



**SHREE  
RAJASTHAN SYNTEX LTD.**

*Regd. & H.O. :* 27-A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur (Raj.)- 313001;  
M.No. 9314879380

Email: [cs@srsln.in](mailto:cs@srsln.in); Website: [www.srsln.in](http://www.srsln.in)

CIN: L24302RJ1979PLC001948

(Mills: Village- Udaipura, Simalwara Road, Dungarpur- 314001)

**Date: 08/09/2024**

To,  
Listing And Compliance Department  
BSE Limited  
25<sup>th</sup> Floor P. J. Tower,  
Dalal Street,  
Mumbai- 400 001 Maharashtra.

**Dear Sir/Madam,**

**Sub:** Annual Report for the Financial Year 2023-2024 of the Company.

**Ref:** SHREE RAJASTHAN SYNTEX LTD (Scrip Code: 503837)

In compliance with Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2023-2024, to be approved and adopted by the Members of the Company in the 44<sup>th</sup> Annual General Meeting to be held on **Monday, 30<sup>th</sup> September, 2024 at 02:00 p.m. at the Registered Office of the company, 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001.**

Please take the same on your records.

Thanking You,

**FOR, SHREE RAJASTHAN SYNTEX LIMITED**

---

**VIKAS LADIA**  
**MANAGING DIRECTOR & CEO**  
**DIN: 00256289**

**Enclosure:** 44<sup>th</sup> Annual Report



# ANNUAL REPORT

2023-24



Shree Rajasthan Syntex Ltd.

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Vikas Ladia (DIN: 00256289)  
*Managing Director & Chief Executive Officer*  
Mr. Anubhav Ladia (DIN: 00168312)  
*Whole Time Director & Chief Financial Officer*  
Mr. Narendra Nath Agrawala (DIN 00168211)  
(Retired w.e.f 31<sup>st</sup> March 2024)  
*Independent Director*  
Mr. Rajiv Sharma (DIN: 01342224)  
(Appointed w.e.f 01<sup>st</sup> April 2024)  
*Independent Director*  
Mrs. Manju Datta (DIN: 09010395)  
*Independent Director*  
Mr. Sandeep Kumar Jain (DIN: 01116047)  
*Independent Director*

### **COMPANY SECRETARY &**

#### **COMPLIANCE OFFICER**

Mr. Rahul Bolia

#### **CHIEF FINANCIAL OFFICER**

Mr. Anubhav Ladia

#### **STOCK EXCHANGE WHERE COMPANY'S SECURITIES IS LISTED**

BSE Limited

#### **REGISTERED & HEAD OFFICE**

27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur -313001 (Rajasthan)

#### **WEBSITE**

[www.srslin](http://www.srslin)

#### **CORPORATE IDENTITY NUMBER (CIN)**

L24302RJ1979PLC001948

#### **BANKERS**

- IDBI Bank Ltd.
- State Bank of India
- Bank of Baroda

#### **REGISTRAR & SHARE TRANSFER AGENT (RTA)**

M/s. Mas Services Ltd  
T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area,  
Phase II, New Delhi- 110020

#### **STATUTORY AUDITORS**

M/s. Doogar & Associates, Chartered Accountants,  
New Delhi

#### **SECRETARIAL AUDITORS**

M/s. Himanshu SK Gupta & Associates, Company Secretaries, Ahmedabad

#### **COST AUDITORS**

M/s. K.G. Goyal & Co., Cost Accountants, Jaipur

### **INTERNAL AUDITORS**

M/s. K.G. Bhatia & Co., Chartered Accountants,  
Udaipur

### **BOARD COMMITTEES**

#### **Audit Committee**

Mr. Rajiv Sharma (Chairman)  
Mrs. Manju Datta  
Mr. Vikas Ladia

#### **Nomination & Remuneration Committee**

Mr. Rajiv Sharma (Chairman)  
Mrs. Manju Datta  
Mr. Sandeep Kumar Jain

#### **Stakeholders' Relationship Committee**

Mr. Rajiv Sharma (Chairman)  
Mr. Anubhav Ladia  
Mr. Vikas Ladia

#### **Sub Committee**

**(Dissolve w.e.f. 11<sup>th</sup> August 2023)**

Mr. Anubhav Ladia  
Mr. Rajiv Sharma  
Mr. Vikas Ladia

<b>Contents</b>	<b>Page No.</b>
Notice	2
Board's Report	27
Annexures to Board's Report	37
Auditor's Report	74
Balance Sheet	86
Statement of Profit and Loss	87
Cash Flow Statement	88
Notes to Account	89
Statement of change in equity	97
Notes forming part of the Financial Statements	98
Attendance Slip	127
Proxy Form	128
Polling Paper	129
Route Map	130

## **NOTICE**

NOTICE is hereby given that the **44<sup>th</sup> (Forty-Fourth)** Annual General Meeting (AGM) of the Members of **Shree Rajasthan Syntex Ltd.** will be held on **30<sup>th</sup> September 2024 (Monday) at 02.00 P.M. IST** at the registered office of the company 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001 to transact the following businesses:

### **ORDINARY BUSINESS**

**Item No. 1** - To receive, consider and adopt the audited Balance Sheet as at 31st March 2024, the Statement of Profit and Loss for the year ended on that date together with the schedules thereon, along with the reports of the Board of Directors and Auditors thereon.

### **SPECIAL BUSINESS**

**Item No. 2 - Ratification of Remuneration of the Cost Auditors for the financial year ending on 31<sup>st</sup> March, 2025.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“ **RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit Rules), 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, payable to M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No.000017) Jaipur, who were re-appointed by the Board of Directors, as “ Cost Auditors” to conduct the audit of the cost records maintained by the Company for financial year ending on 31<sup>st</sup> March, 2025 be and is hereby ratified.

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

**Item No. 3- To Change the Address of Registered Office of the Company outside the local limits of the city but within the same state:**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any other applicable provisions, including amendments thereto for the time being in force, the consent of the members be and is hereby accorded for shifting of the Registered Office of the company from its present location at **27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001** to its factory premises at **Plot No. 106, Opposite Fire Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur-314001**, which is outside the local limits of the city but within the same state.

**RESOLVED FURTHER THAT** Mr. Vikas Ladia, Managing Director and Mr. Anubhav Ladia, Whole Time Director be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies/Ministry of Corporate Affairs, the required e-form, and any other statutory body, if required, the verification of the situation of the registered office of the company and any other necessary documents.”

**Item No. 4- Re-appointment and Approval of Remuneration of Mr. Vikas Ladia (DIN: 00256289) as Managing Director of The Company:**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory

modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Vikas Ladia (DIN: 00256289) as Managing Director of the Company, for a period of 5 (Five) years with effect from June 01<sup>st</sup>, 2025, liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and or remuneration as it may deem fit and as may be acceptable to Mr. Vikas Ladia subject to the same not exceeding the limits specified in this special resolution or any supplement approval thereof.

**Terms and conditions of Re-appointment and Remuneration:**

**1) Tenure of Re-appointment:**

For a period of 5 years commencing from June 01<sup>st</sup>, 2025 to May 31<sup>st</sup>, 2030.

**2) Nature of duties:**

(a) Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

(b) The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

**3) Remuneration:**

**I. BASIC SALARY:** Rs. 3,00,000/- per month with effect from 1<sup>st</sup> June, 2025.

**II. PERQUISITES:** In addition to above, the following perquisites will be provided to Mr. Vikas Ladia: -

**Category (A)**

**1. Housing:** The Company shall provide free furnished residential accommodation and shall bear the actual cost of gas, electricity, water, furnishing and maintenance charges.

**2. Medical Expenses Reimbursement:** Equal to one month's salary in a year or three months in three years.

**3. Leave Travel Concession:** For self, wife and dependent children, once in a year to and fro charges from any place on actual basis subject to a ceiling of one month's salary in a year.

**4. Personal Accident Insurance:** Actual premium on personal accident insurance.

**5. Ex gratia in lieu of bonus:** @ 8.33% of the basic salary.

**Category (B)**

In addition to the perquisites, Mr. Vikas Ladia shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law :-

- 1. Contribution to Provident Fund / Superannuation Fund:** Will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- a) Company's contribution to Provident Fund:** @ 12% or such other rate as may be applicable to the employees under the Provident Fund Rules adopted by the Company, whichever is higher.

- b) Company's contribution towards pension / superannuation funds:** Such contribution together with contribution towards Provident Fund shall not exceed the permissible limits as laid down in the Income Tax Rules, 1962.
- 2. Gratuity:** The gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- 3. Leave and Leave Encashment:** As per rules of the company not exceeding one month leave for every year of service and will not be included in the computation of limits.

#### Category (C)

**1. Conveyance & Telephone:** Provision of use of car and telephone at the residence for the company's business will not be considered as perquisites. Personal calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Vikas Ladia.

**2. Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Vikas Ladia shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**3. Sitting Fee etc.:** No sitting fee shall be paid to Mr. Vikas Ladia for attending the meetings of Board of Directors or any committee thereof.

**4. Payment of Life Insurance Premium:** Life Insurance Premium shall be payable in respect of only insurance of life on the actual basis by the company.

**5. Payment of Premium of the Mediclaim Policy:** Premium paid towards Mediclaim Policy for self, wife and dependent children shall be payable on actual basis by the Company. Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vikas Ladia, Managing Director and Chief Executive Officer in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

#### Other Terms & Conditions :

- Mr. Vikas Ladia will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- Either party may terminate the agreement by giving the other party six-month's prior notice in writing to that effect. If at any time Mr. Vikas Ladia ceases to be Director of the company for any reason whatsoever, he shall cease to be Managing Director & Chief Executive Officer of the Company.
- The terms & conditions as above including remuneration, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Act, as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard, subject to that the same does not exceed the ceiling as provided in the said resolution.
- He shall be liable to retire by rotation.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

(a) The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

(b) The Managing Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his appointment as Managing Director shall cease.

(c) The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;

- if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or

- in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
- in the event the Board expresses its loss of confidence in the Managing Director.
- In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- Up on the termination by whatever means of the Managing Director's employment;
  1. the Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorized to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries and associated companies of which the Managing Director is at the material time a Director or other officer;
  2. the Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
  3. The Managing Director's re-appointment is by virtue of his employment in the Company and his re-appointment shall be subject to the provisions of Section 167 of the Act.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation to Schedule V of the Act, the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Vikas Ladia as Managing Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members / shareholders of the Company in the general meeting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**Item No. 5- Re-appointment and Approval of Remuneration of Mr. Anubhav Ladia (DIN: 00168312) as Whole-Time Director of The Company:**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“ **RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and as agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf), consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Anubhav Ladia (DIN: 00168312) as Whole Time Director of the Company, for a period of 5 (Five) years with effect from June 01<sup>st</sup> 2025 liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and or remuneration as it may deem fit and as may be acceptable to Mr. Anubhav Ladia subject to the same not exceeding the limits specified in this special resolution or any supplement approval thereof.

**Terms and conditions of Re-appointment and Remuneration:**

**1) Tenure of Re-appointment:**

For a period of 5 years commencing from today i.e., from June 01<sup>st</sup>, 2025 to May 31<sup>st</sup> 2030.

## 2) Nature of duties:

(a) Subject always for all-purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in his as such, as well by the Articles of Association and/or the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.

(b) The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

## 3) Remuneration:

**I. BASIC SALARY:** Rs. 3,50,000/- per month with effect from 1st June, 2025.

**II. PERQUISITES:** In addition to above, the following perquisites not exceeding the overall ceiling prescribed under Schedule V, annexed to the Act will be provided to Mr. Anubhav Ladia: -

### Category (A)

**1. Housing:** The Company shall provide free furnished residential accommodation and shall bear the actual cost of gas, electricity, water, furnishing and maintenance charges.

**2. Medical Expenses Reimbursement:** Equal to one month's salary in a year or three months in three years.

**3. Leave Travel Concession:** For self, wife and dependent children, once in a year to and fro charges from any place on actual basis subject to a ceiling of one month's salary in a year.

**4. Personal Accident Insurance:** Actual premium on personal accident insurance.

**5. Ex gratia in lieu of bonus:** @ 8.33% of the basic salary.

### Category (B)

In addition to the perquisites, Mr. Anubhav Ladia shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law :-

**1. Contribution to Provident Fund / Superannuation Fund:** Will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

**a. Company's contribution to Provident Fund:** @ 12% or such other rate as may be applicable to the employees under the Provident Fund Rules adopted by the Company, whichever is higher.

**b. Company's contribution towards pension / superannuation funds:** Such contribution together with contribution towards Provident Fund shall not exceed the permissible limits as laid down in the Income Tax Rules, 1962.

**2. Gratuity:** The gratuity payable at a rate not exceeding half a month' s salary for each completed year of service.

**3. Leave and Leave Encashment:** As per rules of the company not exceeding one month leave for every year of service and will not be included in the computation of limits.

### Category (C)



**1. Conveyance & Telephone:** Provision of use of car and telephone at the residence for the company's business will not be considered as perquisites. Personal calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Anubhav Ladia.

**2. Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Anubhav Ladia shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**3. Sitting Fee etc.:** No sitting fee shall be paid to Mr. Anubhav Ladia for attending the meetings of Board of Directors or any committee thereof.

**4. Payment of Life Insurance Premium:** Life Insurance Premium shall be payable in respect of only insurance of life on the actual basis by the company.

**5. Payment of Premium of the Medclaim Policy:** Premium paid towards Medclaim Policy for self, wife and dependent children shall be payable on actual basis by the Company.

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Anubhav Ladia, Whole Time Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

**Other Terms & Conditions: -**

1. Mr. Anubhav Ladia will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

2. Either party may terminate the agreement by giving the other party six-month's prior notice in writing to that effect. If at any time Mr. Anubhav Ladia ceases to be Director of the company for any reason whatsoever, he shall cease to be Whole Time Director of the Company.

3. The terms & conditions as above including remuneration, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Act, as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard, subject to that the same does not exceed the ceiling as provided in the said resolution.

4. He shall be liable to retire by rotation.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Whole-Time Director;

(a) The Whole-Time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.

(b) The Whole-Time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his re-appointment as Whole-Time Director shall cease.

(c) The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice in the following circumstances;

- if the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
- in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director; or
- in the event the Board expresses its loss of confidence in the Whole-time Director.

- In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
  - Up on the termination by whatever means of the Whole-time Director's employment;
4. the Whole-time Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-time Director is at the material time a Director or other officer;
  5. the Whole-time Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
  6. The Whole-time Director's re-appointment is by virtue of his employment in the Company and his re-appointment shall be subject to the provisions of Section 167 of the Act.

**RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation to Schedule V of the Act, the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of re-appointment of Mr. Anubhav Ladia as Whole Time Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members / shareholders of the Company in the general meeting.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any of the director of the company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

**Date: September 06<sup>th</sup>, 2024**  
**Place: Udaipur**  
**Registered Office: 27-A, First Floor, Meera**  
**Nagar, Housing Board Colony,**  
**Udaipur - 313001, Rajasthan**

**By Order of the Board of Directors**  
**For Shree Rajasthan Syntex Ltd.**  
**Sd/-**  
**Mr. Rahul Bolia**  
**(Company Secretary & Compliance Officer)**  
**Membership No. A62766**

#### **NOTES**

1. The register of members and share transfer books shall remain closed from Tuesday September 24, 2024 to Monday, September 30, 2024 (Both days inclusive) for the Annual General Meeting.
2. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to Special Businesses of the accompanying Notice is annexed hereto.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company.
4. Proxies in order to be effective must be received at the Company' s Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.
5. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

6. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as ' proxy' .
8. Members desiring any information as regards to the accounts are requested to write to the Company 10 days before the meeting so as to enable the management to keep the information ready at the meeting.
9. Relevant documents referred to in the Notice, statutory registers will be available for inspection by the members at the Registered Office of the Company during normal business hours between 11:00 am to 2:00 pm on all working days except Saturday and Sunday up to the date of the Annual General Meeting.
10. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility in addition to the poll voting for the Annual General Meeting.
11. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2024 is uploaded on the Company' s website <https://www.srsl.in/> and can be accessed by the members from there.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, which allows the companies to send documents including annual reports and other intimation by an email. Therefore, members are requested to register their email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective depository participants. The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the company or Registrar and Transfer Agent.
13. All shareholders are requested to dematerialize their shareholding immediately as The Securities and Exchange Board of India (SEBI) has mandated the transfer of shares only in demat mode.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company' s Registrar and Share Transfer Agent,

**Mas Services Limited,**

T-34 IInd Floor  
Okhla Industrial Area,  
Phase-II New Delhi 110020.  
Investor Grievance Email : [info@masserv.com](mailto:info@masserv.com)

15. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company viz.:

**Mas Services Limited,**

T-34 IInd Floor  
Okhla Industrial Area,  
Phase-II New Delhi 110020.  
Investor Grievance Email : [info@masserv.com](mailto:info@masserv.com)

16. Nomination Facility: As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company' s Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
17. The facility for voting through poll paper shall be made available at the venue of the meeting and members attending the meeting shall be able to exercise their right at the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed Mr. Himanshu Surendrakumar Gupta of M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Friday, September 27, 2024 at 09:00 A.M. and ends on Sunday, September 29, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 23, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 23, 2024.**

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

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


**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

	<p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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. 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>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

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

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

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

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

4. Your User ID details are given below :

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

	101456 then user ID is 101456001***
--	-------------------------------------

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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](http://www.evoting.nsdl.com).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - 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 on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

- 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 is in active status.
- Select " EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message " Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@srsi.in](mailto:cs@srsi.in)
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 [cs@srsi.in](mailto:cs@srsi.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General Instructions:**

- a. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer' s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- b. The result declared along with the Scrutinizer' s Report shall be placed on the Company' s website- [www.srsi.in](http://www.srsi.in) and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ( " THE ACT" )**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ( ' Act' ), given hereunder sets out material facts relating to the special businesses mentioned in the accompanying Notice dated 03<sup>rd</sup> September, 2024.

**Item No. 2**

The Board in its meeting held on 05<sup>th</sup> September 2024, on the basis of recommendation of the Audit



Committee, has approved the re-appointment and recommended remuneration of Cost Auditor, M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No.000017) Jaipur to conduct the audit of the cost records maintained by the Company for financial year ending on 31<sup>st</sup> March, 2025.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to the Cost Auditors amounting to Rs. 20,000/- (Rupees Twenty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, as recommended by the Audit Committee and approved by the Board of Directors, is subject to the ratification by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 2 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31<sup>st</sup> March, 2025.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at Item no. 2 of the Notice, except to the extent of their shareholding in the company.

The Board recommends the Ordinary Resolution set out at Item no. 2 of the Notice for approval by the members.

### **Item No. 3**

The registered office of the company is presently situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001. With a view to improve operational efficiency of the company, the Board of Directors is proposing the shifting of the registered office of the company to its **Factory Premises at Plot No. 106, Opposite Fire Brigade Station, Syntex Chauraha, Bhicchiwara Road, Dungarpur-314001, Rajasthan.**

In accordance with the provisions of Section 12 (5) of the Companies Act, 2013, except on the authority of a special resolution passed by a company, the registered office of the company shall not be changed outside the local limits of any city, town or village where such office is situated.

Accordingly, consent of the members of the company is sought for passing a Special Resolution as set out above.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the resolution set out at Item no. 3 of the Notice, except to the extent of their shareholding in the company.

The Board recommends the Ordinary Resolution set out at Item no. 3 of the Notice for approval by the members.

### **Item No. 4**

Mr. Vikas Ladia is 50 years old, has 27 years of experience in the field of textiles. He is a Computer Engineer and is an expert on Textile machineries and synthetic yarn production. He has a rich Plant level working experience. He has been heading the Dungarpur Plant of the Company since 20 years. Presently, heading and managing the operations of Dungarpur Plant of the Company.

Mr. Vikas Ladia is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Vikas Ladia as Managing Director, and approval of his remuneration for the approval of the shareholders of the Company by special resolution.

Except Mr. Anubhav Ladia, Whole-time Director of the company and brother of Mr. Vikas Ladia and their relatives, no other Director or KMP is related to this resolution, except to the extent of their shareholding in the company.

**Nature of duties:**

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Managing Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in him as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of re-appointment of Mr. Vikas Ladia as Managing Director are as follows:

**Remuneration:**

- I. **BASIC SALARY:** Rs. 3,00,000/- per month with effect from 1<sup>st</sup> June, 2025.
- II. **PERQUISITES:** In addition to above, the following perquisites will be provided to Mr. Vikas Ladia: -

**Category (A)**

- 1. Housing:** The Company shall provide free furnished residential accommodation and shall bear the actual cost of gas, electricity, water, furnishing and maintenance charges.
- 2. Medical Expenses Reimbursement:** Equal to one month's salary in a year or three months in three years.
- 3. Leave Travel Concession:** For self, wife and dependent children, once in a year to and fro charges from any place on actual basis subject to a ceiling of one month's salary in a year.
- 4. Personal Accident Insurance:** Actual premium on personal accident insurance.
- 5. Ex gratia in lieu of bonus:** @ 8.33% of the basic salary.

**Category (B)**

In addition to the perquisites, Mr. Vikas Ladia shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law :-

- 1. Contribution to Provident Fund / Superannuation Fund:** Will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
  - a) Company's contribution to Provident Fund:** @ 12% or such other rate as may be applicable to the employees under the Provident Fund Rules adopted by the Company, whichever is higher.
  - b) Company's contribution towards pension / superannuation funds:** Such contribution together with contribution towards Provident Fund shall not exceed the permissible limits as laid down in the Income Tax Rules, 1962.
- 2. Gratuity:** The gratuity payable at a rate not exceeding half a month' s salary for each completed year of service.

**3. Leave and Leave Encashment:** As per rules of the company not exceeding one month leave for every year of service and will not be included in the computation of limits.

**Category (C)**

**1. Conveyance & Telephone:** Provision of use of car and telephone at the residence for the company's business will not be considered as perquisites. Personal calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Vikas Ladia.

**2. Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Vikas Ladia shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**3. Sitting Fee etc.:** No sitting fee shall be paid to Mr. Vikas Ladia for attending the meetings of Board of Directors or any committee thereof.

**4. Payment of Life Insurance Premium:** Life Insurance Premium shall be payable in respect of only insurance of life on the actual basis by the company.

**5. Payment of Premium of the Mediciam Policy:** Premium paid towards Mediciam Policy for self, wife and dependent children shall be payable on actual basis by the Company. Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vikas Ladia, Managing Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

Apart from the above-mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director;

1. The Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
2. The Managing Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his wife and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his re-appointment as Managing Director shall cease.
3. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice;
  - a. If the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or
  - b. In the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations to be executed between the Company and the Managing Director; or
  - c. In the event the Board expresses its loss of confidence in the Managing Director.
  - d. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
4. Up on the termination by whatever means of the Managing Director's employment;
  - The Managing Director shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Managing Director is at the material time a Director or other officer;
  - The Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the Subsidiaries or associated companies.
  - The Managing Director's re-appointment is by virtue of his employment in the Company and his re-appointment shall be subject to the provisions of Section 167 of the Act.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

#### A. General Information

##### 1. Nature of Industry:

The company is into the business of manufacturing of Synthetic Grey Yarn, Dyed Yarn, Cotton Yarn and Polypropylene Multifilament Yarn.

##### 2. Date or expected date of commencement of commercial production:

The Company was incorporated on 15/11/1979 under the Companies Act, 1956 and the business was commenced since then.

##### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

##### 4. Financial performance of the Company for F.Y. 2023-24 based on given indicators:

Sr. No.	Particulars	(Rs. in lakhs)
1.	Income for the year	3734.75
2	Profit before Interest, Depreciation and Tax	10856.72
3	Finance Charges	168.03
4	Depreciation	190.92
5	Profit before Taxes	11215.67
6	Provisions for Taxation/ Deferred Tax	0
7	Net Profit/(Loss) for the Current Year	11215.67

##### 5. Foreign investments or collaborations, if any: N.A.

##### 6. Information about the appointee:

Mr. Vikas Ladia is 50 years, holds a degree in B. Tech in Computer Engineering from Manipal Institute of Technology, Manipal. He is currently Managing Director and Chief Executive Officer (" MD & CEO" ) of the Company and currently the overall in charge of technical and commercial aspects of the Company as a Managing Director of the company. Under his supervision two divisions were established, namely, Shree Rajasthan Texchem and Shree Rajasthan Polycot.

##### Past remuneration:

Mr. Vikas Ladia has drawn Rs. 57,62,797/- (Rupees Fifty-Seven Lakhs Sixty-Two Thousand Seven Hundred Ninty-Seven only) as remuneration from the company for the financial year 2023-2024.

##### Recognition or awards:

Mr. Vikas Ladia has represented various Associations and Organizations. He was Chairman of the Young Entrepreneur Group, at Confederation of Indian Textile Industry, New Delhi from 2005-2007.

##### Job profile and his suitability:

Mr. Vikas Ladia is 50 years old, holds a degree in B. Tech in Computer Engineering from Manipal Institute of Technology, Manipal. He is currently Managing Director and Chief Executive Officer (" MD & CEO" ) of the Company and currently the overall incharge of technical and commercial aspects of the Company as a Managing Director of the company. Under his supervision two divisions were established, namely, Shree Rajasthan Texchem and Shree Rajasthan Polycot.

##### Remuneration proposed:

**I. BASIC SALARY:** Rs. 3,00,000/- per month with effect from 1<sup>st</sup> June, 2025.

**II. PERQUISITES:** In addition to above, the following perquisites will be provided to Mr. Vikas Ladia: -

**Category (A)**

**1. Housing:** The Company shall provide free furnished residential accommodation and shall bear the actual cost of gas, electricity, water, furnishing and maintenance charges.

**2. Medical Expenses Reimbursement:** Equal to one month's salary in a year or three months in three years.

**3. Leave Travel Concession:** For self, wife and dependent children, once in a year to and fro charges from any place on actual basis subject to a ceiling of one month's salary in a year.

**4. Personal Accident Insurance:** Actual premium on personal accident insurance.

**5. Ex gratia in lieu of bonus:** @ 8.33% of the basic salary.

**Category (B)**

In addition to the perquisites, Mr. Vikas Ladia shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law :-

**1. Contribution to Provident Fund / Superannuation Fund:** Will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

a) **Company's contribution to Provident Fund:** @ 12% or such other rate as may be applicable to the employees under the Provident Fund Rules adopted by the Company, whichever is higher.

b) **Company's contribution towards pension / superannuation funds:** Such contribution together with contribution towards Provident Fund shall not exceed the permissible limits as laid down in the Income Tax Rules, 1962.

**2. Gratuity:** The gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

**3. Leave and Leave Encashment:** As per rules of the company not exceeding one month leave for every year of service and will not be included in the computation of limits.

**Category (C)**

**1. Conveyance & Telephone:** Provision of use of car and telephone at the residence for the company's business will not be considered as perquisites. Personal calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Vikas Ladia.

**2. Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Vikas Ladia shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.

**3. Sitting Fee etc.:** No sitting fee shall be paid to Mr. Vikas Ladia for attending the meetings of Board of Directors or any committee thereof.

**4. Payment of Life Insurance Premium:** Life Insurance Premium shall be payable in respect of only insurance of life on the actual basis by the company.

**5. Payment of Premium of the Mediciam Policy:** Premium paid towards Mediciam Policy for self, wife and dependent children shall be payable on actual basis by the Company. Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Vikas Ladia, Managing Director and Chief Executive Officer in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Vikas Ladia, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Vikas Ladia holds directorship of the company and has 5,24,365 equity shares of the company which amounts to 3.83%. Further, Mr. Anubhav Ladia, Whole-time Director of the company is brother of Mr. Vikas Ladia.

**Other Information:**

- (1) Reasons of loss or inadequate profits: The company has registered decent amount of profits and thus, this clause is not applicable.
- (2) Steps taken or proposed to be taken for improvement: NA.
- (3) Expected increase in productivity and profits in measurable terms: Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. June 01<sup>st</sup> 2025. The Board recommends this Special resolution for the approval of the Shareholders.

