

12th July, 2024

BSE Limited
Department of Corporate Services (DCS-Listing)
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Company Code: 509472

Dear Sirs,

Sub: Notice of 72nd Annual General Meeting (AGM) and Annual Report 2023-24

Ref: Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulations 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached copy of the Notice of 72nd Annual General Meeting (AGM) scheduled to be held on Tuesday, 6th August, 2024 at 3.30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) of National Securities Depositories Limited (NSDL) along with Annual Report for the Financial Year 2023-24 sent today by electronic mode to the Members of the Company whose email addresses are registered with Depository Participant/ Registrar & Transfer Agents of the Company.

Kindly note that the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 31st July, 2024 to Tuesday, 6th August, 2024 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2023-24, if declared at the AGM.

The Notice of AGM and Annual Report for the Financial Year ended 2023-24 is also available on the Company's website <http://cravatex.com/>.

Kindly take the same on record.

Thanking You,
For **Cravatex Limited**

Sudhanshu Namdeo
Company Secretary and
Compliance Officer
Membership No.A17132

Encl: a.a





CRAVATEX LIMITED

72nd Annual Report
2023 - 24

BOARD OF DIRECTORS AND GENERAL INFORMATION

Board of Directors

Rajesh Batra	– Chairman & Managing Director
S. D. Israni	– Independent Director (upto 31 st January, 2024)
N. Santhanam	– Independent Director (upto 31 st March, 2024)
Pheroza Jimmy Bilimoria	– Independent Director
Satyan Shivkumar Israni	– Independent Director (w.e.f. 12 th February, 2024)
Nakul Toshniwal	– Independent Director (w.e.f. 15 th February, 2024)
Divakar G. Kamath	– Executive Director and CFO
Rohan Batra	– Non-executive Director

Auditors

GPS & Associates
105-106, Shyamkamal, 'D' Building
Agarwal Market
Vile Parle (East), Mumbai-400 057.

Registrars & Share Transfer Agents

Link Intime India Private Limited
C 101, 247 Park, LBS Marg
Vikhroli (West), Mumbai-400 083.

Bankers

Axis Bank Limited
HDFC Bank Limited

Chief Financial Officer

Divakar G. Kamath

Company Secretary and Compliance Officer

Sudhanshu Namdeo

Registered Office

(w.e.f. 14th November, 2023)
1st Floor, Godrej Bhavan, 4A Home Street
Charanjit Rai Marg, Fort, Mumbai-400 001.

(upto 13th November, 2023)
Ground Floor (East Wing), Forbes Building
Charanjit Rai Marg, Fort, Mumbai-400 001.

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FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

	2023-24	2022-23	2021-22	2020-21	2019-20
Equity Share Capital	258	258	258	258	258
Reserves and Surplus	1487	1168	3959	3598	3049
Net Worth	1745	1426	4217	3856	3307
Fixed Assets*	1637	1431	1465	1464	1621
Depreciation*	795	692	692	623	789
Net Block*	842	739	773	841	832
Turnover	187	348	244	231	242
Earning before Taxes	335	(2,778)	510	619	255
Final Dividend	78 (30%)	39 (15%)	78 (30%)	78 (30%)	26 (10%)
Interim Dividend	—	—	—	—	52 (20%)
Earning Per Share	13.69	(105.03)	16.98	22.31	8.98

* Includes Tangible Assets, Intangibles Assets & Investment Property.

NOTICE OF ANNUAL GENERAL MEETING**NOTICE**

NOTICE is hereby given that the 72nd (Seventy Second) Annual General Meeting of the Members of CRAVATEX LIMITED ("Company") will be held on Tuesday, 6th August, 2024 at 3.30 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business as mentioned below. The venue of the meeting shall be deemed to be at the Registered Office of the Company at 1st Floor, Godrej Bhavan, 4A Home Street, Charanjit Rai Marg, Fort, Mumbai – 400 001.

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 including Audited Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with Reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 including Audited Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss, Cash Flow Statement for the year ended on that date together with Reports of the Auditors thereon.
2. To declare a final dividend of Rs.3/- per equity share i.e. 30% for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Rajesh Batra (DIN 00020764) who retires by rotation and, being eligible, offers himself for re-appointment.

By Order of the Board of Directors
For **Cravatex Limited**

Sudhanshu Namdeo
*Company Secretary and
Compliance Officer*
Membership No. A17132

Place : Mumbai

Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan

4A Home Street, Charanjit Rai Marg

Fort, Mumbai – 400 001

Tel No.: +91 22 66667474

Email: investors@cravatex.com

Website: <http://cravatex.com/>

NOTICE OF ANNUAL GENERAL MEETING

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide its general circular no.20/2020 dated 5th May, 2020, general circular no.02/2022 dated 5th May, 2022, general circular no.10/2022 dated 28th December, 2022 and general circular no.09/2023 dated 25th September, 2023 ("MCA Circulars") and SEBI vide its circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 ("SEBI Circulars") permitted the holding of the 72nd Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility.

2. Since this AGM is being held pursuant to the 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. A statement giving the details of the Director seeking re-appointment under Item No.3 of the accompanying Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in annexure attached herewith.
4. SEBI vide its notification dated 24th 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 dematerialise the shares held by them in physical form.

Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company and the Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Members may also note that SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July, 2023 (updated as on 4th August, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers Members to effortlessly access following services:

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
- Features – A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal - for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

The application can be accessed at <https://swayam.linkintime.co.in>. Members are requested to get registered and have first-hand experience of the portal.

NOTICE OF ANNUAL GENERAL MEETING

5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 31st July, 2024 to Tuesday, 6th August, 2024 (both days inclusive) for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2023-24, if declared at the AGM.
6. The Register of Directors and Key Managerial Personnel and their Shareholding, under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, under Section 189 of the Act, will be available electronically for inspection by the Members without any fee from the date of despatch of the Notice up to the date of AGM, i.e. Tuesday, 6th August, 2024 on emailing to investors@cravatex.com.
7. The dividend on Equity Shares, if declared at the Annual General Meeting, will be paid on or after Tuesday, 6th August, 2024 to Members whose names appear on the record of Depositories [National Securities Depository Limited and Central Depository Services (India) Limited] on Tuesday, 30th July, 2024 (for shares held in demat mode) and in the Register of Members of the Company (for shares held in physical mode) updated as on Tuesday, 30th July, 2024. The dividend will be paid to the Members within the stipulated time.
8. Members are requested to immediately notify any change in their name, registered address, email id, telephone/mobile numbers, permanent account number (PAN), nominations, power of attorney, bank mandate viz. name and address of the branch of the bank, MICR code of the branch, account number with blank cancelled cheque to their Depository Participant (DP) quoting their Client IDs in case of shares held in demat form and to the Registrars and Share Transfer Agents of the Company quoting their Folio Number in case of shares held in physical form. Members whose shares are in physical form are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 7 days before the Annual General Meeting through email on investors@cravatex.com. The same will be replied by the Company suitably.
10. As the Company had not declared any dividend for the financial year ended 31st March, 2017 there is no unclaimed dividend for the said financial year to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government in terms of the provisions of Section 124 of the Companies Act 2013 in financial year 2024-25. Those members who have so far not encashed the dividend(s) from the financial year ended 31st March, 2018 till the financial year ended 31st March, 2023 are requested to approach the Registrars and Share Transfer Agents of the Company for payment.

In terms of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the information in respect of the unclaimed dividends as on the date of the 71st Annual General Meeting (AGM) held on 4th August, 2023, on the website of the IEPF viz. www.iepf.gov.in and also under the "Investors Section" on the website of the Company viz. <http://cravatex.com/>.
11. In case of Members holding shares in physical form in terms of Section 72 of the Act read with the applicable Rules made therein, every holder of shares in the Company may at any time nominate, cancel or modify in the prescribed manner (Form No. SH-13/SH-14), a person to whom his/her shares in the Company shall vest, in the event of his/her death. The duly filled in Nomination Form shall be sent to the Registrar and Share Transfer Agents at the above mentioned address by the Members holding shares in physical mode.

In case of Members holding shares in electronic form they may contact their respective Depository Participants for availing the nomination facility.
12. In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Depository Participant (DP)/Registrar & Share Transfer Agents. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website <http://cravatex.com/>, website of the Stock Exchange i.e. BSE Limited at <http://bseindia.com/> and on the website of NSDL <https://evoting.nsdl.com/>. Members who have not registered their email address so far are requested to register their e-mail address with the Depository Participant (DP)/Registrar & Share Transfer Agents of the Company for receiving all communications from the Company electronically. In case you have not registered your email id with the Company / Depository Participant please access the link https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html to temporarily register your email id for obtaining Annual Report 2023-24 and e-voting login details therein.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Registrar and Share Transfer Agents (in case of shares held in physical mode) and with Depository Participant (in case of shares held in demat mode).

NOTICE OF ANNUAL GENERAL MEETING

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by Tuesday, 30th July, 2024 to the Registrar and Share Transfer Agents by accessing the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by Tuesday, 30th July, 2024 to the Registrar and Share Transfer Agents by accessing the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

15. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first come first served basis.
16. Since the AGM will be held through VC / OAVM, the Route Map is not being annexed to this Notice.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Secretarial Standard - 2, MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
18. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. The remote e-voting period commences on Saturday, 3rd August, 2024 (9:00 a.m. IST) and ends on Monday, 5th August, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 30th July, 2024 i.e. cut-off date, may cast their vote electronically.

The e-voting module shall be disabled by NSDL for voting after the above stated ending time on that date. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.

Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://evoting.nsdl.com/> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

20. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 30th July, 2024.
21. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Tuesday, 30th July, 2024 only shall be entitled to avail the facility of remote e-voting as well as attending and e-voting at the AGM.
22. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. Tuesday, 30th July, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com with a copy marked to investors@cravatex.com.

However, if the person is already registered with NSDL for remote e-voting then the person can use the existing User ID and password for casting the vote.

NOTICE OF ANNUAL GENERAL MEETING

23. The Instructions for Members for Remote E-Voting are as under:

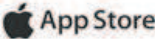
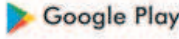


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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’ 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. 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. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center; margin-right: 20px;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;"> <div style="text-align: center; margin-right: 20px;">  </div> <div style="text-align: center;">  </div> </div>
Individual Members holding securities in demat mode with CDSL	<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.

NOTICE OF ANNUAL GENERAL MEETING

Type of Members	Login Method
Individual Members holding securities in demat mode with CDSL	<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 evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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>
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 – 4886 7000.
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

NOTICE OF ANNUAL GENERAL MEETING

(B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members 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 Members other than Individual Members 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 Members whose email ids are not registered.

NOTICE OF ANNUAL GENERAL MEETING

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (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.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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.

24. General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemanshu@hkacs.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

NOTICE OF ANNUAL GENERAL MEETING

25. The process for those Members 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 investors@cravatex.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 investors@cravatex.com. If you are an Individual Members 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 Members holding securities in demat mode.
 3. 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.
 4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
26. The instructions for Members for E-Voting on the day of AGM are as under:
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
27. The instructions for Members for attending the AGM through VC/OAVM are as under:
1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" 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. Members who would like to express their views/have questions may send their questions at least 7 days in advance mentioning their name demat account number/folio number, email id, mobile number by email at investors@cravatex.com.
 6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

NOTICE OF ANNUAL GENERAL MEETING

28. Mr. Hemanshu Kapadia (FCS: 3477 and CP: 2285), Proprietor of M/s. Hemanshu Kapadia & Associates, Practicing Company Secretaries, Mumbai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
29. The Chairman shall, at the AGM, allow voting with the assistance of scrutinizer, through e-voting facility as provided by NSDL for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
30. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://cravatex.com/> and on the website of NSDL <https://evoting.nSDL.com/> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board of Directors
For **Cravatex Limited**

Sudhanshu Namdeo
*Company Secretary and
Compliance Officer*
Membership No. A17132

Place : Mumbai
Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan
4A Home Street, Charanjit Rai Marg
Fort, Mumbai – 400 001
Tel No.: +91 22 66667474
Email: investors@cravatex.com
Website: <http://cravatex.com>

NOTICE OF ANNUAL GENERAL MEETING

ANNEXURE TO NOTICE

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Name of the Director	Mr. Rajesh Batra
DIN	00020764
Age	69 years
Qualifications	Schooling in Campion School, Mumbai and graduated from Elphinstone College, in 1975. He then obtained a Diploma in Systems Management from Jamnalal Bajaj Institute in 1978.
Nationality	Indian
Experience/Expertise	Mr. Rajesh Batra is a second generation entrepreneur and son of Late Mr. Ram Batra, a leading businessman and a former sheriff of Mumbai. Mr. Batra serves as an Independent Director on the board of three Listed Companies. He is also a trustee on several charitable trusts and promotes sport through the Ram Batra Memorial Foundation.
Terms and Conditions of Appointment / Reappointment	To be re-appointed as a Director liable to retire by rotation.
Remuneration last drawn for the financial year 2023-24	Rs.26.00 lakhs per annum
Remuneration proposed to be paid	Upto Rs.54.00 lakhs per annum
Date of first appointment on the Board	30/11/1981
Shareholding in the Company	70 Equity Shares (including 20 shares each held on behalf of partnership firm and trust) of Rs.10/- each.
Relationship with other Directors/ Key Managerial Personnel	Father of Mr. Rohan Batra, Director of the Company.
No. of Board Meetings attended during the Financial Year 2023-24	4 out of 4
Directorships of other Companies	1. Naperol Investments Limited 2. The Bombay Burmah Trading Corporation Limited 3. The Bombay Dyeing and Manufacturing Co. Limited 4. B.R.T. Limited 5. R. B. Fitness and Trading Pvt. Ltd. 6. RKB Trading Pvt. Ltd. 7. Goodeed Charitable Foundation 8. Tristar Charitable Foundation 9. Northstar Charitable Foundation 10. Venus Charitable Foundation

NOTICE OF ANNUAL GENERAL MEETING

Membership / Chairmanship of Committees of other Companies	<ol style="list-style-type: none">1. Naperol Investments Limited (Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Corporate & Social Responsibility Committee, Risk Management Committee)2. The Bombay Burmah Trading Corporation Limited (Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Corporate & Social Responsibility Committee)3. The Bombay Dyeing and Manufacturing Company Limited (Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee)
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By Order of the Board of Directors
For **Cravatex Limited**

Sudhanshu Namdeo
*Company Secretary and
Compliance Officer*
Membership No. A17132

Place : Mumbai

Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan

4A Home Street, Charanjit Rai Marg

Fort, Mumbai – 400 001

Tel No.: +91 22 66667474

Email: investors@cravatex.com

Website: <http://cravatex.com>

REPORT OF THE BOARD OF DIRECTORS
BOARD'S REPORT
To The Members of Cravatex Limited

Your Directors are pleased to present the 72nd (Seventy Second) Annual Report on the business and operation of your Company together with the Audited Financial Statements of the Company including Audited Balance Sheet and the Statement of Profit and Loss for the financial year ended 31st March, 2024.

	Current Year Rupees in Lacs	Previous Year Rupees in Lacs
FINANCIAL HIGHLIGHTS		
Earnings before Finance Cost, Depreciation and Taxation	509.01	710.74
Less : Finance Cost	39.62	136.05
Less : Depreciation	133.99	80.84
Profit (Loss) before Exceptional Item	335.40	493.85
Exceptional Item	—	(3,271.91)
Profit (Loss) before Tax	335.40	(2,778.06)
Tax Expense		
Current Tax	(13.39)	(32.38)
Deferred Tax	11.61	76.59
Taxes of Earlier years	20.19	19.74
Profit (Loss) after Taxation	353.81	(2,714.11)
Other Comprehensive Income / (Loss)	3.64	1.00
Total Comprehensive Income / (Loss)	357.45	(2,713.11)

STATEMENT OF COMPANY AFFAIRS

The trading activity, which was one of the revenue sources, was lower due to subdued demand. However, the income from lease improved to the extent of annual increase in contracted lease agreements. Lower dividend from overseas subsidiary vis a vis the previous year shrank the other income. Post the sale of 100% stake in Cravatex Brands Ltd. in the previous year, the company posted profit vis a vis the last year's net loss. The overall operations and financials of the company were considered as reasonable.

DIVIDEND

The Directors are pleased to recommend final dividend of Rs.3/- (30%) per equity share of Rs.10/- each for the financial year 2023-24, subject to tax deduction at source. The total outflow on this dividend account will be Rs.78 lakhs.

EQUITY SHARE CAPITAL

The total issued, subscribed and fully paid up equity share capital of the Company listed on BSE as on 31st March, 2024 was Rs.2,58,41,600/- divided into 25,84,160 equity shares of Rs. 10/- each.

TRANSFER TO RESERVES

During the financial year debit balance of retained earnings amounting to Rs.11,81,40,192/- has been transferred to the general reserves.

FIXED DEPOSITS

The Company does not have any fixed deposits covered under Chapter V of the Companies Act, 2013 as on 31st March, 2024 and accordingly, there were no unclaimed deposits as on that date.

INSURANCE

The fixed assets of the Company have been adequately insured during the financial year under review.

REPORT OF THE BOARD OF DIRECTORS

DIRECTORS & KEY MANAGERIAL PERSONNEL

- Mr. Rajesh Batra (DIN 00020764) is retiring by rotation and, being eligible, offers himself for re-appointment.
- Mr. Divakar G. Kamath (DIN 08730430) is re-appointed as the Executive Director & CFO of the Company for a further period of 3 (three) years with effect from 1st April, 2023.

Dr. S.D. Israni (DIN 00125532) ceased to be an Independent Director of the Company with effect from 31st January, 2024 consequent to his resignation due to his advanced age and ill-health. Dr. Israni has confirmed that there is no material reasons for his resignation other than those provided.

Mr. N. Santhanam (DIN 00027724) ceased to be an Independent Director of the Company with effect from 31st March, 2024 consequent to expiry of his second term on 31st March, 2024.

Mr. Satyan Shivkumar Israni (DIN 01174081) is appointed as a Non-executive Independent Director of the Company for the first term of consecutive period of 5 (five years) from 12th February, 2024 till 11th February, 2029.

Mr. Nakul Toshniwal (DIN 00350112) is appointed as a Non-executive Independent Director of the Company for the first term of consecutive period of 5 (five years) from 15th February, 2024 till 14th February, 2029.

Ms. Pheroza Jimmy Bilimoria (DIN 00191386), Mr. Satyan Shivkumar Israni (DIN 01174081) and Mr. Nakul Toshniwal (DIN 00350112) Independent Directors, have registered themselves for inclusion of their name in the Independent Directors Data Bank of The Indian Institute of Corporate Affairs. In the opinion of the Board the said Independent Directors have the integrity, expertise and experience as Independent Directors in the Company.

The Company conducts familiarization programs for Independent Directors with regard to their roles, rights, responsibilities towards the Company. Detailed presentations are made to the Board and its Committees from time to time on various matters such as business, regulatory, litigation, CSR update etc.

There are no appointment/cessation of the Key Managerial Personnel (KMP) during the financial year ended 31st March, 2024.

DECLARATION BY INDEPENDENT DIRECTORS

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

AUDIT COMMITTEE

The details pertaining to the composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

SUBSIDIARY

BB (UK) Limited (BBUK)

BB (UK) Limited (BBUK) is a 100% subsidiary of the Company incorporated in United Kingdom. The principal activity of BB(UK) is designing, sourcing and marketing of the Fila and Sergio Tacchini brand.

BB (UK) limited (BBUK) is a 100% subsidiary of the company incorporated in the United Kingdom. The company operates a license of FILA brand for specific distribution in the UK and the Middle East. It also has license for the Sergio Tacchini brand in the UK. A slowdown in retail spending in the UK, coupled with the cost of living crisis has seen several companies and retailers facing very difficult times. This has led to closure of several stores and muted demand.

The company has been cautious in its approach and in spite of challenging circumstances has delivered a profit before tax (PBT) of GBP 4.20 lacs (2.06%) on a lower revenue of GBP 203.55 lacs vis a vis a PBT of 2.26% in previous year. This has been achieved by a tight control on costs.

The demand for the FILA brand is still muted however the outlook for the near future remains stable.

The salient features of the financial statement of the subsidiary is set out in the prescribed Form AOC-1 as Annexure IV, which forms part of the board report.

The financial statement of the subsidiary for the financial year ended 31st March, 2024 will be kept open for inspection for the Members at the website of the Company at <https://cravatex.com/investor-relations/BBUK-Financial-Statements-2023-24.pdf> upto and including the date of the Annual General Meeting.

REPORT OF THE BOARD OF DIRECTORS**DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(5) of the Companies Act, 2013, the Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

Your Company have taken all the necessary steps for ensuring compliance of all mandatory provisions of Corporate Governance in terms of Regulation 4(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A separate report on Corporate Governance is incorporated as a part of the Annual Report along with a Certificate from a Practicing Company Secretary.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed and forms a part of this report.

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

Information required pursuant to Section 134(3)(m) of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, is given in the Annexure I to this Report.

CHANGES IN THE NATURE OF BUSINESS

There is no change in the nature of business carried on by the Company and of its Subsidiaries. The Company has not changed the class of business in which the Company has interest.

MATERIAL CHANGES AND COMMITMENTS

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

CONSOLIDATED ACCOUNTS

The Company had adopted the Indian Accounting Standards (IND AS) from 1st April, 2017, and accordingly, the consolidated financial statements have been prepared in accordance with the recognition and measurement principles in IND AS Interim Financial Reporting and those prescribed under the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles issued by the Institute of Chartered Accountants of India.

ANNUAL RETURN

The annual return in Form MGT-7 referred to in Section 92(3) of the Companies Act, 2013 is placed on the website of the Company at <http://cravatex.com/investor-relations/annual-return-2023-24.pdf>.

PARTICULARS OF THE EMPLOYEES

The Information required under Section 197(12) of the Companies Act, 2013 read with rules made thereunder is included in the board report as Annexure II and forms part of this report.

