹300.16 Lakhs are relating to contingency reserve kept for future liabilities in respect of employees and others as per the Resolution Plan.

9.4 The fixed deposits receipts of ₹340.51 Lakhs are sought from bank. Further, confirmation could be obtained for ₹ 8.68 Lakhs from the bank.

NOTE -- 10**CURRENT FINANCIAL ASSETS - LOANS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Unsecured; considered doubtful		
Loan to Related Parties of erstwhiles promoters	62.53	63.93
Less: Provision for doubtful loans	(62.53)	-
Advances to Employees	-	11.19
	-	75.12

10.1 Movement in the allowances for Loan to Related Parties of erstwhiles promoters

₹ in Lakhs

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Opening provision	-	-
Add: Allowances made during the year	62.53	-
Less: Written off during the year	-	-
Closing Provision	62.53	-

NOTE -- 11**OTHER CURRENT FINANCIAL ASSETS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
(Unsecured considered Doubtful)		
Advance to Suppliers (Refer note 11.1)	2,408.82	2,408.08
Less: Provision for Doubtful advances to Suppliers	(2,408.08)	(1,646.16)
	0.74	761.92

11.1 Advances to Suppliers as appearing in the balance sheet from earlier years have been shown as receivables. The company is in the process of identifying the parties from whom the said amount is receivable pending that the company has provided for the same.

11.2 Movement in the allowances for Advance to Suppliers

₹ in Lakhs

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Opening provision	1,646.16	1,646.16
Add: Allowances made during the year	761.92	-
Less: Written off during the year	-	-
Closing Provision	2,408.08	1,646.16

NOTE -- 12**CURRENT TAX ASSETS (NET)**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Income tax refund receivable (refer note 12.1)	113.21	110.70
Less: Provision for Doubtful TDS / TCS Receivable	(110.69)	-
	2.52	110.70

12.1 Income tax refund receivable as appearing in the balance sheet from earlier years has been shown as receivables. The company is in the process of identifying the refund receivable of various years from the Income tax Department pending that the company has provided for the same.

12.2 Movement in the allowances for Loan to Income tax refund receivable

₹ in Lakhs

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Opening provision	-	-
Add: Allowances made during the year	110.69	-
Less: Written off during the year	-	-
Closing Provision	110.69	-

NOTE -- 13**OTHER CURRENT ASSETS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Pre-paid Expenses	-	70.83
Receivable against the sale of scrap machineries	100.42	-
Balances With Government Authorities (refer note 13.1)	5,402.98	5,422.90
Less: Provision for doubtful Balances with Government	(1,494.78)	(11.90)
Interest Receivable	0.24	-
	4,008.86	5,481.83

13.1 Balances with Government Authorities of ₹3908.20 Lakhs net of provision as appearing in the balance sheet have been considered good and recoverable pending the reconciliation with respective government department. The management is of the opinion that difference, upon reconciliation, if any will not be material.

13.2 Movement in the allowances for doubtful Balances with Government

₹ in Lakhs

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Opening provision	11.90	11.90
Add: Allowances made during the year	1,482.88	-
Less: Written off during the year	-	-
Closing Provision	1,494.78	11.90

NOTE -- 14
SHARE CAPITAL

₹ in Lakhs.

PARTICULARS	As at	
	31st MARCH, 2024	31st MARCH, 2023
Authorised :- 11,40,00,000 (Previous year: 11,40,00,000) Equity Shares of ₹10 each 70,00,000 (Previous year :- 70,00,000) Redeemable preference shares of ₹10/- each	11,400.00	11,400.00
	700.00	700.00
ISSUED: 1,03,94,680 (Previous year: 8,97,72,035) Equity shares of ₹10 each	1,039.47	8,977.20
PAID UP: 1,03,94,680 (Previous year: 8,97,72,035) Equity shares of ₹10 each	1,039.47	8,977.20
	1,039.47	8,977.20

14.1 (a):- In accordance with the para 3.9(c) (i) (c) of Resolution Plan as approved by National Company Law Tribunal, New Delhi, ('Resolution Plan') the Company has issued 5,19,748 equity shares of ₹10 each to the public against their shareholding of 5,19,74,800 shares of ₹10 each as resolved by the Board vide its Resolution dated 27th December 2023.