**Information about the directors who are proposed to be appointed at the 44<sup>th</sup> Annual General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Extra Ordinary general meeting of the company.**

<b>Particulars</b>	VIKAS LADIA
<b>Director Identification Number.</b>	00256289
<b>Date of Birth</b>	07/01/1974
<b>Age.</b>	50 yrs
<b>Educational Qualification.</b>	B. Tech in Computer Engineering
<b>Experience (No. of Years)</b>	More than 27 Yrs.
<b>Business field in which Experience.</b>	Textile
<b>Date of Appointment as Director in the Company.</b>	15/01/2001
<b>Directorship held in any other Company.</b>	Nil
<b>Member of any Committees of the Directors in the Company.</b>	1. Audit Committee 2. Stakeholders Relationship Committee
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	Nil
<b>Member of any Trade Association/ Charitable Organization/ NGOs etc.</b>	Nil
<b>Shareholding in Company as on March 07, 2024</b>	5,24,365 equity shares
<b>Remuneration paid or sought to be paid</b>	Basic Salary Not exceeding Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month excluding perquisites.

<b>Relationship with other Directors/KMPs</b>	Mr. Anubhav Ladia, Whole-time Director of the company is the brother of Mr. Vikas Ladia.
<b>No. of meetings attended during the year</b>	9 out of 9 meetings

**Item No. 5**

Mr. Anubhav Ladia is 47 years old, and possess 21 years of experience in the Textile. Further, He is a Chartered Accountant having sound experience in finance field. He is presently located at the Head Office, as in-charge of financial and commercial aspects of the Company and has an overall experience of 20 years in the textile industry.

Mr. Anubhav Ladia is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Anubhav Ladia as Whole-time Director, for the approval of the shareholders of the Company by special resolution.

Except Mr. Vikas Ladia, Managing Director of the company and brother of Mr. Anubhav Ladia and their relatives, no other Director or KMP is related to this resolution, except to the extent of their shareholding in the company.

**Nature of duties:**

- Subject always for all purpose and in all respects to the provisions of the Act or any statutory modification thereof for the time being in force and applicable to the duties and obligations to be performed and observed and the powers and authorities to be exercised by the Whole-time Director as such and certain restrictions mentioned in particular and under the General supervision, superintendence and control of the Board of Directors of the Company, the Whole-time Director shall have the general conduct of the management of business and financial and other affairs of the Company and exercise such powers, authorities and discretions as are hereby conferred upon and vested in his as such, as well by the Articles of Association and for the Regulations of the Company for the time being in force and/or as may from time to time delegated by the Board, save and such as are specifically reserved to the exercised by the Company in General Meeting or by the Board.
- The Whole-time Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

The principal terms and conditions of re-appointment of Mr. Anubhav Ladia as Whole-time Director are as follows:

**Remuneration:**

**I. BASIC SALARY:** Rs. 3,50,000/- per month with effect from 1st June, 2025.

**II. PERQUISITES:** In addition to above, the following perquisites not exceeding the overall ceiling prescribed under Schedule V, annexed to the Act will be provided to Mr. Anubhav Ladia: -

**Category (A)**

**1. Housing:** The Company shall provide free furnished residential accommodation and shall bear the actual cost of gas, electricity, water, furnishing and maintenance charges.

**2. Medical Expenses Reimbursement:** Equal to one month's salary in a year or three months in three years.

**3. Leave Travel Concession:** For self, wife and dependent children, once in a year to and from charges from any place on actual basis subject to a ceiling of one month's salary in a year.

**4. Personal Accident Insurance:** Actual premium on personal accident insurance.

**5. Ex gratia in lieu of bonus:** @ 8.33% of the basic salary.

**Category (B)**

In addition to the perquisites, Mr. Anubhav Ladia shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law :-

- 1. Contribution to Provident Fund / Superannuation Fund:** Will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
  - a. Company's contribution to Provident Fund:** @ 12% or such other rate as may be applicable to the employees under the Provident Fund Rules adopted by the Company, whichever is higher.
  - b. Company's contribution towards pension / superannuation funds:** Such contribution together with contribution towards Provident Fund shall not exceed the permissible limits as laid down in the Income Tax Rules, 1962.
- 2. Gratuity:** The gratuity payable at a rate not exceeding half a month' s salary for each completed year of service.
- 3. Leave and Leave Encashment:** As per rules of the company not exceeding one month leave for every year of service and will not be included in the computation of limits.

**Category (C)**

- 1. Conveyance & Telephone:** Provision of use of car and telephone at the residence for the company's business will not be considered as perquisites. Personal calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Anubhav Ladia.
- 2. Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Anubhav Ladia shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
- 3. Sitting Fee etc.:** No sitting fee shall be paid to Mr. Anubhav Ladia for attending the meetings of Board of Directors or any committee thereof.
- 4. Payment of Life Insurance Premium:** Life Insurance Premium shall be payable in respect of only insurance of life on the actual basis by the company.
- 5. Payment of Premium of the Medclaim Policy:** Premium paid towards Medclaim Policy for self, wife and dependent children shall be payable on actual basis by the Company.

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Anubhav Ladia, Whole Time Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

Apart from the above-mentioned details, the below-mentioned terms and conditions have been entered into between the Company and the Whole-time Director;

1. The Whole-time Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
2. The Whole-time Director hereby covenant that during his tenure of office as such, he shall not be interested or otherwise concerned directly, or through his spouse and/or minor children, in any selling agency of the Company, without the prior approval thereto, AND THAT upon the contravention of this provision, his re-appointment as WHOLETIME Director shall cease.
3. The employment of the Whole-time Director may be terminated by the Company without notice or payment in lieu of notice;
  - a. If the Whole-time Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company for which he is required to render services; or



- b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Whole-time Director of any of the stipulations to be executed between the Company and the Whole-time Director; or
- c. in the event the Board expresses its loss of confidence in the Whole-time Director.
- d. In the event the Whole-time Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
4. Up on the termination by whatever means of the Whole-time Director's employment;
- The Whole-time Director shall immediately tender his resignation from offices held by his in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and in the event of his failure to do so the Company is hereby irrevocably authorised to appoint some person in his name and on his behalf to sign and deliver such resignation or resignations to the Company and to each of the subsidiaries 'and associated companies of which the Whole-time Director is at the material time a Director or other officer;
  - The Whole-time Director shall not without the consent of the Company at any time thereafter represent herself as connected with the Company or any of the Subsidiaries or associated companies.
  - The Whole-time Director's re-appointment is by virtue of his employment in the Company and his re-appointment shall be subject to the provisions of Section 167 of the Act.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

## **J. General Information**

### **1. Nature of Industry:**

The company is into the business of manufacturing of Synthetic Grey Yarn, Dyed Yarn, Cotton Yarn and Polypropylene Multifilament Yarn.

### **2. Date or expected date of commencement of commercial production:**

The Company was incorporated on 15/11/1979 under the Companies Act, 1956 and the business was commenced since then.

### **3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.**

### **4. Financial performance of the Company for F.Y. 2023-24 based on given indicators:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>(Rs. in lakhs)</b>
1	Income for the year	3734.75
2	Profit before Interest, Depreciation and Tax	10856.72
3	Finance Charges	168.03
4	Depreciation	190.92
5	Profit before Taxes	11215.67
6	Provisions for Taxation/ Deferred Tax	0
7	Net Profit/(Loss) for the Current Year	11215.67

### **7. Foreign investments or collaborations, if any: N.A.**

**8. Information about the appointee:**

**Mr. Anubhav Ladia**, aged 47 years, is Whole Time Director (“ WTD” ) of the Company holds a degree in B.Com (Hons) from Shree Ram College of Commerce, New Delhi in 1998. He Completed CA from Institute of Chartered Accountants of India, New Delhi & Articleship from M/s. S.R. Batliboi & Co., New Delhi. He joined the company in January 2002 as Special Executive. Currently, he is working as Whole Time Director of the Company and looking after the financial and commercial aspects of the Company.

**Past remuneration:**

Mr. Anubhav Ladia has drawn Rs. 39,12,485/- (Rupees Thirty-Nine Lakhs Twelve Thousand Four Hundred Eighty-five only) in total as remuneration from the company for the financial year 2023-2024.

**Recognition or awards:**

Mr. Anubhav Ladia has represented the Company in various Textile forums including the Confederation of Indian Textile Industry (CITI). He is also an active member of Global Networking Group, etc.

**Job profile and his suitability:**

Mr. Anubhav Ladia Being Whole Time Director (“ WTD” ), he was looking after the financial and commercial aspects of the group including all corporate affairs of the group subject to superintendence, control and direction of the management Taking into account his qualifications, experience and the responsibilities placed on him as Whole Time Director of the Company and in view of his contribution to the Company since his appointment, the Board considers his remuneration to be in the best interest of the Company.

**Remuneration proposed:**

**I. BASIC SALARY:** Rs. 3,50,000/- per month with effect from 1st June, 2025.

**II. PERQUISITES:** In addition to above, the following perquisites not exceeding the overall ceiling prescribed under Schedule V, annexed to the Act will be provided to Mr. Anubhav Ladia, Whole Time Director: -

**Category (A)**

- 1. Housing:** The Company shall provide free furnished residential accommodation and shall bear the actual cost of gas, electricity, water, furnishing and maintenance charges.
- 2. Medical Expenses Reimbursement:** Equal to one month's salary in a year or three months in three years.
- 3. Leave Travel Concession:** For self, wife and dependent children, once in a year to and from charges from any place on actual basis subject to a ceiling of one month's salary in a year.
- 4. Personal Accident Insurance:** Actual premium on personal accident insurance.
- 5. Ex gratia in lieu of bonus:** @ 8.33% of the basic salary.

**Category (B)**

In addition to the perquisites, Mr. Anubhav Ladia shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration mentioned above, as permissible by law: -

- 1. Contribution to Provident Fund / Superannuation Fund:** Will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
  - a. Company's contribution to Provident Fund:** @ 12% or such other rate as may be applicable to the employees under the Provident Fund Rules adopted by the Company, whichever is higher.
  - b. Company's contribution towards pension / superannuation funds:** Such contribution together with contribution towards Provident Fund shall not exceed the permissible limits as laid down in the Income Tax Rules, 1962.

2. **Gratuity:** The gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
3. **Leave and Leave Encashment:** As per rules of the company not exceeding one month leave for every year of service and will not be included in the computation of limits.

#### **Category (C)**

1. **Conveyance & Telephone:** Provision of use of car and telephone at the residence for the company's business will not be considered as perquisites. Personal calls on telephone and use of car for private purpose shall be billed by the Company to Mr. Anubhav Ladia.
2. **Reimbursement of Expenses:** Apart from the remuneration as aforesaid, Mr. Anubhav Ladia shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in efficient discharge of his duties in connection with the business of the Company.
3. **Sitting Fee etc.:** No sitting fee shall be paid to Mr. Anubhav Ladia for attending the meetings of Board of Directors or any committee thereof.
4. **Payment of Life Insurance Premium:** Life Insurance Premium shall be payable in respect of only insurance of life on the actual basis by the company.
5. **Payment of Premium of the Medclaim Policy:** Premium paid towards Medclaim Policy for self, spouse and dependent children shall be payable on actual basis by the Company.

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Anubhav Ladia, Whole Time Director in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.

#### **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

Taking into consideration the size of the Company, the profile of Mr. Anubhav Ladia, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

#### **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Anubhav Ladia holds directorship of the company and has 291882 equity shares of the company which amounts to 2.13%. Further, Mr. Vikas Ladia, Managing Director of the company is brother of Mr. Anubhav Ladia.

#### **Other Information:**

- (1) Reasons of loss or inadequate profits: The company has registered decent amount of profits and thus, this clause is not applicable.
- (2) Steps taken or proposed to be taken for improvement: NA.
- (3) Expected increase in productivity and profits in measurable terms: Company is expecting approximately 20% increment in the net profit of the company in the next 1-2 years.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act, the terms of remuneration specified above are now being placed before the members for their approval as special resolution. Further, the approval of the Members for the remuneration proposed herein above shall be valid for a period of 5 years w.e.f. June 01<sup>st</sup>, 2025. The Board recommends this Special resolution for the approval of the Shareholders.

**Information about the directors who are proposed to be appointed at the 44<sup>th</sup> Annual General Meeting as per Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-II Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India forming part of the notice convening the Annual general meeting of the company.**

<b>Particulars</b>	MR. ANUBHAV LADIA
<b>Director Identification Number.</b>	00168312
<b>Date of Birth</b>	11/01/1977
<b>Age.</b>	47 years
<b>Educational Qualification.</b>	B. Com (Hons), Chartered Accountants
<b>Experience (No. of Years)</b>	Mr. Anubhav Ladia, aged 47 years is a Chartered Accountant having sound experience in finance field. Presently located at the Head Office, as in-charge of financial and commercial aspects of the company and has an overall experience of 21 years in the textile industry.
<b>Business field in which Experience.</b>	He is a Chartered Accountant and presently, heading the Corporate Office of the Company at Udaipur since 11 years
<b>Terms and Conditions of Appointment / Re-appointment</b>	As mentioned in resolution.
<b>Date of Appointment as Director in the Company.</b>	01/09/2005
<b>Directorship held in any other Company.</b>	1. SRSL Securities Ltd. 2. Divine Fibres Pvt. Ltd. 3. PBS Marketing Pvt. Ltd. 4. Shree Shyam Distributors & Marketing Pvt. Ltd.
<b>Member of any Committees of the Directors in the Company.</b>	1. Stakeholders Relationship Committee
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	Nil
<b>Member of any Trade Association/ Charitable Organization/ NGOs etc.</b>	Nil
<b>Shareholding in Company as on March 31, 2024</b>	2,91,882 equity shares
<b>Remuneration paid or sought to be paid</b>	Basic Salary Not exceeding Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month excluding perquisites.
<b>Relationship with other Directors/KMPs</b>	Mr. Vikas Ladia, Managing Director of the company is a brother of Mr. Anubhav Ladia.
<b>No. of meetings attended during the year</b>	9 out of 9 meetings

**Date: September 06<sup>th</sup>, 2024**  
**Place: Udaipur**  
**Registered Office: 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan**

**By Order of the Board of Directors**  
**For Shree Rajasthan Syntex Ltd.**  
**Sd/-**  
**Mr. Rahul Bolia**  
**(Company Secretary & Compliance Officer)**  
**Membership No. A62766**

## **BOARD'S REPORT**

To  
The Members,  
Shree Rajasthan Syntex Limited  
Your directors have pleasure in presenting the 44<sup>th</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2024.

### **1. FINANCIAL SUMMARY AND HIGHLIGHTS**

The Company's financial summary and highlights are summarized below: -

<b>Particulars</b>	<b>(Rs. in Lakhs)</b>	
	<b>Financial Year</b>	
	<b>31<sup>st</sup> March, 2024</b>	<b>31<sup>st</sup> March, 2023</b>
Revenue from operations	2,529	5,164
Other Income	1,206	114
<b>Total Revenue (A)</b>	<b>3,735</b>	<b>5,278</b>
Expenses: -		
Cost of materials consumed	751	822
Purchase of Stock-in-trade	277	1,003
Changes in inventories of finished goods, Work in progress and stock-in-trade	3	60
Employees benefit expenses	777	1,070
Finance Costs	168	2,129
Depreciation and Amortization expenses	191	2,037
Other Expenses	1,580	2,466
<b>Total Expenses (B)</b>	<b>3,748</b>	<b>9,587</b>
<b>Profit/(loss) before exceptional items and tax (A) - (B)</b>	<b>(13)</b>	<b>(4,309)</b>
Exceptional items (gain)	11,228	(13)
<b>Profit / (Loss) before tax</b>	<b>11,216</b>	<b>(4,322)</b>
Less: Tax expense	-	7
<b>Profit / (Loss) for the period</b>	<b>11,216</b>	<b>(4,329)</b>
Other comprehensive Income (Net of Tax)	72	(13)
Total Comprehensive Income for the period (Comprising profit after tax and other comprehensive income after tax for the period)	<b>11,288</b>	<b>(4,342)</b>

### **2. FINANCIAL PERFORMANCE**

During the year under review the Company had in its profitability. There was a profit during the year amounting to Rs. 11,288 Lakhs as compared to loss of Rs. 4,342 Lakhs in previous year. The total revenue of the company was Rs. 3,735 Lakhs as compared to Rs. 5,278 Lakhs of previous year.

Your Directors and Management along with the entire team is taking all possible action to ensure that we are able to sustain our financial productivity and business operational developments inspite of all adverse external conditions and competition.

### **3. STATE OF THE COMPANY'S AFFAIR**

The business operations of the company during the year under review continues to be adversely affected.

The Company produced 2709.18 M.T. of yarn valuing Rs. 2525.65 Lakhs during the period under review as against 5011.92 M.T. of yarn valuing Rs. 5103.54 Lakhs produced during the last year. During the year, there were no exports.

The state of the Company's affairs and performance of the Company is analyzed in detail in the Management Discussions and Analysis Report annexed to this report as Annexure-5.

### **4. SHARE CAPITAL**

The Authorised Share Capital as on 31<sup>st</sup> March, 2024 was Rs. 28,50,00,000/- divided into 2,85,00,000 Equity Shares of Rs. 10/- each and Rs. 6,00,00,000 /- divided into 6,00,000 Preference Shares of Rs.100/- each of the company.

The Paid-up share capital as on 31<sup>st</sup> March, 2024 was Rs. 28,01,23,010/- divided into 2,80,12,301 Equity Shares of Rs. 10/- each of the company.

1,70,000 non-convertible cumulative redeemable preference shares of Rs. 100 each issued @ 11% is classified as financial liability.

**Increase in Paid-Up Share Capital:**

The Paid-up Share Capital of the Company was increased from Rs. 13,70,23,010/- to Rs. 28,01,23,010/- during the year:

- a. The company has issued and allotted 74,50,000 (Seventy-Four Lakhs Fifty Thousand) Equity shares of face value of Rs. 10/- each of the company on preferential basis for consideration at cash at a price of Rs. 10/- each.
- b. The company has also Allotted 68,60,000 (Sixty-Eight Lakhs Sixty Thousand) equity shares on preferential basis against conversion of existing unsecured loan of the promoter group of the company, having face value of ₹ 10/- (Rupees Ten only) each at a price of Rs. 10/- each.

**5. LISTING INFORMATION**

The Equity Shares in the Company are continued to be listed with BSE Platform and in dematerialized form. The ISIN No. of the Company is INE796C01011.

**6. DIVIDEND**

In order to conserve the resources for future business requirements, your directors do not recommend dividend for the year under review. Your Company's policy on Dividend Distribution is available at <https://www.srsl.in/index.html>

**7. TRANSFER TO RESERVES**

No amount is proposed to be transferred to the Reserves for the year under review.

**8. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of the Companies Act, 2013 read with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ("Rules"), the dividends, unclaimed for a consecutive period of seven years from the date of transfer to the Unpaid Dividend Account of the Company are liable to be transferred to IEPF. Further, the shares (excluding the disputed cases having specific orders of the Court, Tribunal or any Statutory Authority restraining such transfer) pertaining to which dividend remains unclaimed for a period of continuous seven years from the date of transfer of the dividend to the unpaid dividend account are also mandatorily required to be transferred to the IEPF established by the Central Government.

Any person whose unclaimed dividend and shares pertaining thereto, matured deposits, matured debentures, application money due for refund, or interest thereon, sale proceeds of fractional shares, redemption proceeds of preference shares, amongst others has been transferred to the IEPF Fund can claim their due amount from the IEPF Authority by making an electronic application in e-form IEPF-5. Upon submitting a duly completed form, Shareholders are required to take a print of the same and send physical copy duly signed along with requisite documents as specified in the form to the attention of the Nodal Officer, at the Registered Office of the Company. The e-form can be downloaded from the website of Ministry of Corporate Affairs [www.iepf.gov.in](http://www.iepf.gov.in).

Shareholders are requested to get in touch with the RTA for encashing the unclaimed dividend/interest/principal amount, if any, standing to the credit of their account.

The details of unpaid / unclaimed dividend and their respective shares transferred by the Company to IEPF are available at the website of the Company at [http://www.srsl.in/documents/LIST\\_OF\\_SHAREHOLDERS\\_IEPF.pdf](http://www.srsl.in/documents/LIST_OF_SHAREHOLDERS_IEPF.pdf) and [http://www.srsl.in/documents/LIST-OF-SHAREHOLDERS-DIVIDEND-TRANSFERRED--\(IEPF\).pdf](http://www.srsl.in/documents/LIST-OF-SHAREHOLDERS-DIVIDEND-TRANSFERRED--(IEPF).pdf)

During the year, no amount of unclaimed dividend has been transferred to IEPF.

**8. DEPOSITS FROM PUBLIC**

The Company, during the year, has not invited/ accepted any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013, and the rules framed there under, as amended from

time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

However, during the financial year the Company has borrowed money(ies) from Directors of the Company in pursuant to Rule 2(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014, amended from time to time, and said amount is not being given out of funds acquired by him/them by borrowing or accepting loans or deposits from others.

#### **9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 ("the Act") form part of the Notes to the financial statements provided in this Integrated Annual Report.

#### **10. CHANGE IN THE DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **(A) Retirement by rotation**

In accordance with the provisions of Section 152(6) of the Act read with the rules made thereunder and the Company's Articles of Association, none of the directors is liable to retire by rotation at the 44<sup>th</sup> AGM as both the directors liable for rotation are liable for re-appointment in this ensuing annual general meeting.

As on the date of this report, the Company has the following Board of Directors ('BODs') as per Section 2(10) and Section 149(1) of the Act and Regulation 17 of the SEBI (LODR) 2015:

<b>S. No</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Designation</b>
1	Anubhav Ladia	00168312	Whole Time Director & Chief Financial Officer
2	Vikas Ladia	00256289	Managing Director & Chief Executive Officer
3	Sandeep Kumar Jain	01116047	Independent Director
4	Manju Datta	09010395	Independent Director
5	Rajiv Sharma (Appointed w.e.f 01 <sup>st</sup> April 2024)	01342224	Independent Director
6	Narendra Nath Agrawala (Retired w.e.f 31 <sup>st</sup> March 2024)	00168211	Independent Director

Mr. Rahul Bolia (A62766), Company Secretary has been appointed as a Company Secretary and Compliance Officer of the company with effect from 06<sup>th</sup> January 2024 in place of Ms. Prinkle Talesara (A60017) who resigned with effect from 16<sup>th</sup> October 2023.

Mr. Narendra Nath Agrawala (DIN 00168211) has retired from the company w. e. f. 31/03/2024 after completion of his term of 10 years.

Mr. Anubhav Ladia has been designated as Chief Financial Officer of the company w.e.f. 25<sup>th</sup> October, 2023 in place of Mr. Prahlad Bilochi who resigned w.e.f. 08<sup>th</sup> September, 2023.

Further, there is no change in the Board of Directors.

#### **10. MEETINGS OF THE BOARD**

The Board of Directors met ten times during the financial year 2023-24, i.e. 27<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, 02<sup>nd</sup> September, 2023, 04<sup>th</sup> October, 2023, 25<sup>th</sup> October, 2023, 06<sup>th</sup> January, 2024, 13<sup>th</sup> February, 2024, 19<sup>th</sup> March 2024, 21<sup>st</sup> March 2024 and 30<sup>th</sup> March 2024. Frequency and quorum at these meetings and the intervening gap between any two meetings were in conformity with the provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards issued by The Institute of Company Secretaries of India ("Secretarial Standards"). The Secretarial Standards are adhered to by the Company. For further details, please refer report on Corporate Governance annexed to this report as Annexure-6.

#### **11. COMMITTEES OF BOARD OF DIRECTORS**

As on 31<sup>st</sup> March, 2024, the Board have 4 Committees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders' Relationship Committee and the Sub-Committee. However the Sub-committee was dissolved during the year. A detailed note on the Composition of the Board and its Committees and other relevant details are provided in the report on Corporate Governance annexed to this report as Annexure-6.

## 12. FORMAL ANNUAL EVALUATION

The evaluation/assessment of the Directors and KMPs of the Company is to be conducted on an annual basis to satisfy the requirements of the Act and Listing Regulations. The Company is having a Policy for performance evaluation of Independent Directors, Board, Committees and other Individual Directors which includes criteria for their performance evaluation. The said criteria provide certain parameters like Attendance, Availability, Time spent, Preparedness, Active participation, Analysis, Objective discussions, Probing and testing assumptions, Industry and Business knowledge, Functional expertise, Corporate Governance, Development of Strategy and Long Term Plans, Inputs in strength area, Director's obligation and discharge of responsibilities, Quality and value of contributions and Relationship with other Board Members etc. which is in compliance with applicable laws, regulations and guidelines.

During the year under review, a separate mechanism was carried out by the Board, internally at the time of meeting itself, for formal annual evaluation of its own performance and that of its committees and individual directors, including the Chairman of the Board, on parameters as mentioned above. Performance evaluation of Independent Directors was carried out by the entire Board and of all the Directors individually was also carried out by Nomination and Remuneration Committee in their meeting. Performance evaluation of the Chairman and non-independent directors was also carried out in the Meeting of Independent Directors separately.

## 13. NOMINATION AND REMUNERATION POLICY

The Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters, etc. is available on the website of the Company at [http://www.srsl.in/documents/NOMINATION\\_AND\\_REMUNERATION\\_POLICY.pdf](http://www.srsl.in/documents/NOMINATION_AND_REMUNERATION_POLICY.pdf)

The policy briefly includes: -

1. Appointment/re-appointment Criteria and Qualifications of Director, KMPs, SMPs and other employees as may be decided by the Board of Directors
2. Term / Tenure of Director, KMPs, SMPs
3. Familiarization programme for Independent Directors
4. Criteria for evaluation
5. Removal and Retirement of Directors, KMPs, SMPs
6. Provisions relating to remuneration of Director, KMPs, SMPs
7. Policy on Board Diversity

There is no change in the Policy during the Financial Year 2023-2024.

## 14. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (b) of Listing Regulations, compliance of code of conduct as per Schedule IV of the Act and the Independent Directors are independent of the management. As mandated by the Ministry of Corporate Affairs, they have also completed their registration on the databank of Independent Directors created by MCA and Indian Institute of Corporate Affairs.

## 15. AUDITORS AND AUDIT REPORTS

### I. Statutory Auditors and Audit Report

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561N), New Delhi was appointed as the Statutory Auditors of the Company to hold office for a second term of five years from the conclusion of the 42<sup>nd</sup> AGM of the Company held on 9<sup>th</sup> September, 2022, till the conclusion of the 47<sup>th</sup> AGM to be held in year 2027. The requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018.

As required under the provisions of Section 139(1) of the Companies Act, 2013, the company has obtained a written certificate from the above-mentioned Auditor to the effect that they confirm with the limits specified in the said Section and they have also given their peer review certificate and eligibility certificate stating that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013.

The Audit Report on the Financial Statements for the financial year 2023-24 does not contain any qualifications, reservations or adverse remarks except mentioned below. The observations made by the Auditors are self-explanatory and have been dealt with, in Independent Audit Report. The Notes to Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.



1. As stated in Note No. 41 to the financial statements, the company has already implemented the NCLT order in the books of accounts, but one of the secured financial creditors (Bank of Baroda) has filed an appeal before the honourable National Company Law Appellate Tribunal (NCLAT), New Delhi praying for reversal of the PPIRP NCLT Order. The company expects a favourable outcome in this regard.
2. As indicated in Note 40, the Company is involved in various litigations and claims. This risk of litigations and claims would have a significant financial impact if the potential exposures were to materialize. The amounts of claims may be significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgement. This matter has been determined to be a key matter, since the aforementioned cases requires significant judgements by management, including that obtained from its legal advisors.

## **II. Cost Auditors and Cost Audit Report**

In terms of Section 148 of the Act read with rule 3 of the Companies (Cost Records and Audit) Rules, 2014 the Company is required to maintain cost records for Textile business. The accounts and records are made and maintained accordingly by the Company.

M/s. K.G. Goyal & Co., Cost Accountants, (Firm Registration No.000017), Jaipur was appointed as Cost Auditors of the Company for conducting the Audit of cost records maintained by the Company for the financial year 2023-24. The Cost Audit Report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark.

Further, the Board of Directors has approved the re-appointment of M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No.000017), Jaipur as Cost Auditors for conducting the Audit of the cost records maintained by the Company for the financial year 2023-24. The remuneration proposed to be paid to them requires ratification by the shareholders of the Company in this AGM. In view of this, the Board of Directors recommends a remuneration of Rs. 20,000/- (Rupees Twenty Thousand Only) plus applicable GST and reimbursement of traveling expenses and out of pocket expenses (at actual) to the Cost Auditors to be ratified by the shareholders at the 44<sup>th</sup> AGM.