REPORT OF THE BOARD OF DIRECTORS

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an annual performance evaluation of the Board is undertaken. The Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. During the year, the evaluation was completed by the company. A structured questionnaire was prepared after taking into consideration the various aspects of the Board functioning, composition and the Board and its committees, culture, execution and performance of specific duties, obligations and governance.

In case of Independent Directors, the performance evaluation was undertaken based on various criteria such as their delivery, contribution to the Board/Committees, attendance at the respective meetings, sharing of best practices, engaging with top management team etc.. The performance of the Chairman and Non-Independent Directors were also carried out by the Independent Directors.

As an outcome of the above exercise, it was noted that the functioning of the Board as a whole, Independent Directors, Non Independent Directors and the Chairman was satisfactory and well conducted.

NUMBER OF BOARD MEETINGS

The Company held 4 (four) Board Meetings during the Financial Year 2023-24. These were on 26th May, 2023, 14th August, 2023, 9th November, 2023 and 14th February, 2024.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under section 186 of the Companies Act, 2013 are given in the notes to the financial statement.

WHISTLE BLOWER POLICY

The Company has adopted a whistle blower policy as part of mechanism to provide a fair avenues to the Directors and employees for reporting genuine concerns or grievances on any issue which is perceived to be in violation/conflict with the Code of the Company. The Policy has been posted on the website of the Company.

NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Remuneration Policy has been formulated and adopted by the Board. The salient features are as follows:

PURPOSE OF THE POLICY

- (a) To provide guidelines to the Board while identifying persons for appointment as directors / for positions in senior management
- (b) To identify and evaluate the suitability of persons for recommending them to the Board for their appointment as directors including managing directors and executive directors, as also persons who may be appointed in senior management positions.
- (c) To recommend to the Board the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management. The terms of remuneration shall be based keeping in view various aspects including qualifications, experience, performance, commitment, leadership skills, etc.
- (d) To devise plans from time to time to motivate, retain and promote talent so as to ensure long term continuity of such personnel and in the process creating competitive advantage for the Company.

ROLE OF THE COMMITTEE

- (a) To identify persons who are suitable for appointment as directors.
- (b) To recommend the remuneration policy for the directors, KMP and senior management.
- (c) To formulate the criteria for evaluation of Independent Directors and the Board;
- (d) To devise a policy on Board diversity.
- (e) To disclose the remuneration policy and the evaluation criteria in its Annual Report.
- (f) To recommend Board about the appointment and removal of directors.

REPORT OF THE BOARD OF DIRECTORS

(g) While formulating such a policy the Committee shall ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

The entire policy is also disseminated on the website of the Company at <http://cravatex.com/investor-relations/Nomination-and-Remuneration-Policy.pdf>.

RELATED PARTY TRANSACTIONS

All related party transactions are placed before the audit committee and board for approval in compliance with regulatory requirement and a healthy corporate discipline.

The Company has not entered into any contract/arrangement/transaction with its related parties, which is not in the ordinary course of business or not at arm's length during the financial year 2023-24. There are no material contract/arrangement/transaction with related parties at arms length basis during the year under review. Accordingly, the disclosure relating to Form AOC-2 is not attached separately.

The Company has laid down policies and processes/procedures so as to ensure compliance to Section 188 of the Companies Act, 2013 and the corresponding Rules. The details of related party transactions for the financial year 2023-24 are provided in Note 34 of the audited financial statements.

There are no transactions during the financial year under review with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the Company.

The Company's Policy on Materiality of related party transactions and dealing with related party transactions is available on the Company's website at <http://cravatex.com/investor-relations/Policy-on-Materiality-of-Events.pdf>.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

SECRETARIAL AUDIT

In terms of Section 204 of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24 of the SEBI (LODR) Regulations, 2015, the Company had appointed M/s. Hemanshu Kapadia & Associates, Practicing Company Secretary, to conduct the Secretarial Audit for the financial year 2023-24. The secretarial audit report is included as Annexure III and forms a part of this report.

CORPORATE SOCIAL RESPONSIBILITY

Since the company not being a specified class of Company, the provisions of Section 135 of the Companies Act, 2013 were not applicable to the Company during the financial year 2023-24.

Consequent to the net profits for the financial year 2023-24 not exceeding Rs.5 crores, the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 will not be applicable to the Company for the financial year 2024-25.

INTERNAL CONTROL SYSTEMS

Objective evaluation of adequacy and efficiency of internal controls and systems are done by qualified audit firm and monitored closely by the top management. Present control systems are considered as adequate for the size of business including internal financial controls with reference to financial statement and operating effectively.

RISK MANAGEMENT

The risks that the Company is exposed to in the normal circumstance and the measures taken by the Company to tackle the same are as follows:

Sr. No.	Risk Description	Key Risk Matrix	Mitigation Measure
1	Destruction of properties and assets due to fire etc	Loss of assets resulting in financial loss.	Comprehensive insurance is taken and monitored from time to time for adequacy.
2	Loss of income from office premises	Fall in rentals in the market, Premises falling vacant	A duly registered Leave and License is contracted with reputed Licensee for a certain period.

REPORT OF THE BOARD OF DIRECTORS

AUDITORS' REPORT

The are no fraud to be reported as required under Section 134(3)(ca) of the Companies Act, 2013.

There are no qualifications, reservation, adverse remark or disclaimer made by the Auditors of the Company in his report and by the Company Secretary in Practice in his secretarial audit report under Section 134(3)(f) of the Companies Act, 2013.

STATUTORY AUDITORS

M/s. GPS and Associates, Chartered Accountants, Mumbai (Firm Regd. No. 121344W) were appointed as the Statutory Auditors of the Company in the 70th Annual General Meeting of the Company to hold office for a second term from the conclusion of the 70th Annual General Meeting until the conclusion of the 75th Annual General Meeting. The said Statutory Auditor shall hold office until the conclusion of the 75th Annual General Meeting to be held in the year 2027.

PREVENTION OF SEXUAL HARASSMENT

The Company encourages and supports Women employees at work place in terms of their safety and protection.

Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 every specified Company is required to adopt policy for prevention of Sexual Harassment of Women at workplace set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee. As the number of employees in the Company is less than ten, it is not mandatory to adopt policy for prevention of Sexual Harassment of Women at workplace and set up Committee for implementation of said policy. However, the spirit of the regulation is taken note of in case of any event for appropriate action in the interest of a healthy corporate governance.

TRANSFER OF UNCLAIMED SHARES TO IEPF

Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 and General Circular No.12/2017 dated 16th October, 2017, stipulated that shares on which dividend has not been paid or claimed for 7 consecutive years or more are to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

As the Company had not declared any dividend for the financial year ended 31st March, 2017 there was no unclaimed dividend for the said financial year to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government in terms of the provisions of Section 125 of the Companies Act 2013 in financial year 2023-24.

SECRETARIAL STANDARDS

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

COST RECORDS

As per Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the maintenance of cost records is not mandated for the Company.

MISCELLANEOUS

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

There is nothing to report regarding difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof.

There is nothing to report regarding 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 such scheme as envisaged under Section 67(3) of the Companies Act, 2013.

REPORT OF THE BOARD OF DIRECTORS

ACKNOWLEDGEMENT

Your directors wish to place on record their appreciation for the efforts, hard work, dedication and commitment put by employees at all levels as also for the valuable support extended by the Members, Bankers and other business associates.

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

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Place : Mumbai

Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan

4A Home Street, Charanjit Rai Marg

Fort, Mumbai – 400 001

Tel No.: +91 22 66667474

Email: investors@cravatex.com

Website: <http://cravatex.com>

REPORT OF THE BOARD OF DIRECTORS

Annexure I

ANNEXURE TO THE DIRECTORS' REPORT

Additional information as required under The Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY

(a) The steps taken on conservation of energy:

The consumption of electricity/energy is restricted to its office premises. The Company has been making optimum use of electrical energy by regular maintenance of office electrical installations. Regular monitoring is done for preventing wastage of energy.

(b) Impact on conservation of energy:

Not discernable

(c) The steps taken by the company for utilising alternate sources of energy

None as the Company is not engaged in any manufacturing activities and the energy consumption is restricted for its office premise and it is insignificant.

(d) The capital investment on energy conservation equipments:

None presently.

B. TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption;

Not Applicable as the Company is not engaged in any Hitech or Manufacturing Activities.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution;

Not Applicable

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

(a) the details of technology imported;

(b) the year of import;

(c) whether the technology been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

Not Applicable

(iv) The expenditure incurred on Research and Development.

None

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as follows:

	2023-24 Rupees in Lacs	2022-23 Rupees in Lacs
Earnings: Dividend Income from BB (UK) Limited (Subsidiary of the company)	230.63	480.21
Expenditure:	—	—

REPORT OF THE BOARD OF DIRECTORS

ANNEXURE II

DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF THE COMPANIES APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2023-24;

Sr. No.	Name of the Director	Ratio of the remuneration of each director to the median remuneration
1.	Rajesh Batra	2.12
2.	Divakar G. Kamath	2.54

NOTE:

1. Apart from Mr. Rajesh Batra, Managing Director and Mr. Divakar G. Kamath, Executive Director and CFO, no other Director was entitled for remuneration in financial year 2023-24 and other Directors were paid Sitting Fees for attending Board/Committee Meetings.
2. The Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year:

Sr. No.	Name	Designation	% Increase / (Decrease)
i.	Rajesh Batra	Managing Director	(50)
ii.	Divakar G. Kamath	Executive Director and CFO	8
iii.	Sudhanshu Namdeo	Company Secretary and Compliance Officer	8

3. The percentage increase/(decrease) in the median remuneration of employees in the financial year : 0.75%
4. The number of permanent employees on the rolls of the company as on 31st March, 2024 : 8
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration:

	% Change
Remuneration paid to employees excluding managerial personnel	8.00
Remuneration paid to managerial personnel	(18.87)

6. It is hereby affirmed that the remuneration paid is within the Remuneration Policy of the Company for Directors, Key Managerial Persons and Employees.
7. (i) The name of employee, who if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore two lakh rupees : None
- (ii) The name of employee, who if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month : None
- (iii) The name of employee, who if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or wholetime director or manager and holds by himself or alongwith his spouse and dependent children, not less than two percent of the equity shares of the company : None

REPORT OF THE BOARD OF DIRECTORS

8. The Managing Director or Executive director of the company does not receive any remuneration or commission from any holding company or subsidiary company of the company.
9. The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

REPORT OF THE BOARD OF DIRECTORS

ANNEXURE III

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
Cravatex Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cravatex Limited** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Cravatex Limited 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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit period as the Company has not issued any new securities**);
 - (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 as the Company has not issued any securities under Employee Stock Option Scheme**);
 - (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 as the Company has not issued any Debt instruments/ Securities**);
 - (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 as delisting of securities did not take place**); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable to the Company during the Audit period as the Company has not Bought back its securities**);
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

The Management has confirmed that the Company is engaged in trading activity only and therefore there is no sector specific law applicable to the Company.

REPORT OF THE BOARD OF DIRECTORS

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

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above read with the Companies Act, 1956 (wherever applicable).

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent as per the provisions and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings held during the year and signed by the Chairman, majority decisions are carried through are recorded as part of the minutes and no dissenting views have been recorded. Further, as confirmed by the Management, mechanism to capture and record the dissenting Members' views as a part of the minutes, exist.

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

I further report that during the audit period, there were no instances of:

- (i) Public/Rights/Bonus issue of shares/debentures/sweat equity.
- (ii) Buy-back of securities.
- (iii) Merger/amalgamation/reconstruction etc.
- (iv) Foreign technical collaborations.

For Hemanshu Kapadia & Associates
Practising Company Secretaries

Hemanshu Kapadia

Proprietor

C.P. No. 2285

Membership No. 3477

Peer Review Certificate No. 1620/2021

UDIN: F003477F000446260

Date : 24th May, 2024

Place : Mumbai

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

REPORT OF THE BOARD OF DIRECTORS**Annexure A****To The Members
Cravatex Limited**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Hemanshu Kapadia & Associates
Practising Company Secretaries

Hemanshu Kapadia
Proprietor

C.P. No. 2285
Membership No. 3477
Peer Review Certificate No. 1620/2021
UDIN: F003477F000446260

Date : 24th May, 2024
Place : Mumbai

REPORT OF THE BOARD OF DIRECTORS

ANNEXURE IV

Form AOC-I

[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of subsidiaries companies for the financial year ended 31st March, 2024.

Part "A": Subsidiaries

		Rupees in Lacs
1. Name of the subsidiary	BB (UK) Ltd.	BB Europe GmbH (Stepdown subsidiary)
2. Date since when subsidiary was acquired	25/02/2011	23/12/2020
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period.	Same as Holding	Same as Holding
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	(GBP) Rs.105.29	(EURO) Rs.90.22
5. Share Capital	41.85	22.11
6. Reserves & Surplus	8,084.05	43.03
7. Total Assets	10,221.91	109.54
8. Total Liabilities	2,096.01	44.39
9. Investments	22.11	NIL
10. Turnover	20,044.48	30.75
11. Profit/(Loss) before Taxation	570.06	(56.80)
12. Provision for Taxation	151.68	NIL
13. Profit/(Loss) after Taxation	418.38	(56.80)
14. Proposed Dividend	NIL	NIL
15. Interim Dividend	230.63	NIL
16. % of Shareholding	100%	N.A.

Notes: The following information shall be furnished at the end of the statement:

- | | |
|--|-----|
| 1. Names of subsidiaries which are yet to commence operations. | NIL |
| 2. Names of subsidiaries which have been liquidated or sold during the year. | NIL |

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

Place : Mumbai
Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan
4A Home Street, Charanjit Rai Marg
Fort, Mumbai – 400 001
Tel No.: +91 22 66667474
Email: investors@cravatex.com
Website: http://cravatex.com

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar G. Kamath
Executive Director & CFO
DIN: 08730430

Pheroza J. Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary and
Compliance Officer
Membership No. A17132

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) Industry Structure and Development

The Textile industry catering to export of Garments severely suffered due to demand side effects especially the muted demand from USA and Europe mainly on account of cascading impact of Euroasian and Middle east disturbances. With the continuing of ongoing disruptions, the trading activity is expected to take some time to revive.

(b) Opportunity and Threats

The domestic economic scenario has shown substantial recovery post Covid 19 pandemic phase. Efforts are made to explore the right kind of opportunity within the available resources.

Emerging new age technologies, especially the artificial intelligence, influencing the consumer preference and habits is a challenge. It demands equally capable expertise to anticipate and overcome the challenge. The company is confident to deal with the situation at the appropriate time.

(c) Segment wise/product wise Performance and outlook

As a result of the improved domestic economic environment despite the international disruptions, the outlook is stable. The annual report covers the company's performance for the year.

(d) Risks and concerns

The spill over effect of disrupting situation in the Eurasia and Middle east countries is a perceived risk. Both supply and demand side disruptions is a matter of concern. The company is however watching the situation for possible impact on its revenues in the medium term.

(e) Internal control system and their adequacy

Over the years the company's internal control system has been adequately enhanced to match the requirement and adequacy. The internal audit conducted by an independent firm of Chartered Accountants evaluating the functioning and quality of internal controls ensures compliance.

(f) Discussion on financial performance with respect to operational performance

The revenue from trading of textiles during the year was dropped vis a vis the previous year due to the adverse impact of international demand for garments. Income from lease improved on account of annual increase as contracted with lessees. Other income was impacted due to lower Dividend from overseas subsidiary.

(g) Material developments in Human Resources/Industrial Relations front, including number of people employed

There is no material development in Human Resource/industrial Relations front during the year. The overall industrial relationship has been satisfactory. The company has 8 employees on its rolls as at 31st March, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios and change in return on net worth along with detailed explanations therefor are as follows:

Sr. Particulars No.	2023-24	2022-23
1 Debtors Turnover Ratio*	27.41	57.22
2 Inventory Turnover Ratio**	N.A.	N.A.
3 Interest Coverage Ratio	N.A.	N.A.
4 Debt to Equity Ratio	N.A.	N.A.
5 Current Ratio	7.52	2.32
6 Operating Profit Margin Ratio	4.83	3.09
7 Net Profit Margin Ratio	38.60	(202.96)
8 Return on Net worth (With Exceptional Loss)	20.48	(190.21)
9 Return on Net worth (Without Exceptional Loss)	20.48	39.11

* Debtors are reckoned on average basis.

** Inventory is reckoned on average basis.

Reasons for significant change in ratios as on 31st March, 2024 vis a vis the previous year are as follows:

1. Debtors turn over ratio: During the year, the trading activity was lower than the previous year. Although the receivables were realized within the scheduled time, the average receivables appeared higher and hence the ratio appears lower than the previous year.
2. Inventory turn over ratio: Since there is no inventory holding as on the date of the balance sheet the ratio is not applicable.
3. Interest coverage ratio: Being a debt free company the interest coverage ratio is not applicable.
4. Debt Equity ratio: Being a debt free company the ratio is not applicable.
5. Current Ratio: The ratio has improved on account of increase in current assets, mainly the investments in MF.
6. Operating profit margin: The ratio has improved due to the increase in gross margin on trading.
7. Net profit margin: The variation is on account of posting of profit as against the loss reported in the previous year due to one time impact on sale of domestic subsidiary.
8. Return on net worth: The ratio has turned positive due to profits in the current year vis a vis loss in the previous year.

Disclosure of Accounting Treatment

The Company had adopted the Indian Accounting Standards (IND AS) and accordingly, the financial statements including the consolidated financial statements have been prepared in accordance with the recognition and measurement principles in IND AS interim financial reporting and those prescribed under the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles issued by the Institute of Chartered Accountants of India.

REPORT ON CORPORATE GOVERNANCE
REPORT ON CORPORATE GOVERNANCE
1. Philosophy on Code of Governance

Fair, transparent and ethical practices are signs of a healthy corporate governance of a successful company. Every company strives to achieve excellence in all aspects of a business. Helping employees succeed by providing necessary support, feedback and build teams that collaborate and contribute to their's as well as the company's success . While the company believes and practices all these healthy corporate values, company's philosophy on corporate governance ensures accountability, ethical corporate behavior and fairness to all stakeholders which include regulators, customers, vendors investors and employees. The Board ensures compliance of all mandatory and regulatory provisions of corporate governance.

2. Board of Directors
Composition/Category of Directors, Attendance, No. of Board/Committees No. of Shares as on 31st March, 2024

Directors	Designation	Board Meetings		Last AGM Attended	No. of Other Directorships ¹	Member of Committees/ (Chairman) ²	No. of Equity Shares
		Held	Attended				
<u>Executive Directors:</u>							
Mr. Rajesh Batra (Chairman)	Managing Director	4	4	Yes	5 (chairman of 1)	6 (chairman of 1)	70 ³
Mr. Divakar G. Kamath	Executive Director & CFO	4	4	Yes	0	0	0
<u>Non Executive Directors:</u>							
Dr. S. D. Israni ⁴	Independent Director	3	2	Yes	0	0 (chairman of 1)	0
Mr. N. Santhanam ⁵	Independent Director	4	4	Yes	0	1 (chairman of 1)	0
Mrs. Pheroza Jimmy Bilimoria	Independent Director	4	4	Yes	0	2	0
Mr. Satyan Shivkumar Israni ⁶	Independent Director	1	1	N.A.	3	2 (chairman of 1)	0
Mr. Nakul Toshniwal ⁷ Shivkumar Israni ⁶	Independent Director	0	0	N.A.	1	1	0
Mr. Rohan Batra	Director	4	3	Yes	1	0	10

1 excludes alternate directorship, directorship in section 8 companies, foreign companies and private companies which are neither a subsidiary nor a holding company of a public company.

2 includes audit committee & stakeholders relationship committees of public companies.

3 includes 20 equity shares each held on behalf of partnership firm and trust.

4. ceased w.e.f. 31st January, 2024.

5. ceased w.e.f. 31st March, 2024.

6. appointed w.e.f. 12th February, 2024.

7. appointed w.e.f. 15th February, 2024.

REPORT ON CORPORATE GOVERNANCE

None of the Directors are related to any other Director on the Board, except Mr. Rajesh Batra and Mr. Rohan Batra, who are related to each other as Father and Son.

Names of other listed entities in which Director is also a Director and the category of Directorship as on 31st March, 2024 are as follows:

Name of the Director	Name of the Other Listed Entity	Category of Directorship
Mr. Rajesh Batra	Naperol Investments Limited	Independent Director
	The Bombay Burmah Trading Corporation Limited	Independent Director
	The Bombay Dyeing and Manufacturing Co. Ltd.	Independent Director
Mr. N. Santhanam	N.A.	N.A.
Mrs. Pheroza Jimmy Bilimoria	N.A.	N.A.
Mr. Satyan Shivkumar Israni	Advani Hotels and Resorts (India) Limited	Independent Director
Mr. Nakul Toshniwal	GMM Pfaudler Limited	Independent Director
Mr. Divakar G. Kamath	N.A.	N.A.
Mr. Rohan Batra	N.A.	N.A.

The Company held 4 (four) Board Meetings during the Financial Year 2023-24. These were on 26th May, 2023, 14th August, 2023, 9th November, 2023 and 14th February, 2024.

Details of familiarization programmes imparted to the Independent Directors are available at the weblink <http://cravatex.com/investor-relations/familiarisation-programmes.pdf>.

The matrix of core skills/expertise/competencies identified by the Board of directors as required in the context of its business and sector for it to function effectively and those actually available with the Board are

Skills	Rajesh Batra	S.D. Israni	N. Santhanam	Pheroza Jimmy Billimoria	Satyan S. Israni	Nakul Toshniwal	Divakar G. Kamath	Rohan Batra
Industry Knowledge	✓			✓				✓
Finance & Accounts	✓		✓			✓	✓	✓
Risk Management	✓	✓	✓		✓		✓	
International Business	✓		✓	✓				✓
Marketing/Sales	✓			✓		✓		✓
Legal/Regulatory		✓	✓		✓		✓	
Business Operations	✓			✓		✓		✓
Corporate Leadership	✓	✓	✓	✓	✓	✓	✓	✓

In the opinion of the Board all the independent directors meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management of the Company.