14.1 (b):- As per para 3.9 (c) (i) (a) of the Resolution plan, the company has extinguished the entire equity shareholding i.e 3,77,97,226 equity shares of ₹10 each held by erstwhile promoters.

14.1(c) :- As per para 3.9 (c) (i) (d) of resolution plan, the company has issued 98,74,932 equity shares of ₹10 each at par to Manjeet Cotton Private Limited and its nominees, the present promoters.

14.2 Reconciliation of Equity shares

Equity Shares	As at 31st MARCH, 2024		As at 31st MARCH, 2023	
	No. of Shares	Rs in Lakhs	No. of Shares	Rs in Lakhs
At the beginning of the year	8,97,72,035	8,977.20	8,97,72,035	8,977.20
Less: Reduction of share capital as per resolution plan	(8,92,52,287)	(8,925.23)	-	-
Add: Fresh Issue of shares	98,74,932.0	987.49		
Outstanding at the end of year	1,03,94,680	1,039.47	8,97,72,035	8,977.20

14.3. The list of shareholders who holds the shares 5% or more

Name of share holders	As at 31st MARCH, 2024		As at 31st MARCH, 2023	
	No. of Shares	% holding	No. of Shares	% holding
Manjeet Cotton Pvt. Ltd.	98,74,932	95.00	-	-
Ashish Choudhary	-	-	1,25,00,000	13.92
CLC Technologies Private Limited	-	-	1,83,00,000	20.38
Mukund Choudhary	-	-	52,73,083	5.87
Kapil Choudhary	-	-	52,28,530	5.82

14.4 - Shares held by Holding Company and its nominees:-

Particular	As at 31st MARCH, 2024		As at 31st MARCH, 2023	
	No of shares	% holding	No of shares	% holding
Equity Shares				
Manjeet Cotton Private Limited and its nominees	98,74,932	95.00	0	0

14.5. Promoters shareholding

Sr No	Promoter Name	As at 31.03.2024		As at 31.03.2023		% age change
		No of Shares	% of total shares	No of Shares	% of total shares	
1	Manjeet Cotton Private Limited	98,74,928	95.00%	-	0.00%	95.00%
2	Shri Bhupendra Singh Rajpal as a nominee of Manjeet Cotton Private Limited	1	0.00	-	0.00%	0.00%
3	Shri Rajendra Singh Rajpal as a nominee of Manjeet Cotton Private Limited	1	0.00	-	0.00%	0.00%
4	Shri Sanchit Rajpal as a nominee of Manjeet Cotton Private Limited	1	0.00	-	0.00%	0.00%
5	Shri Brijesh Mahandru as a nominee of Manjeet Cotton Private Limited	1	0.00	-	0.00%	0.00%
6	Mukund Choudhary	-	-	52,73,083	5.87%	-5.87%
7	Kapil Choudhary	-	-	52,28,530	5.82%	-5.82%
8	Ajay Kumar Choudhary	-	-	44,60,292	4.97%	-4.97%
9	Jyoti Choudhary	-	-	17,71,039	1.97%	-1.97%
10	Ritu Choudhary	-	-	15,61,188	1.74%	-1.74%
11	Lekha Devi Choudhary	-	-	96,035	0.11%	-0.11%
12	Chiranjilal Choudhary	-	-	43,001	0.05%	-0.05%
13	CLC Technologies Private Limited	-	-	1,83,00,000	20.38%	-20.38%
14	C L C And Sons Private Limited	-	-	10,64,058	1.19%	-1.19%
	Total	98,74,932	95.00%	3,77,97,226	42.10%	52.90%