## **III. Secretarial Auditors and Secretarial Audit Report**

M/s. Himanshu SK Gupta & Associates, Company Secretaries (CP No. 22596 and Peer Review No. 1943/2022), Ahmedabad were appointed as Secretarial Auditors of the Company for conducting the Secretarial Audit for the financial year 2023-24.

The Secretarial Audit Report for the financial year 2023-24, in form MR-3, is annexed to this report as Annexure-1. Further, the Company has undertaken an audit for the financial year 2023-24 under Regulation 24A of Listing Regulations. The Annual Secretarial Compliance Report has been submitted to the stock exchange within prescribed timelines for the financial year 2023-24.

Further, the Board of Directors has approved the appointment of M/s. Himanshu SK Gupta & Associates, Company Secretaries (CP No. 22596 and Peer Review No. 1943/2022), Ahmedabad as Secretarial Auditors for conducting the Secretarial Audit of the Company for the financial year 2024-25.

## **IV. Internal Auditors and Internal Audit Report**

M/s. K.G. Bhatia & Co., Chartered Accountants (Firm Registration No. 010370C), Udaipur were appointed as Internal Auditor of the Company for conducting Internal Audit for the financial year 2023-24. The Internal Audit Reports were received quarterly by the Company and the same were reviewed by the Audit Committee and Board of Directors for each quarter.

Further, the Board of Directors has approved the appointment of M/s. K.G. Bhatia & Co., Chartered Accountants (Firm Registration No.-010370C), Udaipur as Internal Auditor for conducting the Internal Audit of the Company for the five financial years w.e.f 2024-25 to 2028-29.

## **16. REPORTING OF FRAUDS BY AUDITORS**

During the period under review, neither the internal auditors nor statutory auditors nor the secretarial auditors nor cost auditors reported to the Audit Committee, under section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in

the Board's Report.

### **17. RISK MANAGEMENT POLICY**

The Company operates in conditions where economic, environment and social risk are inherent to its businesses. In managing risk, it is the Company's practice to take advantage of potential opportunities while managing potential adverse effects. In line with Listing Regulations and as per the requirement of Section 134(3)(n) of the Act read with the rules made thereunder, as amended, the Board has already framed a comprehensive Risk Management Policy to oversee the mitigation plan including identification of element of risk, for the risk faced by the company, which in the opinion of the Board may threaten the existence of the Company. The object of the policy is to make an effective risk management system to ensure the long-term viability of the company's business operations. During the year under review, the same was reviewed half yearly by Audit Committee of the Company. The risk management plan comprised of the following 5 steps:

1. Identification of risk
2. Defining the risk in detail
3. Analyzing the risk
4. Evaluating various aspects linked to the risk
5. Treatment of risk

### **18. WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the directors and employees are free to report violations of law, rules, regulations or unethical conduct, actual or suspected fraud to their immediate supervisor or provide direct access to the Chairman of the Audit Committee in exceptional cases or such other persons as may be notified by the Board. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Whistle Blower Policy of the Company is also available on the website of the Company at <http://srsl.in/documents/WHISTLE-BLOWER-POLICY.pdf>. During the year, no whistle blower event was reported and the mechanism is functioning well. Further, no personnel has been denied access to the Audit Committee. The details of the whistle blower policy/vigil mechanism is given in the report on Corporate Governance annexed to this report as Annexure-6.

### **19. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Company has constituted Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for reporting and conducting inquiry into the complaints made by the victim on the harassment at the work place. The following is a summary of Sexual Harassment Complaints received and disposed off during the financial year 2023-24: -

- a.) Number of Complaints pending at the beginning of the year: **NIL**
- b.) Number of Complaints received during the year: **NIL**
- c.) Number of Complaints disposed off during the year: **NA**
- d.) Number of Complaints pending at the end of the year: **NIL**

The details of Sexual Harassment Complaints received and disposed off during the financial year 2023-24 are given in the report on Corporate Governance annexed to this report as Annexure-6.

### **20. SOCIAL OBLIGATIONS**

The provisions of Section 135 of the Act relating to Corporate Social Responsibility are not applicable to the Company. However, the Company has generally taken corporate social responsibility initiatives. The Company made efforts for the betterment and upliftment of the living standards of Scheduled Castes and Scheduled Tribes dwelling in the adjoining areas of Dungarpur by providing them training and employment.

### **21. ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Company has placed a copy of the Annual Return as on 31<sup>st</sup> March, 2024 on the Company's website on <https://srsl.in/> by virtue of amendment to Section 92(3) of the Companies Act, 2013 and pursuant to Notification dated 28th August, 2020 issued by the Ministry of Corporate Affairs as published in the Gazette of India on 28th August, 2020, the details forming part of the extract of Annual Return in Form MGT-9 is not required to be annexed herewith to this report.

## 22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Contracts/ arrangements/ transactions that were entered by the Company during the financial year 2023-24 are done on Arm's length basis. Disclosure of particulars of contract/arrangements entered into by the company with Related Parties referred to in sub-section (1) of section 188 of the Act (in Form No. AOC -2) is annexed to this report as Annexure-2. The related party transaction policy is available on the website of the company at the link <http://www.srsl.in/documents/Signed%20RPT%20Policy.pdf>

## 23. PARTICULARS OF THE EMPLOYEES

Pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a detailed statement is annexed to this report as Annexure-3.

Further, with respect to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the names of the top ten employees in terms of remuneration drawn are listed below:

Sl. No	Name of the Employee	Designation of the Employee	Remuneration received (Rs.)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of Commencement of employment	The age of such employees (years) as on 31 <sup>st</sup> March 2024	The last employment held by such employee before joining the company	The % of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above
1.	Mr. Suresh Chandra Joshi	Vice President (PA & IR)	14,91,880	Permanent	M.A. (Economics), P.G. Diploma in Labour Law, Labour Welfare and Personnel Management & L.L.B. Exp.- 36 years	18/06/2015	64 Years	RSWM Ltd.	0.00
2.	Mr. Vinod Kumar Ladia	Vice President (Marketing)	16,02,356	Permanent	B. E.(Textile Engineering), MBA-IIM, Ahmedabad Exp- 54 Years	15/11/1979	78 Years	J. K. Synthetics Limited (1968-1979)	3.17%
3.	Mr. Kameshwar Roy	Chief Engineer	7,48,540	Permanent	Polytechnic Diploma in Mechanical Exp.- 35 years	01/08/2011	60 Years	Punsumi India Ltd. Bhiwadi	0.00

4.	Mr. Narayan Lal Malpani	G.M.(Materials)	7,01,400	Permanent	B.Com Exp.- 40 Years	26/06/2017	65 years	Shayona Cement Corp, Malavi (Central Africa)	0.00
5.	Mrs. Monika Ladia #	Special Executive	3,94,440	Permanent	B.E. (Chemical) From Sikkim Manipal University Exp- 25 Years	01/04/1998	52 Years	-	0.12
6.	Mr. Sunil Thapliyal	Sr. Manager - R & D	4,85,480		MSC, Diploma in Textile Exp.- 42 Years	01/11/2011	64 years	Shayona Cement Corp, Malavi (Central Africa)	0.00
7.	Mr Harish Ajmera	Manager Accounts	5,03,520	Permanent	M.Com More than 30 years	01.01.1997	54 years	Ruchi Soya Ltd.	0.00
8.	Mr Alankar Tomar	Manager IT	4,66,580	Permanent	BCA, MCA	05.11.2016	57 years	Banswara Syntex	0.00
9.	Mr Sunil Thapliyal	Sr. Manager R & D	4,85,480	Permanent	M.Sc., Diploma in textile	01.11.2011	66 years	SHAYONA Cement	0.00
10.	Mr. P S Chundawat	Manager	4,49,748	Permanent	M.A.	09.12.1997	59 years	Rajasthan Petro	0.00

\*None of the aforesaid employee (except Mrs. Monika Ladia and Mr. Vinof Ladia) is a relative of any director or manager of the Company.

# Mrs. Monika Ladia is a wife of Mr. Vikas Ladia (Managing Director and CEO) and Sister-in-Law of Mr. Anubhav Ladia (Whole Time Director) of the company.

# Mr. Vinod Ladia is a father of Mr. Vikas Ladia and Mr. Anubhav Ladia.

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

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations.

Pursuant to Section 134 (3)(m) of the Act read with rule 8(3) of The Companies (Accounts) Rules, 2014, relevant details of conservation of energy, technology absorption and foreign exchange earnings and outgo are annexed to this report as Annexure -4.

#### 25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulations, the operations of the company are reviewed in detail in the Management Discussion and Analysis Report which is annexed to this report as Annexure -5.

#### 26. CORPORATE GOVERNANCE

Your Company is compliant with the norms on Corporate Governance as provided in the Listing Regulations. The Report on Corporate Governance for financial year 2023-24 is annexed to this report as Annexure -6 along with the certificate on compliance of conditions of corporate governance issued by M/s. Himanshu SK Gupta & Associates, Secretarial Auditor.

#### 27. OTHER COMPLIANCES

**27.1 Material changes and commitments, if any, 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:** There were no material changes and commitments which occurred after the close of

the year till the date of this report, which may affect the financial position of the Company.

**27.2 Significant and material orders:** Please refer note 40 to the Financial Statements.

**27.3 Details in respect of adequacy of internal financial controls:** For detailed discussion with reference to adequacy of internal financial controls, please refer to Management Discussion and Analysis Report annexed to this report as Annexure-5.

**27.4 Disclosure of Accounting Treatment in preparation of Financial Statements:** The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS). 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. Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**27.5 Details of Subsidiary/ Joint Ventures / Associate Companies / and its Performance:** Your company has no Subsidiary / Joint Ventures / Associate Companies.

## **28. DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors hereby confirm that:-

- i.) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii.) 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;
- iii.) 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;
- iv.) The directors had prepared the annual accounts on a going concern basis;
- v.) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi.) 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.

## **29. Secretarial Standards**

The Company has adhered to applicable Secretarial Standards i.e. SS-1 and SS-2, relating to 'Meeting of the Board of Directors' and 'General Meetings'.

## **30. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)**

Bank of Baroda, a financial creditor, had filed an application under Section 7 of Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal – Jaipur Bench ("NCLT, Jaipur") alleging default in payment of their Bank Loans and the same was intimated to the Company on 4<sup>th</sup> May, 2022.

Vide the order of Hon'ble NCLT, Jaipur bench on dated 22<sup>nd</sup> August 2023 the Pre-Packaged Insolvency Resolution Process of the company duly completed. Furthermore, the payment schedule as per the order of Pre-Packaged Insolvency Resolution Process was also complied with by the company by February 2024 and is now complete.

However, one of the secured financial creditors (Bank of Baroda) has filed an appeal before the honorable National Company Law Appellate Tribunal (NCLAT), New Delhi praying for reversal of the PPIRP NCLT Order.

## **31. OTHER DISCLOSURES**

Other disclosures with respect to Board's Report as required under the Act and the Rules notified thereunder are either NIL or NOT APPLICABLE.

## **32. ACKNOWLEDGMENT**

Your directors wish to take this opportunity to place on record their gratitude and sincere appreciation for the timely and valuable assistance and support received from Bankers, Auditors, Customers, Suppliers, Share Transfer Agent and Regulatory Authorities and other stakeholders of the Company.

The Directors place on record their deep appreciation of the dedication of your Company's employees at all levels and look forward to their continued support in the future as well. Your directors are thankful to the shareholders for their continued patronage.

**For and on behalf of the Board of Directors  
For Shree Rajasthan Syntex Ltd.**

<b>Date</b>	<b>: September 06, 2024</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Place</b>	<b>: Udaipur</b>	<b>Vikas Ladia</b>	<b>Anubhav Ladia</b>
<b>Registered Office</b>	<b>: 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan</b>	<b>(Managing Director and Chief Executive Officer) DIN: 00256289</b>	<b>(Whole Time Director and CFO) DIN: 00168312</b>

**ANNEXURE- 1**

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

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

To,  
The Members,  
**Shree Rajasthan Syntex Ltd.**  
27-A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur – 313001 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shree Rajasthan Syntex Ltd.** (hereinafter called "**the Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 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, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021(**Not applicable to the Company during the Audit Period**);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**); and

- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) As confirmed by the management, there are no sector-specific laws that are applicable specifically to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited.

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

*Note: Vide the order of Hon'ble NCLT, Jaipur bench on dated 22nd August 2023 the Pre-Packaged Insolvency Resolution Process of the company was completed. Furthermore, the payment schedule as per the order of Pre-Packaged Insolvency Resolution Process was also complied with by the company by February 2024 and is now complete. However, one of the secured financial creditors (Bank of Baroda) has filed an appeal before the honorable National Company Law Appellate Tribunal (NCLAT), New Delhi praying for reversal of the PPIRP NCLT Order and the said matter is ongoing as on the last date of the review period.*

#### **We further report that**

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, independent directors were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

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

1. Duly completed Pre-Packaged Insolvency Resolution Process of the company and the payment schedule as per the order of Pre-Packaged Insolvency Resolution Process is also complied with by the company;
2. Issue of Equity Shares upto 1,43,10,000 (One Crore Forty-Three Lakhs Ten Thousand) Equity Shares of Rs. 10/- each through preferential basis.

**Place:** Ahmedabad

**Date:** September 01<sup>st</sup>, 2024

**For, Himanshu SK Gupta & Associates  
Company Secretaries**

**Sd/-**

**Himanshu SK Gupta**

**Proprietor**

**FCS No.: 12183**

**C.P. No.: 22596**

**Peer Review No.: 1943/2022**

**UDIN: F012183F001096631**

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



**Annexure A**

To,  
The Members  
**Shree Rajasthan Syntex Ltd.**  
27-A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur – 313001 (Rajasthan)

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

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

**Place:** Ahmedabad  
**Date:** September 01<sup>st</sup>, 2024

**For, Himanshu SK Gupta & Associates**  
**Company Secretaries**  
Sd/-  
**Himanshu SK Gupta &**  
**Proprietor**  
**FCS No.: 12183**  
**C.P. No.: 22596**  
**Peer Review No.: 1943/2022**  
**UDIN: F012183F001096631**

**ANNEXURE- 2**

**Form No. AOC- 2**

**CONTRACTS & ARRANGEMENTS WITH THE RELATED PARTIES**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)*

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

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

There were no contracts or arrangements or transactions entered into by the company during the financial year ended 31<sup>st</sup> March, 2024 which were not at arm's length basis.

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

Particulars	Details	Details
<b>Name(s) of the related party</b>	<b>Vinod Kumar Ladia</b>	<b>SRSL Educational Society</b>
<b>Nature of Relationship</b>	Relative of Directors of the Company Mr. Vinod Kumar Ladia is father of Mr. Vikas Ladia and Mr. Anubhav Ladia	Directors of the Company are also Trustees of the Trust ( Mr Vikas Ladia and Mr Anubhav Ladia )
<b>Nature of contracts/ arrangements/ transactions</b>	Such related party's appointment to any office or place of profit in the company	SRSL Edu Society runs a School in Dungarpur called Dungarpur Public School. It requires accommodation for it's Teaching staff. SRSL has given few Apartments on Rent to them ( in their staff colony )
<b>Duration of the contracts / arrangements / transactions</b>	Regular	Regular
<b>Salient terms of the contracts or arrangements or transactions including the value, if any</b>	Mr. Vinod Kumar Ladia has been appointed as Chairman Emeritus as being the founding member of the Company and on the basis of his vast experience, knowledge and wisdom in the Textile Industry at an Honorarium of Rs. 1 Lakh per month along with Other Facilities not exceeding Rs. 1.25 Lakh per month	Rs 3000 per year
<b>Date(s) of approval by the Board</b>	August 12, 2021	N.A.
<b>Amount paid as advances, if any</b>	NIL	NIL

**For and on behalf of the Board of Directors  
For Shree Rajasthan Syntex Ltd.**

**Date** : September 06, 2024  
**Place** : Udaipur  
**Registered Office** : 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001 Rajasthan

**Sd/-**  
**Vikas Ladia**  
**(Managing Director and Chief Executive Officer)**  
**DIN: 00256289**

**Sd/-**  
**Anubhav Ladia**  
**(Whole Time Director and CFO)**  
**DIN: 00168312**

**ANNEXURE- 3****PARTICULARS OF EMPLOYEES**

Details under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ended 31<sup>st</sup> March, 2024.

- i. the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24:-  
**Directors-**
- |                                               |   |           |
|-----------------------------------------------|---|-----------|
| 1. Mr. Vikas Ladia (MD & CEO)                 | : | 26.78 : 1 |
| 2. Mr. Anubhav Ladia (WTD)                    | : | 18.17 : 1 |
| 3. *Other Directors receive Sitting Fees only |   |           |
- ii. the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:-
- |                                                                                    |   |       |
|------------------------------------------------------------------------------------|---|-------|
| 1) Mr. Vikas Ladia (MD & CEO)                                                      | : | 0.18% |
| 2) Mr. Anubhav Ladia (WTD and CFO)                                                 | : | 4.80% |
| 3) Mr. Prahlad Bilochi (CFO)<br>(Resigned w.e.f. 08 <sup>th</sup> September, 2023) | : | 0.00  |
| 4) Ms. Prinkle Talesara (CS)<br>(Resigned w.e.f. 16 <sup>th</sup> October 2023)    | : | 0.00  |
| *Other Directors receive Sitting Fees only                                         |   |       |
- iii. the percentage increase in the median remuneration of employees in the financial year : 0%
- iv. the number of permanent employees on the rolls of Company : 53
- v. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
- Average increase in the remuneration of all employees excluding KMPs: 0
  - Average increase in the remuneration of KMPs: 1.66%
  - Justification: *KMP salary increments are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.*

*It is be and hereby affirmed that the remuneration is as per the remuneration policy of the Company.*

Note: Employee data as on 31.03.2024 has been taken for consideration for the purpose of calculation.

**For and on behalf of the Board of Directors  
For Shree Rajasthan Syntex Ltd.**

**Date** : September 06, 2024  
**Place** : Udaipur  
**Registered Office** : 27-A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur - 313001  
Rajasthan

**Sd/-**  
**Vikas Ladia**  
**(Managing Director**  
**and Chief Executive**  
**Officer)**  
**DIN: 00256289**

**Sd/-**  
**Anubhav Ladia**  
**(Whole Time**  
**Director and CFO)**  
**DIN: 00168312**

**ANNEXURE- 4**

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

**A. CONSERVATION OF ENERGY**

(i) the steps taken or impact on conservation of energy; In order to conserve energy, the company has taken various steps for efficient consumption of energy like use of synthetic tapes, light weight bobbins, soft starters, energy efficient motors, energy saving spindles etc.

(ii) the steps taken by the company for utilising alternate sources of energy; The Company is exploring renewal resources like bio fuel and is in active discussion with experts to start the Thermal Plant on such fuel.

(iii) the capital investment on energy conservation equipments; The Company has in the past made substantial investment on energy conservation while procurement of its equipments to ensure that the most effective energy cost is charged to the company. However, no such investment was made during the year.

**B. TECHNOLOGY ABSORPTION**

i. the efforts made towards technology absorption; Company has absorbed the technique of cleaning the yarn electronically and that of Splicing instead of knotting in finishing department. It has adopted sturdy drafting in speed frame and also replaced open type Flyers with closed type for achievement of higher speed in existing speed frames.

ii. the benefits derived like product improvement, cost reduction, product development or import substitution as result of the above: Company achieved higher productivity and improved yarn quality.

iii. In case of imported technology (imported during last 3 years reckoned from the beginning of the financial years):  
N/A

iv. Expenditure on R & D: NA

**C. FOREIGN EXCHANGE EARNINGS & OUTGO.**

The Company has not made any exports during the year.

Particulars	2023-24 (Rs. in Lakhs)	2022-23 (Rs. in Lakhs)
1. Total foreign exchange used	0.00	0.00
2. Total foreign exchange earned	0.00	0.00

**For and on behalf of the Board of Directors  
For Shree Rajasthan Syntex Ltd.**

**Date** : September 06, 2024  
**Place** : Udaipur  
**Registered Office** : 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001 Rajasthan

**Sd/-**  
**Vikas Ladia**  
**(Managing Director and Chief Executive Officer)**  
**DIN: 00256289**

**Sd/-**  
**Anubhav Ladia**  
**(Whole Time Director and CFO)**  
**DIN: 00168312**

## ANNEXURE- 5

### **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

The management of Shree Rajasthan Syntex Ltd. is presenting the Management Discussion and Analysis Report covering the operations and financial performance of the Company for the financial year 2023-24. The core business of the Company is manufacturing and marketing of synthetic blended yarn, cotton yarn and polypropylene multifilament yarn.

#### ➤ **BUSINESS OVERVIEW**

The Company is one of the important players in man-made fibre spinning with following capacity:

<b>Units</b>	<b>Location</b>	<b>Products</b>	<b>Capacity</b>
Syntex - Division	Simalwara Road Dungarpur	Synthetic Yarn	27,744 SPINDLES
Texchem - Division	Simalwara Road Dungarpur	(i) Synthetic Yarn (ii) Polypropylene Multi filament Yarn	31,488 SPINDLES 2,000 TPA
Polycot - Division	Simalwara Road Dungarpur	Cotton yarn	18,048 SPINDLES

\* The Plant and machinery of Syntex Division and Polycot Division have been partially sold and balance held for Sale as on 31.03.2024 in line with the Resolution Plan approved by the Honourable NCLT, Jaipur vide Order dated 22.08.2023

#### ➤ **INDUSTRY STRUCTURE AND DEVELOPMENTS**

1. The textile industry is one of the most significant industries for the Indian economy. The industry is one of the largest employers in India, employing more than 45 million people directly and 60 million people indirectly.
2. Due to its fragmented nature, the textile industry employs more in the unorganized sector especially in the rural areas and hence, it is of vital importance.
3. The textile industry can be segmented into Natural Fibres and Man Made Fibres (MMFs) based on the use of basic raw material, cotton or crude derivative respectively. Among the various MMF product in the synthetic and cellulosic segments, polyester and viscose forms about 80% of total domestic consumption. Globally man-made fibres are the most dominantly consumed textile fibre.
4. While the industry would face stiff competition from established players in the sector - China, Taiwan, South Korea, etc., increasing labour and manufacturing costs in these countries would give ample opportunities for Indian players. The Indian industry could attract global investments to produce high value-added MMF/
5. Apart from Covid induced demand disruption, the yarn sector is also witnessing a change in demand trend. Increasing popularity of synthetic textiles in India - in line with global trend - is expected to create structural changes in Indian yarn industry, which is dominated by cotton textiles.
6. Realizing the importance of the textile industry to the Indian economy, the government undertakes various measures through multiple governing bodies viz. Ministry of Textile, Ministry of Finance, Ministry of Rural Development, and Ministry of Human Resource Development. The government has allowed 100% FDI under the automatic route in the textile and clothing sector.
7. The Sustainable Textiles for Sustainable Development (SusTex) project by the United Nations Climate Change entity enhances the employment and working circumstances of textile artisans while promoting the sustainable production and use of environmentally friendly textiles.
8. Top players in the sector are achieving sustainability in their products by manufacturing textiles that use natural recyclable materials.
9. With consumerism and disposable income on the rise, the retail sector has experienced a rapid

growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The growth in textiles will be driven by growing household income, increasing population and increasing demand by sectors like housing, hospitality, healthcare, etc.

➤ **INDUSTRY OPPORTUNITIES**

1. The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand.
2. Currently Indian yarn industry is dominated by cotton yarn. However, world over the usage of synthetic textile is gaining popularity due to the advantages it offers. Additionally, increasing cost of cotton, which results in increasing cost of cotton textiles, is also helping in the growth of synthetic yarn. Although cotton yarn would continue to hold the largest share in Indian yarn industry, its domination is expected to diminish in the coming years.
3. India intends to advance the manufacturing capabilities of its man made fiber (MMF) apparel and fabrics and technical textile products under the *Production Linked Incentive (PLI)* Scheme. Achieving this objective will enable the country' s textile industry to gain a larger market presence, enhance its global competitiveness, and generate employment opportunities. India hopes to achieve the target of US\$250 billion-worth textiles production and US\$100 billion in exports by 2030.

The Production Linked Incentive (PLI) Scheme for Textiles for Promoting MMF and Technical Textiles is designed to facilitate the establishment of sustainable enterprises and foster a competitive textile industry in India.

4. The Skill India and Make-in India programs of Central government headed by Prime Minister Shri Narendra Modi is helping the industry in getting required skilled manpower and good market for textile products. It is an opportunity for the textile industry to upgrade their technology and implement ERP to streamline supply chain and enhance customer relations management activities.
5. The structural reform of The Goods and Services Tax (GST) is expected to provide a boost to the economic growth and investments in the long run.
6. India' s textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

➤ **INDUSTRIAL CHALLENGES**

Even though India' s textile industry is a huge contributor in terms of exports, industrial output and employment, like China's, India' s domestic industry is not without its challenges.

1. **Higher input costs compared to competing nations**  
India has one of the highest costs of capital compared to most competing countries which affects the cost of production and thus its competitiveness. Also, the power cost in India is much higher compared to competing nations.
2. **Low technology level**  
The Textile Industry suffers from the use of low and outdated technologies. In general, spending on R&D, product development etc. by textile companies in India is quite low.
3. **Cyclical ups and downs & Demand adversities**  
There has never been a continuous positive growth rate in textiles products for a longer time periods. Some times it was treated as a cyclical ups and downs, some times the demand adversities have really dented the growth.

4. **High debt servicing cost:**

The industry requires to give high debt servicing cost and with the lending rates in India in the range of 12 to 14%, they are significantly higher in comparison to the competing countries like China. The complete textile chain is not covered in the TUF Scheme and thus a large capital investment needs to be made at a very high rate of interest.

➤ **RISK AND CONCERNS**

a. **Raw material availability**

Though India is having sufficient availability of raw materials, namely, cotton, man made fibres and silk but factors such as low rain fall in the cotton growing areas, increase in crude oil prices in the international markets for basic raw materials of man-made fibres and increase in logistic cost may effect the availability of raw material and competitiveness of the industry.

b. **Power availability**

Most of the textile mills in India, particularly in north and western parts are dependent on power supply by self-generation using coal as fuel due to lower availability of power from the government. Because of increase in cost of coal the cost of generation of power is increasing which may affect the competitiveness of the Industry.

c. **Currency risk**

Since the textile industry has a major portion of its revenue from exports, Indian rupee relationship with foreign currencies such as US Dollar is important. The industry hedges currency risks by forward currency cover against sale contracts. Hence movement in foreign currency vis-à-vis rupee has direct impact on exports realization and import cost. The volatile movement of Rupee against the US Dollar is a serious concern for the industry.

d. **Government Policies**

The Textile Industry is highly dependent on the Government Policies on various matters. Frequent changes in the taxation policies bring instability in the industry.

➤ **PRODUCT WISE PERFORMANCE OF THE COMPANY**

Chart given below gives the break-up of sales between the domestics and export markets for the last 3 years:

	(Rs. In Lakhs)		
Revenue from operations	2023-24	2022-23	2021-22
<b>Sale of Product</b>			
- Domestic	1311.86	2054.63	2127.44
- Export	NIL	NIL	NIL
<b>Sale of Service</b>			
- Income from Job Work	1216.83	3108.90	2950.01

The current yarn portfolio of SRSL can be classified into 3 main categories-Grey yarn, dyed yarn and PPMF yarn.

❖ **Grey Yarn:** Grey yarn is produced using blends of different synthetic fibre such as polyester/viscose, 100% viscose yarn, 100% polyester fibre yarn and pure cotton. These qualities are produced in Shree Rajasthan Texchem division of the Company. The Company has niche markets for 100% viscose fibre yarn. Specialty fibre yarns were developed for industrial and home textile applications.

❖ **PPMF Yarn:** Polypropylene multi filament yarn is produced at Shree Rajasthan Texchem division of the company at Dungarpur; POY and texturised yarn is produced for knitting, socks and furnishing applications. BCF yarn is produced for carpet applications.

### ➤ OPERATIONS

During the year under review, the Company's operations continued to be affected due to non availability of working capital for operations resulting in lower capacity utilisation and constrained margins due to high cost of Raw Material at uneconomical buying. Furthermore, the Company has not been able to undertake necessary regular capital expenditure as per industry norms for proper maintenance and upkeep of plant and equipment due to paucity of funds.

The Company produced 2709.18 M.T. of yarn valuing Rs. 2525.65 Lakhs during the period under review as against 5011.92 M.T. of yarn valuing Rs. 5103.54 Lakhs produced during the last year. During the year, there were no exports.