Dr. S.D. Israni (DIN 00125532) ceased to be an Independent Director of the Company with effect from 31st January, 2024 consequent to his resignation due to his advanced age and ill-health. Dr. Israni has confirmed that there is no material reasons for his resignation other than those provided. Except, Dr. Israni, none of the Independent Directors have resigned before the expiry of their tenure during the financial year ended 31st March, 2024.

REPORT ON CORPORATE GOVERNANCE

There are no convertible instruments issued by the Company and hence none of the Directors hold any convertible instruments.

3. Audit Committee

The Audit Committee is formed in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Terms of Reference

The role and terms of reference of the Audit Committee include oversight of financial reporting process, review of Internal Audit Reports and the Statutory Auditors' Report on the financial statements, general interaction with the Internal Auditors and Statutory Auditors, selection and establishment of accounting policies, review of financial statements, both quarterly and annual, before submission to the Board, review of management discussion and analysis of financial condition and results of operations and review of performance of statutory and internal auditors and adequacy of internal control systems, approve policies in relation to the implementation of Insider Trading Code and supervise its implementation and other matters specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

(b) Composition

The Audit Committee consists of the following Non-executive Directors during the financial year 2023-24:

- (1) Mr. N. Santhanam (Chairman), Independent Director (*upto 31st March, 2024*)
- (2) Dr. S.D. Israni, Independent Director (*upto 31st January, 2024*)
- (3) Mrs. Pheroza Jimmy Bilimoria, Independent Director and
- (4) Mr. Satyan Shivkumar Israni, Independent Director (*w.e.f. 12th February, 2024*)

Mr. Sudhanshu Namdeo, Company Secretary acts as the Secretary to the Committee.

(c) Number of Meetings, Attendance

The Company held 4 (four) Audit Committee Meetings during the Financial Year 2023-24. These were held on 26th May, 2023, 14th August, 2023, 9th November, 2023 and 14th February, 2024. The details of attendance of the Audit Committee Members during the financial year 2023-24 are given below:

Name	No. of Meetings Held	No. of Meetings Attended
Mr. N. Santhanam	4	4
Dr. S. D. Israni	3	2
Mrs. Pheroza Jimmy Bilimoria	4	4
Mr. Satyan Shivkumar Israni	1	1

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is constituted in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Terms of Reference

Broad terms of reference of the Nomination and Remuneration Committee include recommendation to the Board the set up and composition of the Board and its committees, identification of persons who are qualified to become directors and who may be appointed in KMP/senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every director's performance and recommend to the Board the remuneration Policy for Directors, KMP/senior management personnel and other employees.

REPORT ON CORPORATE GOVERNANCE

(b) Composition

The Nomination and Remuneration Committee consists of the following Non-executive Directors during the financial year 2023 – 24:

- (1) Dr. S.D. Israni (Chairman), Independent Director (*upto 31st January, 2024*)
- (2) Mr. N. Santhanam, Independent Director (*upto 31st March, 2024*)
- (3) Mrs. Pheroza Jimmy Bilimoria, Independent Director and
- (4) Mr. Satyan Shivkumar Israni, Independent Director (*w.e.f. 12th February, 2024*)

(c) Number of Meetings and Attendance

The Company held 1 (one) Nomination and Remuneration Committee Meeting on 14th February, 2024 which was attended by all the Committee Members.

(d) Performance Evaluation

The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. The Board monitors and reviews the Board evaluation framework.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 4(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board is required to carry out the evaluation of its annual performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration and other committees. The Board has adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including Chairman of the Board. Accordingly the exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. A separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority Members interest etc. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The Board also carried out the performance evaluation of the Independent Directors. The Directors expressed their satisfaction with the evaluation process and the outcome.

5. Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(a) Terms of Reference

Broad terms of reference of the Stakeholders Relationship Committee are to approve and issue/register the transfers and/or transmission of equity shares of the Company, redressal of grievances/complaints of security holders. The Stakeholders Relationship Committee was headed by Dr. S.D. Israni, Non-executive Independent Director, upto 31st January, 2024 and thereafter headed by Mr. Satyan Shivkumar Israni, Non-executive Independent Director of the Company w.e.f. 12th February, 2024.

(b) Composition

The Stakeholders Relationship Committee consists of the following Directors for the financial year 2023 – 24:

- (1) Dr. S.D. Israni – Non-executive Independent Director (Chairman) upto 31st January, 2024
- (2) Mr. Satyan Shivkumar Israni – Non-executive Independent Director (Chairman) w.e.f. 12th February, 2024
- (3) Mrs. Pheroza Jimmy Bilimoria – Non-executive Independent Director and
- (4) Mr. Rajesh Batra – Managing Director

REPORT ON CORPORATE GOVERNANCE

(c) Compliance Officer

Mr. Sudhanshu Namdeo, Company Secretary is designated as the Compliance Officer.

(d) No. of Members Complaints Received, Not Resolved and Pending

There were no investor complaints received during the financial year 2023 – 24. There were no unresolved complaints and no complaints were pending at the end of the Financial Year ended 31st March, 2024.

(e) Number of Meetings and Attendance

The Company held 1 (one) Stakeholders Relationship Committee Meeting on 14th February, 2024 during the financial year 2023 – 24 which was attended by all the Committee Members.

5A. Risk Management Committee

The provisions of Regulation 21 of SEBI (LODR) for constitution of Risk Management Committee, determined on the basis of market capitalisation as at the end of the immediate previous financial year, are not applicable to the Company.

5B. Senior Management

The Senior Management consists of Mr. Sudhanshu Namdeo, Company Secretary and Compliance Officer and Mr. Divakar G. Kamath. Executive Director and CFO. There is no change in the Senior Management since the close of previous financial year.

6. Remuneration of Directors

The Non-executive Directors are paid remuneration by way of sitting fees. Details of sitting fees paid to the Non-executive Directors during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Dr. S. D. Israni (upto 31/01/2024)	80,000/-
Mr. N. Santhanam (upto 31/03/2024)	1,60,000/-
Mr. Satyan Shivkumar Israni (w.e.f. 12/02/2024)	40,000/-
Mrs. Pheroza Jimmy Bilimoria	1,60,000/-
Mr. Rohan Batra	1,20,000/-

Details of sitting fees paid to the Audit Committee Members during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Mr. N. Santhanam	80,000/-
Dr. S. D. Israni (upto 31/01/2024)	40,000/-
Mrs. Pheroza Jimmy Bilimoria	80,000/-
Mr. Satyan Shivkumar Israni (w.e.f. 12/02/2024)	20,000/-

REPORT ON CORPORATE GOVERNANCE

Details of sitting fees paid to the Nomination & Remuneration Committee Members during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Mrs. Pheroza Jimmy Bilimoria	20,000/-
Mr. N. Santhanam (upto 31/03/2024)	20,000/-
Mr. Satyan Shivkumar Israni (w.e.f. 12/02/2024)	20,000/-

Details of sitting fees paid to the Stakeholders Relationship Committee Members during the financial year 2023 – 24 are given below:

Name	Sitting Fees (Rs.)
Mr. Satyan Shivkumar Israni (w.e.f. 12/02/2024)	10,000/-
Mrs. Pheroza Jimmy Bilimoria	10,000/-

The appointment of Mr. Rajesh Batra, Managing Director and Mr. Divakar G. Kamath, Executive Director and CFO is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Members of the Company, which covers the terms of such appointment and remuneration payable. The details of remuneration paid to Mr. Rajesh Batra, Managing Director and Mr. Divakar G. Kamath, Executive Director and CFO during the financial year 2023 – 24 are given below:

(Amount in Rs.)

Name	Basic	HRA	Special Allowance	LTA	Bonus	Total
Mr. Rajesh Batra	21,60,000	3,24,000	95,352	—	16,800	25,96,152
Mr. Divakar G. Kamath	26,00,400	2,04,000	2,16,096	72,000	16,800	31,09,296

Presently, the Company does not have a scheme for grant of stock options either to the Directors or to the employees.

The criteria for payment to non-executive Directors is in line with practices followed by similar sized Companies keeping in view the role, responsibilities and contribution of the non-executive Directors. Apart from receiving sitting fees, none of the non-executive Directors or their relatives have any pecuniary relationship or transactions with the Company.

Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year 2023-24:

Directors	Contract Period (Tenure)	Service Contract	Notice Period & Severance Fees
Managing Director	3 years w.e.f. 1 st June, 2022 to 31 st May, 2025	Yes	Six months' notice or six months' salary, in lieu thereof
Executive Director and CFO	3 years w.e.f. 1 st April, 2023 to 31 st March, 2026	Yes	Three months' notice
Non-Executive, Non-Independent Director	None. The Non-Executive Directors, liable to retire by rotation, get re-appointed as per the provisions of Articles of Association of the Company and the Companies Act, 2013.	No	None
Non-Executive, Independent Director	None. The Non-Executive Independent Directors are appointed for a fixed term of 5 years.	No	None

REPORT ON CORPORATE GOVERNANCE

Independent Directors' Meeting:

As a part of healthy Corporate Governance, as mandated under Schedule IV of the Companies Act 2013 and the Rules thereunder the independent directors met on 8th February, 2024 without the presence of Managing Director, Non- Independent Directors and Management Team. The meeting was attended by all Independent Directors and was convened to enable independent directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company. At the meeting, they

- (i) reviewed the performance of non-independent directors and the Board as a whole;
- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of other directors;
- (iii) assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board and its committees that is necessary for the Board to effectively and reasonably perform their duties

The independent directors present in the meeting held an unanimous opinion that the Non-Independent Directors, including the Managing Director bring to the Board, abundant knowledge in their respective fields and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of the Company. The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative. The Chairperson has abundant knowledge, experience, skills and understanding of the Board's functioning, possesses a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between the Company's Management and the Board is complete, timely with good quality and sufficient quantity.

7. General Body Meetings

- (a) Location and time where last three AGMs were held:

	I (AGM)	II (AGM)	III (AGM)
Date	04/08/2023	30/08/2022	27/08/2021
Venue	N.A. Through Video Conference / Other Audio Visual Mode of NSDL	N.A. Through Video Conference / Other Audio Visual Mode of NSDL	N.A. Through Video Conference / Other Audio Visual Mode of NSDL
Time	3.30 p.m.	3.30 p.m.	3.30 p.m.

- (b) Whether any Special Resolutions were passed in the previous three AGMs?
Yes
- (c) Whether any Special Resolutions were passed last year through postal ballot – details of voting pattern.
No
- (d) Person who conducted the postal ballot exercise?
N.A.
- (e) Whether any Special Resolution is proposed to be conducted through postal ballot this year?
Yes. For appointment of Mr. Satyan Shivkumar Israni and Mr. Nakul Toshniwal as Independent Directors for a period of 5 consecutive years from 12th February, 2024 and 15th February, 2024 respectively.
- (f) Procedure for Postal Ballot:
The procedure for conducting the postal ballot exercise followed by the Company is as per the Companies (Management and Administration) Rules, 2014 read with Section 110 of the Companies Act, 2013 and as mentioned in the Secretarial Standard 2 issued by Institute of Company Secretaries of India.

8. Means of Communication

- (a) Quarterly, half yearly and annual financial results are announced as stipulated under Regulation 33 of SEBI (LODR) Regulation 2015.

REPORT ON CORPORATE GOVERNANCE

- (b) Newspapers wherein results published:
Business Standard (in English) and Sakal (in Marathi)
- (c) Any website, where displayed:
<http://cravatex.com/>
- (d) Whether website also displays official news releases: No
- (e) Whether presentations made to institutional investors or to the analysts : No

9. General Shareholder Information

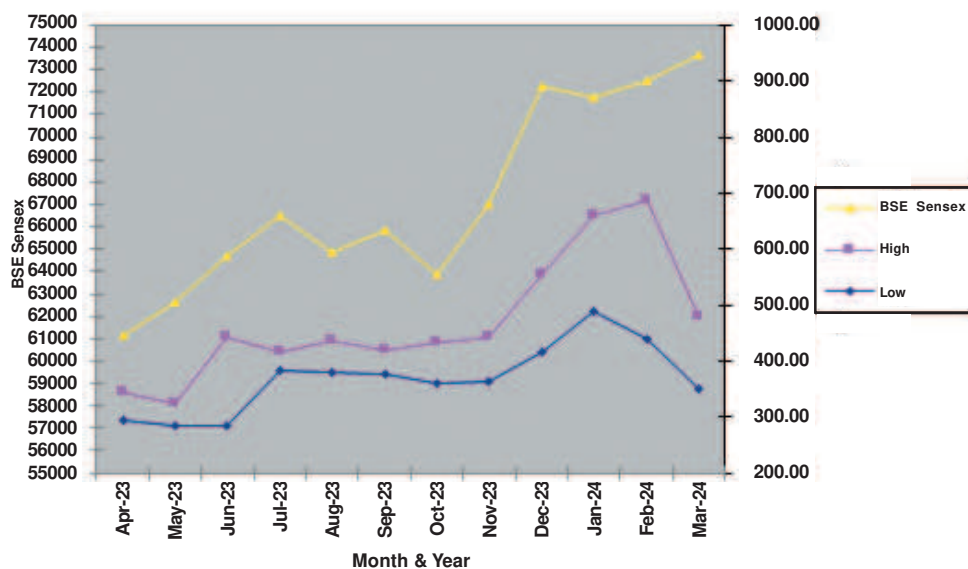
- (a) Annual General Meeting will be held on Tuesday, 6th August, 2024 at 3.30 p.m. through VC/OAVM of NSDL.
- (b) Financial Year : 1st April to 31st March
Annual General Meeting 2023-24 : Tuesday, 6th August, 2024
Results for quarter ending 30th June, 2024 : Second week of August, 2024
Results for quarter ending 30th September, 2024 : Second week of November, 2024
Results for quarter ending 31st December, 2024 : Second week of February, 2025
Results for the year ending 31st March, 2025 : On or Before 30th May, 2025
- (c) Dividend Payment Date : On or before 4th September, 2024
- (d) Listing on Stock Exchange : Company's shares are listed on BSE Ltd. located at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
The Company has paid the listing fees for financial year 2023-24 to BSE on 29/04/2023.
- (e) Stock Code : 509472
SYMBOL : CRAVATEX
Demat ISIN : INE145E01017
- (f) Market Price Data : High: Rs.686.50 (06/02/2024)
(Financial Year 2023 – 24) Low: Rs.285.00 (29/05/2023 & 05/06/2023)

High, Low and Number of Shares Traded during each month in the financial year 2023-24 on BSE Limited:

Month	High (Rs.)	Low (Rs.)	No. of Shares	No. of Trades	Total Turnover (Rs.)
Apr-23	342.00	293.50	7,334.00	268.00	23,44,062.00
May-23	325.00	285.00	17,677.00	574.00	53,28,718.00
Jun-23	443.00	285.00	1,54,878.00	3,303.00	6,21,02,237.00
Jul-23	417.50	383.20	31,069.00	855.00	1,24,86,503.00
Aug-23	435.00	380.00	33,620.00	757.00	1,37,39,996.00
Sep-23	419.90	375.00	32,015.00	616.00	1,26,05,409.00
Oct-23	434.00	360.00	23,712.00	524.00	91,19,596.00
Nov-23	443.00	365.00	28,718.00	789.00	1,21,08,586.00
Dec-23	555.00	415.00	66,549.00	2,134.00	3,13,52,717.00
Jan-24	660.00	490.00	67,291.00	2,082.00	3,79,37,968.00
Feb-24	686.50	438.00	86,660.00	2,701.00	5,01,54,759.00
Mar-24	479.95	351.00	46,463.00	1,251.00	1,91,38,698.00

REPORT ON CORPORATE GOVERNANCE

(g) Stock Performance in Comparison to BSE Sensex:



(h) None of the Securities of the Company have been suspended from trading by BSE.

(i) Registrars & Share Transfer Agents:

Link Intime India Private Limited
 C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400 083
 Tel No. : +91 22 49186000
 Fax No.: +91 22 49186060
 Email Id : rnt.helpdesk@linkintime.co.in
 Website : <https://linkintime.co.in/>

(j) Share Transfer System:

98.60% of the equity shares of the Company are in electronic form. Transfer of these shares are done through the depositories with no involvement of the Company.

REPORT ON CORPORATE GOVERNANCE

(k) Distribution of Shareholding as on 31st March, 2024:

No. of Equity Shares held	No. of Members	% of Members	No. of Shares Held	% of Shareholding
Upto 100	1,843	77.73	67,101	2.60
101 to 200	224	9.45	35,285	1.36
201 to 500	155	6.54	51,641	2.00
501 to 1000	76	3.20	58,732	2.27
1001 to 5000	58	2.45	1,27,969	4.95
5001 to 10000	4	0.17	24,753	0.96
10001 to 100000	10	0.42	2,97,109	11.50
100001 and above	1	0.04	19,21,570	74.36
Total	2,371	100.00	25,84,160	100.00

Shareholding Pattern as on 31st March, 2024

Category	No. of Equity Shares	% to Paid-up Capital
Promoters	19,38,120	75.00
Bodies Corporate	18,849	0.73
Public	5,47,203	21.18
NRI	10,049	0.39
HUF	23,860	0.92
LLP	400	0.01
IEPF	45,679	1.77
Total Equity Capital	25,84,160	100.00

(l) Dematerialisation of equity shares and liquidity

The Equity Shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Of the Company's total shareholding, 25,48,002 (98.60%) equity shares were held in dematerialised mode by the Members of the Company of which 22,60,701 (87.48%) equity shares were under National Securities Depository Limited (NSDL) and balance 2,87,301 (11.12%) equity shares under Central Depository Services (I) Limited (CDSL) as on 31st March, 2024.

(m) Outstanding global depository receipts or American depository receipts or warrants or any other convertible instruments, conversion date and likely impact on equity : None

(n) Commodity price risk or foreign exchange risk and hedging activities : None

(o) Plant Location

None

(p) Address for Correspondence

Registered Office:
1st Floor, Godrej Bhavan
4A Home Street, Charanjit Rai Marg
Fort, Mumbai – 400 001
Tel. No.: 022-6666 7474
E-mail : investors@cravatex.com

(q) Credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad : None

REPORT ON CORPORATE GOVERNANCE

10. Other Disclosures:

- (a) There are no material related party transactions during the year under review that has conflict with the interests of the Company. The transactions entered into with related parties during the financial year were in ordinary course of business and at arm's length basis and were approved by the Audit Committee.
- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : None
- (c) The Company has adopted the Whistle Blower Policy and Vigil Mechanism in terms of Regulation 22 of SEBI Listing Regulation. The Company does not deny access to any personnel to approach the audit committee on any issue. The policy has been uploaded on the Company's website.
- (d) The Company has complied with all the mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has not adopted any of the non-mandatory requirements.
- (e) The policy on dealing with material subsidiaries is available on the website of the Company under section Policies and Procedures at <http://cravatex.com/investor-relations/Policy-on-Material-Subsidiary.pdf>.
- (f) The policy on dealing with related party transactions is available on the website of the Company under section Policies and Procedures at <http://cravatex.com/investor-relations/RPT-Policy.pdf>.
- (g) Commodity price risks and commodity hedging activities : None
- (h) Details of utilization of funds raised through preferential allotment or qualified institutional placement as specified under regulation 32(7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : Not Applicable.
- (i) A certificate has been obtained from a company secretary in practice that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.
- (j) The Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year: None
- (k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is as follows:

Sr. No.	Name of the Company	Relationship	Name of the Statutory Auditor	Amount Paid
1.	Cravatex Limited	N.A.	GPS & Associates	Rs.6.50 lacs
2.	BB (UK) Limited	Foreign Subsidiary	SRV Delson	GBP 19,625
3.	BB GMBH	Foreign Subsidiary of BB (UK) Limited	Arne Grobmann	Euro 2,568

- (l) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - (a) number of complaints filed during the financial year: Nil
 - (b) number of complaints disposed of during the financial year: Nil
 - (c) number of complaints pending as on end of the financial year: Nil
- (m) There were no Loans and Advances made by the Company and its Subsidiaries to Firms/Companies in which Directors are interested
- (n) BB (UK) Limited is a material subsidiary of the Company incorporated in United Kingdom on 1st July, 1997. M/s. SRV Delson is the Statutory Auditor of the Company appointed on 11th May, 2023.

11. Non-compliance of any requirement of corporate governance report of Schedule V, Para C, sub-para (2) to (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 : None

12. Extent to which discretionary requirements as specified in Part E of Schedule II have been adopted : None

13. The company has complied with corporate governance requirements specified in regulation 17 to 27 and clause b to l of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REPORT ON CORPORATE GOVERNANCE

14. The Managing Director and Chief Financial Officer have certified to the Board in accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
15. Demat Suspense Account / Unclaimed Suspense Account : None

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

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Place : Mumbai
Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan
4A Home Street, Charanjit Rai Marg
Fort, Mumbai – 400 001
Tel No.: +91 22 66667474
Email: investors@cravatex.com
Website: <http://cravatex.com>

REPORT ON CORPORATE GOVERNANCE

DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

This is to confirm that as provided under Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, all Board of Directors and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct for the Financial Year ended 31st March, 2024.

For Cravatex Limited,

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Place : Mumbai

Dated : 24th May, 2024

CIN : L93010MH1951PLC008546

Registered Office:

1st Floor, Godrej Bhavan

4A Home Street, Charanjit Rai Marg

Fort, Mumbai – 400 001

Tel No.: +91 22 66667474

Email: investors@cravatex.com

Website: <http://cravatex.com>

REPORT ON CORPORATE GOVERNANCE

CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF CRAVATEX LIMITED

I have examined the compliance of the conditions of Corporate Governance by Cravatex Limited ('the Company') for the year ended on 31st March, 2024, as stipulated under Regulation 17 to Regulation 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31st March, 2024.