14.6 The Company has one class of equity shares having a par value of ₹10 per share. Equity shareholder is eligible for one vote per share held. They are eligible for dividend on the basis of their shareholding. In the case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

14.7 No bonus shares are issued and dividend has been paid during last five years.

NOTE -- 15**OTHERS EQUITY**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Capital Reserves (refer note no 15.1 and 15.4)	64,317.23	1,758.02
Securities Premium	10,282.74	10,282.74
Capital Reduction Reserve (refer note no 15.2)	8,925.23	-
Contingency Reserve for Labour and Other Liabilities (refer note no 15.3)	333.61	-
Retained Earnings	(79,274.94)	(75,846.86)
Other Comprehensive Income - Investment	0.50	0.15
	4,584.36	(63,805.95)

15.1 As per the resolution plan approved, all the secured / unsecured financial / operational liabilities existed on the date of start of CIRP process i.e. 03.01.2020 has extinguished except payment made to certain creditors as provided in resolution plan. Resultantly, all the extinguished liabilities have been transferred to Capital Reserve Account.

15.2 The share capital as held by to erstwhile promoters and 99% of equity shares held by Public has been extinguished and the same is credited to Capital Reduction Reserve Account. Refer Capital clause of Statement of Changes in Equity for financial year ended on 31st March, 2024.

15.3 As per the resolution plan, the company has provided for Contingency Reserve for Labour and Other Liabilities and the same is funded by way of fixed deposit with bank. This reserve will solely used for its purpose and balance, if any, will be transferred to secured financial creditors.

15.4 During the year, the company has implemented the resolution plan as approved by the National Company Law Board, New Delhi. As per resolution plan certain liabilities of secured and unsecured financial and operational creditors have been extinguished and the same are transferred to capital reserve account. The details on extinguished liabilities are as under:-

Particulars	Amount (₹ in Lakhs)
a) Opening Balance as at 01.04.2023	1,758.02
b) Add:	-
Slump Sale - Buttibori Unit	24,260.78
Slump Sale - Solapur Unit	22,155.08
Liabilities pertaining to Baramati Unit	24,478.89
Share in CIRP Cost-Coc Members	611.67
Transfer of Shares of Spentex Netherlands B.V. to Erstwhile Promoters	0.00
Sub-total (b)	71,506.42
c) Less:	
Slump Sale - Pithampur Unit	7,220.83
Payment in terms of the Approved Resolution Plan w.r.t. PF not	1,516.05
Payment in terms of the Approved Resolution Plan w.r.t. Gratuity Death	17.84
Other Miscellaneous Entries passed in terms of the Approved	192.50
Sub-total (c)	8,947.22
d) Closing Balance as at 31.03.2024 (a+b-c)	64,317.23

NOTE -- 16**NON-CURRENT BORROWINGS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
SECURED LOANS:		
Term Loan From HDFC Bank (Refer Note No 16.1)	3,045.00	-
Unsecured		
From Holding Company	357.36	-
From Directors (Refer Note No 16.2)	90.50	-
Total (a)	3,492.86	-

16.1 Term Loan from HDFC Bank is secured by way of hypothecation of stocks, book debts, entire fixed assets of the company carrying rate of Interest 8.50% p.a (variable in nature). The loans are personally guaranteed by two directors of the Company. The repayment of term loan will commence from April 2025.

16.2 Interest free loan is obtained from directors of the company.

NOTE -- 17**NON CURRENT PROVISIONS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
PROVISIONS FOR EMPLOYEE BENEFITS		
Gratuity	1.71	1,435.20
Compensated Absence	-	183.53
	1.71	1,618.73

17.1 No provision has been made for accrued gratuity and compensated absences as there was one employee at the year end and the management does not expect material liabilities.