The Company's financial highlights is summarized below:

Particulars	(Rs. in Lakhs)	
	Financial Year	
	March 31, 2024	March 31, 2023
Revenue from operations	2,529	5,164
Other Income	1,206	114
<b>Total Revenue (A)</b>	<b>3,735</b>	<b>5,278</b>
Expenses:-		
Cost of materials consumed	751	822
Purchase of Stock-in-trade	277	1,003
Changes in inventories of finished goods, Work in progress and stock-in-trade	3	60
Employees benefit expenses	777	1,070
Finance Costs	168	2,129
Depreciation and Amortization expenses	191	2,037
Other Expenses	1,580	2,466
<b>Total Expenses (B)</b>	<b>3,748</b>	<b>9,587</b>
Particulars	Financial Year	
	March 31, 2024	March 31, 2023
<b>Profit/(loss) before exceptional items and tax (A) - (B)</b>	<b>(13)</b>	<b>(4,309)</b>
Exceptional items (gain)	11,228	(13)
<b>Profit / (Loss) before tax</b>	<b>11,216</b>	<b>(4,322)</b>
Less : Tax expense	-	7
<b>Profit / (Loss) for the period</b>	<b>11,216</b>	<b>(4,329)</b>
Other comprehensive Income (Net of Tax)	72	(13)
Total Comprehensive Income for the period (Comprising profit after tax and other comprehensive income after tax for the period)	<b>11,288</b>	<b>(4,342)</b>

### ➤ OUTLOOK

Yarn is an intermediary product, and its demand is dependent on the demand sentiment prevailing in the downstream industries, namely apparels and home textiles. In the case of Indian yarn industry, apart from demand from downstream industries, export sentiment too has a bearing. This is because India is a major exporter of yarn, supplying cotton yarn to countries like China and Bangladesh. This export forms an integral part of the domestic yarn industry, contributing to its steady growth. The Covid pandemic and the subsequent lockdowns have impacted both the demand avenues of Indian yarn industry, dealing to a significant blow to the industry.

### ➤ DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. HRD activities are taken in the Company involving positive approach to develop employees to take care of productivity, quality and customer needs. The Company has to make constant efforts to manage labour shortages. To develop skilled labour, training facilities are provided to the



employees in house or by deputing them to the machinery suppliers and to training institutes for specific training.

The Company has well developed management information system giving daily, monthly and periodical information to the different levels of management. Such reports are being analyzed and effective steps are taken to control the efficiency, utilization, productivity and quality in the Company. As on 31<sup>st</sup> March, 2024, the employee strength of the Company stood at 53 while on 1<sup>st</sup> April, 2023 it was 244.

➤ **KEY FINANCIAL RATIOS AND DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS**

Particulars	Financial Year		Change in %	Reason (If more than 25% Change)
	2023-24	2022-23		
<b>Current Ratio</b>	0.17	0.03	479.73	Due to decrease in liabilities
<b>Debt Equity Ratio</b>	1.09	-	-	Change in ratio as equity value is positive
<b>Debt Service Coverage Ratio</b>	-	-	-	NA
<b>Return on Equity</b>	0.70	-	-	NA
<b>Inventory Turnover Ratio</b>	13.75	14.47	4.84	NA
<b>Trade receivable</b>	36.36	50.40	(27.86)	Decrease in sale during the year
<b>Trade payable Turnover Ratio</b>	0.57	1.63	(65)	Due to decrease in trade payables
<b>Net Capital Turnover ratio</b>	(0.25)	(0.29)	(13.89)	NA
<b>Net Profit Ratio</b>	433.54	(83.86)	(628.91)	Increase in profitability
<b>Return on Capital employed</b>	405.76	-	-	NA
<b>Return on Investment</b>	-	-	-	NA

➤ **RETURN ON NET WORTH**

The Company has negative Return on Net worth in both current and previous year due to negative Total Comprehensive Income.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control system commensurate with its size and nature of business. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. The management reviews and strengthens the controls periodically.

Apart from self-monitoring of the internal controls, there is a Chartered Accountant firm appointed to conduct internal audit of the Company's operations as approved by the Audit Committee. This firm presents their important observations to the Audit Committee that is chaired by an Independent Director. The internal auditors provide a reassurance to the affirmation given by the Management that the control systems are effective, operational and adequate.

The Audit Committee takes due cognizance of the observations made by the auditors and gives their suggestions for improvement. The suggestions of the Audit Committee further ensure the quality and adequacy of the control systems.

The Company has appointed internal auditors for all the 4 units. The internal control ensures that

all assets were safeguarded and protected against loss through unauthorized use or disposition and transactions were authorized, recorded noticed and reported correctly. While operating managers ensure compliance with their areas, internal auditors carry out audit test on randomly selected samples and report on non-compliance or weakness if any through internal audit reports of the respective unit/areas. These reports are reviewed by the management and then by Audit Committee of the Board for follow up action.

A report of Auditors pursuant to Sec 143(3)(i) of Companies Act, 2013 certifying the adequacy of Internal Financial Control is annexed with the Auditor' s Report.

➤ **CAUTIONARY STATEMENT**

Statements in the Management Discussions and Analysis report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable security laws and regulation. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand and supply and price conditions in domestic and overseas market in which the company operates, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factor.

**For and on behalf of the Board of Directors  
For Shree Rajasthan Syntex Ltd.**

<b>Date</b>	<b>: September 06, 2024</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Place</b>	<b>: Udaipur</b>	<b>Vikas Ladia</b>	<b>Anubhav Ladia</b>
<b>Registered Office</b>	<b>: 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001 Rajasthan</b>	<b>(Managing Director and Chief Executive Officer)</b>	<b>(Whole Time Director and CFO)</b>
		<b>DIN: 00256289</b>	<b>DIN: 00168312</b>

## **ANNEXURE 6**

### **REPORT ON CORPORATE GOVERNANCE**

#### **1. Company's Philosophy on Code of Corporate Governance**

The Company believes that corporate governance provides a structure that works for the benefit of everyone concerned, by ensuring that the enterprise adheres to ethical standards, laws and accepted best practices. It imbibes the basic business ethics and values that need to be adhered to in letter and spirit. We believe that a transparent, ethical and responsible corporate governance framework essentially emanates from the intrinsic will and passion for good governance ingrained in the culture of the organisation. The Company has sought to consistently focus on good corporate governance by increasing transparency and accountability to its Shareholders and other Stakeholders. The Company wishes to be a responsible partner in society, acting with integrity towards its shareholders, customers, employees and the Government. Therefore, we ensure highest standards of corporate behavior towards everyone we work with, the communities we touch and the environment on which we have an impact. In India, Corporate Governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI). We believe, Corporate Governance is just not a destination, but a journey to constantly improve sustainable value creation. It is an upward moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in the following pages.

##### **➤ Ethics / Governance Policies**

The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. In this direction, the Company has, inter-alia, adopted the applicable codes and policies which act as enablers to carry out our duties in an ethical manner.

##### **➤ Observance of Secretarial Standards issued by the Institute of Company Secretaries of India**

The Secretarial Standards on the Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, are adhered to by the Company.

#### **2. Board of Directors**

##### **2.1 Composition and Category of Directors**

The Company is having an optimum combination of Executive and Non-Executive Directors to maintain its independence and separate its function of governance and management. As on 31<sup>st</sup> March, 2024, the Company's Board comprise of five Directors as detailed below:-

##### **a) Two Executive Directors**

1. Mr. Vikas Ladia, Managing Director and Chief Executive Officer, Promoter Group
2. Mr. Anubhav Ladia, Whole Time Director, Promoter Group

##### **b) Three Non-Executive Directors**

1. Mr. Narendra Nath Agrawala, Independent Director (Retired w.e.f. 31<sup>st</sup> March 2024)
2. Mr. Rajiv Sharma, Independent Director (Appointed w.e.f. 01<sup>st</sup> April 2024)
3. Mrs. Manju Datta, Independent Director
4. Mr. Sandeep Kumar Jain, Independent Director

3 (Three) out of 5 (Five) are Independent Directors, i.e. more than 50% of the Board strength which is as per the requirement of Listing Regulations. In the opinion of the Board, the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

Mr. Vikas Ladia and Mr. Anubhav Ladia are related to each other. Mr. Vikas Ladia being brother of Mr. Anubhav Ladia. Further, no other relationship exists between the Directors inter-se.

The Executive and Non-Executive Directors are appointed/ re-appointed by the Board and the shareholders, based on the recommendation of the Nomination and Remuneration Committee which considers their overall experience, expertise and industry knowledge. The Board as a part of its succession planning exercise, reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

The Directors do not have any pecuniary relationship with the Company except to the extent of the following:-

- a) **Executive Directors:** Remuneration as per their terms of appointment and reimbursement of expenses actually incurred for the business of the Company, within the approved terms and conditions.
- b) **Non-Executive Directors:** Reimbursement of expenses and payment of sitting fees for the Board / Committee meetings attended by them.

## 2.2 Attendance and Directorship held

The Board of Directors met Ten (10) times during the financial year 2023-24, i.e. 27<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, 02<sup>nd</sup> September, 2023, 04<sup>th</sup> October, 2023, 25<sup>th</sup> October, 2023, 06<sup>th</sup> January, 2024, 13<sup>th</sup> February, 2024, 19<sup>th</sup> March 2024, 21<sup>st</sup> March 2024 and 30<sup>th</sup> March 2024. Notices of the meetings and agendas along with explanatory notes, for each meeting were sent to the Directors within prescribed time. As mandated by Listing Regulations, none of the Directors are members of more than ten committees nor they are Chairman of more than five Committees across all listed entities in which they are directors. Further, all the Directors have confirmed that they do not serve as an Independent Director in more than seven listed entities or where they are Whole Time Director in any listed entity, then they do not serve as Independent Director in more than three listed entities.

**The details of categories of the Directors on the Board, their attendance at Board Meetings during the year and at last Annual General Meeting ("AGM"), and the number of Directorship, Committee memberships and Committee Chairmanship held by them in various other Companies and Names of such listed entities where the person is a director and category of directorship, are as under: -**

Sr. No.	Name of the Director and DIN	Category	No. of Board Meetings entitled to attend	No. of Board Meetings Attended	Attendance at Last AGM	No. of other Directorship(s) <sup>(1)</sup>	No. of Committee Membership(s) <sup>(1)(2)</sup>	No. of Committee Chairmanship(s) <sup>(1)(2)</sup>	No. of shares held	Names of the listed entities where the person is a director and its category
1.	Mr. Vikas Ladia (DIN: 00256289)	ED (Promoter Group)	10	10	Yes	1	-	-	5,24,365	-
2.	Mr. Anubhav Ladia (DIN: 00256289)	ED (Promoter Group)	10	10	Yes	4	-	-	2,91,882	-

	0016831 2)									
3.	Mr. Narendra Nath Agrawala (DIN: 00168211)	NEID	10	10	Yes	-	-	-	3,384	-
4.	Mrs. Manju Datta (DIN: 09010395)	NEID	10	10	No	-	-	-	0	-
5.	Mr. Sandeep Kumar Jain (DIN: 01116047)	NEID	10	10	Yes	4	2	2	0	Lehar Footwears Limited (Independent Director)

**Notes:-**

- ◇ ED - Executive Director
- ◇ NEID - Non- Executive Independent Director

(1) Excluding Directorship / Membership in Committees of Shree Rajasthan Syntex Ltd.

(2) As required under Regulation 26 of the Listing Regulations, the disclosure includes membership / chairmanship of the Audit Committee and Stakeholders' Relationship Committee in other companies.

**2.3 Familiarization Programme for Independent Directors**

The objective of a familiarization programme is to ensure that the Non-Executive Directors are updated on the business environment and overall operations of the Company. This enables the Non-Executive Directors to make better informed decisions in the interest of the Company and its shareholders. In compliance with the requirements of Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model, etc.

During the year, Familiarization programmes were conducted for Non-Executive Directors to update them about business related issues and new initiatives of the Company. At such meetings, the Executive Directors share point of views and leadership thought on relevant issues. An overview of the familiarization programme is placed on the Company's website.

**2.4 Key Board qualifications, expertise and attributes**

The Board of Directors of the Company comprises of persons with varied experiences in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees.

The following list summarizes the key skills, expertise and competence that the Board thinks is

necessary for functioning in the context of the Company's business and sector and which in the opinion of the Board, its Members possess:

Sr. No	List of core skills/ expertise/ competencies	Vikas Ladia	Anubhav Ladia	Narendra Nath Agrawala	Sandeep Kumar Jain	Manju Datta
1.	Leadership	√	√	√	√	√
2.	Corporate Governance	√	√	√	√	√
3.	Knowledge of Textile Industry	√	√	√	-	-
4	Analytical skills to diagnose situation	√	√	√	√	√
5	Financial Analysis	√	√	√	√	√
6	Relevant Legal understanding	√	√	√	√	-

## 2.5 Information supplied to the Board

Minimum four Board meetings are held annually. Additional Board Meetings are convened by giving appropriate notice and agenda to address the Company's specific needs. The items / matters placed before the Board *inter alia* includes: -

1. Annual operating plans and budgets and any updates.
2. Capital budgets and any updates.
3. Quarterly results for the listed entity and its operating divisions or business segments.
4. Minutes of meetings of audit committee and other committees of the board of directors.
5. The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices, which are materially important.
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
16. Annual Secretarial Audit Reports submitted by Secretarial Auditors
17. Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made
18. Significant changes in accounting policies and internal control system
19. Statement of significant transactions, related party transactions and arrangements
20. Appointment of and fixing of remuneration of the auditors as recommended by the Audit committee

21. Internal Audit findings and External Audit Reports (through the Audit Committees)
22. Status of business risk exposures, its management and related action plans
23. Making of loans and investment of surplus funds
24. Borrowing of monies, giving guarantees or providing security in respect of loans
25. Brief on statutory developments, changes in government policies, among others with impact thereof,
26. Director's Responsibilities arising out of any such developments
27. Compliance Certificate certifying compliances with all laws as applicable to the Company
28. Various quarterly / half-yearly Compliances as mentioned below: -
  - a. Reconciliation of Share Capital Audit Report under Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 / 2018.
  - b. Compliance Certificate ensuring maintenance of physical and electronic transfer facility as per Regulation 7(3) of Listing Regulations.
  - c. Statement of Investor Complaints as per Regulation 13(3) of Listing Regulations.
  - d. Corporate Governance Report as per Regulation 27 of Listing Regulations.
  - e. Shareholding Pattern as per Regulation 31 of Listing Regulations.
  - f. Certificate from Practicing Company Secretary under Regulation 40(9) of Listing Regulations.

## 2.6 Code of Conduct

The Company has laid down a Code of Conduct for all the members of the Board of Directors, Key Managerial Personnels (KMPs) and Senior Management Personnels (SMPs) for avoidance of conflict of interest. All the Directors, KMPs and SMPs have confirmed compliance with Code of Conduct for the financial year 2023-24. A copy of the Code is available on the Company's website at <http://www.srsl.in/documents/CODE.pdf> also. The Chief Executive Officer has given a certificate of compliance with the Code of Conduct which forms part of report on Corporate Governance as required under Regulation 34 read with Schedule V of Listing Regulations.

There was no material, financial and commercial transactions in which the SMPs had personal interest which could lead to potential conflict of interest with the Company during the year.

## 3. Audit Committee

### 3.1 Composition, Meetings and Attendance

The Audit Committee is constituted as per the requirement of Section 177 of the Companies Act, 2013 ("the Act") and Regulation 18 of Listing Regulations who possess financial / accounting expertise / exposure. Five (05) meetings of the Audit Committee were held during the financial year 2023-24 on 27<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023, 02<sup>nd</sup> September, 2023, 25<sup>th</sup> October, 2023 and 13<sup>th</sup> February, 2024. The accounts and financial positions were reviewed and recommended by the Audit Committee and thereafter placed before the Board for their consideration. Further, all the recommendations of the Committee were accepted by the Board of Directors. The details of meetings and attendance were duly minutised.

**The details of members and their categories, their attendance at Audit Committee Meetings during the year are as under:-**

Sr. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Narendra Nath Agrawala	Chairman	NEID	5	5
2.	Mrs. Manju Datta	Member	NEID	5	5
3.	Mr. Vikas Ladia	Member	ED	5	5

**Notes:-**

- ◇ NEID - Non- Executive Independent Director
- ◇ ED - Executive Director

The Chief Financial Officer and Auditors are invitees to the Audit Committee Meetings. Mr. Narendra Nath Agrawala, Chairman of the Audit Committee, attended the 43<sup>rd</sup> AGM of the Company conducted through Video Conferencing, which was held on 15<sup>th</sup> September, 2023. Company Secretary and Compliance Officer of the Company is the Secretary of the Committee.

**3.2 Powers of the Audit Committee**

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**3.3 Brief description of terms of reference of the Audit Committee**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation of the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company;
3. Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them;
4. Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to: -
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by the management;
  - d. Significant adjustments made in financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statement;
  - f. Disclosure of any related party transactions; and
  - g. Modified opinions in draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the Company with related parties;
8. Scrutiny of inter-corporate loans and investments;
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management system;
11. Reviewing with the management, performance of statutory auditors, cost auditors and



- internal auditors, adequacy of internal control systems;
12. Discussion with internal auditors on any significant findings and follow up thereof;
  13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
  14. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  15. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  16. to review the functioning of the whistle blower mechanism;
  17. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
  18. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
  19. Reviewing the following information:-
    - a. The management discussions and analysis of financial condition and results of operations.
    - b. Management letters/letters of internal control weaknesses issued by the statutory auditors.
    - c. Internal auditor reports relating to internal control weaknesses; and
    - d. The appointment, removal and terms of remuneration of internal auditors/ chief internal auditor

#### 4. Nomination and Remuneration Committee

##### 4.1 Composition, Meetings and Attendance

The Nomination and Remuneration Committee is constituted as per the requirement of Section 178 of the Act and Regulation 19 of Listing Regulations. Five meetings of the Nomination and Remuneration Committee were held during the financial year 2023-24, on 27<sup>th</sup> May 2023, 10<sup>th</sup> August 2023, 25<sup>th</sup> October 2023, 06<sup>th</sup> January 2024 and 30<sup>th</sup> March, 2024. The details of meetings and attendance were duly minutised. Further, all the recommendations of the Committee were accepted by the Board of Directors.

**The details of members and their categories, their attendance at Nomination and Remuneration Committee Meetings during the year are as under: -**

Sr. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Narendra Nath Agrawala	Chairman	NEID	5	5
2.	Mrs. Manju Datta	Member	NEID	5	5
3.	Mr. Sandeep Kumar Jain	Member	NEID	5	5

**Notes: -**

- ✧ NEID - Non- Executive Independent Director
- ✧ ED - Executive Director

Mr. Narendra Nath Agrawala, Chairman of the Nomination and Remuneration Committee, has attended the 43<sup>rd</sup> AGM of the Company, which was held on 15<sup>th</sup> September, 2023. Company Secretary and Compliance Officer of the Company is the Secretary of the Committee.

**4.2 Brief description of terms of reference of the Nomination and Remuneration Committee**

(1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

(2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. Use the services of an external agencies, if required;
- b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. Consider the time commitments of the candidates.

(3) formulation of criteria for evaluation of performance of independent directors and the board of directors;

(4) devising a policy on diversity of board of directors;

(5) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

(6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

**4.3 Performance Evaluation Criteria for Directors**

The Company has devised criteria for evaluation of the Directors including Independent Directors. The said criteria provide certain parameters like Attendance, Availability, Time spent, Preparedness, Active participation, Analysis, Objective discussions, Probing and testing assumptions, Industry and Business knowledge, Functional expertise, Corporate Governance, Development of Strategy and Long Term Plans, Inputs in strength area, Director's obligation and discharge of responsibilities, Quality and value of contributions and Relationship with other Board Members etc. which is in compliance with applicable laws, regulations and guidelines. The below table shows Evaluation Criteria:

S. No.	CRITERIA	EVALUATION
A.	<i>The Board as whole</i>	The Board as a whole was evaluated on the basis of given criteria and it was observed by the Board that: -
1.	<b>Structure of the Board</b>	✓ Board as a whole has directors with a proper mix of skills, qualifications, competencies and experiences to conduct

		its affairs effectively and is sufficiently diversified based on Gender, background, competence, experience, etc.
2.	<b>Meetings of the Board</b>	<ul style="list-style-type: none"> <li>✓ Meetings are held on a regular basis and frequency of such meetings is enough for the Board to undertake its duties properly and proper intimations are received for the meetings.</li> <li>✓ Agenda is circulated well before the meeting containing most of the information to take decision on the matter. Board discusses every issue comprehensively depending on the importance of the subject. Discussions generally add value to the decision making. All members actively participate in the discussions.</li> <li>✓ The minutes are being recorded properly- clearly, completely, accurately and consistently and are approved properly in accordance with set procedures.</li> <li>✓ The minutes are timely circulated to all the Board members.</li> <li>✓ All the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly.</li> </ul>
3.	<b>Functions of the Board</b>	<p>Board as a whole ensures: -</p> <ul style="list-style-type: none"> <li>✓ Its Role and responsibilities</li> <li>✓ Strategy and performance evaluation</li> <li>✓ Governance and compliance</li> <li>✓ Evaluation of Risks</li> <li>✓ Grievance redressal for Investors</li> <li>✓ Conflict of interest</li> <li>✓ Stakeholder value and responsibility</li> <li>✓ Facilitation of independent directors</li> </ul>
4.	<b>Board and management</b>	<p>Board as a whole ensures: -</p> <ul style="list-style-type: none"> <li>✓ Evaluation of performance of the management and feedback</li> <li>✓ Independence of the management from the Board</li> <li>✓ Access of the management to the Board and Board access to the management</li> <li>✓ Secretarial support</li> </ul>
5.	<b>Professional development</b>	<ul style="list-style-type: none"> <li>✓ adequate induction programmes are conducted for directors</li> </ul>
<b>B. All The Committees of the Board</b>		
		The Committees of the Board was evaluated on the basis of given criteria's and it was observed by the Board that -
1.	<b>Mandate and composition</b>	<ul style="list-style-type: none"> <li>✓ Mandate, composition and working procedures of committees of the board of directors is clearly defined and disclosed</li> </ul>
2.	<b>Effectiveness of the Committee</b>	<ul style="list-style-type: none"> <li>✓ Committee has fulfilled its functions as assigned by the Board and laws as may be applicable</li> </ul>
3.	<b>Structure of the Committee and meetings</b>	<ul style="list-style-type: none"> <li>✓ Committees have proper structure and regular meetings are being held</li> </ul>
4.	<b>Independence of the Committee from the Board</b>	<ul style="list-style-type: none"> <li>✓ Independence of the Committee is ensured from the Board</li> </ul>
5.	<b>Contribution to decisions of the Board</b>	<ul style="list-style-type: none"> <li>✓ Committee's recommendations contribute effectively to the decisions of the Board.</li> </ul>
<b>C. Individual Directors and Chairperson (including Chairperson, CEO,</b>		
		Individual Directors & Chairperson (including Chairperson, CEO, Independent Directors, Non-independent directors, etc.) were evaluated on the basis of given criteria's (in the absence of the respective director being evaluated) and it was

	<b>Independent Directors, Non-independent directors, etc.)</b>	observed by the Board that -
1.	<b>General</b>	<ul style="list-style-type: none"> <li>✓ Proper Qualifications, Experience, Knowledge and Competency of the Directors</li> <li>✓ Fulfillment of functions, Commitment, Integrity and Contribution is ensured by all the Directors.</li> <li>✓ Directors ensures the attendance in the meeting as per their availability.</li> </ul>
2.	<b>Additional criteria for Independent Director</b>	<ul style="list-style-type: none"> <li>✓ Independent Directors are independent from the entity and other directors and there if no conflict of interest</li> <li>✓ Independent Directors exercises his/ her own judgement and voices opinion freely</li> </ul>
3.	<b>Additional criteria for Chairperson</b>	<ul style="list-style-type: none"> <li>✓ Chairperson displays efficient leadership, is open-minded, decisive, courteous, displays professionalism, able to coordinate the discussion, etc. and is overall able to steer the meeting effectively</li> <li>✓ Chairperson is impartial in conducting discussions, seeking views and dealing with dissent, etc.</li> <li>✓ Chairperson is sufficiently committed to the Board and its meetings.</li> </ul>

#### 4.4 Nomination and Remuneration Policy ('Policy')

The Company has formulated The Nomination and Remuneration Policy which is available at Company's website at

[http://srsl.in/documents/Revised\\_Nomination\\_and\\_Remuneration\\_Policy.pdf](http://srsl.in/documents/Revised_Nomination_and_Remuneration_Policy.pdf)

The policy briefly includes:-

- 1) Appointment/re-appointment Criteria and Qualifications of Director, KMPs, SMPs and other employees as may be decided by the Board of Directors
- 2) Term / Tenure of Director, KMPs, SMPs
- 3) Familiarization programme for Independent Directors
- 4) Criteria for evaluation
- 5) Removal and Retirement of Directors, KMPs, SMPs
- 6) Provisions relating to remuneration of Director, KMPs, SMPs
- 7) Policy on Board Diversity

#### 4.5 Disclosures with respect to remuneration

- a. Details of all elements of Remuneration paid to Directors for the financial year 2023-24 and period of service contract

(Amount in Rupees)

Sr. No	Name and designation of director	Period of service contract	Salary	Allowances	Perquisites	Sitting fee	Total
1.	Mr. Vikas Ladia (MD & CEO)	3 yrs.	27,55,200	2,96,597	27,11,000	-	57,62,797
2.	Mr. Anubhav Ladia (WTD & CFO)	3 yrs.	20,83,200	5,79,113	12,50,172	-	37,12,485

3.	Mr. Narendra Nath Agrawala (NEID) (Retired)	5 yrs.	-	-	-	1,05,000	<b>1,05,000</b>
4.	Mrs. Manju Datta (NEID)	5 yrs.	-	-	-	1,05,000	<b>1,05,000</b>
5.	Mr. Sandeep Kumar Jain (NEID)	5 yrs.	-	-	-	70,000	<b>70,000</b>

**Notes:-**

- ✧ WTD - Whole Time Director
- ✧ MD & CEO - Managing Director and Chief Executive Officer
- ✧ NEID - Non- Executive Independent Director

**b. Employment agreements with Executive Directors**

Key details of Appointments / Re-appointment and Notice period of Executive Directors are as below:-

1. Re-Appointment and terms thereof (including remuneration) of Mr. Vikas Ladia, Managing Director and Chief Executive Officer, has been approved by Board of Directors for a period 3 years with effect from 1<sup>st</sup> June, 2022 to 31<sup>st</sup> May, 2025 with 6 months notice period.
2. Re-appointment and terms thereof (including remuneration), of Mr. Anubhav Ladia, Whole Time Director, has been approved by Board of Directors for a period 3 years with effect from 1<sup>st</sup> June, 2022 to 31<sup>st</sup> May, 2025 with 6 months notice period.

**c. The remuneration to Executive / Whole Time Directors is paid as determined/recommended by the Nomination and Remuneration Committee, Board of Directors and Shareholders.**

**d. Details of fixed component and performance linked incentive along with the performance criteria:** Salary has fixed component only and no performance linked incentive.

**e. Non-Executive Director's remuneration**

Non-Executive Directors are being paid Sitting fee plus reimbursement of the expenses, for each meeting of the Board of Directors and Audit Committee.

**f. No severance fees has been paid during the year.**

**5. Stakeholders' Relationship Committee**

**5.1 Composition, Meetings and Attendance**

The Stakeholders' Relationship Committee is constituted as per the requirement of Section 178 of the Act and Regulation 20 of Listing Regulations. The Stakeholders' Relationship Committee is primarily responsible to review all grievances connected with the Company's transfer of securities and redressal of shareholders'/investors'/security holders' complaints. Three meetings of the Stakeholders' Relationship Committee were held during the financial year

2023-24, on 27<sup>th</sup> May, 2023, 10<sup>th</sup> August, 2023 and 25<sup>th</sup> October, 2023. The details of meeting and attendance are duly minutised.