I further state that such compliance 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 Hemanshu Kapadia & Associates
Practising Company Secretaries

Hemanshu Kapadia
Proprietor

C.P. No. 2285

Membership No.: F3477

UDIN: F003477F000446315

Peer Review Certificate no.: 1620/2021

Date : 24th May, 2024
Place : Mumbai

REPORT ON CORPORATE GOVERNANCE

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

**To The Members
Cravatex Limited**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Cravatex Limited** having **CIN: L93010MH1951PLC008546** and having registered office at 1st Floor, Godrej Bhavan, 4A Home Street, Charanjit Rai Marg, Fort, Mumbai - 400001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule-V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my 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, Mumbai or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment	Date of Cessation
1.	Rajesh Kumar Batra	00020764	30/11/1981	—
2.	Shivkumar Dhalumal Israni	00125532	31/10/2003	31/01/2024
3.	Santhanam Narayanaswamy	00027724	10/02/2012	31/03/2024
4.	Pheroza Jimmy Bilimoria	00191386	16/09/2014	—
5.	Divakar Ganapati Kamath	08730430	01/04/2020	—
6.	Rohan Kumar Batra	02574195	01/04/2020	—
7.	Satyan Shivkumar Israni	01174081	12/02/2024	—
8.	Nakul Toshniwal	00350112	15/02/2024	—

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

For Hemanshu Kapadia & Associates
Practising Company Secretaries

Hemanshu Kapadia

Proprietor

C.P. No. 2285

Membership No.: F3477

UDIN: F003477F000446304

Peer Review Certificate no.: 1620/2021

Date : 24th May, 2024

Place : Mumbai

AUDITORS' REPORT

INDEPENDENT AUDITOR'S REPORT

To the Members of Cravatex Limited

Report on the Audit of the Standalone Financial Statements

Opinion

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

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 the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income/expense, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

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, total

AUDITORS' REPORT

comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- 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.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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.
- 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.

AUDITORS' REPORT

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 financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant 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 Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

AUDITORS' REPORT

- 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, as amended 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.
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed 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 entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (v) As stated in Note 43 to the standalone financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) There was no interim dividend declared by the Company during the year.
 - (c) The Board of Directors of the Company have proposed final dividend for the year which is in accordance with Section 123 of the Act.
 - (vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023. Based on our examination, management representation and the audit procedures which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

AUDITORS' REPORT

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **GPS & Associates**
Chartered Accountants
Firm Registration No. 121344W

H. Y. Gurjar
Partner
Membership No. 032485
UDIN: 24032485BKFABB5339

Place : Mumbai
Dated : May 24, 2024

AUDITORS' REPORT**Annexure "A" to the Independent Auditor's Report****Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of CRAVATEX LIMITED of even date)

Opinion

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

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

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS 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 Standalone Ind AS 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 Standalone Ind AS financial statements.

AUDITORS' REPORT

Limitations of Internal Financial Controls Over Financial Reporting

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

For **GPS & Associates**
Chartered Accountants
Firm Registration No. 121344W

H. Y. Gurjar
Partner
Membership No. 032485
UDIN: 24032485BKFABB5339

Place : Mumbai
Dated : May 24, 2024

AUDITORS' REPORT

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Cravatex Limited of even date)

- (i) In respect of Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) According to the information and explanations given to us, the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned working capital limits in excess of . 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- (v) The Company has not accepted any deposits from the public and therefore the provisions of the Clause 3(v) of the Order are not applicable to the Company.
- (vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, Goods and Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were in arrears as on 31st March, 2024 for a period of more than six months from the date they became payable.
 - (b) According to the records of the Company, there are no dues of income-tax or sales tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

AUDITORS' REPORT

- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments or any term loans during the year.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filled in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As per information and explanations given to us, the Company has not received any whistle blower complaints during the year (and upto the date of this report). Hence, reporting under clause 3(xi)(c) of the Order is not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, reporting under Clause 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone Ind AS financial statements.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) As per information and explanations given to us the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) As explained to us, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934 as this is not applicable to the Company. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

AUDITORS' REPORT

- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **GPS & Associates**
Chartered Accountants
Firm Registration No. 121344W

H. Y. Gurjar
Partner
Membership No. 032485
UDIN: 24032485BKFABB5339

Place : Mumbai
Dated : May 24, 2024

BALANCE SHEET

BALANCE SHEET AS AT MARCH 31, 2024

Particulars	Note No.	As at March 31, 2024 Rs. in Lacs	As at March 31, 2023 Rs. in Lacs
(A) ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3(a)	78.47	5.94
(b) Investment Property	3(b)	478.13	496.72
(c) Right of use asset	39	275.08	209.06
(d) Other Intangible Assets	3(c)	10.58	27.18
(e) Financial Assets			
(i) Investments	4	41.85	41.85
(ii) Loans	5	32.65	244.96
(f) Deferred tax asset (Net)	6	50.39	38.79
(g) Other Non-Current Assets	7	13.50	13.50
Total Non-Current Assets		980.65	1,078.00
(2) Current Assets			
(a) Financial Assets			
(i) Investments	8	808.94	462.32
(ii) Trade receivables	9	2.02	11.63
(iii) Cash and cash equivalents	10	83.57	339.40
(iv) Bank balances other than (iii) above	11	240.78	3.37
(v) Others	12	6.75	21.85
(b) Current Tax Assets (Net)	13	110.27	64.08
(c) Other current assets	14	9.17	1.76
Total Current Assets		1,261.50	904.41
Total Assets		2,242.15	1,982.41
(B) EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity Share capital	15	258.42	258.42
(b) Other Equity	16	1,486.66	1,167.97
Total Equity		1,745.08	1,426.39
(2) LIABILITIES			
(I) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Others	17	300.00	153.52
(b) Other Non-Current Liabilities	18	24.10	2.36
(c) Provisions	19	5.31	9.51
Total Non-Current Liabilities		329.41	165.39
(II) Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables			
(a) Due of Micro and small enterprises	20	4.49	—
(b) Due of creditors other than micro and small enterprises	20	10.37	10.62
(ii) Others	21	131.86	363.96
(b) Other Current Liabilities	22	17.71	15.40
(c) Provisions	23	3.23	0.65
Total Current Liabilities		167.66	390.63
Total Equity and Liabilities		2,242.15	1,982.41
Corporate Information	1		
Significant accounting policies	2		
Notes forming part of the Financial Statements	30-46		

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

PROFIT AND LOSS STATEMENT

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

Particulars	Note No.	For the Year 2023-2024 Rs. in Lacs	For the Year 2022-2023 Rs. in Lacs
INCOME			
Revenue from operations	24	187.11	348.16
Other Income	25	738.98	988.58
TOTAL INCOME		926.09	1,336.74
EXPENSES			
Purchase of Stock-in-Trade		178.07	337.40
Change in Inventories	26	—	—
Employee benefit expense	27	130.40	146.66
Finance costs	28	39.62	136.05
Depreciation	3 & 39	133.99	80.84
Other expenses	29	108.61	141.94
TOTAL EXPENSES		590.69	842.89
Profit / (Loss) before exceptional items		335.40	493.85
Exceptional items	42	—	(3,271.91)
Profit / (Loss) before tax		335.40	(2,778.06)
Tax expense :			
Current Tax	32	(13.39)	(32.38)
Deferred tax	32	11.61	76.59
Taxes of Earlier years	32	20.19	19.74
Profit / (Loss) for the period		353.81	(2,714.11)
Other Comprehensive Income/(loss) for the period :			
Items that will not be reclassified to profit or loss			
— Re-measurements of the defined benefit plans		3.64	1.00
Total Comprehensive Income/(loss) for the period		357.45	(2,713.11)
Basic and Diluted Earnings per Equity share (In Rs)	31	13.69	(105.03)
Corporate Information	1		
Significant accounting policies	2		
Notes forming part of the Financial Statements	30-46		

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

STATEMENT OF CHANGES IN EQUITY

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2024

(A) EQUITY SHARE CAPITAL

Particulars	31 March 2024		31 March 2023	
	Number of Shares	Amount Rs. in Lacs	Number of Shares	Amount Rs. in Lacs
At the commencement of the year	25.84	258.42	25.84	258.42
Add: Shares issued during the year	—	—	—	—
At the end of the year	25.84	258.42	25.84	258.42

(B) OTHER EQUITY

Particulars	Reserves and surplus					Total attributable to equity shareholders
	Retained Earnings	General Reserve	Capital Reserve	Capital Redemption Reserve	Export Profit Reserve	
(a) Balance at 31 March 2022	1,531.70	2,263.80	18.92	142.50	1.68	3,958.60
Profit for the year	(2,714.11)	—	—	—	—	(2,714.11)
Other comprehensive income for the year	1.00	—	—	—	—	1.00
Transferred to Capital Redemption Reserve	—	(757.50)	—	757.50	—	—
Equity Dividend Paid during the year	—	(77.52)	—	—	—	(77.52)
(b) Total comprehensive income for the year	(2,713.11)	(835.02)	—	757.50	—	(2,790.63)
(c) Balance at 31 March 2023 (a) + (b)	(1,181.41)	1,428.78	18.92	900.00	1.68	1,167.97
Profit for the year	353.81	—	—	—	—	353.81
Other comprehensive income for the year	3.64	—	—	—	—	3.64
Transfer to General Reserve	1,181.40	(1,181.40)	—	—	—	—
Equity Dividend Paid during the year	—	(38.76)	—	—	—	(38.76)
(d) Total comprehensive income for the year	1,538.85	(1,220.16)	—	—	—	318.69
(e) Balance at 31 March 2024 (c) + (d)	357.44	208.62	18.92	900.00	1.68	1,486.66

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

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Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

CASH FLOW STATEMENT
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	For the year ended March 31, 2024 Rs. in Lacs	For the year ended March 31, 2023 Rs. in Lacs
A Cash flow from operating activities		
Net profit before tax	335.40	(2,778.06)
Adjustments for:		
Depreciation	133.99	80.84
Interest income	(103.82)	(52.19)
License fees	(359.99)	(331.23)
Gain on Investments	(1.25)	(3.52)
Interest on Borrowings	—	1.15
Obsolete Assets Written off	2.52	—
Loss on debts/SD measured at fair value	39.62	134.90
Gain on sale of Assets	(1.15)	(84.91)
Actual Rent paid	(90.16)	(46.50)
Balances written off	0.01	—
Loss on Sale of Subsidiary	—	3,271.91
Dividend Income	(230.63)	(480.21)
Operating profit before working capital changes	(275.46)	(287.82)
Adjustments for:		
(Increase)/Decrease in Trade Receivables	9.61	(11.09)
(Increase)/Decrease in Loans & Advances	212.31	(107.17)
(Increase)/Decrease in Other Assets	7.70	(3.64)
Increase/(Decrease) in Trade Payable	4.23	(0.58)
Increase/(Decrease) in Other Liabilities	(166.89)	(75.04)
Increase/(Decrease) in Provisions	2.03	1.97
Cash generated from operations	(206.47)	(483.37)
Direct taxes Refund/(paid)	(39.39)	(34.99)
Net cash from operating activities	(245.86)	(518.36)
B Cash flow from investing activities		
Proceeds from Sale of Investment Property	—	200.00
Proceeds from Sale of Subsidiary Company	—	999.08
Purchase of Fixed Assets (Net of Sale)	(82.87)	0.78
Purchase of Investments (Net of Sale)	(346.62)	(462.32)
Gain on Investments	1.25	3.52
Other Bank Balances	(237.41)	0.43
Dividend Income	230.63	480.21
License fees	359.99	331.23
Interest received	103.82	52.19
Net cash from / (used in) investing activities	28.79	1,605.12
C Cash flow from financing activities		
Repayment on Redemption of Preference Shares	—	(757.50)
Interest Paid	—	(1.15)
Dividend Paid	(38.76)	(77.52)
Net cash from / (used in) financing activities	(38.76)	(836.18)
D Net cash flows during the year (A+B+C)	(255.83)	250.59
Cash and cash equivalents (opening balance)	339.40	88.81
Cash and cash equivalents (closing balance) (Refer Note-10)	83.57	339.40

Notes:

1. The above cash flow statement has been prepared under 'indirect Method' as set out in the Indian Accounting standard-7 on Statement on Cash Flows.

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 1 — CORPORATE INFORMATION

Cravatex Limited (“the Company”) was incorporated on 22nd June, 1951 under the Companies Act, 1913 (“the Act”) domiciled in India and headquartered in Mumbai. The Company had two subsidiaries viz. BB (UK) London (BBUK) and Cravatex Brands Ltd Mumbai (CBL). During the previous year on 30.11.2022 the company sold its 100% stake in CBL. The Company along with its subsidiaries was engaged in the business of Branded sports goods, wellness and fitness equipment with servicing.

NOTE 2 — SIGNIFICANT ACCOUNTING POLICIES:

a) Statement of Compliance:

These Ind AS financial statements of the Company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards (herein referred to as ‘Ind AS’) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, the relevant provisions of the Companies Act, 2013 (the Act) and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

b) Basis of preparation and presentation:

Statement of compliance with Ind AS:

These financial statements are prepared on going concern basis in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value and the provisions of the Companies Act, 2013 (‘Act’). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

Historic cost convention:

The financial statements have been prepared on historic cost basis except for certain financial liabilities that are measured at fair value.

Functional and Presentation Currency:

The financial statements are presented in Indian Rupees (INR), which is the functional currency of the Company. All amounts have been rounded off to the nearest lacs. Amount below the rounded off norms have been reflected as “0” in the relevant notes.

Classification of Assets and Liabilities into Current/Non-Current:

The Company has ascertained its operating cycle as twelve months for the purpose of Current/ Non-Current classification of its Assets and Liabilities.

For the purpose of Balance Sheet, an asset is classified as current if:

- i. It is expected to be realised, or is intended to be sold or consumed, in the normal operating cycle; or
- ii. It is held primarily for the purpose of trading; or
- iii. It is expected to realise the asset within twelve months after the reporting period; or
- iv. The asset is a cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is classified as current if:

- i. It is expected to be settled in the normal operating cycle; or
- ii. It is held primarily for the purpose of trading; or
- iii. It is due to be settled within twelve months after the reporting period; or
- iv. The Company does not have an unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could result in its settlement by the issue of equity instruments at the option of the counterparty does not affect this classification.

All other liabilities are classified as non-current.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

c) Property, Plant and Equipment (PPE):

The initial cost of PPE comprises of its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any.

Subsequent expenditure relating to PPE are capitalised only when it is probable that future economic associated with these will flow to the Company and cost of the item can be measured reliably. Repairs and maintenance cost are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

d) Investment Property:

Investment properties are properties (land or a building—or part of a building—or both) held to earn rentals and/or for capital appreciation (including property under construction for such purposes). Investment properties are measured initially at cost including purchase price, borrowing costs. Subsequent to initial recognition, investment properties are measured at cost less accumulated depreciation and impairment, if any.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal.

Any gain or loss arising on derecognition of the property is included in the statement of profit and loss in the period in which the property is derecognised.

e) Depreciation:

The depreciable amount of an item of PPE is allocated on a systematic basis over its useful life. The Company provides depreciation on the straight line method over the useful lives as prescribed under Schedule II of the Act as per technical assessment. The Company believes that straight line method reflects the pattern in which the asset's future economic benefits are expected to be consumed by the Company. The residual values, useful lives and method of depreciation are reviewed at least at each financial year-end and adjusted prospectively, if appropriate.

Depreciation on additions/ (disposals) are provided on a pro-rata basis i.e. from/ (up to) the date on which the asset is ready to use/ (disposed off).

f) Intangible Assets and Amortization:

Intangible assets with finite useful life that are acquired separately are stated at acquisition cost less accumulated amortization and impairment losses, if any. The Company determines the useful life as the period over which the future economic benefits will flow to the Company after taking into account all relevant facts and circumstances. The estimated useful life and amortization method is reviewed periodically, with the effect of any changes in estimate being accounted for on a prospective basis.

g) Impairment of Non-Financial Assets:

The Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

The recoverable amount is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In respect of the assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods which no longer exists or may have decreased, impairment loss is reversed to the extent the amount was previously charged to the statement of profit and loss. In case of revalued assets, such reversal is not recognised.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

h) Inventories:

Inventories comprise of stock-in-trade which are carried at the lower of cost and net realisable value. Cost is determined on moving weighted average basis.

Cost of stock-in-trade comprises of all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make sale.

i) Borrowing Costs:

Borrowing costs are interest and other costs incurred by the Company in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of those property, plant and equipment which necessarily take a substantial period of time to get ready for their intended use are capitalised. Other borrowing costs are recognised as an expense in the Statement of Profit and Loss of the period in which they are incurred.

j) Provisions, Contingent Liabilities and Contingent Assets:

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessment of time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

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, is disclosed as a contingent liability. Contingent liabilities are also 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.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realization of income is virtually certain, then the related asset is not a contingent asset and is recognised.

k) Revenue Recognition:

Effective April 1, 2018, the Company has applied Ind AS 115: Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

- a. Revenue from sale of goods is recognised when control of the goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.
- b. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, allowances and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Accumulated experience is used to estimate the provision for discounts, probable saleable and non-saleable return of goods from the customers. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.
- c. Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.
- d. Interest income is recognised using the effective interest rate (EIR) method.

l) Lease:

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as Operating Leases.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Operating Lease:

Lease rentals are charged or recognised in the Statement of Profit and Loss on a straight-line basis over the lease term, except where the payments are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

m) Employee Benefit Expense:

i) Short-term Employee Benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii) Post-employment benefits:

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident, in which both the employees and the Company make monthly contributions at a specified percentage of the employees' eligible salary (currently 12% of employees' eligible salary). The contributions are made to the Regional Provident Fund Commissioner (RPFC) which are charged to the Statement of Profit and Loss as incurred.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in Other Comprehensive Income. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service. The Company has obtained insurance policies with the Life Insurance Corporation of India (LIC) and makes an annual contribution to LIC for amounts notified by LIC. The Company accounts for gratuity benefits payable in future based on an independent external actuarial valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognised as Other Comprehensive Income.

iii) Other Long-term employee benefits – Compensated Absences:

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The Company makes provision for compensated absences based on an independent actuarial valuation carried out at the end of the year. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

n) Income Taxes:

Income tax comprises of current and deferred tax. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination or to an item recognised directly in Equity or in Other Comprehensive Income.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Current tax

Current tax comprises expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax is not recognised for:

- i. temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- ii. taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

o) Foreign Currency Transactions:

Foreign currency transactions are recorded at exchange rate prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the Balance sheet date. Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are recognised in the statement of profit and loss. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

Non-Monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rate as at the date of initial transactions.

p) Earnings Per Share:

The Company calculates earnings per share amounts for profit or loss attributable to ordinary equity shareholders.

The basic Earnings Per Share ("EPS") is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

q) Financial Instruments:

i) Recognition and Initial Measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

A financial asset or financial liability is initially measured at fair value plus, for an item not at Fair Value through Profit and Loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and Subsequent Measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- Fair Value through Other Comprehensive Income (FVOCI) – debt investment;
- Fair Value through Other Comprehensive Income – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: subsequent measurement and gains and losses –

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Standalone Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

iii) De-recognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership but does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Company also derecognises a financial liability when its terms are modified and the cash flow under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv) Off setting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Equity Instrument

Equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities and includes no obligation to deliver cash or other financial assets.

Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The Company regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

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

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

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

r) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

s) Segment Reporting – Identification of Segments:

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's management to make decisions for which discrete financial information is available.

Based on the management approach as defined in Ind AS 108, the management evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

NOTE 3(a) Property, plant and equipment

Following are the changes in the carrying value of property, plant and equipment for the year ended on March 31, 2024.

(Rs. in Lacs)

Description	Air-conditioning Plant & Units	Furniture, Fixtures & Fittings	Motor Vehicles	Electrical Fittings	Office Equipment	Leasehold Improvement	Total
Gross carrying value (at deemed cost)							
Balance as at 31 March 2022	12.21	67.15	12.46	12.11	7.41	20.30	131.64
Additions	—	—	—	—	1.15	—	1.15
Deletions / discarded / adjustments	12.21	66.12	—	11.31	—	—	89.64
Balance as at 31 March 2023	—	1.03	12.46	0.80	8.55	20.30	43.14
Additions	—	11.62	—	—	6.52	65.12	83.26
Deletions / discarded / adjustments	—	—	12.46	0.80	0.57	20.30	34.13
Balance as at 31 March 2024	—	12.65	—	—	14.50	65.12	92.27
Accumulated depreciation							
Balance as at 31 March 2022	8.14	46.69	11.84	8.21	5.94	17.71	98.53
Charge for the year	0.37	1.73	—	0.37	0.48	0.69	3.64
Deletions / discarded / adjustments	8.51	48.07	—	8.39	—	—	64.97
Balance as at 31 March 2023	—	0.35	11.84	0.19	6.42	18.40	37.20
Charge for the year	—	0.94	—	0.08	1.33	5.34	7.69
Deletions / discarded / adjustments	—	—	11.84	0.27	0.15	18.83	31.09
Balance as at 31 March 2024	—	1.29	—	—	7.60	4.91	13.80
Net carrying amount							
As at 31 March 2023	—	0.68	0.62	0.61	2.13	1.90	5.94
As at 31 March 2024	—	11.36	—	—	6.90	60.21	78.47

Notes:

The Company has not revalued any of its property, plant and equipment.

The title deeds of immovable properties are held in the name of the Company itself.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTES — Contd.
NOTE 3(b) Investment Property

Following are the changes in the carrying value of Investment Property for the year ended on March 31, 2024.