NOTE -- 18**CURRENT BORROWINGS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
SECURED		
From Bank	-	27,501.34
Current Maturities of long term debts (secured)	-	21,253.04
		-
Unsecured		
From Others	-	78.88
Inter corporate deposits (repayable on demand)	-	4,695.90
Security Deposit	-	21.66
	-	53,550.82

18.1 The National Company Law Board, New Delhi has approved resolution plan for revival of the company. The resolution plan provided the extinguishment of liabilities over and above the approved and settled amount. The company has paid certain part of liabilities of secured and unsecured loan and the remaining amount of liabilities, which is not payable, has been transferred to Capital Reserve Account

NOTE -- 19**TRADE PAYABLES**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
- Payable to MSME Parties	70.03	-
- Payable to Other Parties	172.64	6,923.97
	242.67	6,923.97

19.1 The parties covered under the MSME Act have been identified based on the intimation regarding their status submitted to the company.

19.2 Interest on account of delayed payment to MSME amounting to Rs. 0.07 Lakhs has not been provided for due to financial exigencies.

19.3 Trade Payables ageing schedule as on 31st March 2024

Rs in Lakhs.

Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	70.03	-	-	-	70.03
ii) Others	-	168.68	-	-	3.96	172.64
iii) Disputed dues- MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	238.71	-	-	3.96	242.67

19.4 Trade Payables ageing schedule as on 31st March 2023

Rs in Lakhs.

Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-	-
ii) Others	-	-	-	-	6,923.97	6,923.97
iii) Disputed dues- MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	-	-	-	6,923.97	6,923.97

NOTE -- 20**OTHER CURRENT LIABILITIES**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
Advances from Customers (refer note no 20.1)	-	1,953.85
Payable to Financial Creditors	107.33	-
Interest Accrued But not Due	21.98	-
Statutory Liabilities	49.69	2,797.39
Payables to ex-employee / workmen	24.31	2,559.63
Expenses Payables	10.37	4,897.33
	213.68	12,208.20

20.1 Advance received from customers is not required to pay as per the resolution plan as approved as such the same is transferred to Capital Reserve Account.

NOTE -- 21**CURRENT PROVISIONS**

₹ in Lakhs.

PARTICULARS	As at 31st MARCH, 2024	As at 31st MARCH, 2023
PROVISIONS FOR EMPLOYEE BENEFITS		
For Bonus	-	675.07
For Ex-gratia	-	157.36
	-	832.43

NOTE -- 22**OTHER INCOME**

₹ in Lakhs

PARTICULARS	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
Reimbursement received against corporate insolvency process cost (refer note 22.1)	527.16	-
Reversal of provision for bad debts	155.25	-
Interest on Fixed Deposit & Others	22.66	0.63
Sale of Factory Scrap	84.26	-
	789.34	0.63

22.1 Reimbursement received related to Corporate Insolvency Resolution Process cost represents the expenses booked in earlier years and reimbursement received during the year from financial creditors.

NOTE -- 23**EMPLOYEES BENEFITS EXPENSES**

₹ in Lakhs

PARTICULARS	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
Salaries and Wages	28.51	4.97
Sitting fees to Directors	3.40	-
Contribution to PF & Pension Fund	0.80	-
	32.70	4.97

NOTE -- 24**FINANCE COSTS**

₹ in Lakhs.

PARTICULARS	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
Interest Expenses:		
- on Bank Term Loan	54.60	-
- on Loan taken from Holding Company	306.12	-
Total (A)	360.72	-
Other Financial Charges:		
Processing charges	10.00	-
Total (B)	10.00	-
Total (A+B)	370.72	-

NOTE -- 25**OTHER EXPENSES**

₹ in Lakhs

PARTICULARS	For the year ended on 31st March, 2024	For the year ended on 31st March, 2023
ADMINISTRATIVE EXPENSES		
Office Electricity	5.64	7.35
Repairs to Factory Building	0.28	-
Water Charges	34.00	-
GST Credit Reversal	56.76	-
Rent	0.10	-
Insurance	16.39	10.09
Payment to Statutory Auditors	4.50	4.50
Postage	0.04	-
Telephone Charges	-	0.75
Printing & Stationery	0.16	-
Legal & Professional Charges	209.60	94.21
Travelling Expenses	2.56	0.77
Bank Charges	0.04	0.05
Office & Miscellaneous Expenses	16.02	7.78
Provision for doubtful advances/balances	2,314.68	-
Security Expenses	40.81	63.86
	2,701.58	189.36