**The details of members and their categories, their attendance at Stakeholders' Relationship Committee Meetings during the year are as under: -**

Sr. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Narendra Nath Agrawala	Chairman	NEID	3	3
2.	Mr. Anubhav Ladia	Member	WTD	3	3
3.	Mr. Vikas Ladia	Member	MD	3	3

**Notes: -**

- ◇ NEID - Non- Executive Independent Director
- ◇ WTD - Whole Time Director
- ◇ MD - Managing Director

Mr. Narendra Nath Agrawala, Chairman of the Stakeholders' Relationship Committee, has attended the 43<sup>rd</sup> AGM of the Company, which was held on 15<sup>th</sup> September, 2023. Prinkle Talesara, Company Secretary and Compliance Officer of the Company is the Secretary of the Committee.

Further, all the recommendations of the Committee were accepted by the Board of Directors.

## **5.2 Brief description of terms of reference of the Stakeholders' Relationship Committee**

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

## **5.3 Number of Shareholders' complaints received and resolved during the financial year 2023-24**

Details of queries and grievances received and addressed by the Company during financial year 2023-24 is given in the below Table.

Nature of Complaints	Number
Number of complaints received from the investors comprising non-receipt of dividend warrants, non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / SEBI (SCORES) and so on	0
Number of complaints resolved	0

Number of complaints not resolved to the satisfaction of the investors as on March 31, 2024	Nil
Number of complaints pending as on 31 <sup>st</sup> March, 2024	Nil

## 6. Sub-Committee

### 6.1 Composition, Meetings and Attendance

The Sub-Committee of the Company comprises of 3 Directors. Two meetings of Sub-Committee of the Board were held during the financial year 2023-24. The meetings were held on 27<sup>th</sup> April, 2023 and 11<sup>th</sup> August 2023. The details of meeting and attendance are duly minuted. Company Secretary and Compliance Officer of the Company is the Secretary of the Committee. The Sub-Committee was dissolved on 11<sup>th</sup> August, 2023.

**The details of members and their categories, their attendance at Sub-Committee Meetings during the year are as under: -**

S. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Anubhav Ladia	Member	WTD	2	2
2.	Mr. Narendra Nath Agrawala	Member	NEID	2	2
3.	Mr. Vikas Ladia	Member	MD	2	2

#### Notes:-

- ✧ MD - Managing Director
- ✧ NEID - Non- Executive Independent Director
- ✧ WTD - Whole Time Director

### 6.2 Brief description of terms of reference of the Sub-Committee

1. Exercise all powers to borrow monies (otherwise than by issue of shares and debentures) within the limits approved by the Board and taking necessary actions connected therewith including refinancing for optimisation of borrowing costs.
2. Borrow monies by way of loan for the purpose of financing debt, refinancing the existing debt, capital expenditure, general corporate purposes including working capital requirements and possible strategic investments within the limits approved by the Board.
3. Carry out, rescind or vary/modify all or any of the financial arrangement with / assistance from Banks, Institutions, companies, corporations, societies, firms, person or persons on behalf of the Company within the prescribed limits.
4. Invest the funds of the Company within the limit approved by the Board.
5. Giving of loans / guarantees / issuing letters of comfort / providing securities in respect of loans within the limits approved by the Board.
6. Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board.

7. Approve opening, closing and operation of Accounts (including internet banking facilities) with banks and delegate authority to directors / executives / officers to operate the bank accounts.
8. Delegate authorities from time to time to the directors / executives / authorised persons to implement the decisions of the Committee.
9. Delegate the authority in part or in full to the directors/ executives/ officers of the Company to deal with the Court, any State/Central Government Office, any Executive, Quasi Judiciary, Judiciary and/or other Government authorities and to deal with such other authorities / department necessary to carry out the functioning of the Company.
10. Delegate authority to director / executives / officers to deal with any specific matter.
11. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

## 7. General Body Meetings

### 7.1 Annual General Meetings

- a. Location and time, where last 3 Annual General Meetings were held:-

Financial Year	Date	Time	Location
2022-23	15 <sup>th</sup> September, 2023	11.30 AM	Through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') Facility hosted at the Registered Office of the Company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan
2021-22	9 <sup>th</sup> September, 2022	12.30 P.M.	Through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') Facility hosted at the Registered Office of the Company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan
2020-21	25 <sup>th</sup> September, 2021	1.00 P.M.	Through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') Facility hosted at the Registered Office of the Company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan

- b. Special Resolutions passed in the previous three Annual General Meetings: -

Sr. No.	AGM held on	Special Resolution passed
1.	15 <sup>th</sup> September, 2023	N.A.
2.	9 <sup>th</sup> September, 2022	1. Re-appointment of Mr. Vikas Ladia (DIN: 00256289) as Managing Director and Chief Executive Officer ("Key Managerial Personnel") 2. Re-appointment of Mr. Anubhav Ladia (DIN:00168312) as Whole Time Director ("Key Managerial Personnel") 1. 3. To sell, transfer and / or dispose of the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future
3.	25 <sup>th</sup> September, 2021	1. Revision in condition of Re-appointment of Mr. Vikas Ladia (DIN : 00256289), Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company



c. Extraordinary General Meeting: -

On Wednesday, 31st January 2024 at 11:00 AM Extraordinary General Meeting was held during the year with following agendas: -

1. Increase in authorised capital and alteration of capital clause of memorandum of association.
2. To issue upto 74,50,000 equity shares on preferential issue basis for consideration at cash.
3. To issue upto 68,60,000 equity shares on preferential issue basis against conversion of existing unsecured loan of the promoter group.

## 7.2 Postal Ballot

During the year the Company, none of the business proposed to be transacted in the ensuing AGM requires passing through postal ballot.

## 8. Means of Communication

**(a) Quarterly Results:-** The Company's quarterly, half yearly and yearly results as per the format prescribed under Listing Regulations were duly sent to the Stock Exchange, where the shares are listed and were also made available on company's website at [www.srsl.in](http://www.srsl.in).

**(b) Newspaper wherein results were published:-** As stipulated under Regulation 47 of the Listing Regulations, the quarterly results were published in one English National Newspaper and one Hindi Newspaper within 48 hours of the conclusion of the Board meeting in which the results were approved. During the year, notice and financial results (Audited / Unaudited) were published in Financial Express and Business Remedies within the prescribed time.

**(c) Website:-** The Company's website [www.srsl.in](http://www.srsl.in) contains 2 separate sections viz. 'Corporate Governance' and 'Investor / Shareholder' where shareholders information are available. The Company's Annual Report is also made available in a user friendly and download-able form.

**(d) Annual Report:-** The Annual Report containing, inter alia, Board's Report, Audited Financial Statements, Auditor's Report and other important information is circulated to members and others entitled thereto. The *Management Discussions and Analysis Report* forms part as **Annexure-5** of the Annual Report. Annual Report is made available on the Company's website at [www.srsl.in](http://www.srsl.in) also.

**(e) News releases, presentations, among others:-** Official news releases and official media releases, if any, were sent to Stock Exchange and also made available on company's website at [www.srsl.in](http://www.srsl.in).

**(f) Designated Exclusive email-ID:-** The Company has designated the following email ids exclusively for investor servicing:-

**For queries on Annual Report: [cs@srsl.in](mailto:cs@srsl.in)**

**For queries in respect of shares in physical mode: [mas\\_serve@yahoo.com](mailto:mas_serve@yahoo.com)**

**Contact person for IEPF and Grievance Redressal: - Mr. Rahul Bolia, Nodal Officer** Company Secretary and Compliance Officer, Phone No.: -0294-2440334, E-mail: -[cs@srsl.in](mailto:cs@srsl.in)

## 9. General Shareholder Information:-

### a. Annual General Meeting-

Date : 30<sup>th</sup> September, 2024

Time : 02.00 P.M. IST

**b. Dividend Payment Date** : Not Applicable

**c. Name and Address of Stock Exchange**

: Equity shares of the company are listed at  
BSE Limited; Phiroze Jeejeebhoy Towers Dalal  
Street, Mumbai- 400001

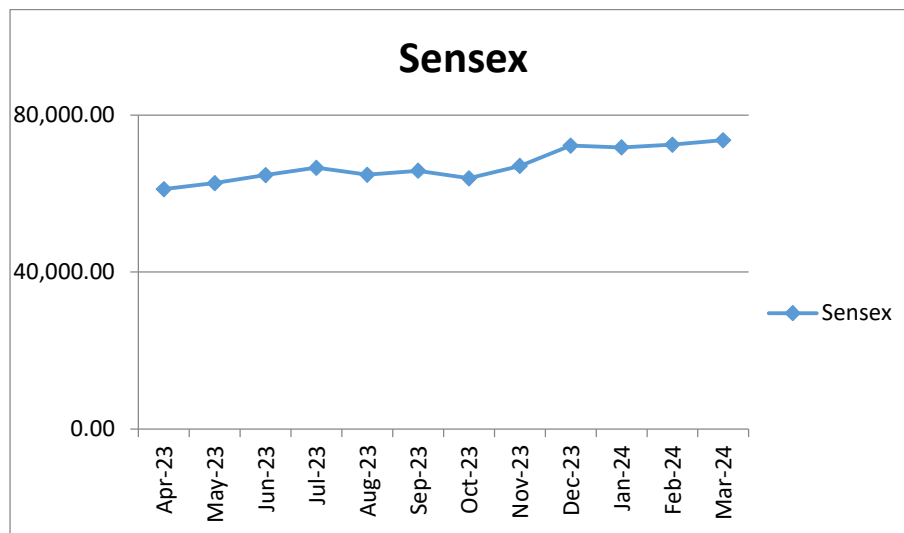
**d. Stock Code**

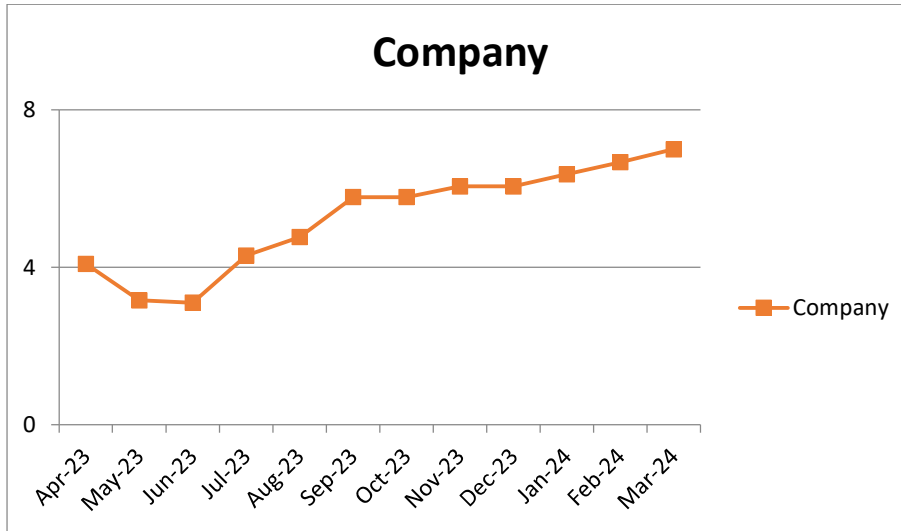
:503837 with BSE Limited

**e. Market price data and Performance in comparison to broad based indices:**

Month	Shree Rajasthan Syntex Ltd.			BSE Sensex		
	High (Rs.)	Low (Rs.)	Avg High-Low (Rs.)	High (Rs.)	Low (Rs.)	Avg High-Low (Rs.)
April, 2023	4.51	3.67	4.09	61,209.46	58,793.08	60001.27
May, 2023	3.89	3.11	3.50	63,036.12	61,002.17	62,019.15
June, 2023	3.43	2.99	3.21	64,768.58	62,359.14	63,563.86
July, 2023	4.41	3.10	3.76	67,619.17	64,836.16	66,227.67
August, 2023	4.77	4.09	4.43	66,658.12	64,723.63	65,690.88
September, 2023	5.78	4.90	5.34	67,927.23	64,818.37	66,372.8
October, 2023	5.78	5.78	5.78	66,592.16	63,092.98	64,842.57
November, 2023	6.06	5.78	5.92	67,069.89	63,550.46	65,310.18
December, 2023	6.06	6.06	6.06	72,484.34	67,149.07	69,816.71
January, 2024	6.36	6.06	6.21	73,427.59	70,001.60	71,714.60
February, 2024	6.67	6.36	6.52	73,413.93	70,809.84	72,111.89
March, 2024	7.00	6.67	6.84	74,245.17	71,674.42	72,959.80

**PERFORMANCE IN COMPARISION TO BROAD BASED INDICES**





**f. Registrar to an issue and share transfer agents :** M/s. MAS Services Limited,  
T-34, 2<sup>nd</sup> Floor, Okhla Industrial Area,  
Phase- II, New Delhi - 110 020,  
Phone: 26387281/82/83  
Fax: 26387384  
mail: [info@masserv.com](mailto:info@masserv.com)  
website: [www.masserv.com](http://www.masserv.com)

**g. Share Transfer System**

The Board has delegated the authority for approving transfer, transmission, dematerialisation shares etc. to Company’s Registrar and Share Transfer Agents (“RTA”). A summary of transactions is placed at each Board Meeting. The Company obtains an annual certificate from Practising Company Secretaries as per the requirement of Regulation 40(9) of Listing Regulations and the same is filed with the Stock Exchanges.

In terms of amended Regulation 40 of Listing Regulations w.e.f. 1<sup>st</sup>April, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from 24<sup>th</sup> January, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/splitting/consolidation of securities, transmission/ transposition of securities. Vide its Circular dated 25<sup>th</sup> January, 2022, SEBI has clarified that listed entities/RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

Members can contact the Company Secretary or Mas Services Limited, Company’s Registrar and Share Transfer Agents (“RTA”) (Tel. No. 011 26387281/82/83) for assistance in this regard.

**h. Distribution of Shareholding**

**Shareholding pattern by size:**

Shareholding of Nominal value (Rs.)	No. of shareholders	Shareholders (%)	Total No. of shares	% of share holding
1 - 5,000	6544	87.393	909275	6.636

5,001 - 10,000	416	5.556	326156	2.38
10,001 - 20,000	199	2.658	295067	2.153
20,001 - 30,000	77	1.028	1916990	1.399
30,001 - 40,000	62	0.828	218591	1.595
40,001 - 50,000	31	0.414	143601	1.048
50,001 - 1,00,000	60	0.801	444367	3.243
1,00,001 & above	99	1.322	11173545	81.545
<b>Total</b>	<b>7488</b>	<b>100.00</b>	<b>13702301</b>	<b>100</b>

**Shareholding pattern by ownership :**

Shareholders	No. of shares held	% of total shares held
Promoter and Promoter group	64,95,211	47.40
Foreign Institutional Investors	100	0.00
Mutual Funds /UTI	2,984	0.02
Banks	50	0.00
Corporate Bodies	8,87,674	6.48
Non -Resident Indian / OCB's	1,35,668	0.99
Public	55,68,639	40.64
Trust	1,67,067	1.22
IEPF	4,35,975	3.18
Clearing Member	8,833	0.06
Others	100	0.00
<b>Total</b>	<b>1,37,02,301</b>	<b>100.00</b>

**Shareholding Pattern Category wise :**

Category	Number of shareholders	Shareholders (%)	Number of shares held	Shareholding (%)
Electronic	4141	54.02	12823648	93.59
Physical	3524	45.98	878653	6.41
<b>Total</b>	<b>7665</b>	<b>100.00</b>	<b>1,37,02,301</b>	<b>100.00</b>

Note: 45 holders are common in demat and physical

**i. Dematerialization of Shares and Liquidity:** As on 31<sup>st</sup> March, 2024, 93.59% of the Company's equity shares have been dematerialized. The Company has entered into an agreement with both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) whereby shareholders have the option to dematerialize their shares with the Depositories.

International Securities Identification Number (ISIN) of the Company is INE796C01011.

**j. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity:** NIL

**k. Disclosures of commodity price risks or foreign exchange risk and commodity hedging activities:** The Company is an exporter and has natural hedging for its foreign currency exposures. However, there was no export during the FY 2023-24.

**l. Plant Locations**

- i) Shree Rajasthan Syntex Ltd., Village - Udaipura, Simalwara Road, Dungarpur - 314 001 (Raj.)
- ii) Shree Rajasthan Polycot (A Div. of Shree Rajasthan Syntex Ltd.), Simalwara Road Dungarpur-314001 (Raj.)
- iii) Shree Rajasthan Texchem (A Div. of Shree Rajasthan Syntex Ltd.), Village - Patapura, Simalwara Road Dungarpur - 314 001 (Raj.)

**m. Address for correspondence**

27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur-313001 (Raj.)

**n. Credit Ratings**

Since the Company can no longer accept deposits, the requirement of credit rating has been withdrawn.

**10. Other Disclosures**

**a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of Company at large.**

None of the RPT have potential conflict with the interests of Company at large. Further, the details of Related Party Transactions are provided in form AOC-2 attached under the head of Board's Report as **Annexure-2**. The Company formulated a policy on Related Party Transactions (RPTs) in accordance with the Act and the SEBI Listing Regulations including any amendments thereto for identifying, reviewing, approving and monitoring of RPTs. The said policy has been revised in line with the amendment in SEBI Listing Regulations and the same is available on the Company's website URL: [srsi.in/documents/Signed RPT Policy.pdf](https://srsi.in/documents/Signed_RPT_Policy.pdf)

**b) Details of non-compliance by the Company, penalties and strictures imposed on the company by Stock Exchange(s) or the SEBI, or any statutory authority, on any matter related to capital markets, during last three years.**

**The company has complied with all the laws**

**c) Whistle Blower Policy / Vigil Mechanism**

Pursuant to Section 177 (9) and (10) of the Act and as per Listing Regulations, the Vigil Mechanism / Whistle Blower Policy was formulated to provide an opportunity to employees and an avenue to raise concerns about the unethical behavior actual or suspected fraud or violation of the Company's code or ethics policy and to access in good faith the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in the Company, to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse action against those employees.

The Vigil Mechanism / Whistle Blower Policy and any matters arising towards such policy shall be overseen by the Audit Committee on the basis of the following details;

- a) Internal Policy and Protection under Policy

- b) Safeguards against Harassment or Victimization
- c) False Allegation and Legitimate Employment Action
- d) Disclosure to the Head of Department/Audit Committee
- e) Accountability - Head of Department/ Managing Director/Audit Committee
- f) Procedure of vigil mechanism

The Whistle Blower Policy of the Company is also available on the website of the Company at the link <http://www.srsl.in/documents/WHISTLE-BLOWER-POLICY.pdf>

During the year, no whistle blower event was reported and mechanism is functioning well. Further, no personnel has been denied access to the Audit Committee.

**d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Listing Regulations**

The Company complies with all the requirements of the Listing Regulations. Our Company has complied with the mandatory requirements and has ensured the implementation of non-mandatory items such as:-

- Unmodified audit opinions / reporting
- Internal auditor reports directly to audit committee

**e) Total fees for all services paid by the company to the Statutory Auditor and all the entities in the network firm/network entity of which statutory auditor is a part.**

The details of total fees for all the services paid by the company to the Statutory Auditor are provided in Notes to the Financial Statements. Please refer note 38 to the Financial Statement.

**f) PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Company has constituted Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for reporting and conducting inquiry into the complaints made by the victim on the harassment at the work place.

The following is a summary of Sexual Harassment Complaints received and disposed off during the financial year 2023-24: -

- a. Number of Complaints pending at the beginning of the year : **NIL**
- b. Number of Complaints received during the year : **NIL**
- c. Number of Complaints disposed off during the year : **NA**
- d. Number of Complaints pending at the end of the year : **NIL**

**11. Declarations**

**1. A certificate from M/s. Himanshu SK Gupta & Associates, Company Secretaries, Ahmedabad stating that none of the directors on the board of the company have been debarred from being appointed or continue as directors of the Companies by SEBI / Ministry of Corporate Affairs or any such statutory authority forms part of report on Corporate Governance.**

**2. Compliance Certificate taken from M/s. Himanshu SK Gupta & Associates, Company Secretary, Ahmedabad, regarding compliance of conditions of Corporate Governance forms part of report on Corporate Governance.**

**3. Certificate taken from Mr. Vikas Ladia, Chief Executive Officer and Mr. Anubhav Ladia, Chief Financial Officer as specified in Part B of Schedule II as per Regulation 17(8) forms part of report on Corporate Governance.**

**4. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:** During the FY 2023-24, the Company has complied with all the requirements in this regard, to the extent applicable.

**5. The Company is in compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations** during the FY 2023-24.

**Declaration affirming compliance with Code Of Conduct**

I hereby confirm and declare that all the Board members, Key Managerial Personnel and Senior Management Personnel have individually affirmed compliance with the Code of Conduct adopted by the Company for the financial year ended 31<sup>st</sup> March, 2024.

**Place : Udaipur**  
**Date : 06<sup>th</sup> September, 2024**

**Sd/-**  
**Vikas Ladia**  
**(Chief Executive Officer)**  
**DIN : (00256289)**

**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,  
Shree Rajasthan Syntex Ltd.  
27-A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur - 313001 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shree Rajasthan Syntex Ltd.** having CIN: **L24302RJ1979PLC001948** and having registered office at **27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001 (Rajasthan)** (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

<b>Sr.No.</b>	<b>Name of the Director</b>	<b>DIN</b>
1.	Mr. Narendra Nath Agrawala (Retired w.e.f 31 <sup>st</sup> March 2024)	00168211
2.	Mr. Rajiv Sharma (Appointed w.e.f 01 <sup>st</sup> April 2024)	01342224
3.	Mr. Anubhav Ladia	00168312
4.	Mr. Vikas Ladia	00256289
5.	Mr. Sandeep Kumar Jain	01116047
6.	Mrs. Manju Datta	09010395

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

**Place:** Ahmedabad  
**Date:** September 01<sup>st</sup>, 2024

**For, Himanshu SK Gupta & Associates**  
**Company Secretaries**

**Sd/-**  
**Himanshu SK Gupta**  
**Proprietor**  
**FCS No.: 12183**  
**C.P. No.: 22596**  
**Peer Review No.: 1943/2022**  
**UDIN F012183F001096761**



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

To the Members of  
Shree Rajasthan Syntex Ltd.

1. The Corporate Governance Report prepared by Shree Rajasthan Syntex Ltd. ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2024. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

**Management's Responsibility**

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

**Auditor's Responsibility**

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
6. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
7. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**Opinion**

8. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations (except as mentioned in the report), as applicable for the year ended March 31, 2024, referred to in paragraph 1 above.

**Other Matters**

9. This Report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. A petition has been filed against company under section 7 of the Insolvency and Bankruptcy Code, 2016 (IBC) by Bank of Baroda alleging default in the payment of their Bank Loans. Consequently, company has initiated the process for seeking the approval of shareholders for filing of an application to National Company Law Tribunal (NCLT) under Pre-Packaged Insolvency Resolution Process under section 54A and other applicable provision read with Section 10 of the IBC.
11. Vide the order of Hon'ble NCLT, Jaipur bench on dated 22<sup>nd</sup> August 2023 the Pre-Packaged Insolvency Resolution Process of the company duly completed. Furthermore, the payment schedule as per the order of Pre-Packaged Insolvency Resolution Process was also complied with by the company by February 2024 and is now complete.

However, one of the secured financial creditors (Bank of Baroda) has filed an appeal before the honorable National Company Law Appellate Tribunal (NCLAT), New Delhi praying for reversal of the PPIRP NCLT Order.

#### **Restriction on Use**

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

**Place:** Ahmedabad  
**Date:** September 01<sup>st</sup>, 2024

**For, Himanshu SK Gupta & Associates**  
**Company Secretaries**

**Sd/-**  
**Himanshu SK Gupta**  
**Proprietor**  
**FCS No.: 12183**  
**C.P. No.: 22596**  
**Peer Review No.: 1943/2022**  
**UDIN F012183F001096794**

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE  
COMPANY**

***(Pursuant to Regulation 17(8) and Schedule II Part B of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

I, Mr. Vikas Ladia, Chief Executive Officer & Managing Director, and Mr. Anubhav Ladia Chief Financial Officer of the company and member of Audit Committee of Shree Rajasthan Syntex Ltd., do hereby "Certified that"

A. We have reviewed financial statements and the cash flow statement for the financial year 2023-24 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

(2) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2023-24 which are fraudulent, illegal or in violation of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

- (1) significant changes in internal control over financial reporting during the year 2023-24
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

(e) We affirm that we have not denied any personal access to the Audit Committee of the Company (in respect of matters involving alleged misconduct, if any.)

(f) We further declare that all Board Members and senior management have affirmed compliance with the code of conduct for the current year.

**FOR SHREE RAJASTHAN SYNTEX LTD.**

**Sd/-**

**ANUBHAV LADIA  
(CHIEF FINANCIAL OFFICER)**

**Sd/-**

**VIKAS LADIA  
(CHIEF EXECUTIVE OFFICER)**

**Date: 06<sup>th</sup> September, 2023  
Place: Udaipur**

# Independent Auditors' Report

**To The Members of  
Shree Rajasthan Syntex Limited**

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

### **Opinion**

We have audited the financial statements of **Shree Rajasthan Syntex Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 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 then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, its loss including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

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

### **Material Uncertainty Related to Going Concern**

We draw attention to Note no. 41 to the financial statement regarding the preparation of the financial statements on a going concern basis. The Company has accumulated losses as on March 31, 2024, its current liabilities are substantially higher than current assets. The Company completed the Pre Packaged Insolvency Resolution Process on February 08, 2024. In view of the management's expectation of an availability of funds from investors, the Statements have been prepared on going concern basis.

Our conclusion is not modified in respect of this matter.

### **Emphasis of matter**

We draw attention to the following matters: -

a) As stated in Note No. 41 to the financial statements, the company has already implemented the NCLT order in the books of accounts, but one of the secured financial creditors (Bank of Baroda) has filed an appeal before the honourable National Company Law Appellate Tribunal (NCLAT), New Delhi praying for reversal of the PPIRP NCLT Order. The company expects a favourable outcome in this regard.

Our conclusion is not modified in respect of the above matter.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. These matters were addressed

in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the “Material Uncertainty Related to Going Concern” section we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key audit matters	How our audit addressed the key audit matter
<b>Litigation, claims and other contingencies (as described in note 40 of the financial statements)</b>	
<p>As indicated in Note 40, the Company is involved in various litigations and claims.</p> <p>This risk of litigations and claims would have a significant financial impact if the potential exposures were to materialize.</p> <p>The amounts of claims may be significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgement.</p> <p>This matter has been determined to be a key matter, since the aforementioned cases requires significant judgements by management, including that obtained from its legal advisors.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an understanding of identification process relating to litigations and claims and contingent liabilities and evaluated the design and tested the operating effectiveness of controls in respect of process</li> <li>• Assessed the progress of all significant contingencies, consideration of any evidence of legal disputes.</li> <li>• Evaluated management’s assessment of the likely outcome and potential exposures arising from significant contingencies subject to ongoing court and arbitration proceedings and considered the requirements for any provision.</li> <li>• Inquired with both legal and finance personnel in respect of ongoing litigations or claims proceedings, inspected relevant correspondence and requested a confirmation letter from the Company’s in-house legal counsel. Also, obtained legal confirmation letters on sample basis from external legal counsels.</li> </ul> <p>Based on the above procedures, we found that the Management’s assessment to be reasonable.</p>

We have determined that there are no other key audit matters to communicate in our report.

**Information Other than the Financial Statements and Auditor’s report thereon**

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Company’s annual report, but does not include the financial statements and our auditors’ report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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 Responsibilities for the 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 financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to

the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of 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 financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act;
  - f. The going concern matter described in the "Material Uncertainty Related to Going Concern" Section above, in our opinion, may have an adverse effect on the functioning of the Company.
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the act, as amended. In our opinion, the managerial remuneration for the year ended March 31, 2024 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - i. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 40 to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There 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. No dividend has been declared or paid during the year by the Company.
- vi. Based on our examination 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 operated throughout the period for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of an audit trail feature being tampered with. As proviso to Rule 3(1) of the Company (Accounts) Rule, 2014 is applicable from April 1, 2023, reporting under rule 11(g) of the companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31,2024

**For Doogar & Associates**  
Chartered Accountants  
Firm Registration No. 000561N

**Vardhman Doogar**  
Partner  
Membership No. 517347

**UDIN: 24517347BKALID7697**

**Date:** May 28,2024

**Place:** New Delhi

### **Annexure “A” 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 Shree Rajasthan Syntex Limited of even date)

### **Report on the matters specified in paragraph 3 of the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (“the Act”)**

- i. In respect of the 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. The Company has a program of physical verification of high value Property, Plant and Equipment and right-to-use assets to cover all the assets once every three year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain plants and machinery were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification. Other Plant and equipments were not verified during the year.
  - c. Title deeds of all immovable properties (other than properties where the documents are with lending banks as equitable mortgage for which we have not received any confirmation letter from the banks), 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 physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by the Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory and have been properly dealt with in the books of accounts.  
  