(Rs. in Lacs)

Description	Building	Total
Gross carrying value (at deemed cost)		
Balance as at 31 March 2022	1,019.19	1,019.19
Additions	8.65	8.65
Deletions / discarded / adjustments	117.32	117.32
Balance as at 31 March 2023	910.53	910.53
Additions	—	—
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2024	910.53	910.53
Accumulated depreciation		
Balance as at 31 March 2022	411.24	411.24
Charge for the year	19.07	19.07
Deletions / discarded / adjustments	16.50	16.50
Balance as at 31 March 2023	413.81	413.81
Charge for the year	18.58	18.58
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2024	432.40	432.40
Net carrying amount		
As at 31 March 2023 (Fair Market Value Rs.5,466.00 Lacs)	496.71	496.71
As at 31 March 2024 (Fair Market Value Rs.5,466.00 Lacs)	478.13	478.13

The fair value of investment property has been determined having reference to the market values as prescribed under the ready reckoner published by a competent authority, as the company believes that the current market price of similar properties in the vicinity is the best evidence of the fair value of such investment property.

Note: Amounts recognised in profit and loss in respect of investment property

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
Rent Income	359.99	331.23
Add: Profit on Sale of Investment Property	—	84.91
Less: Depreciation	(18.58)	(19.07)
Less: Society charges & Others	(15.24)	(14.00)
Profit	326.16	383.07

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

NOTE 3(c) Other Intangible assets

Following are the changes in the carrying value of Intangible Assets for the year ended on March 31, 2024.

(Rs. in Lacs)

Description	Software	Total
Gross carrying value (at deemed cost)		
Balance as at 31 March 2022	186.85	186.85
Additions	—	—
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2023	186.85	186.85
Additions	1.30	1.30
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2024	188.15	188.15
Accumulated depreciation		
Balance as at 31 March 2022	141.86	141.86
Charge for the year	17.81	17.81
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2023	159.67	159.67
Charge for the year	17.90	17.90
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2024	177.57	177.57
Net carrying amount		
As at 31 March 2023	27.18	27.18
As at 31 March 2024	10.58	10.58

NOTE 3(d) Details of capital-work-in progress which has exceeded its cost compared to its original plan as at 31st March, 2024

There were no projects under progress therefore reporting under this heading is not applicable to the Company.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTES — Contd.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 4 — NON CURRENT FINANCIAL INVESTMENTS		
In Equity instruments Of Subsidiary Companies (At Cost)		
Unquoted		
50000 ordinary shares of £ 1 each of BB(UK) Ltd	41.85	41.85
Total	41.85	41.85
The Company has complied with the requirements of the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.		
NOTE 5 — NON-CURRENT FINANCIAL LOANS		
(Unsecured, considered good)		
Security Deposites & Others	32.65	244.96
Total	32.65	244.96
NOTE 6 — DEFERRED TAX ASSETS (NET)		
Deferred Tax Asset (net)	50.39	38.79
Total	50.39	38.79
NOTE 7 — OTHER NON-CURRENT ASSETS		
(Unsecured, considered good)		
Advance with Customs authorities [Refer Note No 30(4)]	13.50	13.50
Total	13.50	13.50
NOTE 8 — CURRENT FINANCIAL INVESTMENTS		
Investment measured at fair value through profit and loss		
Investment in Mutual Fund	808.94	462.32
Total	808.94	462.32
<i>Aggregate book value of unquoted investments</i>	763.30	458.54

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 9 — TRADE RECEIVABLES		
(Unsecured, considered good)		
Debts outstanding for a period exceeding six months	—	—
Other Trade Receivables	2.02	11.63
Total	2.02	11.63
(i) Undisputed Trade receivables – considered good		
Less than 6 months	2.02	11.63
Total	2.02	11.63
NOTE 10 — CASH AND CASH EQUIVALENTS		
(a) Balances with banks in:		
Current accounts	83.56	114.07
FD Having Maturity Less than 365 days	—	225.19
(b) Cash on hand	0.01	0.14
Total	83.57	339.40
NOTE 11 — OTHER BANK BALANCES		
Bank deposit with original maturity of more than 3 months, but within 12 months	237.30	—
Unpaid dividend accounts	3.48	3.37
Total	240.78	3.37
NOTE 12 — OTHER CURRENT FINANCIAL ASSETS		
(Unsecured, considered good)		
Capital Advance	6.75	—
Other Loans & Advances	—	21.85
Total	6.75	21.85
NOTE 13 — CURRENT TAX ASSETS		
Taxes Paid Net of Provisions	110.27	64.08
Total	110.27	64.08
NOTE 14 — OTHER CURRENT ASSETS		
Prepaid expenses	2.65	1.76
Gratuity obligation (net)	6.52	—
(Refer Note No-33)		
Total	9.17	1.76

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTES — Contd.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 15 — EQUITY		
Authorised:		
48,50,000 (2023 — 48,50,000) Equity shares of Rs.10 each	485.00	485.00
1,01,50,000 (2023 — 1,01,50,000) Preference Shares of Rs. 10 each	1,015.00	1,015.00
Total	1,500.00	1,500.00
Issued, Subscribed and fully paid up:		
25,84,160 (2023 — 25,84,160) Equity shares of Rs.10 each	258.42	258.42
Total	258.42	258.42

Notes:
1) Reconciliation of Number of Shares:

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Amount Rs. in Lacs	Number of Shares	Amount Rs. in Lacs
Equity Shares of Rs.10 each				
Shares outstanding at the beginning of the year	2,584,160	258.42	2,584,160	258.42
Shares Issued during the year	—	—	—	—
Shares outstanding at the end of the year	2,584,160	258.42	2,584,160	258.42

2) The details of the Shareholders holding more than 5%

Name of the Shareholders	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
1) R. B. Fitness & Trading Pvt. Ltd.		
No. of Shares held	1,921,570	1,921,570
% Held	74.36%	74.36%

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

3) The details of promoters shareholdings

Shares held by promoters at the end of the Year	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	% of total shares	Number of Shares	% of total shares
Promoter's name				
Mr. Rajesh Batra	30	0	30	0
Mr. Rajesh Batra (c/o Batra Family Trust)	20	0	20	0
Mr. Rajesh Batra (c/o Big Time Exports)	10	0	10	0
Mr. Rajesh Batra (c/o G Hira & Co.)	10	0	10	0
M/s. R.B. Fitness and Trading Private Limited	1,921,570	74.36	1,921,570	74.36
M/s. RKB Trading Pvt. Ltd. (Earlier known as Proline Exports Private Limited)	10	0	10	0
Mr. Rajiv Batra	20	0	20	0
Mrs. Prathima Batra	16,400	0.64	16,400	0.64
Mrs. Sujaya Batra	20	0	20	0
Mrs. Divya Batra	20	0	20	0
Mr. Rohan Batra	10	0	10	0
Total	1,938,120	75	1,938,120	75

Terms/rights attached to the Equity Shares

The Company has only one class of equity shares having at par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution to all preferential holders. The distribution will be in proportion to the number of equity shares held by the shareholders.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 16 — OTHER EQUITY		
Capital Reserve	18.92	18.92
Export Profit Reserve	1.68	1.68
Capital Redemption Reserve	900.00	900.00
General Reserve	208.62	1,428.78
Retained Earnings	357.44	(1,181.40)
Total	1,486.66	1,167.97

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Description of nature and purpose of each reserve

Capital Reserve

Capital reserve represents amount received from Government of Karnataka.

Export Profit Reserve

Export profit reserve represents the amount earned from export sales and is to be utilised for the purpose of exports.

Capital Redemption Reserve

Capital Redemption Reserve has been created out of free reserves of the Company on account of redemption of preference shares.

General Reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer.

Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 17 — OTHER NON-CURRENT FINANCIAL LIABILITIES		
Lease liability (Refer Note 39)	235.24	135.13
Security Deposit Received	64.76	18.39
Total	300.00	153.52
NOTE 18 — OTHER NON-CURRENT LIABILITIES		
Deferred Income	24.10	2.36
Total	24.10	2.36
NOTE 19 — NON-CURRENT PROVISIONS		
Provision for employee benefits:		
Compensated absences	5.31	9.51
Total	5.31	9.51

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 20 — TRADE PAYABLES		
Due to Micro and small enterprises	4.49	—
Due of creditors other than micro and small enterprises	10.37	10.62
Total	14.86	10.62

There are no Micro and Small Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2024, and no interest payment made during the year to any Micro and Small Enterprises. This information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
Outstanding for following periods from due date of payment:		
(i) MSME		
Less than 1 year	4.49	—
Total	4.49	—
(ii) Others:		
Less than 1 year	2.01	2.26
1-2 years	—	8.36
2-3 years	8.36	—
More than 3 years	—	—
Total	10.37	10.62

NOTE 21 — OTHER CURRENT FINANCIAL LIABILITIES

Security Deposits Received	71.23	243.51
Lease Liability (<i>Refer Note 39</i>)	47.73	81.56
Interest Accrued but not due	—	25.15
Unpaid Dividend	3.48	3.37
Others	9.42	10.37
Total	131.86	363.96

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Particulars	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 22 — OTHER CURRENT LIABILITIES		
Other Liabilities (including Statutory dues)	7.36	9.47
Deferred Lease Income	10.35	3.64
Gratuity Obligation (Net) (Refer Note-33)	—	2.29
Total	17.71	15.40
NOTE 23 — CURRENT PROVISIONS		
Provision for employee benefits:		
Compensated absences	3.23	0.65
Total	3.23	0.65
NOTE 24 — REVENUE FROM OPERATIONS		
Sale of products	187.11	348.16
Total	187.11	348.16
NOTE 25 — OTHER INCOME		
Interest Income		
Bank & Other Interest	18.68	17.89
Financial Instruments carried at amortised cost	85.14	34.30
Dividend Income	230.63	480.21
License fees	359.99	331.23
Profit on sale of Assets	1.15	84.91
Miscellaneous income	42.14	36.52
Gain on Sale of Investments	1.25	3.52
Total	738.98	988.58
NOTE 26 — CHANGE IN INVENTORIES OF STOCK-IN-TRADE		
Opening stock	—	—
Less: Closing stock	—	—
(Increase)/Decrease in stock	—	—
Total	—	—

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Particulars	2023-2024 Rs. in Lacs	2022-2023 Rs. in Lacs
NOTE 27 — EMPLOYEE BENEFITS EXPENSES		
Salaries and wages (including bonus and gratuity)	123.99	137.88
Contributions to:		
Provident and other Funds	4.42	6.65
Staff welfare expenses	1.99	2.13
Total	130.40	146.66
NOTE 28 — FINANCE COSTS		
Interest expense on borrowings	—	1.15
Other interest expenses	39.62	134.90
Total	39.62	136.05
NOTE 29 — OTHER EXPENSES		
Insurance	1.60	1.61
Rates and taxes	7.88	4.60
Printing and stationery	2.31	1.46
Communications	1.94	0.41
Repairs & Maintenance	29.80	26.58
Advertisement and publicity	2.27	2.04
Travelling and conveyance	2.97	6.54
Professional, Legal and Consultancy charges	23.37	58.03
Directors fees	9.00	13.00
Auditors' remuneration	6.50	6.00
Commission & Brokerage	6.41	—
Bank Charges not related to borrowings	1.17	1.73
Obsolete Assets Written off	2.52	—
CSR Expenditure	—	8.00
Other expenses	10.88	11.95
Total	108.61	141.94
PAYMENT TO AUDITORS		
Statutory Audit fees	4.25	4.00
Others	2.25	2.00
Total	6.50	6.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTES — Contd.

	Reference No.	As at 31st March 2024 Rs. in Lacs	As at 31st March 2023 Rs. in Lacs
NOTE 30 — CONTINGENT LIABILITIES (to the extent not provided for)			
A. Contingent Liabilities			
Other money for which the Company is contingently liable			
1) Demands under Wealth Tax Act	1	51.25	51.25
2) Demands under Income Tax Act	2 & 3	42.11	42.11
3) Demands under Customs Act	4 & 5	133.50	133.50
Total		209.92	209.92

Notes:

- Demands for Wealth Tax for the assessment years 1997-98 & 1998-99 amounting to Rs.51,25,378 was raised by the Tax authorities in earlier years which had been disputed by the Company and appeals filed with the Hon. High Court, Mumbai. The Company however deposited the demanded amounts in full with the tax authorities.
- For the assessment years 2000-2001, 2002-2003 and 2003-2004 the Income-tax Appellate Tribunal had given relief of Rs.8,74,254 which had been accounted for in an earlier year. The tax authorities had subsequently filed an appeal with the Hon. High Court, Mumbai against the relief of Rs.8,74,254. The matter was set aside by Hon. High Court, in an earlier year and the matter was restored to the Tribunal for disposal. The matter is still pending with the tax authorities.
- The tax authorities had raised a demand for the assessment year 2013-14 u/s 143 (3) of Rs.16,43,120 against the refund of Rs.16,94,070 claimed by the company in its return of income. The company has disputed this demand and has filed an appeal with the Commissioner (Appeals) of Income- tax Mumbai against this demand.
- Demand of Rs.13,50,000 raised in an earlier year by the customs authorities for goods imported had been disputed by the Company against which the full amount had been deposited under protest. The matter is still pending with the Customs authorities.
- Bond for Rs.1.20 crore executed with the Customs authorities for demand raised by the authorities in an earlier year which had been disputed and challenged by the Company. This Bond is to remain in force till finalisation of the value by the Customs authorities of the goods imported by the Company.
- The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshni Limited & others v/self, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. "In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

Particulars	2023-2024 Rs. in Lacs	2022-2023 Rs. in Lacs
NOTE 31 — EARNING PER SHARE		
(Disclosure Pursuant to Ind AS-33)		
Net Profit/(Loss) as per Profit and Loss Account	353.81	(2,714.11)
Weighted Average Number of Equity Shares	2,584,160	2,584,160
Basic/ Diluted Earning per shares	13.69	(105.03)
Nominal Value per Share (Rs.)	10.00	10.00

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Particulars	2023-2024 Rs. in Lacs	2022-2023 Rs. in Lacs
NOTE 32 — INCOME TAXES		
(A) Tax expense recognised in profit and loss		
Current tax		
Current tax	13.39	32.38
Excess Tax Provision for Earlier years	(20.19)	(19.74)
Deferred Tax (net)		
Deferred tax (credit) / charge	(11.61)	(76.59)
Tax expense for the year	(18.40)	(63.96)
(B) Reconciliation of Effective Tax Rate:		
Profit before tax	335.40	(2,778.06)
Applicable Tax Rate	25.17%	25.17%
Income tax expense calculated at above rate	84.42	—
Adjustments of Current Tax for prior period	(20.19)	(19.74)
Adjustment for income taxable at lower rates	—	—
Impact of changes in deferred tax	(11.61)	(76.59)
Tax impact of Capital Loss arising on sale of shares of subsidiary company to be carried forward to future years	—	823.54
Tax effects of amounts which are not deductible/(taxable) in calculating taxable income	(71.02)	(791.16)
Income tax expense recognised in profit and loss	(18.40)	(63.96)

(C) Deferred tax (assets) / liabilities (net):

Particulars	(Rs. in Lacs)			
	As at 31st March 2023	Recognised in Statement of Profit & Loss Account	Recognised in OCI	As at 31st March 2024
Others	(38.79)	(11.61)	—	(50.39)
Deferred tax liabilities / (assets)	(38.79)	(11.61)	—	(50.39)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

(D) Impact of IND AS adjustments on Tax computation:

1. Section 5 of the Income Tax Act states that profits are chargeable only when they accrue, arise or are received. Based on this provision of the Income Tax Act, it is a settled proposition that tax can be levied on real income and not any hypothetical or illusory income – **Shoorji vallabhdas & Co – (1962) 46 ITR 144 (SC) and Godhra Electricity Co. Ltd. – (1997) 225 ITR 746 (SC)**. These principles have been reiterated in ICDS-IV for revenue recognition under the Income Tax Act.
2. Under IND-AS accounting framework, there are certain mandatory adjustments to incomes and expenditures, which are only conceptual and do not reflect real income/expenditure as per prevailing provisions of the Income Tax Act.

(Rs. in Lacs)

Particulars	Debit	Credit
Amortisation of Deferred Lease Income on Security Deposits Taken	—	11.59
Reversal of Provision for Interest on Preference Shares	—	6.23
Amortisation of Security Deposits Given	—	3.13
Fair Valuation of Preference Shares	—	46.40
Reversal of FV on account of Termination of Lease agreement	—	17.79
Notional Income on Security Deposite Taken	10.74	—
Amortisationof lease liabilities for Security Deposite Taken	28.87	—
Total	39.62	85.14
Net Impact in statement of Profit & Loss	(45.53)	—

(E) Other Disclosure:

During the year, the Company has not surrendered or disclosed any income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961). Accordingly, there are no transactions which are not recorded in the books of accounts.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

NOTE 33 — EMPLOYEE BENEFITS

a. Defined Benefit Plans:

Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Company and is in accordance with the rules of the Company for payment of gratuity.

Inherent Risk on above:

The plan is defined in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to the employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risk.

Particulars	As at 31st March 2024 Gratuity Rs. in Lacs	As at 31st March 2023 Gratuity Rs. in Lacs
(i) Change in Defined Benefit Obligation		
Balance at the beginning of the year	49.07	44.16
Adjustment of:		
Current Service Cost	1.67	2.85
Liability transferred out/ Divestments	—	—
Past Service cost	—	—
Interest Cost	3.65	3.05
Actuarial (gains)/losses recognised in Other Comprehensive Income:		
— Change in Financial Assumptions	0.36	(1.04)
— Change in Demographic Assumptions	—	—
— Experience Changes	(4.02)	0.05
Benefits Paid	—	—
Balance at the end of the year	50.73	49.07
(ii) Change in Fair value of assets		
Balance at the beginning of the year	46.79	37.76
Assets transferred out/ Divestments	—	—
Return on Plan Assets excluding interest income	(0.02)	0.02
Interest Income	3.48	2.61
Re-measurements due to:		
Actual Return on Plan Assets less interest on Plan Assets	—	—
Contribution by the employer	7.00	6.40
Benefits Paid	—	—
Balance at the end of the year	57.25	46.79
(iii) Net Asset / (Liability) recognized in the Balance Sheet		
Present value of the funded defined benefit obligation at the end of the period	(50.73)	(49.07)
Fair Value of Plan Assets	57.25	46.79
Net Asset / (Liability) in the Balance Sheet	6.52	(2.28)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTES — Contd.

Particulars	As at 31st March 2024 Gratuity Rs. in Lacs	As at 31st March 2023 Gratuity Rs. in Lacs
(iv) Expenses recognized in the Statement of Profit & Loss		
Current Service Cost	1.67	2.85
Interest Cost	0.17	0.44
Past Service Cost	—	—
Expected Return on Plan Assets	—	—
Amount charged to the Statement of Profit and Loss	1.84	3.29
(v) Re-measurements recognised in Other Comprehensive Income (OCI):		
Actual Gain/Losses on Obligation	(3.66)	(0.99)
Return on plan assets, Excluding Interest Income	0.02	(0.01)
Amount recognized in Other Comprehensive Income (OCI)	(3.64)	(1.00)
(vi) Maturity Profile of Defined Benefit Obligation:		
Within the next 12 months	17.83	2.36
Between 1 and 5 years	28.22	46.85
Between 6 and 10 years	3.16	3.02
11 Years and above	18.84	17.58
(vii) Sensitivity analysis for significant assumptions:*		
Increase/(Decrease) on present value of defined benefits obligation at the end of the year	—	—
1% increase in discount rate	(1.46)	(1.80)
1% decrease in discount rate	1.61	1.96
1% increase in salary escalation rate	0.75	0.84
1% decrease in salary escalation rate	(0.71)	(0.81)
1% increase in employee turnover rate	0.44	0.46
1% decrease in employee turnover rate	(0.47)	(0.50)
The major categories of plan assets as a percentage of total plan:		
Insurer Managed Funds	57.25	46.79
Actuarial Assumptions:		
Discount Rate (p.a.)	7.20%	7.44%
Expected Return on Plan Assets (p.a.)	7.20%	7.44%
Turnover Rate (p.a.)	3.00%	3.00%
Mortality tables	Indian Assured Lives Mortality (2012-14) (Urban)	Indian Assured Lives Mortality (2012-14) (Urban)
Salary Escalation Rate (p.a.)	6.50%	6.50%

* The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Basis used to determine Expected Rate of Return on Plan Assets: The overall expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

Salary Escalation Rate: The past experience and industry practice considering promotion and demand and supply of employees.

Asset Liability matching strategy: The money contributed by the Company to the Gratuity fund to finance the liabilities of the plan has to be invested.

The trustees of the plan have outsourced the investment management of the fund to an insurance Company. The insurance Company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy.

There is no compulsion on the part of the Company to fully prefund the liability of the Plan. The Company's philosophy is to fund these benefits based on its own liquidity and the level of underfunding of the plan.

b. Defined Contribution Plans:

Amount recognized as an expense and included in Note 27 under the head "Contribution to Provident and other Funds" of Statement of Profit and Loss is:

Particulars	31 March 2024 Rs. in Lacs	31 March 2023 Rs. in Lacs
Provident, Family Pension and other Funds	4.31	6.61
Employees State Insurance Scheme	0.11	0.04
Superannuation Scheme	—	—
Total	4.42	6.65

Compensated Absences:

The liability towards compensated absences is provided for based on actuarial valuation carried out by using Projected Accrued Benefit Method.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

NOTE 34 — RELATED PARTY DISCLOSURES

Name of Related Parties**Nature of Relationship****(A) List of parties exercising control:**

R.B Fitness & Trading Private Limited

Holding Company

(B) List of Related Parties where control exists:

Cravatex Brands Limited

Subsidiary Company (Till 30.11.2022)

BB UK Ltd.