26 Fair Value Measurement

The management assessed that the fair values of short term financial assets and liabilities significantly approximate their carrying amounts largely due to the short term maturities of these instruments. The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction among willing parties, other than in a forced or liquidation sale

The Company determines fair values of long term financial assets and financial liabilities by discounting contractual cash inflows/ outflows using prevailing interest rates of financial instruments with similar terms. The fair value of investment is determined using quoted net assets value from the fund. Further, the subsequent measurement of all finance assets and liabilities (other than investment in mutual funds) is at amortized cost, using the effective interest method.

Discount rates used in determining fair value

The interest rate used to discount estimated future cash flows, where applicable, are based on the incremental borrowing rate of the borrower which in case of financial liabilities is the weighted average cost of borrowing of the Company and in case of financial assets is the average market rate of similar credits rated instrument.

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. In addition, the Company internally reviews valuation, including independent price validation for certain instruments.

Fair value hierarchy

All financial instruments for which fair value is recognized or disclosed are categorized within the fair value hierarchy

Level -1

Quoted (unadjusted) price is active market for identical assets or liabilities

Level 2:

Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly.

Level 3

Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observation market data.

27 Financial Instruments and Risk Review

i) Capital Management

The Company's capital management objectives are:-

The Board policy is to maintain a strong capital base so as to maintain inventory, creditors and market confidence and to future development of the business. The Board of Directors monitors return on capital employed.

The Company manages capital risk by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio on a monthly basis and implements capital structure improvement plan when necessary.

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

Debt-to-equity ratio is as follows

Particular	₹ in Lakhs	
	As at 31st March 2024	As at 1st April 2023
Net Debts (A) *	2,908.87	53,361.52
Equity (B)**	5,623.83	(54,828.74)
Debt Equity Ratio (A/B)	51.72%	-97.32%

* Net Debts includes Non-Current borrowings, Current borrowings, Current Maturities of non current borrowing net off Current Investment and cash and cash equivalent

** Equity includes equity and others equity.

ii) Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. Credit risk is controlled by analysing credit limit and credit worthiness of customers on a continuous basis to whom the credit has been granted.

Financial instruments that are subject to concentration of credit risk principally consists of trade receivable investments, derivative financial instruments and other financial assets. None of the financial instruments of the Company results in material concentration of credit risk.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is as under, being the total of the carrying amount of balances with trade receivables

As on	₹ in Lakhs
31st March, 2024	-
31st March, 2023	915.37

Trade receivables

Ind AS requires expected credit losses to be measured through a loss allowance. The Company assesses at each date of financial statement whether a financial asset or group of financial assets is impaired. The Company recognizes lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 months expected credit losses or at an amount equal to the life time expected credit losses, if the credit risk on the financial asset has increased significantly since initial recognition

Before accending any new customer, the Company uses an external/internal credit scoring system to asses potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customer are reviewed on periodic basis.

iii) Liquidity Risk

a) Liquidity risk management

Liquidity risk refers to the risk that the Company can not meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

b) Maturities of financial liabilities

The following table details the remaining contractual maturities for its financial liabilities with agreed repayment period. The amount disclosed in the table has been drawn up based on the undiscounted cash flow of financial liabilities based on the earliest date on which the Company can be required to pay. The table includes both interest and principal cash flows.