(b) The Company has not been sanctioned/renewed any fresh working capital limits during the year.
- iii. According to the information and explanations given to us,
  - (a) The Company has not made investments in, nor provided any guarantee or security or granted any loan and advances in nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties during the year.
  - (b) The terms and conditions of the grant of such loan in earlier years are, in our opinion, prima facie, not prejudicial to the Company’s interest.
  - (c) The company has not given any loans or advances during the financial year 2023-24 and no loans, previous or current are outstanding as at 31<sup>st</sup> March 2024.
  - (d) The overdue interest receivable of INR 78.75 lakhs has been written back by the company during the year 2023-24.
  - (e) The Company has not renewed or extended or fresh loan granted to settle the overdue of existing loan during the year.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year, hence reporting under clause 3(iii)(f) is not applicable.

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the Company has accepted and complied with provisions within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) for the deposits accepted in earlier year.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

vii. In respect of statutory dues:

(a) In our opinion the company has generally been regular in depositing the Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, value added tax, goods and service tax, cess and other statutory dues by the due dates with appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues, at the year end, for a period of more than six months from the date they become payable.

(b) Details of statutory dues referred to sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Sl. No.	Name of the Statute	Nature of the dues	Forum where dispute is pending	Period to which the amount relates (F.Y.)	Amount (Rs. In lakhs)	
					Gross	Deposited under protest
1	Rajasthan Stamp Act	Stamp Duty	Tax Board, Ajmer	2012-13	2.70	0.90
2	Rajasthan Tax into entry of goods into local area Act,1999	Entry tax and interest	High Court	2001-02 to 2005-06	252.32	252.32
3	Rajasthan Tax into entry of goods into local area Act,1999	Entry tax and interest	High Court	2006-07 to 2014-15	231.06	231.06
4	Central Excise Act 1994	Excise Duty and Custom Duty	Dy Commissioner / Asst. Commissioner	1997 & onwards	24.47	1.34
5	Central Excise Act 1994	Excise Duty and Custom Duty	Commissioner Appeals	1994-95 & 1995-96	6.10	-
6	Service Tax	Service Tax	Dy Commissioner / Asst. Commissioner	1998-99 to 1999-2000	20.84	10.88

7	Rajasthan Value Added Tax 2003	Value added tax with RIPS	High Court	2007-08 to 2015-16	923.74	72.54
8	Central Goods and Service Act, 2017	Penalty on E-Ways Bills	Commissioner Appeals	2020-21	0.52	0.52

viii. According to the information and explanation given to us and the records of the Company examined by us, there is no income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix.

(a) The company had outstanding borrowings and interest thereon amounting to INR 18142.75 Lakhs as at 31<sup>st</sup> March 2023. The company paid out a sum of INR 3180.81 Lakhs as per NCLT order *IA No. 451/JPR/2023* dated 22<sup>nd</sup> August 2023 under the Pre-Packaged Insolvency Resolution Process (PPIRP) as one time settlement (OTS). However, Bank of Baroda, one of the secured financial creditor has filed an appeal against the approved Resolution plan which is pending before the Hon. NCLAT, Delhi.

(b) According to the information and explanation given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) No term loans obtained during the years, hence reporting under clause 3(ix)(c) of the order not applicable.

(d) On the overall examination of the financial statements of the Company, no funds raised on the short term basis have been used for long-term purposes by the Company, Clause 3(ix) (d) is not applicable.

(e) There is no subsidiary of the Company. Accordingly, the reporting under Clause 3(ix)(e) of the Order are not applicable to the Company.

(f) There is no subsidiary, joint venture or associate of the company. Accordingly, the reporting under Clause 3(ix) (f) of the Order are not applicable to the Company.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under Clause 3(x)(a) of the Order are not applicable to the Company.

(b) According to the information and explanations given to us, the Company has made preferential allotment of shares amounting to INR 745 Lakhs during the year. The requirements of Section 42 and section 62 have been complied with and the funds raised have been utilized by the company for the purpose for which the funds were raised.

xi. (a) During the course of the examination of the books and records of the Company, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have been informed of any such case by the Management.

(b) No report under section 143(12) of the Act, in Form ADT-4 was not required to be filed. Accordingly, the reporting under Clause 3(xi)(b) of the Order are not applicable to the Company.

(c) According to the information and explanations given to us and as represented to us by the management, no whistle blower complaints have been received during the year and upto the date of this report by the Company.

xii. The Company is not a Nidhi Company. Accordingly, the reporting under Clause 3(xii) of the Order are not applicable.

- xiii. According to the information and explanation and records made available by the company, the Company has complied with the provision of Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 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. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, reporting under Clause 3(xv) of the Order are not applicable.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under Clause 3(xvi) of the Order are not applicable.
- (b) Based on the information and explanations provided by the management of the Company, there is no Core Investment Company as the part of the Group.
- xvii. The Company has not incurred any cash loss during the financial year covered by our audit and incurred cash losses of Rs. 2293.26 Lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. As referred to in 'Material uncertainty related to Going concern' paragraph in our main audit report and as per the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, there exists a material uncertainty that the Company may not be 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.
- xx. The company is not required to spend CSR Expenditure as required by section 135 of the Companies Act, 2013 as the company is incurring losses, hence reporting under paragraph 3(xiv) of the Order is not applicable.

**For Doogar & Associates**  
Chartered Accountants  
Firm Registration No. 000561N

**Vardhman Doogar**  
Partner  
Membership No. 517347

**UDIN: 24517347BKALID7697**

**Date:** 28 May.2024

**Place:** New Delhi

## **Annexure B to the Independent Auditors' Report**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Shree Rajasthan Syntex Limited of even date)

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

We have audited the internal financial controls over financial reporting of Shree Rajasthan Syntex Limited as of 31 March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the Guidance Note"). 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 (hereinafter referred to as "the Act").

#### **Auditor's Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls Over Financial Reporting with Reference to Financial Statements**

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

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

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

*For Doogar & Associates*  
Chartered Accountants  
Firm Registration No. 000561N

**Vardhman Doogar**  
Partner  
Membership No. 517347

**UDIN: 24517347BKALID7697**

**Date:** May 28, 2024  
**Place:** New Delhi

		(Rs. in Lakhs)	
	Note No.	As at March 31, 2024	As at March 31, 2023
<b>I. ASSETS</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	1,853.85	4,386.63
(b) Right of use asset	5	90.12	96.31
(c) Intangible assets	4	0.05	0.05
(d) Financial assets			
(i) Loans	6	-	46.98
(ii) Other financial assets	7	143.04	142.50
(e) Deferred tax assets (net)	8	217.43	434.30
(f) Other non-current assets	9	1,004.77	4,185.71
<b>Total non-current assets</b>		<b>3,309.26</b>	<b>9,292.48</b>
<b>Current Assets</b>			
(a) Inventories	10	80.87	109.94
(b) Financial Assets			
(i) Trade receivables	11	35.50	112.75
(ii) Cash and cash equivalents	12	88.83	8.19
(iii) Bank balances other than (ii) above	13	0.24	-
(iv) Loans	14	-	13.00
(v) Other financial assets	15	-	-
(c) Other current assets	16	95.05	294.50
(d) Current tax assets	17	31.44	61.20
<b>Total current assets</b>		<b>331.92</b>	<b>599.58</b>
Assets held for sale		<b>1,283.59</b>	-
<b>TOTAL ASSETS</b>		<b>4,924.77</b>	<b>9,892.06</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	18	2,801.23	1,370.23
(b) Other equity	19	(1,479.23)	(12,767.09)
<b>Total Equity</b>		<b>1,322.00</b>	<b>(11,396.86)</b>
<b>Liabilities</b>			
<b>Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	20	1,442.31	829.21
(ii) Lease Liability	21	56.94	65.70
(iii) Other financial liabilities	22	130.94	131.72
(b) Provisions	23	46.05	87.08
<b>Total Non-current liabilities</b>		<b>1,676.23</b>	<b>1,113.71</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	24	-	8,208.98
(ii) Trade payables	25		
- Due to micro enterprises and small enterprises		20.43	20.80
- Due to creditors other than micro enterprises and small enterprises		1,076.74	2,451.08
(iii) Lease Liability	26	41.09	36.14
(iv) Other financial liabilities	27	371.74	9,344.83
(b) Provisions	28	106.74	76.21
(d) Other current liabilities	29	309.78	37.17
<b>Total Current liabilities</b>		<b>1,926.53</b>	<b>20,175.21</b>
<b>Total Liabilities</b>		<b>3,602.76</b>	<b>21,288.92</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,924.77</b>	<b>9,892.06</b>
		-0.00	0.00

See accompanying notes to the financial statements

1 to 67

As per our report of even date

For Doogar & Associates  
Chartered Accountants  
Firm's registration No. 000561N

For and on behalf of the Board of Directors of  
Shree Rajasthan Syntex Limited

Vardhman Doogar  
Partner  
M. No 517347  
Place : New Delhi  
Dated: 28.05.2024

Vikas Ladia  
Managing Director & CEO  
DIN: 00256289

Anubhav Ladia  
Whole Time Director & CFO  
DIN: 00168312

Place : Udaipur  
Dated: 28.05.2024

Rahul Bolia  
Company Secretary & Compliance Officer  
M.No A62766



**Shree Rajasthan Syntex Limited**  
**Statement of Profit and Loss for the Year ended March 31, 2024**  
**CIN:- L24302RJ1979PLC001948**

		(Rs. in Lakhs)	
Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
I. Revenue from operations	30	2,528.69	5,163.53
II. Other income	31	1,206.05	113.75
<b>III Total Income (I+II)</b>		<b>3,734.75</b>	<b>5,277.28</b>
<b>IV Expenses :</b>			
Cost of material consumed	32	751.22	822.02
Purchases of stock-in-trade	33	276.65	1,002.60
Changes in inventories of finished goods, work-in-progress and stock-	34	3.03	60.00
Employee benefit expenses	35	777.39	1,070.43
Finance costs	36	168.03	2,129.38
Depreciation, amortisation & Impairment expenses	37	190.92	2,036.76
Other expenses	38	1,580.27	2,465.66
<b>Total expenses (IV)</b>		<b>3,747.51</b>	<b>9,586.85</b>
<b>V Profit/(Loss) before exceptional items and tax (III-IV)</b>		<b>(12.76)</b>	<b>(4,309.57)</b>
VI Exceptional items (gain)		11,228.44	(13.15)
<b>VII Profit/(Loss) before tax (V+VI)</b>		<b>11,215.67</b>	<b>(4,322.72)</b>
<b>VIII Tax expense:</b>			
Current tax		-	-
Deferred tax		-	-
Tax adjustment of earlier years		-	7.30
<b>Total tax expenses (VIII)</b>		<b>-</b>	<b>7.30</b>
<b>IX Profit for the year (VII-VIII)</b>		<b>11,215.67</b>	<b>(4,330.02)</b>
<b>X Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement gains/(loss) on defined benefit plans		72.19	(12.55)
Income tax expense relating to items that will not be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income (X)</b>		<b>72.19</b>	<b>(12.55)</b>
<b>XI Total Comprehensive Income for the year (IX+X)</b>		<b>11,287.86</b>	<b>(4,342.57)</b>
XII Earnings per equity share of Rs. 10 each	39		
- Basic		40.04	(31.60)
- Diluted		40.04	(31.60)

See accompanying notes to the financial statements 1 to 67

As per our report of even date

For **Doogar & Associates**  
Chartered Accountants  
Firm's registration No. 000561N

For and on behalf of the Board of Directors of  
**Shree Rajasthan Syntex Limited**

**Vardhman Doogar**  
Partner  
M. No 517347  
Place : New Delhi  
Dated: 28.05.2024

**Vikas Ladia**  
Managing Director & CEO  
DIN: 00256289

**Anubhav Ladia**  
Whole Time Director & CFO  
DIN: 00168312

Place: Udaipur  
Dated: 28.05.2024

**Rahul Bolia**  
Company Secretary & Compliance Officer  
M.No A62766

**Shree Rajasthan Syntex Limited**  
**Statement of Cash flows for the Year ended 31 th March, 2024**  
**CIN:- L24302RJ1979PLC001948**

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A. Cash flow from operating activities</b>		
Net profit before tax	11,215.67	-4,322.72
Adjustments for Depreciation	190.92	2,036.76
Sundry balances / Excess Liabilities written back (Net)	3,592.94	-12.15
Unrealised Foreign Exchange Fluctuation (Net) (Gain)/Loss		-
Allowances for expected credit loss	234.23	86.34
Dividend	17.16	
Bad Debts		-
Interest Expense	155.37	2,122.62
Loss/(Profit) on sale of fixed assets	151.39	-0.02
Interest Income	-8.93	-11.92
<b>Operating profit before working capital changes</b>	<b>15,548.75</b>	<b>-101.09</b>
4 Adjustments for:-		
Inventories	29.07	64.52
Trade Receivables	77.25	-6.60
Loans	59.98	-
Other financial assets	211.31	-17.03
Other non-financial assets	-161.88	138.51
Trade payables	-1,374.71	91.99
Other financial liabilities	-8,950.60	-113.04
Other non-financial liabilities	-4.59	-3.89
Non Current & Current Provisions	61.69	-7.60
<b>Cash generated from operations</b>	<b>5,496.29</b>	<b>45.77</b>
Income tax paid		29.87
<b>Net cash inflow/(outflow) from operating activities</b>	<b>5,496.29</b>	<b>75.64</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant & equipment	2,196.67	-0.96
Assets held for sale	-1,283.59	0.03
Investment in FD	-0.24	-
Sale proceeds of fixed assets	-	-
Sale proceeds of investments	-	-
Interest Received	8.93	11.92
<b>Net cash inflow / (outflow) from investing activities</b>	<b>921.76</b>	<b>10.99</b>
<b>C. Cash inflow/(outflow) from financing activities</b>		
Increase /(Decrease) in Long-Term Borrowings Including Interest	613.10	-75.66
Increase /(Decrease) in Short-Term Borrowings	-8,208.98	-0.45
Payment of lease liability	-	-22.96
Divident payment	-17.16	-
Interest Payment	-155.37	-
Increase in share capital issue	1,431.00	-
<b>Net cash inflow / (outflow) used in financing activities</b>	<b>-6,337.42</b>	<b>-99.07</b>
<b>Net changes in cash and cash equivalents</b>	<b>80.64</b>	<b>-12.44</b>
<b>Opening Cash and cash equivalents</b>	<b>8.19</b>	<b>20.63</b>
<b>Closing Cash and cash equivalents</b>	<b>89.83</b>	<b>8.19</b>

**Note:**

- (i) Statement of cash flows has been prepared using Indirect method in accordance with Ind AS-7  
(ii) Refer note no. 12 and 13 for components of cash and cash equivalents

See accompanying notes to the financial statements **1 to 67**

As per our report of even date attached

**For Doogar & Associates**  
Chartered Accountants  
Firm's registration No. 000561N

**For and on behalf of the Board of Directors of**  
**Shree Rajasthan Syntex Limited**

**Vardhman Doogar**  
Partner  
M. No 517347  
Place: New Delhi  
Dated: 28.05.2024

**Vikas Ladia**  
Managing Director & CEO  
DIN: 00256289

**Anubhav Ladia**  
Whole Time Director & CFO  
DIN: 00168312

Place: Udaipur  
Dated: 28.05.2024

**Rahul Bolia**  
Company Secretary & Compliance Officer  
M.No A62766

**Note – 1 – Company overview**

Shree Rajasthan Syntex Limited ("The Company") was incorporated on November 15, 1979. We at SRS� have served the Textile Raw Material chain for several years. This has been possible due to our fair and ethical business practices and contribution of all members of staff and workers of the company. Using best available manufacturing practices and technology from our machinery partners, we have always aimed at delivering "Efficient Solutions" to our customers.

**Note – 2 – Basis of preparation of financial statements**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost conversion on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendments rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The material accounting policies used in preparing the financial statements are set out in Note No. 2 of the Notes to the Financial Statements.

The preparation of the financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision effects only that period or in the period of the revision and future periods if the revision affects both current and future years.

The financial statements are presented in Indian Rupee ('INR') which is also the functional and presentation currency of the company.

**2.1 Summary of significant accounting policies**

**a. Revenue recognition**

Revenue is recognised at the fair value of the consideration received or receivable. The amount disclosed as revenue is inclusive of excise duty and net of returns, discounts and exclusive of Goods and Services Tax.

The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

**(i) Sales of goods**

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer and the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

The performance obligation in case of sales of goods is satisfied at a point in time i.e., Revenue from export sales is recognized on the basis of bill of landing while Domestic sales is recognized on the basis of ex-factory dispatch as may be specified in the contract.

**(ii) Rendering of Services**

Revenue from rendering of services is recognized over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional.

In case of discounts, rebates, credits, price incentives or similar terms, consideration are determined based on its most likely amount, which is assessed at each reporting period.

**b. Employee benefits**

**(i) Short term Employee Benefits**

Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

**(ii) Post Employment Benefits**

**(a) Defined Contribution Plans**

**Provident Fund**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

**(b) Defined benefit plans**

**Gratuity**

The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried at the year end using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- (a) The date of the plan amendment or curtailment, and
- (b) The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

**Compensated absences**

Benefits under the Company's leave encashment constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the year-end using the Projected Unit Credit Method. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

**c. Property, plant and equipment**

Property, plant and equipment are carried at cost of acquisition less accumulated depreciation. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and others non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Cotton Yarn Unit (Polycot Yarn Division) is stated at cost without availing CENVAT, and Thermal Power Plant is stated without availing Service CENVAT. All costs including financing costs till commencement of commercial production and adjustment arising from exchange rate variations relating to borrowings attributable to the Property, plant and equipment are capitalized.

Property, plant and equipment under construction are disclosed as capital work in progress.

**Recognition:**

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

(a) it is probable that future economic benefits associated with the item will flow to the entity; and

(b) the cost of the item can be measured reliably.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Gains or losses arising from de-recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**d. Intangible assets**

Intangible asset represents computer software acquired by the Company carried at cost of acquisition less amortisation. The cost of an item of intangible asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of the carrying value of another asset.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Intangibles recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the Intangibles.

**Shree Rajasthan Syntex Limited****Notes forming part of the financial statements for the year ended March 31, 2024****e. Depreciation and amortisation expenses**

Depreciation on Property, plant and equipment is provided on the straight-line method, as per useful life prescribed in Schedule II to the Companies Act, 2013. Further for amortisation of intangible assets useful life is 3 years to 5 years.

Pursuant to Companies Act, 2013 ('the Act') being effective from 1 April 2014, the Company has aligned the depreciation rates based on the useful lives as specified in Part 'C' of Schedule II to the Act.

Assets costing Rs.5000/- or less acquired on or after 1.7.1993 are fully depreciated.

The company provides for depreciation on following plant & machinery considering the same as continuous process plant.

(i) Filament Yarn Division, Spun Yarn Division and Cotton Yarn Division

(ii) Power Generation Equipments

Freehold land and leasehold land are not depreciated.

Depreciation on additions is provided on a pro-rata basis from the date of acquisition/installation. Depreciation on sale/deduction from fixed assets is provided for upto the date of sale/adjustment, as the case may be.

**f. Inventories**

Inventories are valued at the lower of cost and net realisable value. Cost of inventories includes all costs incurred in bringing the inventories to their present location and condition. Cost of inventories has been determined as under:

Raw Material	At Batch cost
Work in progress	a) Preparatory stage - at cost b) Yarn stage - at cost or net realisable value, whichever is lower
Finished Goods	At cost or net realizable value whichever is lower.
Traded stock	At Cost of purchase or net realizable value whichever is lower.
Stores and Spares	At First In First Out method.
Waste and scrap	At Net realisable value
Fuel	Monthly moving weighted average

**g. Borrowing costs**

Borrowing costs that are attributable to the acquisition of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**h. Leases**

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease

payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount.

The Company's lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

**i. Income taxes**

Income tax expense represents the sum of current and deferred tax (including MAT). Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet approach. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

**j. Earnings per share**

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could

have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value.

**k. Foreign Currency Transactions**

The functional currency of the company is Indian rupee. These financial statements are presented in Indian rupee.

In preparing the financial statements, transaction in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the Statement of profit & loss of the period.

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency is translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements is recognised in profit or loss in the period in which they arise. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

**l. Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**(i) Initial Recognition and measurement**

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss. Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

**(ii) Subsequent measurement**

**Financial assets carried at amortised cost**

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

**Financial assets at fair value through other comprehensive income (FVTOCI)**

A financial asset is subsequently measured at fair value through other comprehensive income if it 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.

**Financial assets at fair value through profit or loss (FVTPL)**

A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

**Financial liabilities**

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



**m. Cash and cash equivalents**

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

**n. Provisions and Contingencies**

A provision is recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources in respect of which a reliable estimate can be made. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised.

**o. Recent Accounting Pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

**2.2. Significant accounting judgements, estimates and assumptions**

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Judgements**

In the process of applying the company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

**a) Contingent Liabilities:**

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and constructive claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence and potential quantum of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events

**b) Estimates and Assumptions:**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the company.

**c) Taxes:**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**d) Defined benefit plans:**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation and other post-employment benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

Shree Rajasthan Syntex Limited  
Statement of changes in equity for the period ended March 31, 2024  
CIN:- L24302RJ1979PLC001948

A. Equity Share Capital

(Rs. in Lakhs)

Balance as at April 1, 2022	Movement during the year 2022-23	Balance as at March 31, 2023	Movement during the year 2023-24	Balance as at March 31, 2024
1,370.23	-	1,370.23	1,431.00	2,801.23

B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	General Reserve	Capital Redemption Reserve	Share Premium	Securities Premium	Retained Earnings	Re-measurement of the net defined benefit plans	
<b>Balance as at 1st April, 2022</b>	177.12	500.00	1,998.42	718.82	(12,064.25)	245.38	<b>(8,424.51)</b>
Loss for the year	-	-	-	-	(4,330.02)	-	<b>(4,330.02)</b>
Other comprehensive income (loss) for the year (net of income tax)	-	-	-	-	-	(12.55)	<b>(12.55)</b>
<b>Balance as at March 31, 2023</b>	<b>177.12</b>	<b>500.00</b>	<b>1,998.42</b>	<b>718.82</b>	<b>(16,394.27)</b>	<b>232.83</b>	<b>(12,767.09)</b>
Loss for the year	-	-	-	-	11,215.67	-	<b>11,215.67</b>
Other comprehensive income (loss) for the year (net of income tax)	-	-	-	-	-	72.19	<b>72.19</b>
<b>Balance as at March 31, 2024</b>	<b>177.12</b>	<b>500.00</b>	<b>1,998.42</b>	<b>718.82</b>	<b>(5,178.60)</b>	<b>305.02</b>	<b>(1,479.23)</b>

See accompanying notes to the financial statements

1 to 67

As per our report of even date

For **Doogar & Associates**  
Chartered Accountants  
Firm's registration No. 000561N

For and on behalf of the Board of Directors of  
**Shree Rajasthan Syntex Limited**

**Vardhman Doogar**  
Partner  
M. No 517347

**Vikas Ladia**  
Managing Director & CEO  
DIN: 00256289

**Anubhav Ladia**  
Whole Time Director & CFO  
DIN: 00168312

Place : Delhi  
Dated: 28.05.2024

Place : Udaipur  
Dated: 28.05.2024

**Rahul Bolia**  
Company Secretary & Compliance Officer  
M.No A62766

3 Property, plant and equipment

(Rs. in Lakhs)

Particulars	Leasehold Land	Freehold Land	Building	Tube Well	Plant and Machinery	Electric Installation	Water Supply Installations	Material Handling Equipment	Air Conditioner	Furniture and Fixtures	Office Equipment	Vehicles	Total
<b>Gross carrying amount</b>													
As at April 1, 2021	13.76	3.29	2,551.84	9.69	17,328.64	1,008.94	94.78	25.65	19.92	175.42	95.69	70.95	21,398.58
Additions	-	-	-	-	-	-	-	-	-	0.11	1.43	-	1.54
Disposal/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	13.76	3.29	2,551.84	9.69	17,328.64	1,008.94	94.78	25.65	19.92	175.53	97.12	70.95	21,400.12
Additions	-	-	-	-	-	-	0.07	-	-	0.06	0.83	-	0.96
Disposal/Adjustments /EMP	-	-	-	-	-	-	-	-	-	-	0.16	-	0.16
As at March 31, 2023	13.76	3.29	2,551.84	9.69	17,328.64	1,008.94	94.85	25.65	19.92	175.59	97.79	70.95	21,400.92
Additions	-	-	-	-	9.19	-	-	-	-	-	-	-	9.19
Disposal/Adjustments /EMP	-	-	80.46	5.79	5,932.57	253.94	-	-	8.80	38.04	31.59	0.90	6,352.09
As at March 31, 2024	13.76	3.29	2,471.38	3.90	11,405.26	755.00	94.85	25.65	11.12	137.55	66.20	70.05	15,058.02
<b>Accumulated Depreciation</b>													
As at April 1, 2021	-	-	1,335.34	8.86	12,018.60	822.15	47.13	20.52	17.82	156.69	89.83	59.61	14,576.55
Depreciation for the year	-	-	64.61	0.18	334.62	10.60	3.47	0.37	0.52	2.41	1.25	1.79	419.82
Disposal/reversal	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	1,399.95	9.04	12,353.22	832.75	50.60	20.89	18.34	159.10	91.08	61.40	14,996.37
Depreciation for the year	-	-	64.00	0.11	333.30	9.93	3.41	0.33	0.46	2.29	0.60	1.48	415.91
Disposal/reversal	-	-	-	-	-	-	-	-	-	-	0.15	-	0.15
As at March 31, 2023	-	-	1,463.95	9.15	12,686.52	842.68	54.01	21.22	18.80	161.39	91.53	62.88	15,412.13
Depreciation for the year	-	-	51.27	0.06	90.53	4.94	1.36	0.40	0.07	1.38	0.23	0.67	150.91
Disposal/reversal	-	-	34.90	5.44	3,285.58	241.17	-	-	8.39	36.11	30.00	0.86	3,642.45
As at March 31, 2024	-	-	1,480.32	3.77	9,491.47	606.45	55.37	21.62	10.48	126.66	61.76	62.69	11,920.59
<b>Impairment</b>													
As at March 31, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Deductions / Reversal	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment during the year	-	-	-	-	1,602.13	-	-	-	-	-	-	-	1,602.13
Deductions / Reversal	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	-	-	-	-	1,602.13	-	-	-	-	-	-	-	1,602.13
Impairment during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Deductions / Reversal	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Net Carrying amount</b>													
As at March 31, 2023	13.76	3.29	1,087.89	0.54	3,039.99	166.26	40.84	4.44	1.12	14.20	6.26	8.07	4,386.66
As at March 31, 2024	13.76	3.29	991.06	0.13	1,913.79	148.55	39.48	4.04	0.64	10.89	4.44	7.36	3,137.43

**Shree Rajasthan Syntex Limited**

Notes forming part of financial statements for the year ended March 31, 2024

**4 Intangible assets**

(Rs. in Lakhs)

Particulars	Computer Softwares
<b>Gross carrying amount</b>	
As at April 1, 2022	1.06
Additions	-
Disposal/Adjustments	-
<b>As at March 31, 2023</b>	<b>1.06</b>
Additions	-
Disposal/Adjustments	-
<b>As at March 31, 2024</b>	<b>1.06</b>
<b><u>Accumulated amortisation</u></b>	
As at April 1, 2022	0.83
Amortisation during the year	0.18
Disposal/Adjustments	-
<b>As at March 31, 2023</b>	<b>1.01</b>
Amortisation during the year	-
Disposal/Adjustments	-
<b>As at March 31, 2024</b>	<b>1.01</b>
<b><u>Net Carrying amount</u></b>	
As at March 31, 2023	0.05
As at March 31, 2024	0.05

Shree Rajasthan Syntex Limited  
Notes forming part of financial statements for the year ended March 31, 2024

5 Right of use asset

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	96.31	46.04
Right of asset booked during the year	33.81	68.96
Less :- Amortisation during the year	-40.00	-18.69
<b>Closing Balance</b>	<b>90.12</b>	<b>96.31</b>