Subsidiary Company

BB Europe GmbH

Step down Subsidiary Company

SD Enterprises

Director's relative interest

Tecfin Consultancy Services LLP

RKB Trading Pvt. Ltd (Earlier known as
Proline Exports Pvt Ltd.)

Enterprises where common control exists

Crav Apparels Private Limited

(C) Key Management Personnel:**Name of Key Managerial Personnel****Nature of Relationship**

Mr. Rajesh Batra

Chairman & Managing Director

Mr. Divakar Kamath

Executive Director & Chief Financial Officer (CFO)

Mr. Rohan Batra

Director

Mr. N. Santhanam

Independent Director (Till 31.03.2024)

Ms. Pheroza Jimmy Bilimoria

Independent Director

Mr. S.D. Israni

Independent Director (Till 31.01.2024)

Mr. Satyan Shivkumar Israni

Independent Director (From 12.02.2024)

Mr. Nakul Toshniwal

Independent Director (From 15.02.2024)

Mr. Sudhanshu Namdeo

Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

(D) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transaction	As at 31 March 2024 Rs. in Lacs	As at 31 March 2023 Rs. in Lacs
Dividend Received		
BB UK Ltd.	230.63	480.21
Service Charges Received on SAP		
Cravatex Brands Limited (Till Nov 2022)	—	13.83
Combined Office Administrative Charges		
Tecfin Consultancy Services LLP	12.00	12.00
Charges for sharing of Space & Amenities		
Tecfin Consultancy Services LLP	30.14	3.78
Sale of Product		
Crav Apparels Private Limited	95.54	53.38
Rental Income		
Cravatex Brands Limited-(Till Nov 2022)	—	4.74
Director Sitting Fee	9.00	13.00
(E) Outstanding balances:		
Trade Receivables		
— Tecfin Consultancy Services LLP	—	4.08
(F) Compensation of Key Management Personnel of the Company:		
Short Term Employee Benefits	88.46	104.65
Other Long Terms Benefits	2.03	4.61
Total Compensation	<u>90.49</u>	<u>109.26</u>

Terms and conditions of transactions with related parties:

All related party transactions entered during the year are in ordinary course of the business and are on arm's length basis.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTES — Contd.

Particulars	As at 31 March 2024 Rs. in Lacs	As at 31 March 2023 Rs. in Lacs
NOTE 35 — FINANCIAL INSTRUMENTS		
Classification of Financial Assets and Liabilities:		
Financial assets at Amortized cost:		
Loans (Non Current)	32.65	244.96
Trade Receivables	2.02	11.63
Cash and Cash Equivalents	83.57	339.40
Other Bank Balances	240.78	3.37
Other Current Financial Assets	6.75	21.85
Financial assets at Fair Value through Profit and Loss Account:		
Investment (Current)	808.94	462.32
Financial assets at Fair Value through Other Comprehensive Income:		
Investment (Non Current)	41.85	41.85
Total	1,216.55	3,605.68
Financial Liabilities at Amortized cost:		
Other Non Current Financial Liabilities	300.00	153.52
Trade Payables	14.86	10.62
Other Current Financial Liabilities	131.86	363.96
Total	446.71	528.10

Carrying amount of Investment, Trade Receivables, Cash and Cash Equivalent, Bank balances, Other financial Assets, Trade payables and Other financial liabilities as at 31st March, 2024, and 31st March, 2023 approximate the Fair Value because of their short term nature. Difference between carrying amount and fair values of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant each of year presented.

NOTE 36 — FAIR VALUE MEASUREMENT

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

The Company has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

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

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on company specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. The investments included in Level 3 of fair value hierarchy have been valued using the cost approach to arrive at their fair value. The cost of unquoted investments approximate the fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

The management assessed that cash and bank balances, trade payables, and other financial asset and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

NOTE 37 — FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of Borrowings. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets include Investments, Loans and Other receivables, Cash and Cash Equivalents, Other Bank Balances that directly derive from its operations.

The Company is exposed to Market Risk, Credit Risk and Liquidity Risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

(A) Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument.

The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings.

(1) Foreign Currency Risk:

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates.

(2) Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's doesnot have exposure to this risk since no borrowing

(B) Credit Risk:

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating (primarily Trade Receivables), investing and financing activities including Bank Balance, Deposits with Bank, Security Deposits, Loans to Employees and other financial instruments.

Trade receivables are consisting of a large number of customers. The Company has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined.

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The company allows credit period ranging from 30 days to 180 days, subject to reasonableness of the receivable. There is no concentration of customers and receivable amount.

Investments, Cash and Cash Equivalent and Bank Deposit:

Credit Risk on cash and cash equivalent is generally low, as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only based on Investment Policy of the Company. Investments consists of Investments in Subsidiaries & Investment in Short Term liquid Mutual Funds.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

(C) Liquidity Risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(Rs. in Lacs)

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total
As at 31 March 2024				
Trade Payables	14.86	—	—	14.86
Other Financial Liabilities	80.66	351.20	—	431.86

(Rs. in Lacs)

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total
As at 31 March 2023				
Trade Payables	10.62	—	—	10.62
Other Financial Liabilities	279.03	238.45	—	517.48

NOTE 38 — CAPITAL MANAGEMENT

The Company's objectives when managing capital are to

- maximise shareholder value and provide benefits to other stakeholders and
- maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders.

The Company monitors capital using debt-equity ratio, which is total debt less investments divided by total equity.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

Key Financial Ratios:

Name of the ratio	Formula	As at 31 March 2024	As at 31 March 2023	% variance	Reason for Change
Current Ratio (in times)	Current assets/ Current liability	7.52	5.47	38%	Current ratio has increased substantially due to increase in current assets (Investments in mutual fund)
Debt Equity ratio (in times)	Net Debt / Equity	N.A.	N.A.	N.A.	The company has become Debt Free. Therefore Debt Equity Ratio is not applicable during the current year.
Debt Service Coverage Ratio (in times)	Earnings available for debt service / Total debt service	N.A.	N.A.	N.A.	The company has become Debt Free. Therefore Debt Service Coverage Ratio is not applicable during the current year.
Return On Equity Ratio (in %)	Net profit/ Shareholders equity	20%	-190%	111%	This variation is on account of profit during current year vis-a-vis exceptional item on sale of subsidiary company during last year.
Inventory Turnover Ratio (in times)	Cost of Goods Sold /Average Inventory	N.A.	N.A.	N.A.	Since there is no opening/closing inventory this ratio is not applicable.
Trade Receivables Turnover Ratio (in times)	Net sales/ Average accounts receivable	27.41	57.22	-52%	This is on account of decrease in trade receivables as on the balance sheet date & less turnover.
Trade Payables Turnover Ratio (in times)	Net purchases/ Average trade payables	13.98	30.92	-55%	This is on account of increase in trade payables outstanding as on the balance sheet date & less turnover.
Net Capital Turnover Ratio (in times)	Net sales/Net Working capital	0.17	0.68	-75%	This is on account of decrease sales & increase in working capital due to repayment of liabilities.
Net Profit Ratio (in %)	Net profit/ Net sales	38%	-203%	119%	This variation is on account of profit during current year vis-a-vis exceptional item on sale of subsidiary company during last year.
Return On Capital Employed (in %)	Earning before tax/Shareholders Fund	19%	-195%	110%	This variation is on account of profit during current year vis-a-vis exceptional item on sale of subsidiary company during last year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS
NOTES — Contd.

Name of the ratio	Formula	As at 31 March 2024	As at 31 March 2023	% variance	Reason for Change
Return On Investment (in %)	Profit for the year (PAT)/ Total Assets	16%	-137%	112%	This variation is on account of profit during current year vis-a-vis exceptional item on sale of subsidiary company during last year.

NOTE 39 — LEASES

The company has taken on lease office premises . The lease runs for the period of 5 years.

Information about leases for which the company is lessee is presented below:

Particulars	As at 31 March 2024 Rs. in Lacs	As at 31 March 2023 Rs. in Lacs
(A) Right of use assets		
Opening Balance	290.05	127.80
Additions	311.42	162.25
Disposal / Derecognised during the year	155.58	—
Closing Balance	<u>445.89</u>	<u>290.05</u>
(B) Accumulated depreciation		
Opening Balance	80.99	40.66
Depreciation expense	89.82	40.33
Disposal / Derecognised during the year	—	—
Closing Balance	<u>170.81</u>	<u>80.99</u>
(C) Lease liabilities		
Opening Balance	216.69	93.85
Addition	295.64	160.89
Disposal / Derecognized during the year	168.05	—
Accredition of interest	28.87	13.62
Payments	90.16	51.67
Closing Balance	<u>282.99</u>	<u>216.69</u>
Current	47.73	81.56
Non-current	235.26	135.13
(D) Amounts recognised in profit and loss		
Depreciation expense of right-of-use assets	89.82	40.33
Income on account of Derecognition	(17.79)	—
Interest expense on lease liabilities	28.87	13.62
Total	<u>100.90</u>	<u>53.95</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

NOTE 40 — RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

NOTE 41 — SEGMENT INFORMATION

The Company operates only in one primary business segment i.e. trading of goods.

NOTE 42 — SALE OF SUBSIDIARY

During the previous year 2022-23, on 30.11.2022, the company has sold its investments in subsidiary company, Cravatex Brands Limited ("CBL") at a value of Rs. 999 Lakhs. As a result of sale, CBL ceased to be a subsidiary of the company. The gain or loss of the subsidiary for the period 01.04.2022 to 31.11.2022, has been considered in the profit and loss account of the group in accordance with the provisions of applicable IND AS as exceptional item.

NOTE 43 — SUBSEQUENT EVENT

Dividends paid during the year ended March 31, 2024 includes an amount of Rs. 1.5 per equity share towards final dividend for the year ended March 31, 2023.

Dividends declared by the Company are based on the profit available for distribution. Distribution of dividends out of general reserve and retained earnings is subject to applicable Tax Deducted at Source. On 24.05.2024, the Board of Directors of the Company have proposed a final dividend of Rs.3/- per share in respect of the year ended March 31, 2024 subject to the approval of shareholders at the Annual General Meeting. The proposal is subject to the approval of shareholders at the Annual General Meeting, and if approved, would result in a cash outflow of approximately Rs.77.52/- Lacs.

NOTE 44 — CORPORATE SOCIAL RESPONSIBILITY

The company is not covered under section 135 of the Companies Act as its net profit is less than Rs.5 Crores during the immediately preceding financial year.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTES — Contd.

NOTE 45 — OTHER DISCLOSURES

There are no transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) the company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- (e) Relating to borrowed funds:
 - (i) Wilful defaulter
 - (ii) Utilisation of borrowed funds & share premium
 - (iii) Borrowings obtained on the basis of security of current assets
 - (iv) Discrepancy in utilisation of borrowings
 - (v) Current maturity of long term borrowings

NOTE 46 — PREVIOUS YEAR'S COMPARABLES

Previous year's figures have been regrouped/reclassified wherever necessary, to confirm with current years classification/disclosure.

SIGNATURES TO NOTES FORMING PART OF THE FINANCIAL STATEMENTS FROM "1" TO "46"

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

CONSOLIDATED AUDITORS' REPORT

INDEPENDENT AUDITOR'S REPORT

To the Members of Cravatex Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Cravatex Limited ("the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income/Expense), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements:

- (i) includes the results of the following subsidiaries:
 - (a) BB (UK) Limited and
 - (b) BB Europe GmbH
- (ii) is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- (iii) gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") and other accounting principles generally accepted in India of the consolidated net profit and consolidated total comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2024.

Basis for Opinion

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

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of

CONSOLIDATED AUDITORS' REPORT

the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Perform procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations to the extent applicable.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

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

CONSOLIDATED AUDITORS' REPORT

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Company as on March 31, 2024 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.
 - (ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
 - (iv) (A) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their

CONSOLIDATED AUDITORS' REPORT

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 or any of such subsidiaries 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (B) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (C) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As stated in Note 43 to the standalone financial statements
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) There was no interim dividend declared by the Company during the year.
- (c) The Board of Directors of the Company have not proposed final dividend for the year.
- (vi) The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination, management representation and the audit procedures which included test checks, the group has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

For **GPS & Associates**
Chartered Accountants
Firm Registration No. 121344W

H. Y. Gurjar
Partner
Membership No. 032485
UDIN: 24032485BKFABA9312

Place : Mumbai
Dated : 24th May, 2024

CONSOLIDATED AUDITORS' REPORT

Annexure "A" to the Independent Auditor's Report

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2024, we have audited the internal financial controls over financial reporting of **Cravatex Limited** ("the Holding Company") and its subsidiary company which is a company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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 financial statements.

Inherent limitations of Internal Financial Controls Over Financial Reporting

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

CONSOLIDATED AUDITORS' REPORT**Opinion**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of report of other auditor, as referred to in the Other Matters paragraph, the Holding Company and its subsidiary which is incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to consolidated/standalone financial statements of its subsidiary which is a company incorporated in India, is based on the corresponding reports of the auditor of such company.

For **GPS & Associates**
Chartered Accountants
Firm Registration No. 121344W

H. Y. Gurjar
Partner
Membership No. 032485
UDIN: 24032485BKFABA9312

Place : Mumbai
Dated : 24th May, 2024

CONSOLIDATED BALANCE SHEET

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2024

Particulars	Note No.	As at March 31, 2024 Rupees in Lacs	As at March 31, 2023 Rupees in Lacs
(A) ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3(a)	114.89	75.72
(b) Investment Property	3(b)	478.13	496.72
(c) Right of use asset	39	275.08	209.06
(d) Other Intangible Assets	3(c)	10.58	27.18
(e) Financial Assets			
(i) Loans	4	32.65	244.96
(f) Deferred tax assets (net)	19	11.35	1.01
(g) Other Non-Current Assets	5	13.50	13.50
Total Non – Current Assets		936.18	1,068.15
(2) Current Assets			
(a) Inventories	6	1,066.98	2,904.18
(b) Financial Assets			
(i) Investments	7	808.94	462.32
(ii) Trade receivables	8	1,384.51	2,621.47
(iii) Cash and cash equivalents	9	7,364.03	5,628.90
(iv) Bank Balances other than Cash and Cash Equivalents	10	240.78	3.37
(v) Other Financial Assets	11	6.75	21.85
(c) Loans and advances	12	178.44	165.03
(d) Current Tax Assets (Net)	13	110.27	64.08
(e) Other current assets	14	357.04	726.52
Total Current Assets		11,517.74	12,597.72
Total Assets		12,453.92	13,665.87
(B) EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity Share capital	15	258.42	258.42
(b) Other Equity	16	9,613.86	8,977.94
Equity attributable to shareholders of the Company		9,872.28	9,236.36
Non-controlling interests		—	—
Total Equity		9,872.28	9,236.36
(2) LIABILITIES			
(I) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Others	17	300.00	153.53
(b) Provisions	18	5.31	9.51
(c) Other Non-Current Liabilities	20	24.10	2.36
Total Non Current Liabilities		329.41	165.40
(II) Current Liabilities			
(a) Financial Liabilities			
(i) Trade payables	21	956.02	2,125.78
(ii) Others	22	1,065.39	1,962.17
(b) Other Current Liabilities	23	17.71	13.11
(c) Provisions	24	213.11	163.05
Total Current Liabilities		2,252.23	4,264.11
Total Equity and Liabilities		12,453.92	13,665.87
Corporate Information	1		
Significant accounting policies	2		
Notes forming part of the Financial Statement	31-48		

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

CONSOLIDATED PROFIT AND LOSS STATEMENT
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

Particulars	Note No.	For the Year 2023-2024 Rupees in Lacs	For the Year 2022-2023 Rupees in Lacs
INCOME			
Revenue from operations	25	20,263.23	50,365.93
Other Income	26	1,609.98	1,246.83
TOTAL INCOME		21,873.21	51,612.76
EXPENSES			
Purchase of Stock-in-Trade		12,080.26	34,410.74
Change in Inventories of Stock in Trade	27	1,837.20	1,748.08
Employee benefits expense	28	2,892.11	6,071.77
Finance costs	29	39.62	1,336.01
Depreciation and amortisation expense	3 & 39	188.34	1,614.30
Other expenses	30	4,219.65	11,169.50
TOTAL EXPENSES		21,257.18	56,350.40
Profit / (Loss) beforeTax & Exceptional Items		616.03	(4,737.64)
Exceptional items		—	10,570.96
Profit / (Loss) beforeTax		616.03	5,833.32
Tax expense:			
Current Tax		(165.07)	(244.42)
Deferred tax Asset/(Liability)		11.61	76.59
Excess Tax Provision for Earlier years		20.19	227.77
Profit / (Loss) for the period		482.76	5,893.26
Other Comprehensive Income/(loss) for the period:			
Items that will not be reclassified to profit or loss			
(i) Re-measurements of the net defined benefit Plans		3.64	7.13
Total Other Comprehensive Income/(loss) for the period		3.64	7.13
Total Comprehensive Income/(loss) for the period		486.40	5,900.39
Net profit attributable to:			
Owners of the Holding Company		482.76	5,893.26
Non-controlling Interest		—	—
		482.76	5,893.26
Other Comprehensive Income/(loss) attributable to:			
Owners of the Holding Company		3.64	7.13
Non-controlling Interest		—	—
		3.64	7.13
Total Comprehensive Income/(loss) attributable to:			
Owners of the Holding Company		486.40	5,900.39
Non-controlling Interest		—	—
		486.40	5,900.39
Basic and Diluted Earnings per Equity share (In Rs.)	43	18.68	228.05

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2024

(A) EQUITY SHARE CAPITAL

Particulars	31 March 2024		31 March 2023	
	Number of Shares	Amount Rs. in Lacs	Number of Shares	Amount Rs. in Lacs
At the commencement of the year	2,584,160	258.42	2,584,160	258.42
Add: Shares issued during the year	—	—	—	—
At the end of the year	2,584,160	258.42	2,584,160	258.42

(B) OTHER EQUITY

Rs. in Lacs

Particulars	Reserves and surplus								Total attributable to equity shareholders
	Foreign Currency Translation Reserve	Retained Earnings	General Reserve	Capital Reserve	Security Premium	Capital Redemption Reserve	Amalgamation Adjustment Deficit Account	Export Profit Reserve	
(a) Balance at 31 March 2022	195.43	(4,033.93)	1,764.48	240.76	1,687.70	211.23	(5,306.74)	6.03	(5,235.05)
Profit for the year	—	5,893.26	—	—	—	—	—	—	5,893.26
Other comprehensive income for the year	—	7.13	—	—	—	—	—	—	7.13
(b) Total comprehensive income for the year	195.43	1,866.46	1,764.48	240.76	1,687.70	211.23	(5,306.74)	6.03	665.34
(c) Effect during the year	161.26	4,405.42	(335.70)	(221.84)	(1,687.70)	688.77	5,306.74	(4.35)	8,312.60
(d) Balance at 31 March 2023 (a+b+c)	356.69	6,271.88	1,428.78	18.92	—	900.00	—	1.68	8,977.94
Profit for the year	—	482.76	—	—	—	—	—	—	482.76
Other comprehensive income for the year	—	3.64	—	—	—	—	—	—	3.64
(e) Total comprehensive income for the year	—	486.40	—	—	—	—	—	—	486.40
(f) Effect during the year	188.19	1,181.48	(1,220.16)	—	—	—	—	—	149.52
(g) Balance at 31 March 2024 (d+e+f)	544.88	7,939.76	208.62	18.92	—	900.00	—	1.68	9,613.86

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

CONSOLIDATED CASH FLOW STATEMENT
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

PARTICULARS	For the year ended March 31, 2024 Rs. in Lacs	For the year ended March 31, 2023 Rs. in Lacs
A Cash flow from operating activities		
Net profit before tax	616.03	5,833.32
Adjustments for:		
Depreciation	188.34	1,614.30
Interest income	(192.18)	(72.21)
Rent Income	(359.99)	(349.53)
Gain on Investments Sale of Investment	(1.25)	(6.18)
Finance Cost	39.62	1,336.01
(Profit) / Loss on sale of Fixed Assets	(1.15)	(84.91)
Loss on debt instruments measured at FVTPL	—	(280.54)
Bad Debts & Provision for bad debts	12.20	922.82
Actual Rent Paid	(90.16)	—
Current Year gain/loss on translation of currencies	188.19	(161.25)
Operating profit before working capital changes	399.65	8,751.83
Adjustments for:		
(Increase)/Decrease in Trade Receivables	1,224.76	9,776.26
(Increase)/Decrease in Inventories	1,837.20	6,530.13
(Increase)/Decrease in Loans & Advances	198.90	(18.58)
(Increase)/Decrease in Other Assets	384.57	2,099.19
Increase/(Decrease) in Trade Payable	(1,169.76)	(1,888.51)
Increase/(Decrease) in Other Liabilities	(829.20)	(10,150.00)
Increase/(Decrease) in Provisions	49.51	(648.39)
Cash generated from operations	2,095.63	14,451.93
Direct taxes Paid/(Refund received)	(189.79)	(98.09)
Net cash from operating activities	1,905.84	14,353.84
B Cash flow from investing activities		
(Purchases)/Sale of Property, plant and equipment	(101.34)	3,815.17
Sale/(Purchase) of investments	(346.62)	(2.62)
Gain on sale of Investments	1.25	6.18
Movement in Other Bank Balances	(237.41)	1.39
Rent Income	359.99	349.53
Interest received	192.18	72.21
Net cash from / (used in) investing activities	(131.95)	4,241.85
C Cash flow from financing activities		
Dividend Paid	(38.76)	(77.52)
Cash payment for principal portion of lease liability	—	(560.50)
Proceeds from/ (Repayment) of long-term Borrowings	—	(8,697.76)
Proceeds from/ (Repayment) of Short-term Borrowings	—	(6,087.41)
Interest Paid	—	(1,336.01)
Net cash from / (used in) financing activities	(38.76)	(16,759.20)
D Net cash flows during the year (A+B+C)	1,735.13	1,836.49
Cash and cash equivalents (opening balance)	5,628.90	3,792.41
Cash and cash equivalents (closing balance)	7,364.03	5,628.90

Note: The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of Cash Flows".