Particular	₹ in Lakhs			
	31st March 2024		31st March 2023	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Financial Liabilities				
Trade Payables	238.71	3.96	-	6,923.97
Working capital demand Loan	-	-	27,501.34	-
Loan/Term Loan (at variable rate)	-	3,492.86	21,253.04	-
Total	238.71	3,496.82	48,754.38	6,923.97

c) Maturities of financial assets

The expected maturity for financial assets of the Company are all current

iv) Market Risk

Market risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices. Such changes in the value of financial instruments may result from changes in the foreign currency exchange rate, interest rate, credit, liquidity and other market changes.

CLC Industries Limited

28	Contingent liabilities not provided for in respect of followings:																																																															
	(a) non observance, if any, with various fiscal statutes, laws and regulations in respect of fee, penalty, etc which cannot be reliably estimated at this stage.																																																															
	(b) The TDS demands raised by the income tax department for the financial year 2008-09 to 2023-24 amounting to ₹62.21 Lakhs for Delhi and ₹0.04 Lakhs for Baramati branch which are under reconciliation.																																																															
	(c) The Income tax demands raised by the income tax department for various financial years amounting to ₹4,052.18 Lakhs for which the company has submit waiver application to Assessing Officer, Income Tax, in view of NCLT order.																																																															
29	Estimated amount of contracts remaining to be executed on capital account and not provided for ₹14.17 Lakhs (net of advance of ₹ 9.82 Lakhs)																																																															
30	The accounts of the Company for the year ended 31st March, 2024 have been prepared on a going concern basis.																																																															
31	In the opinion of the Board, Current and Non-current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of the business.																																																															
32	Certain accounts of Trade Receivable, Trade Payable, Secured and Unsecured Loans, Employees, Loans and Advances, Deposits are subject to confirmations and reconciliations, if any. The difference as may be noticed on reconciliation will be duly accounted for on completion thereof. In the opinion of the management, the ultimate difference will not be material.																																																															
33	Managerial Remuneration: <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Name of Managerial Personnel</th> <th rowspan="2">Position Hold</th> <th colspan="2">Remuneration for the year</th> </tr> <tr> <th>Current Year (₹ in Lakhs)</th> <th>Previous year (₹ in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>Sanchit Bhupendra Singh Rajpal</td> <td>Managing Director</td> <td align="center">-</td> <td align="center">-</td> </tr> <tr> <td>Koyal Gehani (Appointed on 18.04.2024)</td> <td>Company Secretary</td> <td align="center">-</td> <td align="center">-</td> </tr> <tr> <td>Shrutisheel Jhanwar</td> <td>Chief Financial Officer</td> <td align="center">11.71</td> <td align="center">-</td> </tr> </tbody> </table>			Name of Managerial Personnel	Position Hold	Remuneration for the year		Current Year (₹ in Lakhs)	Previous year (₹ in Lakhs)	Sanchit Bhupendra Singh Rajpal	Managing Director	-	-	Koyal Gehani (Appointed on 18.04.2024)	Company Secretary	-	-	Shrutisheel Jhanwar	Chief Financial Officer	11.71	-																																											
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Sanchit Bhupendra Singh Rajpal	Managing Director	-	-																																																													
Koyal Gehani (Appointed on 18.04.2024)	Company Secretary	-	-																																																													