6 Loans

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assets at amortized cost</b> <b>Unsecured considered good</b>		
Loans & advances to related parties (SRS� Employees Welfare Trust )	-	46.98
<b>Total</b>	<b>-</b>	<b>46.98</b>

7 Other non-current financial assets

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assets at amortized cost</b> <b>Unsecured, considered good</b>		
Security deposits	143.04	142.50
<b>Total</b>	<b>143.04</b>	<b>142.50</b>

8 Deferred tax assets (net) #

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax assets	1,860.23	1,860.23
Deferred tax liability	(1,642.80)	(1,642.80)
MAT Credit entitlement	-	216.87
<b>Total</b>	<b>217.43</b>	<b>434.30</b>

# Refer note no.44

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**9 Other non-current assets**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non financial assets at amortized cost</b>		
<b>Unsecured, considered good</b>		
Prepaid expenses	-	-
Interest Subsidy Recoverable (TUFS)	290.28	293.91
Claims and exports incentives receivables	714.50	3,891.80
	<b>1,004.77</b>	<b>4,185.71</b>
<b>Unsecured considered doubtful</b>		
Claims and exports incentives receivables	10.29	268.19
Less: Allowances for expected credit loss	(10.29)	(268.19)
	-	-
<b>Total</b>	<b>1,004.77</b>	<b>4,185.71</b>

**10 Inventories**

(at cost or net reliable value, whichever is lower)

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Raw materials</b>		
- Man made fibre	16.72	20.06
- Fibre Stock in Deptt.	-	-
- Stock in transit	0.43	11.94
Work-in-progress	20.88	12.93
Job work stock	-	-
Finished Goods	16.37	27.97
Stock-in-trade	-	0.85
<b>Stores and spares</b>	131.28	139.56
- Stock in transit	0.50	3.41
<b>Others</b>		
- Waste & Scrap	2.75	1.29
	188.94	218.01
Less: Allowance for impairment loss for stores & spares	108.07	108.07
<b>Total</b>	<b>80.87</b>	<b>109.94</b>

**11 Trade receivables**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade receivables Considered good - unsecured	35.50	112.75
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - credit impaired	46.11	46.11
	<b>81.61</b>	<b>158.86</b>
Less: Allowance for impairment loss	46.11	46.11
<b>Total</b>	<b>35.50</b>	<b>112.75</b>

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**Trade receivables ageing schedule for the year ended as on March 31, 2024**

Particulars	Not Due	Less than 6 months	6 months to 1 year	1-2 years
<b>As at 31 March 2024</b>				
Undisputed trade receivable- considered good	31.80	-	-	0.02
Undisputed trade receivable -Credit impaired	-	-	-	-
Disputed trade receivables-Credit impaired	-	-	-	-
<b>Total</b>	<b>31.80</b>	<b>-</b>	<b>-</b>	<b>0.02</b>
Less: Allowance for credit loss	-	-	-	-
<b>Net</b>	<b>31.80</b>	<b>-</b>	<b>-</b>	<b>0.02</b>

**Trade receivables ageing schedule for the year ended as on March 31, 2023**

Particulars	Not Due	Less than 6 months	6 months to 1 year	1-2 years
<b>As at 31 March 2023</b>				
Undisputed trade receivable- considered good	102.61	8.17	0.06	1.67
Undisputed trade receivable -Credit impaired	-	-	-	-
Disputed trade receivables-Credit impaired	-	-	-	-
<b>Total</b>	<b>102.61</b>	<b>8.17</b>	<b>0.06</b>	<b>1.67</b>
Less: Allowance for credit loss	-	-	-	-
<b>Net</b>	<b>102.61</b>	<b>8.17</b>	<b>0.06</b>	<b>1.67</b>

**12 Cash & cash equivalents**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Cash on hand	1.69	6.73
Cheques, drafts on hand	-	0.27
Balances with banks		
- In current accounts	87.13	0.95
- In deposit accounts with maturity less than three months	-	0.24
<b>Total</b>	<b>88.83</b>	<b>8.19</b>

**13 Bank balances other than cash and cash equivalents**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Bank deposit (maturity above 3 and upto 12 months)	0.24	-
<b>Total</b>	<b>0.24</b>	<b>-</b>



Shree Rajasthan Syntex Limited  
Notes forming part of financial statements for the year ended March 31, 2024

14 Loans

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assets at amortized cost</b>		
<b>Unsecured considered good</b>		
Loans & advances to related parties (SRSL Employees Welfare Trust )	-	31.77
Less: Allowance for credit loss	-	18.77
<b>Total</b>	<b>-</b>	<b>13.00</b>

15 Other current financial assets

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial assets at amortized cost</b>		
<b>Unsecured considered good</b>		
Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

16 Other current assets

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Unsecured considered good</b>		
Advances to suppliers	48.32	68.49
Other advance recoverable in cash or kind	0.52	0.72
Balance with government authorities	-15.67	157.39
Others	61.87	67.90
<b>Total</b>	<b>95.05</b>	<b>294.50</b>

17 Current tax assets (net)

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance taxes including TDS receivable (net of provision for tax)	31.44	61.20
<b>Total</b>	<b>31.44</b>	<b>61.20</b>

18 Equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of shares	(Rs. in Lakhs)	No. of shares	(Rs. in Lakhs)
<b>Authorised</b>				
Equity shares of Rs. 10 each	2,85,00,000	2,850.00	2,60,00,000	2,600.00
Non convertible cumulative redeemable preference shares #	6,00,000	600.00	6,00,000	600.00
<b>Total</b>	<b>2,91,00,000</b>	<b>3,450.00</b>	<b>2,66,00,000</b>	<b>3,200.00</b>
<b>Issued, subscribed and fully paid up</b>				
Equity shares of Rs. 10 each *	2,80,12,301	2,801.23	1,37,02,301	1,370.23
<b>Total</b>	<b>2,80,12,301</b>	<b>2,801.23</b>	<b>1,37,02,301</b>	<b>1,370.23</b>

\* Out of above equity shares, 37,59,899 equity shares of Rs. 10/- each fully paid have been allotted to erstwhile share holders of the amalgamating Company M/s Shree Rajasthan Texchem Ltd., pursuant to the scheme of amalgamation as approved by the Hon'ble High Court of Rajasthan, Jodhpur without payment being received in cash.

# 1,70,000 non convertible cumulative redeemable preference shares of Rs. 100 each issued @ 11% are classified as financial liability (Refer Note 20)

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares		Number of shares	
Shares at the beginning of the year		1,37,02,301.00		1,37,02,301.00
Movement during the year		1,43,10,000.00		-
<b>Shares outstanding at the end of the year</b>		<b>2,80,12,301.00</b>		<b>1,37,02,301.00</b>

(b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of Rs 10/- each. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividends as and when declared by the Company. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amount in proportion to their shareholding.

(c) Detail of shareholders holding more than 5% shares of the aggregate shares in the Company

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	% holding	Number	% holding
<b>Equity shares of Rs. 10 each fully paid</b>				
SRSL Securities Ltd.	27,57,855	9.85	21,07,855	15.38
V.K. Ladia	6,04,365	2.16	8,87,868	6.48
Shree Shyam Distributors & Maktg. (P) Ltd.	16,41,924	5.86	8,01,924	5.85
V.K. Texchem Private Limited	69,84,871	24.94	7,44,871	5.44
Anish Kishore Modi	20,00,000	7.14		

(d) Shareholding of promoter(s) :-

S.No.	Shareholder's name	As at March 31,2024		As at March 31,2023		Change during the Year (%)
		No. of shares	% of total shares	No. of shares	% of total shares	
<b>A</b>	<b>Promoter</b>					
1	Vinod Kumar Ladia	8,87,868	3.17	8,87,868	6.48	-
<b>B</b>	<b>Promoter Group</b>					
1.	SRSL Securities Ltd.	27,57,855	9.85	21,07,855	15.38	-
2.	Shree Shyam Distributors and Marketing Private Limited	16,41,924	5.86	8,01,924	5.85	-
3.	Vikas Ladia	6,04,365	2.16	5,24,365	3.83	-
4.	Rajasthan State Industrial Development and Investment Corporation Limited	4,40,934	1.57	4,40,934	3.22	-
5.	Anubhav Ladia	2,91,882	1.04	2,91,882	2.13	-
6.	Vikas Ladia (HUF)	47,495	0.17	47,495	0.35	-
7.	Anubhav Ladia (HUF)	35,000	0.12	35,000	0.26	-
8	Vinod Kumar Ladia (HUF)	-	-	-	-	-
9	Puja Ladia	25,101	0.09	25,101	0.18	-
10	Pooja Toshniwal	25,982	0.09	25,982	0.19	-
11	Poonam Ladia	5,61,934	2.01	5,61,934	4.10	-
12.	VK Texchem Private Limited	69,84,871	24.94	7,44,871	5.44	-
	<b>Total A+B</b>	<b>1,43,05,211</b>	<b>51.07</b>	<b>64,95,211</b>	<b>47.41</b>	-

**Shree Rajasthan Syntex Limited**  
Notes forming part of financial statements for the year ended March 31, 2024

**19 Other equity**

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	General Reserve	Capital Redemption Reserve	Share Premium	Securities Premium	Retained Earnings	Re-measurement of the net defined benefit plans	
<b>Balance as at April 1, 2022</b>	177.12	500.00	1,998.42	718.82	(12,064.25)	245.38	<b>(8,424.51)</b>
Loss for the year	-	-	-	-	(4,330.02)	-	<b>(4,330.02)</b>
Other comprehensive income (expense) (net of tax)	-	-	-	-	-	(12.55)	<b>(12.55)</b>
<b>Balance as at March 31, 2023</b>	<b>177.12</b>	<b>500.00</b>	<b>1,998.42</b>	<b>718.82</b>	<b>(16,394.27)</b>	<b>232.83</b>	<b>(12,767.09)</b>
Loss for the year	-	-	-	-	11,215.67	-	<b>11,215.67</b>
Other comprehensive income (expense) (net of tax)	-	-	-	-	-	72.19	<b>72.19</b>
<b>Balance as at March 31, 2024</b>	<b>177.12</b>	<b>500.00</b>	<b>1,998.42</b>	<b>718.82</b>	<b>(5,178.60)</b>	<b>305.02</b>	<b>(1,479.23)</b>

Note :-

- (i) **General reserve**  
General Reserve represents the statutory reserve in accordance with Indian Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declare dividend. However, under Companies Act, 2013 transfer of any amount to General reserve is at the discretion of the Company.
- (ii) **Capital Redemption Reserve**  
Capital Redemption reserve is a statutory, non-distributable reserve created on account of redemption of debentures as per the provisions of Companies Act, 2013 which can be utilised for issue of bonus shares.
- (iii) **Share Premium**  
Share premium represents the amount received in excess of par value of securities. Section 52 of Companies Act, 2013 specify restriction and utilisation of share premium.
- (iv) **Securities Premium**  
Securities Premium represents reserve created at the time of amalgamation.
- (v) **Retained Earnings**  
Retained earnings represent the undistributed profits of the Company .
- (vi) **Other Comprehensive Income**  
Other comprehensive income represents the balance in equity for items to be accounted in other comprehensive income.

**Shree Rajasthan Syntex Limited**

Notes forming part of financial statements for the year ended March 31, 2024

**20 Non-current borrowings**

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>A. Term loans (Secured)</b>		
From banks	-	2,714.68
Less : Current maturities of long term debt	-	(2,714.68)
Less : Unamortised processing fee	-	-
	-	-
<b>B. Redeemable preference share capital</b>	289.35	272.19
	<b>289.35</b>	<b>272.19</b>
<b>C. Fixed Deposits (Unsecured)</b>		
- from related parties	-	302.89
	-	<b>302.89</b>
Less : Current maturities of long term debt	-	302.89
	-	-
<b>D. Inter Corporate Loan (Unsecured)</b>	<b>1,152.95</b>	<b>548.79</b>
	<b>1,152.95</b>	<b>548.79</b>
<b>E. Loan from Directors (Unsecured)</b>	-	<b>8.23</b>
	-	<b>8.23</b>
<b>Total</b>	<b>1,442.31</b>	<b>829.21</b>

**a) Details of Security for Term Loan**

Term Loans from IDBI Bank Ltd. (IDBI), State Bank of India (SBI), and Bank of Baroda (BOB) are secured by a joint equitable mortgage, by deposit of title deeds over the company's immovable assets and a charge by way of hypothecation of all movable assets (except Plant & Machinery exclusively charged in favour of BOB for Loan of Rs.1010.00 Lakhs (March 31, 2022 Rs. 1010.00 Lakhs) present and future subject to prior charges on specified movables created in favour of company's Bankers along with personal guarantee of two directors. The mortgage and charges created shall rank pari-passu inter-se amongst the financial Institution and Banks.

The Company has repaid all Secured Term Loans in line with the Resolution Plan approved vide Hon. NCLT, Jaipur Order dated 22.08.2023. BOB has filed an Appeal against the Order before the Hon. NCLAT, New Delhi. In case of decision in favour of the Company, the NOC and release of all Charges / guarantees shall be given / completed by the Secured Financial Lenders.

**b) Terms and conditions for preference shares**

1.7 Lakhs (March 31, 2022: 1.7 Lakhs) 11% non convertible cumulative redeemable preference shares of Rs. 100 each are redeemable at par on or before September 05, 2027.

**c) Maturity Profile of Unsecured Fixed Deposits are as set out below :**

Repayment Due in Financial Years	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
2023-2024	-	302.89
2024-2025	-	-
<b>Total</b>	-	<b>302.89</b>

**d) Maturity Profile of Unsecured Inter corporate Deposits are as set out below :**

Repayment Due in Financial Years	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
2023-2024	0.00	0.00
2024-2025	1,152.95	0.00
2025-2026	0.00	86.29
2026-2027	0.00	462.50
2027-2028	0.00	0.00
<b>Total</b>	<b>1,152.95</b>	<b>548.79</b>

**e) Maturity Profile of Unsecured loan from Directors are as set out below :**

Repayment Due in Financial Years	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
2023-2024	0.00	0.00
2024-2025	0.00	0.00
2025-2026	0.00	8.23
2026-2027	0.00	0.00
<b>Total</b>	-	<b>8.23</b>

f) Interest Rate on Unsecured loan within range from 6 % to 15%

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**21 Non Current Lease Liability**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Lease Liability #	56.94	65.70
<b>Total</b>	<b>56.94</b>	<b>65.70</b>

# Refer note no. 45

**22 Other non-current financial liabilities**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Non-current Financial liabilities at amortized cost</b>		
Deposits	130.94	131.72
<b>Total</b>	<b>130.94</b>	<b>131.72</b>

**23 Non-current provisions**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for employee benefits (refer note no.43)	46.05	87.08
<b>Total</b>	<b>46.05</b>	<b>87.08</b>

**24 Current borrowings**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Secured</b>		
Working capital loans from banks	-	5,494.30
Current maturities of long term loan	-	2,714.68
<b>Total</b>	<b>0.00</b>	<b>8,208.98</b>

**(a) Details of security for working capital loans**

Borrowings for Working Capital from State Bank of India, Bank of Baroda , State Bank of India (Erstwhile SBBJ) and IDBI Bank Ltd. are secured by hypothecation of raw materials, stock-in-process, stock-in-transit, finished goods, consumable stores and spares and book debts and are further secured by way of second charge on immovable assets of the Company ranking pari-passu inter-se amongst the Bankers and along with personal guarantee of two directors.

The Company has repaid all Working Capital Borrowings in line with the Resolution Plan approved vide Hon. NCLT, Jaipur Order dated 22.08.2023. BOB has filed an Appeal against the Order before the Hon. NCLAT, New Delhi. In case of decision in favour of the Company, the NOC and release of all Charges / guarantees shall be given / completed by the Secured Financial Lenders.

**25 Trade payables**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Trade payables</b>		
(i) Due to micro and small enterprises	20.43	20.80
(ii) Due to others	1,076.74	1,151.47
<b>Acceptances #</b>	<b>0.00</b>	<b>1,299.61</b>
<b>Total</b>	<b>1,097.17</b>	<b>2,471.88</b>

# Represents credit availed by the Company from banks for payment to suppliers for raw materials purchased by the Company.

**Trade payables ageing schedule for the year ended as on March 31, 2024**

Particulars	Less than 1 year	1-2 years	2-3 years
MSME	7.99	9.90	0.17
Others	179.90	331.86	38.86
Acceptances			
Disputed dues-MSME			
Disputed dues-Others			
<b>Total trade payables</b>	<b>187.88</b>	<b>341.75</b>	<b>39.02</b>

**Trade payables ageing schedule for the year ended as on March 31, 2023**

Particulars	Less than 1 year	1-2 years	2-3 years
MSME	18.05	0.33	0.04
Others	500.85	62.61	38.58
Acceptances	-	-	-
Disputed dues-MSME	-	-	-
Disputed dues-Others	-	-	-
<b>Total trade payables</b>	<b>518.90</b>	<b>62.94</b>	<b>38.62</b>

**26 Current Lease Liability**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Lease Liability #	41.09	36.14
<b>Total</b>	<b>41.09</b>	<b>36.14</b>

# Refer note no. 45

**27 Other current financial liabilities**

(Rs. in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Financial liabilities at amortized cost</b>		
(i) Current maturities of deposits from related parties	-	302.89
(ii) Interest accrued and due on borrowing	-	8,634.16
(iii) Employees related payables	304.11	245.31
(iv) Deposit & advances	5.61	5.13
(v) Interest accrued but not due on borrowing	62.02	157.34
<b>Total</b>	<b>371.74</b>	<b>9,344.83</b>

**28 Current provisions**

(Rs. in Lakhs)

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Provison for employee benefits (refer note no.43)	106.74	76.21
<b>Total</b>	<b>106.74</b>	<b>76.21</b>

**29 Other current liabilities**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>As at March 31, 2024</b>	<b>As at March 31, 2023</b>
Advances from customers	277.64	8.42
Statutory dues payable	27.04	18.87
Other liabilities	5.10	9.88
<b>Total</b>	<b>309.78</b>	<b>37.17</b>

Shree Rajasthan Syntex Limited  
Notes forming part of financial statements for the year ended March 31, 2024

30 Revenue from operations

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Sale of products</b>		
- Domestic	1,311.86	2,054.63
- Export	-	-
<b>Sale of services</b>		
- Job work	1,216.83	3,108.90
<b>Total revenue from operations</b>	<b>2,528.69</b>	<b>5,163.53</b>

31 Other income

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Interest income :-</b>		
- Interest recovered from customers	-	-
- Interest received on bank FDR's, loans & others	8.93	11.92
Sundry balances / excess liability written back	22.49	42.10
Rental income /lease rent Received	0.03	0.07
Miscellaneous Income	1,174.59	59.66
<b>Total other income</b>	<b>1,206.05</b>	<b>113.75</b>

32 Cost of material consumed

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Raw Material Consumption	683.47	708.96
Dyes & Chemical Consumption	-	-
Packing Material Consumption	67.75	113.06
<b>Total cost of material consumed</b>	<b>751.22</b>	<b>822.02</b>

33 Purchases of Stock-in-trade

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Yarn	276.65	984.83
Fibre/Others	-	17.77
<b>Total purchases of stock-in-trade</b>	<b>276.65</b>	<b>1,002.60</b>

34 Changes in inventories

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Inventories at the beginning of the year</b>		
Yarn	27.97	31.09
Work in process	-	34.38
Waste & Scrap	1.29	0.21
Fabrics	0.85	1.27
Job Work Stock	12.93	36.09
	<b>43.04</b>	<b>103.04</b>
<b>Inventories at the end of the year</b>		
Yarn	16.37	27.97
Work in process	20.88	12.93
Waste & Scrap	2.75	1.29
Fabrics	-	0.85



**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

Job work stock	-	-
	<b>40.01</b>	<b>43.04</b>
<b>Total changes in inventories</b>	<b>3.03</b>	<b>60.00</b>

**35 Employee benefit expenses**

(Rs. in Lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
Salaries & wages including bonus	607.95	1,026.14
Contribution to provident and other funds	164.11	37.01
Staff welfare expenses	5.34	7.28
<b>Total employee benefit expenses</b>	<b>777.39</b>	<b>1,070.43</b>

**36 Finance cost**

(Rs. in Lakhs)

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
<b>Interest expenses on :-</b>		
- term loans #	-	701.16
- other bank borrowings facilities	9.83	1,295.20
- other	138.21	110.10
Dividend on redeemable preference shares	17.16	16.15
<b>Other borrowing costs</b>		
- bank and finance charges	2.83	6.77
Loss on foreign currency transactions & translation	-	-
<b>Total finance cost</b>	<b>168.03</b>	<b>2,129.38</b>

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**37 Depreciation, Impairment and amortisation expenses**

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on tangible assets	150.92	415.94
Amortisation of intangible assets	-	-
Amortisation of right of use asset	40.00	18.69
Impairment Loss on Fixed Assets	-	1,602.13
<b>Total depreciation and amortisation expense</b>	<b>190.92</b>	<b>2,036.76</b>

**38 Other expenses**

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Manufacturing expenses:</b>		
Stores & spares	14.33	28.46
Packing expenses	4.84	11.16
Power & fuel	908.07	1,875.77
<b>Repairs &amp; maintenance on:</b>		
- Plant & machinery	67.02	167.95
- Building	12.46	16.44
- General	1.48	2.27
Sundry manufacturing expenses	33.69	62.96
<b>Administrative &amp; other expenses:</b>		
Directors sitting fees	2.80	1.89
Rent, rates & taxes	2.52	27.22
Travelling (including directors travelling)	17.77	20.47
Insurance charges	4.85	5.98
Vehicle upkeep	4.85	6.27
Office expenses	9.30	13.96
Legal & professional expenses	35.92	36.22
Fees & cess	11.38	6.02
Loss on sale of fixed assets	151.39	-
Allowances for expected credit loss	234.23	86.34
Sundry balances written off / claim settlement	3,615.43	29.95
Misc. expenses	47.97	53.21
<b>Auditors remuneration:</b>		
Audit fee	2.50	2.50
Tax audit fee	0.50	0.50
Other services	-	-
Audit expenses	0.44	0.86
<b>Internal audit fee &amp; expenses</b>	<b>0.25</b>	<b>0.25</b>
<b>Cost audit fee &amp; expenses</b>	<b>0.30</b>	<b>0.30</b>
<b>Selling expenses:</b>		
Commission & brokerage	-	-
Freight & forwarding (net of recoveries)	11.26	8.10
Others	0.13	0.61
<b>Total other expenses</b>	<b>5,195.70</b>	<b>2,465.66</b>
Less Exceptional Items ( Claim return back)	-3,615.43	-
<b>Net Other Expenses</b>	<b>1,580.27</b>	<b>2,465.66</b>

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**39 Earnings per share**

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit/(Loss) attributable to equity shareholders (Rs.) (A)	11,215.67	(4,330.02)
Weighted average number of outstanding equity shares (B)	2,80,12,301	1,37,02,301
Nominal value per equity share (Rs.)	10.00	10.00
Basic EPS (Rs. in Lakhs) (A/B)	40.04	(31.60)
Diluted EPS (Rs. in Lakhs) (A/B)	40.04	(31.60)

**40 Contingent liabilities and commitments**

**(i) Contingent liabilities**

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Guarantees issued by bank on behalf of the Company	Nil	Nil
b) Disputed demands under excise, customs & service tax	51.93	50.60
c) Claims against the company not acknowledged as debt	-	-

d)	The Company has received Assessment Orders from the Income Tax Department upto AY 2023-24. For previous years in specific matters, The department/ company has referred the cases to the Hon'ble High Court of Rajasthan, ITAT, CIT(A). The advance Income tax/ MAT paid by the Company shall be adjusted on the decision of the Hon'ble High Court of Rajasthan, ITAT, CIT(A). In view of carry forward losses no provision is required towards Income Tax.
e)	Assessment of Sales Tax has been completed upto 2017-18 (April to June 2017) . Assessing officer raised a demand of Rs. 22.02 Lakhs for 2016-17 and Rs. 7.47 Lakhs for 2017-18. Company has filed rectification application against the order. The Annual return of GST for the financial years 2017-18 to 2022-23 are filed, liabilities if any, arising thereon shall be accounted for in the year of assessment.
f)	In case of Disputed demands under excise, customs, service tax & GST Total Amount to Rs.51.93. out of which the company has deposited Rs.11.40 Lakhs (previous year Rs. 10.88 Lakhs) under protest.
	All Contingent Liabilities of the Company have been extinguished as per the Provisions of the Resolution plan approved by the Hon. NCLT, Jaipur vide order dated 22.08.2023 under the Pre Package Insolvency Resolution Process ( PPIRP ) and shall be governed accordingly before the various Courts. A Minority Secured Financial Creditor has filed an appeal against the approved Resolution Plan which is pending before the Hon. NCLAT, Delhi
	<b>Legal Cases</b>
g)	The company has challenged the ESI demand of Rs 23.81 Lakhs in High Court of Rajasthan as the provisions were not applicable at that time. Demand of Rs. 4.09 Lakhs (including ESI Rs. 2.90 lakhs towards damages for late payment) has been challenged in ESI court Udaipur. A sum of Rs.1.45 lakhs deposited under protest. The case has been covered under the Approved Resolution Plan by the Hon. NCLT, Jaipur vide Order dated 22.08.2023 and thus stands extinguished as per the Provisions of the Plan and shall be governed accordingly before the Courts.
h)	The Company suffered losses due to breaches/non-fulfillment of the terms and conditions of the Contract with M/s. Kirloskar Oil Engines Ltd. in respect of 2 Nos. DG set of 2.5 MW supplied by them. These losses have been partly recovered by the Company by encashment of Bank Guarantee taken under the Contract with the party. For balance recovery of Rs. 234.23 Lakhs suit against KOEL is filed. M/s Kirloskar Oil Engines Ltd has also filed a counter claim of Rs. 603.57 Lakhs for recovery of invoked bank guarantees including Rs.53.56 Lakhs as interest and Rs.50 Lakhs compensation. The case has been covered under the Approved Resolution Plan by the Hon. NCLT, Jaipur vide Order dated 22.08.2023 and thus stands extinguished as per the Provisions of the Plan and shall be governed accordingly before the Courts.