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTE 1 — COMPANY OVERVIEW

Cravatex Limited (“the Company”) incorporated on 22nd June, 1951 under the Companies Act, 1913 (“the Act”) is a public limited BSE listed Company, incorporated, and domiciled in India. The Company is a subsidiary of holding company R.B. Fitness and Trading Private Limited incorporated and domiciled in India. During the previous year Cravatex Limited was the Holding Company of two subsidiaries viz. BB (UK) London (BBUK) and Cravatex Brands Ltd Mumbai (CBL) (till 30.11.2022) and one step down subsidiary viz BB Europe GmbH. During the current period the Company along with its subsidiaries viz. BB (UK) London (BBUK) and one step down subsidiary viz. BB Europe GmbH. is engaged in the business of Branded sports goods & trading.

Details of the shareholding in subsidiaries are as under:

Name of the Subsidiary	Country	Proportion of Ownership	
		As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
Cravatex Brands Limited	India	NIL	NIL
BB (UK) Limited	United Kingdom	100%	100%

NOTE 2(A): Significant Accounting Policies

The consolidated financial statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value amount:

- I. Certain financial assets and liabilities (including derivative instruments),
- II. Defined benefit plan's - plan assets and
- III. Equity settled share-based payments

The consolidated financial statements of the Group have been prepared to comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013.

The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III. The Company's consolidated financial statements are presented in Indian Rupees in lakhs up to two decimals.

NOTE 2(B): Principles of Consolidation

The consolidated financial statements Holding Company & subsidiary companies are prepared on the following principles:

- I. The financial statements of the Company and its subsidiaries are combined on a line by line basis by adding together like items
- II. Profits or losses resulting from intra-group transactions that are recognised in assets, such as inventory and property, plant & equipment, are eliminated in full.
- III. In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.
- IV. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- V. The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- VI. Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- VII. Non-Controlling Interest's share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Company's shareholders.

NOTE 2(C): Other Significant Accounting Policies

These are set out under “Significant Accounting Policies” as given in the Company's standalone financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 3(a) Property, plant and equipment

Following are the changes in the carrying value of property, plant and equipment for the year ended on March 31, 2024

(Rs. in Lacs)

Description	Freehold Land	Building	Plant & Machinery	Air-conditioning Plant & Units	Furniture, Fixtures & Fittings	Motor Vehicles	Electrical Fittings	Office Equipment	Leasehold Improvement	Computers	Total
Gross carrying value (at cost)											
Balance as at 31 March 2022	5.14	427.25	28.18	11.76	2,058.46	25.30	129.00	129.02	22.33	95.99	2,932.42
Additions	—	—	—	—	25.14	—	—	1.15	—	2.51	28.81
Deletions / discarded / adjustments	5.14	306.06	28.18	11.76	1,394.46	0.41	128.20	121.61	2.03	98.50	2,096.35
Balance as at 31 March 2023	—	121.19	—	—	689.14	24.89	0.80	8.56	20.30	—	864.88
Additions	—	—	—	—	30.68	—	—	6.52	65.12	—	102.32
Deletions / discarded / adjustments	—	—	—	—	—	12.46	0.80	0.57	20.30	—	34.13
Balance as at 31 March 2024	—	121.19	—	—	719.82	12.43	—	14.51	65.12	—	933.06
Accumulated depreciation											
Balance as at 31 March 2022	—	192.61	—	8.14	1,220.94	20.69	87.94	86.55	19.74	82.02	1,718.63
Charge for the year	—	25.64	1.19	0.63	186.73	2.37	3.37	11.81	0.69	4.66	237.10
Deletions / discarded / adjustments	—	111.63	1.19	8.77	772.87	0.34	91.12	91.94	2.03	86.68	1,166.57
Balance as at 31 March 2023	—	106.62	—	—	634.80	22.72	0.19	6.42	18.40	—	789.16
Charge for the year	—	11.22	—	—	42.48	1.58	0.08	1.33	5.34	—	62.03
Deletions / discarded / adjustments	—	0.35	—	—	1.53	11.87	0.27	0.15	18.83	—	33.00
Balance as at 31 March 2024	—	117.49	—	—	675.75	12.43	—	7.60	4.91	—	818.19
Net carrying amount											
As at 31 March 2023	—	14.57	—	—	54.33	2.17	0.61	2.13	1.90	—	75.72
As at 31 March 2024	—	3.70	—	—	44.07	—	—	6.91	60.21	—	114.89

Note:

The Company has not revalued any of its property, plant and equipment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 3(b) Investment Property

Following are the changes in the carrying value of Investment Property for the year ended on March 31, 2024.

(Rs. in Lacs)

Description	Building	Total
Gross carrying value (at deemed cost)		
Balance as at 31 March 2022	1,019.19	1,019.19
Additions	8.65	8.65
Deletions / discarded / adjustments	117.32	117.32
Balance as at 31 March 2023	910.53	910.53
Additions	—	—
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2024	910.53	910.53
Accumulated depreciation		
Balance as at 31 March 2022	411.24	411.24
Charge for the year	19.07	19.07
Deletions / discarded / adjustments	16.50	16.50
Balance as at 31 March 2023	413.81	413.81
Charge for the year	18.58	18.58
Deletions / discarded / adjustments	—	—
Balance as at 31 March 2024	432.40	432.40
Net carrying amount		
As at 31 March 2023 (Fair Market Value Rs.5,466.00 Lacs)	496.72	496.72
As at 31 March 2024 (Fair Market Value Rs.5,466.00 Lacs)	478.13	478.13

The fair value of investment property has been determined having reference to the market values as prescribed under the ready reckoner published by a competent authority, as the company believes that the current market price of similar properties in the vicinity is the best evidence of the fair value of such investment property.

Note: Amounts recognised in profit and loss in respect of investment property

Rupees in Lacs

Particulars	For the year March 31, 2024	For the year March 31, 2023
Rent Income	359.99	331.23
Profit on sale of Investment Property	—	84.91
Less: Depreciation	(18.58)	(19.07)
Less: Society charges & others	(15.24)	(14.00)
Profit	326.16	383.07

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 3(c) Other Intangible assets

Following are the changes in the carrying value of Intangible Assets for the year ended on March 31, 2024.

(Rs. in Lacs)

Description	Licenses, Sublicenses & Franchise	Software	Web site	Total
Gross carrying value (at cost)				
Balance as at 31 March 2022	3,929.86	248.44	22.80	4,201.10
Additions	—	15.12	—	15.12
Deletions / discarded / adjustments	3,929.86	76.71	—	4,006.57
Balance as at 31 March 2023	—	186.85	22.80	209.65
Additions	—	1.30	—	1.30
Deletions / discarded / adjustments	—	—	—	—
Balance as at 31 March 2024	—	188.15	22.80	210.95
Accumulated depreciation				
Balance as at 31 March 2022	1,875.16	171.89	22.80	2,069.85
Charge for the year	215.86	22.85	—	238.71
Deletions / discarded / adjustments	2,091.02	35.07	—	2,126.10
Balance as at 31 March 2023	—	159.67	22.80	182.46
Charge for the year	—	17.90	—	17.90
Deletions / discarded / adjustments	—	—	—	—
Balance as at 31 March 2024	—	177.57	22.80	200.37
Net carrying amount				
As at 31 March 2023	—	27.18	—	27.18
As at 31 March 2024	—	10.58	—	10.58

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 4 — NON CURRENT LOANS		
(Unsecured, Considered Good)		
Security & Other Deposits	32.65	244.96
Total	32.65	244.96
NOTE 5 — OTHER NON-CURRENT ASSETS		
(Unsecured, Considered Good)		
Other Loans and Advances	13.50	13.50
Total	13.50	13.50
NOTE 6 — INVENTORIES		
Stock-in-Trade	1,066.98	2,904.18
(valued at lower of cost and net realisable value)		
Total	1,066.98	2,904.18
NOTE 7 — CURRENT INVESTMENTS		
Investment measured at fair value through profit and loss		
Investment in Mutual Funds (quoted)	808.94	462.32
Total	808.94	462.32
<i>Aggregate book value of unquoted investments</i>	<i>763.30</i>	<i>458.54</i>
NOTE 8 — TRADE RECEIVABLES		
Unsecured, considered good	1,384.51	2,621.47
Total	1,384.51	2,621.47

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
NOTES — Contd.
Trade Receivables ageing schedule
As at 31st March 2024

Rupees in Lacs

Particulars	Undisputed Trade Receivables – Considered Good	Undisputed Trade Receivables – Credit Impaired	Total
Less than 6 months	1,384.51	—	1,384.51
Total	1,384.51	—	1,384.51

As at 31st March 2023

Rupees in Lacs

Particulars	Undisputed Trade Receivables – Considered Good	Undisputed Trade Receivables – Credit Impaired	Total
Less than 6 months	2,621.47	—	2,621.47
Total	2,621.47	—	2,621.47

Particulars
**As at
31st March 2024
Rupees in Lacs**
**As at
31st March 2023
Rupees in Lacs**
NOTE 9 — CASH AND BANK BALANCES
(A) Cash & Cash Equivalents

(a) Balances with banks:

Current accounts

2,357.90

2,893.00

Deposite accounts

5,006.03

2,735.75

(b) Cash in hand & Imprest

0.10

0.15

Total
7,364.03
5,628.90
NOTE 10 — BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Fixed Deposit of original maturity of more than 3 Months but within 12 months

237.30

—

Unpaid Dividend

3.48

3.37

Total
240.78
3.37
NOTE 11 — OTHER CURRENT FINANCIAL ASSETS

Capital Advance

6.75

—

Other Loans and Advances

—

21.85

Total
6.75
21.85

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 12 — CURRENT LOANS & ADVANCES		
(Unsecured, considered good)		
Deposits	140.02	135.46
Advance to Related Party	—	2.08
Employee advances	38.42	27.49
Total	178.44	165.03
NOTE 13 — CURRENT TAX ASSETS		
(Unsecured, considered good)		
Current Tax Assets (Net)	110.27	64.08
Total	110.27	64.08
NOTE 14 — OTHER CURRENT ASSETS		
(Unsecured, considered good)		
Prepaid expenses	342.30	374.98
Balance with Government Authorities	8.23	351.54
Gratuity obligation(Net)	6.51	—
Total	357.04	726.52

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
NOTES — Contd.

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Amount in Lacs	Number of Shares	Amount in Lacs
NOTE 15 — EQUITY SHARE CAPITAL				
Authorised				
Equity Share of Rs. 10/- each	4,850,000	485.00	4,850,000	485.00
Preference Shares of Rs. 10/- each	10,150,000	1,015.00	10,150,000	1,015.00
Total	15,000,000	1,500.00	15,000,000	1,500.00
Issued, Subscribed and fully paid up:				
Equity Share of Rs. 10/- each	2,584,160	258.42	2,584,160	258.42
Total	2,584,160	258.42	2,584,160	258.42

Notes:

1) Reconciliation of Number of Shares:

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	Amount in Lacs	Number of Shares	Amount in Lacs
Shares outstanding at the beginning of the year	2,584,160	258.42	2,584,160	258.42
Shares Issued during the year	—	—	—	—
Shares outstanding at the end of the year	2,584,160	258.42	2,584,160	258.42

2) The details of the Shareholders holding more than 5%

Particulars	As at 31st March 2024	As at 31st March 2023
1) R. B. Fitness & Trading Pvt. Ltd.		
No. of shares	1,921,570	1,921,570
% held	74.36%	74.36%

3) Terms/rights attached to the Equity Shares

The Company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution to all preferential holders. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

4) The details of promoters shareholdings

Shares held by promoters at the end of the Year Promoter's name	As at 31st March 2024		As at 31st March 2023	
	Number of Shares	% of total shares	Number of Shares	% of total shares
Mr. Rajesh Batra	30	0	30	0
Mr. Rajesh Batra (c/o Batra Family Trust)	20	0	20	0
Mr. Rajesh Batra (c/o Big Time Exports)	10	0	10	0
Mr. Rajesh Batra (c/o G Hira & Co.)	10	0	10	0
M/s. R.B. Fitness and Trading Private Limited	1,921,570	74.36	1,921,570	74.36
M/s. RKB Trading Pvt. Ltd. (Earlier known as Proline Exports Private Limited)	10	0	10	0
Mr. Rajiv Batra	20	0	20	0
Mrs. Prathima Batra	16,400	0.64	16,400	0.64
Mrs. Sujaya Batra	20	0	20	0
Mrs. Divya Batra	20	0	20	0
Mr. Rohan Batra	10	0	10	0
Total	1,938,120	75.00	1,938,120	75.00

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 16 — OTHER EQUITY		
Capital Reserve	18.92	18.92
Capital Redemption Reserve	900.00	900.00
Foreign Currency Translation Reserve	544.88	356.69
General reserve	208.62	1,428.78
Export Profit Reserve	1.68	1.68
Retained Earnings	7,939.76	6,271.87
Total	9,613.86	8,977.94

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Description of nature and purpose of each reserve

Capital Reserve

Capital reserve represents amount received from Government of Karnataka.

Capital Redemption Reserve

Capital Redemption Reserve has been created out of free reserves of the Company on account of redemption of preference shares.

Foreign Currency Translation Reserve

For the purpose of consolidation of subsidiaries with the financial statement of the holding company, income and expenses are translated at average rates and the assets and liabilities are stated at closing rate. Use of such different rates for translation gives rise to exchange difference which is accumulated in Foreign Currency Translation Reserve. The movement in this reserve is due to fluctuation in exchange rates of currencies.

General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer.

Export Profit Reserve

Export profit reserve represents the amount earned from export sales and is to be utilised for the purpose of exports.

Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 17 — OTHER NON-CURRENT FINANCIAL LIABILITIES		
Security deposits Received	64.76	18.40
Lease Liability	235.24	135.13
Total	300.00	153.53
NOTE 18 — NON-CURRENT PROVISIONS		
Provision for employee benefits:		
Gratuity	—	—
Compensated absences	5.31	9.51
Total	5.31	9.51
NOTE 19 — DEFERRED TAX ASSET (NET)		
Deferred tax liabilities:		
Others	(39.05)	(37.78)
Deferred tax assets:		
Others	50.39	38.79
Total	11.35	1.01
NOTE 20 — OTHER NON-CURRENT LIABILITIES		
Deferred Income	24.10	2.36
Total	24.10	2.36

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
NOTES — Contd.

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 21 — TRADE PAYABLE		
Due to Micro and small enterprises	4.49	—
Due to Creditors other than Micro and small enterprises	951.53	2,125.78
Total	956.02	2,125.78

Trade Payables ageing schedule
As at March 31, 2024

Particulars	Rupees in Lacs		
	MSME	Others	Total
Less than 1 year	4.49	943.17	947.66
1-2 years	—	—	—
2-3 years	—	8.36	8.36
Total	4.49	951.53	956.02

As at March 31, 2023

Particulars	Rupees in Lacs		
	MSME	Others	Total
Less than 1 year	—	2,117.42	2,117.42
1-2 years	—	8.36	8.36
Total	—	2,125.78	2,125.78

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 22 — OTHER CURRENT FINANCIAL LIABILITIES		
Security deposits Received		
For rental of property	71.23	243.51
Lease Liability	47.73	81.56
Other liabilities	942.95	1,608.58
Unpaid Dividend	3.48	3.37
Interest accrued but not due	—	25.15
Total	1,065.39	1,962.17

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 23 — OTHER CURRENT LIABILITIES		
Deferred Lease Income	10.35	3.64
Others (including statutory dues)	7.36	9.47
Total	17.71	13.11
NOTE 24 — CURRENT PROVISIONS		
Gratuity (Net)	—	2.29
Compensated absences	3.23	0.65
Provision for tax	209.87	160.11
Total	213.11	163.05
NOTE 25 — REVENUE FROM OPERATIONS		
Sale of products	20,263.23	50,261.85
Sale of services	—	70.47
Other operating income	—	33.60
Total	20,263.23	50,365.92
NOTE 26 — OTHER INCOME		
Interest Income	192.18	72.21
Interest income on fair valuation	85.14	90.50
License fees (Rental income)	359.99	349.53
Profit on sale of investments	1.25	6.18
Profit on sale of Fixed Assets	1.15	84.91
Fair value gain on current investments measured at FVTPL	—	280.54
Miscellaneous Income	970.26	362.96
Total	1,609.98	1,246.83
NOTE 27 — CHANGE IN INVENTORIES OF STOCK-IN-TRADE		
Opening stock		
Stock-in-trade (including goods in transit)	2,904.18	9,357.15
Stores and spares	—	77.16
Closing stock		
Stock-in-trade (including goods in transit)	(1,066.98)	(7,686.24)
Stores and spares	—	—
Increase/(decrease) in stock	1,837.20	1,748.08

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	2023-24 Rupees in Lacs	2022-23 Rupees in Lacs
NOTE 28 — EMPLOYEE BENEFITS EXPENSES		
Salaries and wages	2,885.70	5,921.90
Contributions to:		
Provident, Family Pension and other Funds	4.42	111.88
Staff welfare expenses	1.99	37.99
Total	2,892.11	6,071.77
NOTE 29 — FINANCE COST		
Interest expense on borrowings & Others	—	1,076.81
Other Interest Expenses	39.62	259.20
Total	39.62	1,336.01

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	2023-24 Rupees in Lacs	2022-23 Rupees in Lacs
NOTE 30 — OTHER EXPENSES		
Packing materials consumed	—	42.48
Electricity charges	—	74.31
Warehouse expenses	510.02	1,129.54
Rent	376.86	554.89
Insurance	93.62	13.58
Rates and taxes	7.88	156.61
Printing and stationery	9.05	19.14
Communication expenses	45.19	74.43
Repairs and maintenance	33.66	226.13
Advertisement and sales promotion	495.37	1,702.50
Sublicence fees	845.50	1,737.03
Travelling and conveyance	177.02	324.61
Commission and brokerage	300.79	606.79
Transportation and octroi charges	—	498.40
Legal and Professional Charges	526.03	1,939.35
Bank Charges not related to borrowings	1.17	45.07
Directors fees	9.00	13.00
Payment to auditors	29.23	52.61
Bad Debts	9.69	17.11
Deposits Written off	—	226.46
Obsolete Assets Written off	2.52	—
Provision for Bad & Doubtful Debts	—	679.25
Loss on sale of Property, Plant and Equipment	—	9.88
Foreign exchange fluctuation (Net)	—	43.19
Charity & Donation (CSR Activities)	—	8.00
Other expenses	747.07	975.14
Total	4,219.65	11,169.50
PAYMENT TO AUDITORS		
Statutory Audit fees	29.23	69.00
Tax Audit Fees	—	—
Others	—	2.00
Total	29.23	71.00

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Sr. No. Particulars	Reference No	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 31 — CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)			
Other money for which the Company is contingently liable			
1) Demands under Wealth Tax Act	1	51.25	51.25
2) Demands under Income Tax Act	2 & 3	42.11	42.11
3) Demands under Customs Act	4 & 5	133.50	133.50
Total		209.92	209.92

Notes:

1. Demands for Wealth Tax for the assessment years 1997-98 & 1998-99 amounting to Rs.51,25,378 was raised by the Tax authorities in earlier years which had been disputed by the Company and appeals filed with the Hon. High Court, Mumbai. The Company however deposited the demanded amounts in full with the tax authorities.
2. For the assessment years 2000-2001, 2002-2003 and 2003-2004 the Income-tax Appellate Tribunal had given relief of Rs.8,74,254 which had been accounted for in an earlier year. The tax authorities had subsequently filed an appeal with the Hon. High Court, Mumbai against the relief of Rs.8,74,254. The matter was set aside by Hon. High Court, in an earlier year and the matter was restored to the Tribunal for disposal. The matter is still pending with the tax authorities.
3. The tax authorities had raised a demand for the assessment year 2013-14 u/s 143 (3) of Rs.16,43,120 against the refund of Rs.16,94,070 claimed by the company in its return of income. The company has disputed this demand and has filed an appeal with the Commissioner (Appeals) of Income- tax Mumbai against this demand.
4. Demand of Rs.13,50,000 raised in an earlier year by the customs authorities for goods imported had been disputed by the Company against which the full amount had been deposited under protest. The matter is still pending with the Customs authorities.
5. Bond for Rs.1.20 crore executed with the Customs authorities for demand raised by the authorities in an earlier year which had been disputed and challenged by the Company. This Bond is to remain in force till finalisation of the value by the Customs authorities of the goods imported by the Company.
6. The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshni Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	For the year 31st March 2024 Rs. in lacs	Year ended 31st March 2023 Rs. in lacs
NOTE 32 — INCOME TAXES		
A. Tax expense recognised in profit and loss account		
Current tax		
Current tax	165.07	244.42
Excess Tax Provision for Earlier years	(20.19)	(227.77)
Deferred Tax (net)		
Deferred tax (credit) / charge	(11.61)	(76.59)
Tax expense for the year	133.27	(59.94)
B. Reconciliation of Effective Tax Rate:		
Profit before tax	616.03	(4,737.64)
Applicable Tax Rate	25.71%	25.71%
Income tax expense calculated at above rate	158.38	—
Impact of changes in deferred tax	(11.61)	(76.59)
Tax effect of profit arising to subsidiary company	151.68	212.04
Tax effect of exceptional profit arising on sale of subsidiary	—	(2,660.71)
Effect of deductible / non-deductible expense	(144.99)	2,693.09
Adjustments for current tax of prior period	(20.19)	(227.77)
Income tax expense recognised in profit and loss	133.27	(59.94)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
NOTES — Contd.
NOTE 33 — EMPLOYEE BENEFITS
a. Defined Benefit Plans:
Gratuity:

The gratuity payable to employees is based on the employee's service and last drawn salary at the time of leaving the services of the Group and is in accordance with the rules of the Group for payment of gratuity.