Shrutisheel Jhanwar	Chief Financial Officer	11.71	-																																																													
34	Disclosures as required by the Micro, Small and Medium Enterprises Development Act, 2006 are as under:-																																																															
	Particulars	Amount (In Lakhs) Year Ended March 31, 2024	Amount (In Lakhs) Year Ended March 31, 2023																																																													
	(a) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	70.03	-																																																													
	(b) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-																																																													
	(c) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-																																																													
	(d) The amount of interest paid by the buyer in terms of section 16 of MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-																																																													
	(e) The amount of interest due and payable for the period of delay in making (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act.	-	-																																																													
	(f) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-																																																													
	(g) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act.	-	-																																																													
35	<p>The Company is exclusively engaged in the business of manufacturing of Cotton yarn and related activities. This in the context of Ind AS 108 "Operating Segments", constitutes one single primary segment. Geographical Segment is identified as the secondary segment, However no operations have been conducted during the year.</p> <p>Geographical Segment:</p> <table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="3">Particulars</th> <th colspan="6">₹ in Lakhs</th> </tr> <tr> <th colspan="3">Year Ended March 31, 2024</th> <th colspan="3">Year Ended March 31, 2023</th> </tr> <tr> <th>India</th> <th>Outside India</th> <th>Total</th> <th>India</th> <th>Outside India</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>External Segment Revenue</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> </tr> <tr> <td>Total Segment Revenue</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> <td align="center">-</td> </tr> <tr> <td>Other Information</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>Carrying Amount of Segment Assets</td> <td align="right">9,574.76</td> <td align="center">-</td> <td align="right">9,574.76</td> <td align="right">20,305.41</td> <td align="center">-</td> <td align="right">20,305.41</td> </tr> <tr> <td>Carrying Amount of Segment Liabilities</td> <td align="right">3,950.93</td> <td align="center">-</td> <td align="right">3,950.93</td> <td align="right">75,134.15</td> <td align="center">-</td> <td align="right">75,134.15</td> </tr> </tbody> </table>			Particulars	₹ in Lakhs						Year Ended March 31, 2024			Year Ended March 31, 2023			India	Outside India	Total	India	Outside India	Total	Revenue							External Segment Revenue	-	-	-	-	-	-	Total Segment Revenue	-	-	-	-	-	-	Other Information							Carrying Amount of Segment Assets	9,574.76	-	9,574.76	20,305.41	-	20,305.41	Carrying Amount of Segment Liabilities	3,950.93	-	3,950.93	75,134.15	-	75,134.15
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36	In the opinion of the Board, property, plant and equipment have been stated at cost, which is at least equal to or less than the realizable value if sold in the ordinary course of business. Consequently, the management is of the opinion that there is no impairment of assets.																																																															
37	Employee Benefits No provision has been made for accrued liabilities of gratuity and compensated absences at the year-end considering the same is immaterial.																																																															