**Shree Rajasthan Syntex Limited**

**Notes forming part of financial statements for the year ended March 31, 2024**

i)	The Company has filed refund application of Rs 252.32 Lakhs (Previous Year Rs.252.32 Lakhs) paid as Entry Tax for the year 2001-02 to 2005-06. As per interim order while disposing of SLP by Hon'ble Supreme court of India Company has further deposited Rs. 231.06 Lakhs (Previous Year Rs.231.06 Lakhs) towards entry tax for the year 2006-07 to 2014-15. On 11th Nov 2016 Hon'ble Supreme court has decided SLP confirming that state can levy entry tax, however state cannot discriminate levy of entry tax. On the basis of legal opinion obtained Company has filed writ petition before Hon'ble High court of Rajasthan, Jodhpur on the basis of discrimination on 12th July 2017. The Company is contesting for a total sum of Rs. 483.38 Lakhs
j)	The company has claimed subsidy of Rs. 1237.84 Lakhs under Rajasthan Investment Promotion Scheme,2003( RIPS 2003).The claims not accepted by the Department in toto and disallowed claims of Rs. 646.03 Lakhs and also levied interest of Rs.266.80 lacs for the period from 2007-08 to 2017-18. The company has filed a writ before the Hon'ble Highcourt of Rajasthan for the same. A sum of Rs. 72.54 Lakhs deposited under protest while filling appeals of disallowances and interest demand. The case has been covered under the Approved Resolution Plan by the Hon. NCLT, Jaipur vide Order dated 22.08.2023 and thus stands extinguished as per the Provisions of the Plan and shall be governed accordingly before the Courts.
k)	As per legal opinion Urban Cess and Water Cess levied by State of Rajasthan is not leviable on the company being established at RIICO Industrial land. The Company has deposited a sum of Rs 1228.20 lakhs from financial year 2010-11 to 2019-20 towards urban Cess and Water Cess, which is being contested legally for recovery along with Interest. The company has filed SLP in Supreme Court for the recovery of entire amount. From the financial year 2018-19 the AVVNL has stopped charging Urban Cess.
l)	The company has filed a writ petition with Hon'ble High Court of Rajasthan towards the payment of cross subsidy surcharge to AVVNL for the period April 2014 to November 2016. The disputed amount paid so far is Rs. 223.52 Lakhs which is being contested for Refund along with Interest. Further, vide APTEL order dated 15.09.2022, the Company became eligible for additional Refund of Rs 398.95 lakhs for the period December 2016 to March 2018 for which the Refund has been filed.
m)	AVVNL has unilaterally charged 3% transformation losses amounting to Rs. 12.56 Lakhs on entire consumption instead of over and above of 5 MVA on pro-rata basis as per the earlier notification date 19.07.2004. Being aggrieved with the order, the Company has taken legal advise from the advocate and filed civil writ petition before the Hon'ble Rajasthan high Court
n)	As legally opined, the electricity duty levied by AVVNL on electricity supplied by Tata Power Trading Co. Ltd is unconstitutional and hence illegal and not leviable. The Company has filed writ petitions against this levy with Hon'ble High Court of Rajasthan . The Company disputes this levy and has deposited Rs 471.97 Lakhs under protest up to financial year 2017-18.
o)	The Rajasthan Electricity Regulatory Commissioner levied additional surcharge @ Rs. 0.80 per unit on open access purchases. The Company filed writ petition with Hon'ble High Court Rajasthan. The company has paid Rs.508.06 Lakhs under protest upto financial year 2017-18 and is contesting the matter in Court.
p)	The company has received demand notice from Electricity Inspection Department of Rs.18.32 Lakhs in Texchem division and Rs.3.97 Lakhs for Syntex Division . Being aggrieved with the order, company has filed writ petition before Hon'ble High court of Rajasthan, Jodhpur. Stay has been granted by Hon'ble High Court, Jodhpur in above matter on pre-condition to deposit advance amount of Rs. 12.50 Lakhs.The Company has deposited the amount under protest and matter is pending before Hon'ble High Court, Jodhpur. The case has been covered under the Approved Resolution Plan by the Hon. NCLT, Jaipur vide Order dated 22.08.2023 and thus stands extinguished as per the Provisions of the Plan and shall be governed accordingly before the Courts.
q)	The company has shown TUF Subsidy receivable for the period Oct.2012 to Mar.2017 Rs. 290.28 lacs in the books of accounts (Previous year Rs. 290.28 lacs) on Term loan of Rs. 1625 lacs from SBI. During financial year 2019-20 the Ministry of Textile has issued directions to hold Joint Inspection for verification of pending TUFs claims. Accordingly, a Joint Inspection team ( JIT ) was formed and the inspection was carried out on 12.12.2023 at the factory. The matter is pending for approval and release of TUFs Subsidy.
r)	The company has paid Rs. 18.70 Lakhs to M/s TUSCON ENGINEERS LTD. as per arbitration award given against the company. The company has filed an appeal with Hon'ble High Court of Rajasthan against the arbitration award.

**(ii) Commitments**

**(Rs. in Lakhs)**

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	Nil	Nil
(ii) Export commitments against import of capital goods and stores & spares under EPCG scheme (Duty saved amount)	Nil	Nil

**Shree Rajasthan Syntex Limited**

**Notes forming part of financial statements for the year ended March 31, 2024**

**41** The Company has accumulated loss of Rs. 14.79 crores (including Other Comprehensive Income) against paid up share capital of Rs. 28.01 crores as at 31 March, 2024 and its current liabilities exceed its current assets by Rs. 15.94 crores. The Company had filed for a Resolution Plan under Pre Package Insolvency Resolution Process ( PPIRP ) of IBC, 2016. Further, Bank of Baroda the financial creditors (member of consortium arrangement ) had also filed petition u/s 7 of IBC, 2016 before the National Company Law Tribunal (NCLT), Jaipur. The Hon. NCLT Jaipur admitted the Company's application and rejected the BOB Petition. The Resolution Plan was approved by the Hon. NCLT, Jaipur vide Order dated 22.08.2023. The same has been completed in February 2024 in line with the Resolution Plan. The minority Financial Lender i.e. BOB has filed an Appeal against the said Order before the Hon. NCLAT, New Delhi. The Company expects a favourable Order in the matter. Accordingly, the statements have been prepared on going concern basis.

**42 Disclosures required under Micro, Small and Medium Enterprises Development Act, 2006**

The 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. The amount of principal and interest outstanding during the year is given below: -

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Principal amount due outstanding	20.43	20.80
Interest due on (1) above and unpaid	2.95	2.95
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable	-	-

**43 Employee benefits**

**a) Defined contribution plans: -**

The Company has recognized following expense in respect of the defined contribution plans : -

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Contribution to provident fund	27.33	41.11
Contribution to employee state insurance	5.85	10.60
<b>Total</b>	<b>33.18</b>	<b>51.71</b>

**b) Defined benefit plans: -**

Below tables sets forth the changes in the projected benefit obligation and amounts recognised in the balance sheet as at March 31, 2024 and March 31, 2023 being the respective measurement dates: -

**(i) Movement in present value of obligations**

Particulars	(Rs. in Lakhs)	
	Gratuity (unfunded)	Leave encashment (unfunded)
<b>Present value of obligation as at April 1, 2022</b>	130.75	19.78
Current service cost	11.53	13.20
Interest cost	8.95	1.28
Benefits paid	(30.96)	(14.06)
Remeasurement- Actuarial loss/(gain) on obligation	12.56	(2.38)
<b>Present value of obligation as at March 31, 2023</b>	<b>132.83</b>	<b>17.82</b>
Current service cost	6.05	8.21
Interest cost	7.08	1.36
Benefits paid	(6.60)	(11.64)
Remeasurement- Actuarial loss/(gain) on obligation	(72.18)	(6.53)
<b>Present value of obligation as at March 31, 2024</b>	<b>67.18</b>	<b>9.22</b>

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**(ii) Expenses recognised in the Statement of profit & loss**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>Gratuity (unfunded)</b>	<b>Leave encashment (unfunded)</b>
Current service cost	11.53	13.21
Interest cost	8.76	1.28
Administrative Exp	0.04	-
Remeasurement - Actuarial loss/(gain)	-	-2.38
<b>For the year ended March 31, 2023</b>	<b>20.33</b>	<b>12.11</b>
Current service cost	6.05	8.21
Interest cost	6.86	1.36
Administrative Exp	0.05	(6.54)
Remeasurement - Actuarial loss/(gain)	-	-
<b>For the year ended March 31, 2024</b>	<b>12.96</b>	<b>3.03</b>

**(iii) Expenses recognised in the Other Comprehensive Income**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
Remeasurement - actuarial gain/(loss) on gratuity	72.19	12.55

**(iv) The principal actuarial assumptions used are set out below: -**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>For the year ended March 31, 2024</b>	<b>For the year ended March 31, 2023</b>
Mortality rate	100% of India Assured Lives 2012-14 Mod Ult	100% of India Assured Lives 2012-14 Mod Ult
Discount rate	6.90%	7.10%
Expected rate of increase in compensation	3.50%	3.50%
Expected average remaining service	13.93	17.96
Employee attrition rate	11.10%	11.10%

**(v) Sensitivity Analysis**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>Change in assumption</b>	<b>Effect on gratuity</b>	<b>Effect on Leave encashment</b>
Discount Rate	+ 1%	(211.00)	(27.00)
Discount Rate	- 1%	229.00	30.00
Salary growth rate	+1%	127.00	36.00
Salary growth rate	- 1%	(119.00)	(33.00)
Attrition rates up 10.0%	+10%	60.00	5.00
Attrition rates down 10.0%	-10%	(63.00)	(5.00)

**(vi) Estimate of expected benefit payments (in absolute terms i.e. undiscounted)**

**(Rs. in Lakhs)**

<b>Particulars</b>	<b>Gratuity (unfunded)</b>	<b>Leave encashment (unfunded)</b>
1 April 2023 to 31 March 2024	86.99	52.65

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**44 Income tax expense**

- a) Management reviewed the deferred tax assets/liabilities on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date and in view of virtual uncertainty of taxable profits in near future, the deferred tax (net assets) on temporary differences, business losses and unabsorbed depreciation for the reporting financial year i.e. 01.04.2020 to 31.03.2024 has not been considered.

**45 Leases**

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method on the date of initial application. The disclosures under Ind AS 116 as a lessee in relation to leases are as follow: -

- (i) The break-up of current and non-current lease liabilities as at the end of the reporting period is as follows: -

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Current lease liabilities	41.09	36.14
Non-current lease liabilities	56.94	65.70
<b>Total lease liabilities</b>	<b>98.03</b>	<b>101.84</b>

- (ii) The expenses relating to short term leases for the year ended March 31, 2024 amounting to Rs. 27.22 lakhs (Previous year Rs. 27.22 lakh).

- (iii) The details of the contractual maturities of lease liabilities as at March 31, 2024 on an undiscounted basis are as follows:

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Less than one year	46.68	46.68
One to five years	74.60	74.60
<b>Total lease liabilities</b>	<b>121.28</b>	<b>121.28</b>

- (iv) The following is the carrying value of lease liability on the date of transition and movement thereof during the year ended March 31, 2023:

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
<b>LEASE LIABILITY</b>		
Opening Balance	101.83	50.05
Addition as per Ind-AS 116	33.81	68.96
Finance cost accrued during the year as per Ind-AS 116	11.24	5.78
Payment of lease liabilities	(48.85)	(22.96)
<b>Closing Balance</b>	<b>98.03</b>	<b>101.83</b>

**46 Expenditure towards Corporate Social Responsibility**

In accordance with the provisions of Section 135 of the Companies Act, 2013, the company is not required to contribute any amount towards Corporate Social Responsibility, due to losses during the three immediately preceding financial years

**Shree Rajasthan Syntex Limited**

**Notes forming part of financial statements for the year ended March 31, 2024**

**47 Related party disclosures**

The related party disclosures in accordance with the requirements of Ind AS - 24 "Related Party Disclosures" has been given below: -

**(a) Name and nature of related party relationships**

**(i) Directors**

Mr. Vikas Ladia (Managing Director and Chief Executive Officer)  
Mr. Anubhav Ladia (Whole Time Director)  
Mr. Narendra Nath Agrawala (Independent Director)  
Mrs. Manju Datta (Independent Director)  
Mr.Sandeep Kumar Jain

**(ii) Key Managerial Personnel**

Mr. Vikas Ladia (Managing Director and Chief Executive Officer)  
Mr. Anubhav Ladia (Whole Time Director & CFO )  
Mr. Prahlad Bilochi (Chief Financial Officer)  
Ms. Prinkle Talesara (Company Secretary)  
Mr. Rahul Bolia (Company secretary & compliance officer)

**(iii) Relatives of Directors and Key Managerial Personnel**

Mr. Vinod Kumar Ladia (Chairman Emeritus)  
Mrs. Monika Ladia

**(iv) Enterprises over which Key Managerial personnel are able to exercise significant influence**

M/s. A. M. Traders  
M/s. Shree Shyam Distributors and Marketing Private Limited  
M/s. V K Texchem Private Limited  
M/s. PBS Marketing Private Limited  
M/s. Shree Shyam Industries Private Limited  
M/s. SRSL Employees Welfare Trust  
M/s. SRSL Educational Society  
M/s. SRSL Charitable Trust  
M/s. SRSL Securities Ltd.  
M/s. P.Talesara & Associates  
M/s XBRL Solutions Pvt Ltd.



(b) Description of the nature of transactions with the related parties

(Rs. in Lakhs)

Details of transactions	Financial Year ended March 31, 2024			Financial Year ended March 31, 2023		
	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total
a. Fixed deposits taken	-	-	-	-	-	-
b. Fixed deposits repaid / adjustment	398.26	-	398.26	11.69	-	11.69
c. Interest expenses on fixed deposits	-	-	-	36.76	-	36.76
d. Remuneration	24.35	96.75	121.10	34.90	94.86	129.76
e. Lease rent paid	-	-	-	-	-	-
f. Board meeting fees	-	2.80	2.80	-	1.89	1.89
g. Lease Rent Received	-	0.03	0.03	0.03	-	0.03
h. Loans taken	500.00	-	500.00	462.50	-	462.50
I. Professional Fee	-	-	-	0.21	-	0.21
J. Interest expenses on Loan	83.28	-	83.28	59.71	-	59.71

## (c) Amount due to/ from related parties

(Rs. in Lakhs)

Details of transactions	Financial Year ended March 31, 2024			Financial Year ended March 31, 2023		
	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total
<b>a. Payables</b>						
i. Fixed deposits payable	-	-	-	302.89	-	302.89
ii. Redeemable Preference Share	170.00	-	170.00	170.00	-	170.00
iii. Rent payable	-	-	-	-	-	-
iv. Security Deposit Payable	62.00	-	62.00	62.00	-	62.00
v. Creditors	70.36	-	70.36	89.36	-	89.36
vi. Sitting Fees Payable	-	-	-	-	-	-
vii. Interest Payable	74.11	-	74.11	157.34	-	157.34
viii. Loans Payable	338.50	-	338.50	548.79	8.23	557.02
ix. Remuneration Payable		24.03	24.03	-	-	-
<b>b. Receivables</b>						
i. Loan receivables	-	-	-	78.75	-	78.75

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**48 Segment reporting**

The Company is primarily engaged in Production of Textile products having similar economic characteristics, Revenue from other segment is less than 10% of total revenue.

The Board of Directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocate resources based on analysis of the various performance indicator of the Company as a single unit. Therefore, there is no reportable segment for the Company as per the requirement of Ind-AS 108 'Operating Segments'. The entity wide disclosures required by Ind-AS 108 are made as follows: -

**A. Entity Wide Disclosures:**

**(i) Revenue from external customers**

Particulars	(Rs. in Lakhs)		
	Within India	Outside India	Total
Financial Year ended March 31, 2024	2,528.69	-	2,528.69
Financial Year ended March 31, 2023	5,163.53	-	5,163.53

**(ii) Non Current assets**

The Company has common non- current operating assets located in India for domestic as well as overseas market. Hence, separate figures for these assets are not required to be furnished.

**B. Revenue from major products and services**

Particulars	(Rs. in Lakhs)	
	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Synthetic Blended Yarn	1,439.84	4,020.57
Filament Yarn	1,088.85	1,142.96
<b>Total</b>	<b>2,528.69</b>	<b>5,163.53</b>

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**49 Financial instruments**

**a) Capital management**

The accumulated losses of the Company as at 31 March 2024 amounting to Rs. 4873.59 Lakhs (Previous Year : Rs. 16161.50 Lakhs)

The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from others and liquidation of its assets.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents while equity includes all capital and reserves of the Company.

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Long term borrowings	1,442.31	829.21
Current maturities of long term debt	-	2,714.68
Short term borrowings	-	5,494.30
Less: Cash and cash equivalents	(88.83)	(8.19)
Less: Bank balances other than cash and cash equivalents	(0.24)	-
<b>Net debt</b>	<b>1,353.24</b>	<b>9,030.00</b>
<b>Total equity</b>	<b>1,322.00</b>	<b>-11,396.86</b>
<b>Gearing ratio</b>	<b>1.02</b>	<b>-0.79</b>

**b) Fair value measurement**

**(a) Financial assets**

Particulars	(Rs. in Lakhs)			
	As at March 31, 2024		As at March 31, 2023	
	Carrying value	Fair value	Carrying value	Fair value
<b>(i) Measured at amortised cost</b>				
Other Non-current Financial assets	143.04	143.04	142.50	142.50
Trade receivables	35.50	35.50	112.75	112.75
Cash and cash equivalents	88.83	88.83	8.19	8.19
Bank balances other than cash and cash equivalents	0.24	0.24	-	-
Loans	-	-	59.98	59.98
Other current financial assets	-	-	-	-
<b>Total financial assets</b>	<b>267.60</b>	<b>267.60</b>	<b>323.42</b>	<b>323.42</b>

**(b) Financial liabilities**

Particulars	(Rs. in Lakhs)			
	As at March 31, 2024		As at March 31, 2023	
	Carrying value	Fair value	Carrying value	Fair value
<b>(i) Measured at amortised cost</b>				
Long term borrowings	1,442.31	1,442.31	829.21	829.21
Other financial liabilities - Non Current	130.94	130.94	131.72	131.72
Short term Borrowings	-	-	8,208.98	8,208.98
Trade payables	1,097.17	1,097.17	2,471.88	2,471.88
Other financial liabilities	371.74	371.74	9,344.83	9,344.83
Lease Liability	98.03	98.03	101.84	101.84
<b>Total financial liabilities</b>	<b>3,140.20</b>	<b>3,140.20</b>	<b>21,088.46</b>	<b>21,088.46</b>

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

**Fair value hierarchy**

**Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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

**Level 3** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

**Shree Rajasthan Syntex Limited**  
**Notes forming part of financial statements for the year ended March 31, 2024**

**c) Financial risk management**

The Company has an Audit Committee of the Boards which has the responsibility to identify the risk and suggest the management the mitigation plan for the identified risks in accordance with the risk management policy of the Company. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

These risks include market risk (including currency risk and interest rate risk), liquidity risk and credit risk.

**(i) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

**Foreign currency risk management**

The Company is currently not dealing in foregin currency,therefore no risk arising from foregin currency transactions

**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 is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. The borrowings of the Company are principally denominated in rupees and the Company has exposure to interest rate risk, arising principally on changes in base lending rate.

The following table provides a break-up of the Company's fixed and floating rate borrowings: -

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Fixed rate borrowings	1,442.31	829.21
Floating rate borrowings	0.00	8,208.98
<b>Total borrowings</b>	<b>1,442.31</b>	<b>9,038.19</b>

**(ii) Liquidity risk management**

Liquidity risk refers to the risk of financial distress or high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term . The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds.

**Financial liabilities:**

The table below provides details regarding the remaining contractual maturities of financial instruments at the reporting date.

**Financial liabilities:**

As at March 31, 2024	(Rs. in Lakhs)		
	Upto 1 year	> 1 years	Total
<b>Financial liabilities</b>			
Long term borrowings	-	1,442.31	1,442.31
Current maturities of long term debt	-	-	-
Short term borrowings	-	-	-
Trade payables	1,097.17	-	1,097.17
Other financial liabilities	371.74	130.94	502.68
<b>Total financial liabilities</b>	<b>1,468.92</b>	<b>1,573.25</b>	<b>3,042.17</b>

**Financial assets:**

As at March 31, 2024	(Rs. in Lakhs)		
	Upto 1 year	> 1 years	Total
<b>Financial assets</b>			
Investments	-	-	-
Trade receivables	35.50	-	35.50
Cash and cash equivalents	88.83	-	88.83
Bank balances other than (ii) above	0.24	-	0.24
Loans	-	-	-
Other financial assets	-	143.04	143.04
<b>Total financial assets</b>	<b>124.57</b>	<b>143.04</b>	<b>267.60</b>

**Financial liabilities:**

As at March 31, 2023	(Rs. in Lakhs)		
	Upto 1 year	> 1 years	Total
<b>Financial liabilities</b>			
Long term borrowings	-	829.21	829.21
Current maturities of long term debt	2,714.68	-	2,714.68
Short term borrowings	5,494.30	-	5,494.30
Trade payables	2,471.88	-	2,471.88
Other financial liabilities	6,630.15	131.72	6,761.87
<b>Total financial liabilities</b>	<b>17,311.01</b>	<b>960.93</b>	<b>18,271.94</b>

**Financial assets:**

As at March 31, 2023	(Rs. in Lakhs)		
	Upto 1 year	> 1 years	Total
<b>Financial assets</b>			
Investments	-	-	-
Trade receivables	112.75	-	112.75
Cash and cash equivalents	8.19	-	8.19
Bank balances other than (ii) above	-	-	-

Loans	13.00	46.98	59.98
Other financial assets	-	142.50	142.50
<b>Total financial assets</b>	<b>133.94</b>	<b>189.48</b>	<b>323.42</b>

### (iii) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to overseas customers are generally covered by letters of credit.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date.

Particulars	(Rs. in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Trade receivables	35.50	112.75
Less :- Loss allowances	46.11	46.11
<b>Trade receivables</b>	<b>81.61</b>	<b>158.86</b>

### 50. Loans or Advances to specified person

Type of Borrower	As at March 31, 2024		As at March 31, 2023	
	Amount outstanding	% of Total <sup>^</sup>	Amount Outstanding	% of Total <sup>^</sup>
<b>Repayable on demand-Related Party</b>				
SRSL Employees Welfare Trust	0	0%	78.75	100%

### 51. Borrowing secured against current asset

The Company has repaid all Working Capital Borrowings in line with the Resolution Plan approved vide Hon. NCLT, Jaipur Order dated 22.08.2023. BOB has filed an Appeal against the Order before the Hon. NCLAT, New Delhi. In case of decision in favour of the Company, the NOC and release of all Charges / guarantees shall be given / completed by the Secured Financial Lenders.

### 52. Registration of charge of satisfaction with Registrar of Companies (ROC)

There are no charges yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

### 53. Title deeds of immovable properties

The title deeds of all the immovable properties, as disclosed in note 3 to the financial statements, are held in the name of the company.

### 54. Valuation of Property Plant & Equipment, intangible asset

The Company has not revalued its property, plant and equipment or intangible assets or both during the current year.

### 55. Loans or Advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013.) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

### 56. Details of Benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

### 57. Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

**58. Relationship with struck off companies**

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

**59. Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

**60. Compliance with approved scheme(s) of arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

**61. Utilisation of borrowed funds and share premium**

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

**62. Undisclosed income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

**63. Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**64. Utilisation of borrowings availed from banks and financial institutions**

The borrowings obtained by the company from banks and financial institutions had been applied for the purposes for which such loans were taken.

**65. Ratios**

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022 :-

Particulars	Numerator	Denominator	For the year ended March 31, 2024	For the year ended March 31, 2023	Variance
Current Ratio	Current assets	Current liabilities	0.17	0.03	479.73%
Debt- Equity Ratio	Total debt	Shareholder's equity	1.09	-	
Debt Service Coverage Ratio	Earnings available for debt service	Debt service	-	-	
Return on Equity	Net Profit after taxes	Avg. shareholder's equity	0.70	-	
Inventory Turnover Ratio	Revenue	Avg. Inventory	13.75	14.45	-4.84%
		Avg. Trade receivables	36.36	50.40	-27.86%
Trade receivable (Sales) Turnover Ratio	Revenue				
Trade payable Turnover Ratio	Purchases	Avg. Trade payables	0.57	1.63	-65%
Net Capital Turnover ratio *	Revenue	Avg. Working capital	-0.25	-0.29	-13.89%
Net Profit Ratio	Net profit	Revenue	443.54	-83.86	-628.91%
Return on Capital employed	Earnings before interest and taxes	Capital employed	405.76	-	
Return on Investment	Income generated from Investment	Time weighted average Investment	-	-	

66. Other Accounting Policies-

**(a) Revenue recognition**

1. Export Incentives - Export benefits/incentives are accounted for on accrual basis

2. Insurance and Other Claims- In accordance with the consistent practice, insurance and other claims, to the extent considered recoverable, are accounted for in the year relevant to claim while the balance is accounted for on settlement.

**(b) Impairment of assets-**

1. Financial Assets- The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in Statement of Profit or Loss.

2. Non-financial assets- The carrying amounts of assets are reviewed at each balance sheet date in accordance with Ind AS 36 'Impairment of Assets'

to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are

recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would

have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

67. Previous year figures have been regrouped/rearranged, wherever considered necessary to conform to current year's classification.

See accompanying notes to the financial 1 to 67

As per our report of even date

**For Doogar & Associates**

Chartered Accountants

Firm's registration No. 000561N

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

**Shree Rajasthan Syntex Limited**

**Vardhman Doogar**

Partner

M. No 517347

**Vikas Ladia**

Managing Director & CEO

DIN: 00256289

**Anubhav Ladia**

Whole Time Director & CFO

DIN: 00168312

Place : New Delhi

Dated: 28.05.2024

Place : Udaipur

Dated: 28.05.2024

**Rahul Bolia**

Company Secretary & Compliance Officer

M.No A62766





**SHREE**

**RAJASTHAN SYNTEX LTD.**

*Regd. & H.O. : 27 A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur (Raj.) 313001;  
M.No. 9314879380*

*Email: [cs@sral.in](mailto:cs@sral.in); Website: [www.sral.in](http://www.sral.in)*

*CIN: L24302RJ1979PLC001948*

*(Mills: Village Udaipura, Simalwara Road, Dungarpur- 314001)*

**ATTENDANCE SLIP**

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 44<sup>th</sup> Annual General Meeting of the Members of **SHREE RAJASTHAN SYNTEX LTD** held on Monday, September 30, 2024 at 02:00 P.M. at the registered office of the Company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001.

\_\_\_\_\_  
**Member's/Proxy's Name in Block Letters**

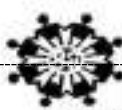
\_\_\_\_\_  
**Member's/Proxy's Signature**

**Note:** Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

**Note:** Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

-----Please tear here-----

-



**SHREE**

**RAJASTHAN SYNTEX LTD.**

*Regd. & H.O. : 27 A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur (Raj.) 313001  
M.No. 9314879380*

*Email: [cs@sral.in](mailto:cs@sral.in); Website: [www.sral.in](http://www.sral.in)  
CIN: L24302RJ1979PLC001948*

*(Mills: Village Udaipura, Simalwara Road, Dungarpur- 314001)*

**PROXY FORM**

*(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/ Client Id	
DP ID:	

I/We, being the member (s) of..... shares of the above-named company, hereby appoint

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the Members of **SHREE RAJASTHAN SYNTEX LTD** held on Monday, September 30, 2024 at 02:00 P.M. at the registered office of the Company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Businesses</b>				
1.	To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon			
<b>Special Businesses</b>				
2.	To ratify remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2025			
3.	To Change the Address of Registered Office of the Company outside the local limits of the city but within the same state			
4.	Re-appointment and Approval of Remuneration of Mr. Vikas Ladia (DIN: 00256289) as Managing Director and Chairman of The Company			
5.	Re-appointment and Approval of Remuneration of Mr. Anubhav Ladia (DIN: 00168312) as Whole-Time Director of The Company			

Signed this.....day of.....2024

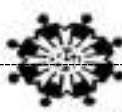
Affix  
Revenue  
Stamp of  
Rs. 1/-

\_\_\_\_\_  
**Signature of shareholder**

\_\_\_\_\_  
**Signature of Proxy holder(s)**

**Note:**

- This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of 44<sup>th</sup> Annual General Meeting.
- It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**SHREE****RAJASTHAN SYNTEX LTD.**

*Regd. & H.O. : 27 A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur (Raj.) 313001;  
M.No. 9314879380*

*Email: [cs@sral.in](mailto:cs@sral.in); Website: [www.sral.in](http://www.sral.in)*

*CIN: L24302RJ1979PLC001948*

*(Mills: Village Udaipura, Simalwara Road, Dungarpur- 314001)*

**FormNo.MGT-12****Polling Paper**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

<b>Name of the Company: SHREE RAJASTHAN SYNTEX LTD</b>				
<b>Registered Office: 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur, Rajasthan, India, 313001.</b>				
<b>CIN: L24302RJ1979PLC001948</b>				
<b>SNo</b>	<b>Particulars</b>	<b>Details</b>		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal address			
3.	Registered Folio No/ *ClientID (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
5.	Number of Shares			
I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
<b>No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent from the resolution</b>
1	To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon.			
2	To ratify remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2025			
3.	To Change the Address of Registered Office of the Company outside the local limits of the city but within the same state			
4.	Re-appointment and Approval of Remuneration of Mr. Vikas Ladia (DIN: 00256289) as Managing Director and Chairman of The Company			
5.	Re-appointment and Approval of Remuneration of Mr. Anubhav Ladia (DIN: 00168312) as Whole-Time Director of The Company			
<b>Place: UDAIPUR</b> <b>Date: 30<sup>th</sup> September, 2024</b>				
				<b>(Signature of the shareholder*)</b>

(\*as per Company records)



SHREE

RAJASTHAN SYNTEX LTD.

Regd. & H.O. : 27 A, First Floor, Meera Nagar,  
Housing Board Colony,  
Udaipur (Raj.) 313001;  
M.No. 9314879380

Email: [cs@sral.in](mailto:cs@sral.in); Website: [www.sral.in](http://www.sral.in)  
CIN: L24302RJ1979PLC001948

(Mills: Village Udaipura, Simalwara Road, Dungarpur- 314001)

### ROUTE MAP TO THE VENUE OF 44<sup>th</sup> ANNUAL GENERAL MEETING