Inherent Risk on above:

The plan is defined in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Group to actuarial risk such as adverse salary growth, change in demographic experience, inadequate return on underlying plan assets. This may result in an increase in cost of providing these benefits to the employees in future. Since the benefits are lump sum in nature, the plan is not subject to any longevity risk.

Particulars	For the year 31st March 2024 Gratuity Rs. in lacs	For the year 31st March 2023 Gratuity Rs. in lacs
(i) Change in Defined Benefit Obligation		
Balance at the beginning of the year	49.07	413.11
Adjustment of:		
Current Service Cost	1.67	25.39
Benefit paid directly by the employer	—	—
Liability transferred in/(out)	—	(289.38)
Past Service cost	—	—
Interest Cost	3.65	20.02
Actuarial (gains)/losses recognised in Other Comprehensive Income:		
— Change in Financial Assumptions	0.36	(11.03)
— Change in Demographic Assumptions	—	—
— Experience Changes	(4.02)	2.87
Benefits Paid	—	(111.91)
Balance at the end of the year	50.73	49.07
(ii) Change in Fair value of assets		
Balance at the beginning of the year	46.79	189.46
Assets transferred in/(out)	—	(188.66)
Return on Plan Assets excluding interest income	(0.02)	0.02
Interest Income	3.48	9.61
Contributions by the employer	7.00	37.40
Re-measurements due to:		
Actual Return on Plan Assets less interest on Plan Assets	—	(1.04)
Employer contributions	—	—
Benefits payments from plan assets	—	—
Balance at the end of the year	57.25	46.79
(iii) Net Asset / (Liability) recognised in the Balance Sheet		
Present value of the funded defined benefit obligation at the end of the period	(50.73)	(49.07)
Fair Value of Plan Assets	57.25	46.79
Net Asset / (Liability) in the Balance Sheet	6.52	(2.28)

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	For the year 31st March 2024 Gratuity Rs. in lacs	For the year 31st March 2023 Gratuity Rs. in lacs
(iv) Expenses recognised in the Statement of Profit & Loss		
Current Service Cost	1.67	25.39
Net Interest Cost	0.17	10.41
Amount charged to the Statement of Profit and Loss	1.84	35.81
(v) Re-measurements recognised in Other Comprehensive Income (OCI):		
Actual Gain/Losses on Obligation	(3.66)	(10.98)
Experience Adjustments	—	2.82
Actual return on Plan assets less interest on plan assets	0.02	1.03
Amount recognised in Other Comprehensive Income (OCI)	(3.64)	(7.13)
(vi) Maturity Profile of Defined Benefit Obligation:		
Within the next 12 months	17.83	2.36
Between 1 and 5 years	28.22	46.85
Between 6 and 10 years	3.16	3.02
11 Years and above	18.84	17.58
(vii) Sensitivity analysis for significant assumptions:*		
Increase/(Decrease) on present value of defined benefits obligation at the end of the year	(1.46)	49.07
1% increase in discount rate	1.61	(1.80)
1% decrease in discount rate	0.75	1.96
1% increase in salary escalation rate	(0.71)	0.84
1% decrease in salary escalation rate	0.44	(0.81)
1% increase in employee turnover rate	(0.47)	0.46
1% decrease in employee turnover rate	—	(0.50)
The major categories of plan assets as a percentage of total plan:		
Insurer Managed Funds	57.25	46.79
Actuarial Assumptions:		
Discount Rate (p.a.)	7.20%	7.44%
Expected Return on Plan Assets (p.a.)	7.20%	7.44%
Turnover Rate	3.00%	3.00%
Mortality tables	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality (2012-14) (Urban)
Salary Escalation Rate (p.a.)	6.50%	6.50%

* The Sensitivity Analysis have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

Basis used to determine Expected Rate of Return on Plan Assets: The overall expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Salary Escalation Rate: The past experience and industry practice considering promotion and demand and supply of employees.

Asset Liability matching strategy: The money contributed by the Group to the Gratuity fund to finance the liabilities of the plan has to be invested.

The trustees of the plan have outsourced the investment management of the fund to an insurance Group. The insurance Group in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it is not possible to explicitly follow an asset liability matching strategy.

There is no compulsion on the part of the Group to fully prefund the liability of the Plan. The Group's philosophy is to fund these benefits based on its own liquidity and the level of underfunding of the plan.

This Note of defined benefit plan includes disclosures of liabilities pertaining to Holding Company & it's Indian Subsidiary.

b. Defined Contribution Plans:

Amount recognised as an expense and included in Note 29 under the head "Contribution to Provident and other Funds" of Statement of Profit and Loss is:

Particulars	31st March 2024 Rs. in lacs	31st March 2023 Rs. in lacs
Provident and other Funds	109.17	185.90
Employees State Insurance Scheme	2.71	4.40
Total	111.88	190.30

Compensated Absences:

The liability towards compensated absences is provided for based on actuarial valuation carried out by using Projected Accrued Benefit Method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 34 — RELATED PARTY DISCLOSURES

(A) List of Related Parties

Name of Related Parties

R.B Fitness & Trading Private Limited

Nature of Relationship

Holding Company

(B) List of Related Parties where control exists:

Name of Related Parties

SD Enterprises

RKB Trading Pvt. Ltd. (Earlier
known as Proline Exports Pvt. Ltd.)

Tecfin Consultancy Services LLP

Crav Apparels Private Limited

Rudy and Sons

Nature of Relationship

Director's relative interest

Enterprises over which Directors are
able to exercise significant influence

(C) Key Management Personnel:

Name of Related Parties

Mr. Rajesh Batra

Mr. Rohan Batra

Nature of Relationship

Chairman & Managing Director

Director

Managing Director of Cravatex Brands Limited ("CBL") (Subsidiary till 30.11.2022)

Mr. Rajiv Batra

Director of Wholly Owned Subsidiary Company

Mr. Divakar Kamath

Executive Director & Chief Financial Officer

Mr. S.D. Israni

Independent Director (Till 31.01.2024)

Ms. Pheroza Jimmy Bilimoria

Independent Director

Mr. N. Santhanam

Independent Director of the Company & Subsidiary (Till 31.03.2024)

Mr. Satyan Shivkumar Israni

Independent Director (From 12.02.2024)

Mr. Sandeep Mukim

Chief Executive Officer of CBL (Subsidiary till 30.11.2022)

Ms. Rupa Vora

Director of CBL (Subsidiary till 30.11.2022)

Mr. Sumit Nindrajog

Director of CBL (Subsidiary till 30.11.2022)

Mr. Niten Lalpuria

Director of CBL (Subsidiary till 30.11.2022)

Mr. Anuj Rakhiyan

Director of CBL (Subsidiary till 30.11.2022)

Mr. Sanjay Mariwala

Director of CBL (Subsidiary till 30.11.2022)

Mr. Nakul Toshniwal

Independent Director (From 15.02.2024)

Director of CBL (Subsidiary till 30.11.2022)

Mr. P. Rudran

Director of Wholly Owned Subsidiary Company

Mr. H. S. Devaprasad

Chief Financial Officer CBL (Subsidiary till 30.11.2022)

Mr. Sudhanshu Namdeo

Company Secretary

Ms. Apurva Parulekar

Company Secretary of CBL (Subsidiary till 30.11.2022)

Relatives of KMP:

Mrs. Amrita Mukim

Wife of Mr. Sandeep Mukim

Mrs. Aparna Devaprasad

Wife of Mr. H. S. Devaprasad

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

(D) The following transactions were carried out with the related parties in the ordinary course of business:

Name of Related Parties	31 March 2024 Rs. in lacs	31 March 2023 Rs. in lacs
Combined Office Administrative Charges		
Tecfin Consultancy Services LLP	12.00	12.00
Charges for sharing of Space & Amenities		
Tecfin Consultancy Services LLP	30.14	3.78
Purchase of stock in trade		
Crav Apparels Private Limited	—	36.88
Sale of stock in trade		
Crav Apparels Private Limited	95.54	53.38
Fees, expenses and Subsistence		
Rudy & Company	156.06	152.81
Director Sitting Fee	10.66	19.25
(E) Outstanding balances:		
Name of Related Parties	31 March 2024 Rs. in lacs	31 March 2023 Rs. in lacs
Trade Receivables		
— Tecfin Consultancy Services LLP	—	4.08
(F) Compensation of Key Management Personnel of the Group:		
Short Term Employee Benefits	364.43	1,284.79
Other Long Terms Benefits	12.43	19.66
Total Compensation	376.86	1,304.45

Terms and condition of transaction with related parties:

All related party transactions entered during the year are in ordinary course of the business and are on arm's length basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	As at 31st March 2024 Rupees in Lacs	As at 31st March 2023 Rupees in Lacs
NOTE 35 — FINANCIAL INSTRUMENTS		
a. Classification of Financial Assets and Liabilities:		
Financial assets at Amortized cost:		
Loans (Non Current)	32.65	244.96
Trade Receivables	1,384.51	2,621.47
Cash and Cash Equivalents	7,364.03	5,628.90
Other Bank Balances	240.78	3.37
Other Current Financial Assets	6.75	21.85
Financial assets at Fair Value through P&L:		
Investment (Current)	808.94	462.32
Total	9,837.66	8,982.88
Financial liabilities at Amortized cost:		
Trade Payables	956.02	2,125.78
Other Current Financial Liabilities	1,065.39	1,962.17
Other Non Current Financial Liabilities	300.00	153.53
Total	2,321.41	4,241.48

Carrying amount of Investment, Trade Receivables, Cash and Cash Equivalent, Bank balances, Other financial Assets, Trade payables and Other financial liabilities as at 31st March, 2024 & 31st March, 2023 approximate the Fair Value because of their short term nature. Difference between carrying amount and fair values of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant each of year presented.

NOTE 36 — FAIR VALUE MEASUREMENT

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

The Group has established the following fair value hierarchy that categorizes the values into 3 levels. The inputs to valuation techniques used to measure fair value of financial instruments are:

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

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on Group specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Particulars	As at 31st March 2024 Rs. in lacs	As at 31st March 2023 Rs. in lacs
Financial Asset at Fair Value through profit and loss:		
Current Investments – Level 1	808.94	462.32
Total	808.94	462.32
Financial Liabilities at Fair Value through profit and loss:		
Total	—	—

The management has assessed that cash and bank balances, trade payables, and other financial asset and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

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

The fair values of the quoted units of mutual fund schemes are based on net asset value at the reporting date.

NOTE 37 — FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities comprise of trade payables, borrowings and other payables. The main purpose of these financial liabilities is to finance and support the Group's operations. The Group's principal financial assets include Investments, Trade receivables and Other receivables, Cash and Cash Equivalents, Other Bank Balances that directly derive from its operations.

The Group's activities are exposed to market risk, credit risk and liquidity risk. The Group's senior management oversee the management of these risks. The Group's senior management ensures that the Group's financial risk activities are governed by the appropriate policies and procedures and that financial risks are identified, measured and mitigated in accordance with the Group's policies and risk objectives.

A) Market Risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument.

The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and borrowings. The Group monitors the market risk from time to time & mitigates the same.

a) Foreign Currency Risk:

Foreign currency risk is the risk of impact related to fair value or future cash flows of an exposure in foreign currency, which fluctuate due to changes in foreign exchange rates.

The Group evaluates exchange rate exposure arising from foreign currency transactions. The Group follows established risk management policies and standard operating procedures.

b) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's does not have exposure to this risk being debt free.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

B) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating (primarily Trade Receivables), investing and financing activities including Mutual Fund Investments, Investment in Debt Securities, Bank Balance, Deposits with Bank, Security Deposits, Loans to Employees and other financial instruments.

Trade Receivables:

Trade receivables are consisting of a large number of customers. The Group has credit evaluation policy for each customer and based on the evaluation credit limit of each customer is defined.

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. The Group allows credit period ranging from 60 days to 180 days, subject to reasonableness of the receivable. There is no concentration of cusotmers and receivable amount.

Investments, Cash and Cash Equivalent and Bank Deposit:

Credit Risk on cash and cash equivalent, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions who have been assigned high credit rating by international and domestic rating agencies.

Investments of surplus funds are made only based on Investment Policy of the Group. Investments primarily include investment in units of select mutual funds. These Mutual Funds and Counterparties have low credit risk.

C) Liquidity Risk:

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Group's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities and investments at the reporting date based on contractual undiscounted payments.

Rs. in lacs

	Less than 1 Year	1 to 5 Years	More than 5 Years	Total
As at 31st March 2024				
Trade Payables	956.02	—	—	956.02
Other Financial Liabilities	1,065.39	300.00	—	1,365.39
Investments	808.94	—	—	808.94
As at 31st March 2023				
Trade Payables	2,125.78	—	—	2,125.78
Other Financial Liabilities	1,962.17	153.53	—	2,115.70
Investments	462.32	—	—	462.32

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 38 — CAPITAL MANAGEMENT

The Group's objectives when managing capital are to

- (a) maximise shareholder value and provide benefits to other stakeholders and
- (b) maintain an optimal capital structure to reduce the cost of capital.

For the purposes of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders.

The Group monitors capital using debt-equity ratio, which is total debt and bank deposits less investments divided by total equity.

Particulars	As at 31st March 2024 Rs. in lacs	As at 31st March 2023 Rs. in lacs
A. Total Debt	—	—
B. Cash and Marketable securities	8,413.75	6,094.59
C. Net Debt (A-B)	(8,413.75)	(6,094.59)
D. Total Equity	9,872.28	9,236.36
Debt to Equity (Net) (C/D)	NA	NA

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 39 — LEASES

The group has taken on lease retail stores, office premises and warehouses. The lease typically run for the period between 12 month to 60 months . Previously these leases were classified as operating leases under Ind AS 17.

Information about leases for which the company is lessee is presented below:

Particulars	As at 31st March 2024 Rs. in lacs	As at 31st March 2023 Rs. in lacs
(A) Right of use assets		
Opening Balance	290.05	2,200.25
Additions	311.42	822.12
Disposal / Derecognized during the year	155.58	(2,732.32)
Closing Balance	<u>445.89</u>	<u>290.05</u>
(B) Accumulated depreciation		
Opening Balance	80.98	2,435.30
Depreciation expense	89.82	840.20
Disposal / Derecognized during the year	—	(3,194.52)
Opening Balance	<u>170.80</u>	<u>80.98</u>
(C) Lease liabilities		
Opening Balance	216.69	2,575.72
Addition	295.64	157.17
Accredition of interest	168.06	335.45
Payments	28.87	1,035.70
Adjustments for Disposals	90.16	(3,887.35)
Closing Balance	<u>561.36</u>	<u>216.69</u>
Current	47.73	81.56
Non-current	513.63	135.13
	2023-24 Rs. in lacs	2022-23 Rs. in lacs
(D) Amounts recognised in profit and loss		
Depreciation expense of right-of-use assets	89.82	840.20
Interest expense on lease liabilities	28.87	335.45
Adjustments on disposals	(17.79)	3,190.64
Total	<u>100.90</u>	<u>1,175.66</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENT
NOTES — Contd.
NOTE 40 — STATEMENT OF NET ASSETS, PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME ATTRIBUTABLE TO OWNERS AND NON-CONTROLLING INTEREST

Name of the entity	Country of incorporation	% of voting power as at 31st March 2024	% of voting power as at 31st March 2023	Net Assets (Total assets minus total liabilities)		Share in profit and loss		Share in Other comprehensive income		Share in Total comprehensive income	
				As % of consolidated net assets	Amount (Rs. in Lacs)	As % of consolidated net assets	Amount (Rs. in Lacs)	As % of consolidated other comprehensive income	Amount (Rs. in Lacs)	As % of Total comprehensive income	Amount (Rs. in Lacs)
1 Cravatex Ltd.	India	—	—	17.68%	1,745.08	73.29%	353.81	100.00%	3.64	73.49%	357.45
2 BB UK Ltd.	UK	100.00%	100.00%	82.75%	8,169.05	74.48%	359.58	—	—	73.93%	359.58
3 Total Eliminations	—	—	—	-0.42%	(41.85)	-47.77%	(230.63)	—	—	-47.41%	(230.63)
Total				100.00%	9,872.28	100.00%	482.77	100.00%	3.64	100.00%	486.41

NOTE 41 — RECENT STANDARDS

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

NOTE 42 — SEGMENT INFORMATION

The Company operates only in one primary business segment i.e. trading of goods.

Particulars
NOTE 43 — EARNINGS PER SHARE (EPS)
Basic / Diluted EPS

(i) Net Profit / (Loss) attributable to Equity Shareholders	482.76	5,893.26
(ii) Weighted average number of Equity Shares outstanding (Nos.)	2,584,160	2,584,160
Basic / Diluted Earnings Per Share (i/ii)	18.68	228.05

**For the year
31st March 2024
Rs. in Lacs**
**For the year
31st March 2023
Rs. in Lacs**

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 44 — RATIOS

Sr. No.	Name of the ratio	Formula	As at 31st March 2024	As at 31st March 2023	% variance	Explanation for variation by more than 25%
(a)	Current Ratio (in times)	Current assets/ Current liability	5.11	2.95	73%	Current ratio has increased substantially due to increase in current assets (Investments in mutual fund)
(b)	Debt Equity ratio (in times)	Total debt less current investments & Cash & Cash equivalent /Equity	N.A.	N.A.	N.A.	The group has become Debt Free. Therefore Debt Equity Ratio is not applicable during the current year.
(c)	Debt Service Coverage Ratio (in times)	Earnings available for debt service/ Total debt service	N.A.	N.A.	N.A.	The group has become Debt Free. Therefore Debt Equity Ratio is not applicable during the current year.
(d)	Return On Equity Ratio (in %)	Net profit/ Shareholders equity	5%	64%	-92%	The variation is on account of exceptional item on sale of subsidiary company during the previous year.
(e)	Inventory Turnover Ratio (in times)	Cost of Goods Sold /Average Inventory	7.01	5.86	20%	No major variation.
(f)	Trade Receivables Turnover Ratio (in times)	Net sales/ Average accounts receivable	10.91	6.47	68.63%	The major variation is on account of de-recognition of assets of CBL subsequent to it's sale in the previous year.
(g)	Trade Payables Turnover Ratio (in times)	Net purchases/ Average trade payables	5.98	8.33	-28%	This variation is on account of reduction in ratio post sale of subsidiary during the previous year whose ratio was high.
(h)	Net Capital Turnover Ratio (in times)	Net sales/ Working capital	2.36	6.19	-62%	This variation is on account of reduction in ratio post sale of subsidiary during the previous year whose ratio was high.
(i)	Net Profit Ratio (in %)	Net profit/ Net sales	2%	11%	-81%	This variation is on account of exceptional item on sale of subsidiary company during the previous year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

Sr. No.	Name of the ratio	Formula	As at 31st March 2024	As at 31st March 2023	% variance	Explanation for variation by more than 25%
(j)	Return On Capital Employed (in %)	Earning before interest and tax/ Shareholders Equity	7%	37%	78%	This variation is on account of exceptional item on sale of subsidiary company during the previous year.
(k)	Return On Investment (in %)	Profit for the year (PAT)/ Total Assets	4%	43%	-91%	This variation is on account of exceptional item on sale of subsidiary company during the previous year.

NOTE 45 — CORPORATE SOCIAL RESPONSIBILITY

The Group is not covered under section 135 of the Companies Act as its net profit is less than Rs.5 Crores during the immediately preceding financial year.

NOTE 46 — OTHER DISCLOSURES

There are no transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

- (a) Crypto Currency or Virtual Currency
- (b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (c) Registration of charges or satisfaction with Registrar of Companies
- (d) the company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
- (e) Relating to borrowed funds:
 - i. Wilful defaulter
 - ii. Utilisation of borrowed funds & share premium
 - iii. Borrowings obtained on the basis of security of current assets
 - iv. Discrepancy in utilisation of borrowings
 - v. Current maturity of long term borrowings

NOTE 47 — PREVIOUS YEAR'S COMPARABLES

Previous year's figures have been regrouped/reclassified wherever necessary, to confirm with current years classification/ disclosure.

NOTES TO CONSOLIDATED FINANCIAL STATEMENT

NOTES — Contd.

NOTE 48 — NOTE ON SALE OF SUBSIDIARY COMPANY

During the previous year 2022-23, on 30/11/2022, the group has sold its investments in wholly-owned company, Cravatex Brands Limited ("CBL") at a value of Rs. 999 Lakhs. As a result of sale, CBL ceased to be a subsidiary of the group. The gain or loss of the subsidiary for the period 01/04/2022 to 30/11/2022, has been considered in the profit and loss account of the group in accordance with the provisions of applicable IND AS.

The assets and liabilities of the subsidiary in the group financial statements have derecognised in the financial statements and are reflected as an exceptional item in the Profit and Loss account for the year.

Since the financial statements of the previous period include the financial statements of CBL only upto period 30.11.2022 (date of sale) the same are not comparable with the current period.

SIGNATURES TO THE NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS FROM "1" TO "48"

As per our report of even date

For **GPS & ASSOCIATES**
Chartered Accountants
Firm Registration No. 121344W

H.Y. Gurjar
Partner
Membership No. 032485

Place : Mumbai
Dated : May 24, 2024

For and on behalf of the Board of CRAVATEX LTD.

Rajesh Batra
Chairman & Managing Director
DIN: 00020764

Divakar Kamath
Executive Director & CFO
DIN: 08730430

Pheroza Jimmy Bilimoria
Independent Director
DIN: 00191386

Sudhanshu Namdeo
Company Secretary
Membership No.: A17132