38	Related party disclosures as per Ind As 24: List of related parties Enterprises over which Key management personnel or their relatives are able to exercise significant influence (Companies / firms with whom transactions have taken place during the year.) a) Holding Company: i) Manjeet Cotton Pvt. Ltd. b) Key Management Personnel:- 1 Mr. Bhupendra Singh Rajpal, Chairman cum Whole Time Director - Appointed w.e.f. 12.07.2023 2 Mr. Sanchit Singh Rajpal, Managing Director - Appointed w.e.f. 31.08.2023 3 Mr Shrutisheel Jhanwar, Chief Financial Officer - w.e.f. 20.12.2023 4 Ms. Koyal Gehani, Company Secretary - Appointed w.e.f. 18.04.2024																																																																																																																																																												
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41	The company has not made any loans and advances in the nature of loan, provided any security or guarantee and granted securities during the year. The investments made has been disclosed in note no 4 to the financial statements which within the limit prescribed under section 186 of the Act.																																																																																																																																																												

42	The net profit (loss) for the purpose of measurement of basic and diluted earnings per share in terms of Ind AS - 33 on Earnings Per Share has been calculated as		
	Particulars	Current Year ₹ in lakhs	Previous Year ₹ in lakhs
	Net Profit (loss) as per Profit & Loss Account	(3,427.7)	(1,094.4)
	Numerator: Profit Available for equity share holders	(3,427.7)	(1,094.4)
	Denominator: Weighted Average Number of Equity shares outstanding (no's)	6,89,51,745	8,97,72,035
	Denominator for Diluted equity share holder	6,89,51,745	8,97,72,035
	Basic Earnings per share is arrived at by dividing Numerator by Denominator	(4.97)	(1.22)
	Diluted Earnings per share is arrived at by dividing Numerator for diluted equity share holder by Denominator	(4.97)	(1.22)
	The nominal value per equity shares is Rupees	10	10
43	No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.		
44	The company has used the borrowings from banks and financial institutions for the purpose for which it was taken at the balance sheet date. The Company is not required to file monthly returns or statements of current assets with banks or financial institutions, as no working capital loans or cash credit facilities have been availed.		
45	The company is not declared wilful defaulter by any bank or financial Institution or other lender during the year.		
46	During the year, the company has not carried out any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.		
47	During the year, the company has duly registered charge with Registrar of Companies. Certain charges have been satisfied, however, pending for registration with Registrar of Companies.		
48	The Company does not have any investment property, hence related disclosure is not required.		
49	The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) 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 (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.		
50	There is no case of search or survey of any other cases related to income surrendered or disclosed in any tax assessments under the Income Tax Act, 1961.		
51	The company has not invested in Crypto Currency or Virtual Currency, hence related details are not provided.		
52	Various Ratios :- During the financial year, the effects of the Order Issued by Hon'ble National Company Law Board, New Delhi ("NCLT Order") has been given in the books of account and also the manufacturing and trading operations are yet to be started since Baramati plant is under renovation. As a results the various ratio as prescribed have not been provided.		
53	The company has not met with the applicability criteria of provisions of section 135 of the Act with respect to corporate social responsibility, hence the related information has not been provided.		
54	Previous year's figures have been re-grouped/ re-arranged wherever necessary.		
	Sd/- Sanchit Singh Rajpal Managing Director DIN: 00311190	Sd/- Bhupendra Singh Rajpal Chairman DIN: 00311202	Sd/- Shrutisheel Jhanwar Chief Financial Officer PAN: ADPPJ9106N
			Sd/- Koyal Gehani Company Secretary PAN: AYQPG5876L
	Place: Chhatrapati Sambhajinagar Date: 30th May 2024		

Name of Ratio	Numerator	Denominator	Current Year	Previous Year	Variation in %	Reasons for variation
			Ratio			
Current Ratio (Times)	Current Assets	Current Liabilities	10.07	0.11	9,154.72	In terms of the approval of the resolution plan by the NCLT (delhi) some liabilities have been duly paid against the resolution plan size of ₹150 crores.
Debt-Equity Ratio (Times)	Debts (Long and Short Term)	Equity and reserves	0.62	(0.98)	(163.59)	In terms of the approval of the resolution plan by the NCLT (delhi) there are additions in reserves & surplus of the company.
Debts Service Ratio (Times)	Profit before Interest and Tax	Term Liabilities	(0.84)	(0.02)	4,027.93	there is huge increase in other expenses due to creation of provisions for doubtful balances/advances in current financial year as compared to previous financial year.
Return on Equity Ratio (%)	Profit After Tax	Equity Capital	(3.30)	(0.12)	2,605.19	there is huge increase in other expenses due to creation of provisions for doubtful balances/advances in current financial year as compared to previous financial year.
Inventory Turnover Ratio (Days)	Inventories	Turnover	-	-	-	No explanation required
Trade Receivables Turnover Ratio, (Days)	Trade Receivable	Turnover	-	-	-	No explanation required
Trade Payables Turnover Ratio, (Days)	Trade Payable	Turnover	-	-	-	No explanation required
Net Capital Turnover Ratio (times)	Net Working Capital	Turnover	-	-	-	No explanation required
Net Profit Ratio (%)	Net Profit after tax	Turnover	-	-	-	No explanation required
Return on Capital Employed (%)	Net Profit after tax	Capital Employed	-60.96	2.00	(3,153.82)	there is huge increase in other expenses due to creation of provisions for doubtful balances/advances in current financial year as compared to previous financial year.
Return on Investment (%)	Net Profit after tax	Investment	-60.96	2.00	(3,153.82)	there is huge increase in other expenses due to creation of provisions for doubtful balances/advances in current financial year as compared to previous financial year.

SPENTEX INDUSTRIES LTD.-BARAMATI

