



Pasari Spinning Mills Limited

Date: 31st August, 2023

To,
Mr. Jeevan Noronha,
Manager,
Department of Corporate Services,
Bombay Stock Exchange, Floor 25, P J Towers,
Dalal Street, Mumbai - 400 001

Dear Sir,

Subject: Annual Report and notice convening 32nd Annual General Meeting ("AGM") of the Company.

Ref: BSE code: 521080 - Pasari Spinning Mills Limited

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the Annual Report of the Company and Notice convening the 32nd AGM for the financial year 2022-23.

The 32nd Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, 27th September, 2023 at 11.00 A.M through Video Conference / Other Audio Visual Means.

The Notice of AGM along with the Annual Report for the financial year 2022-23 is also being made available on the website of the Company at: <https://www.pasariexports.com> in investor relation section.

This is for your information and records please.

Thanking you
for Pasari Spinning Mills Limited

Krishna Kumar Gupta

Managing Director

DIN: 00003880

Address: A-21 Silver palm, Bldg 3,
Basavanagar Main, Vibhuthipura Extn,
Marathalli, Bangalore-560067



No 18 III Floor, Anjaneya Temple Road, Yediyur, Jayanagar 6th Block, Bangalore – 560082

CIN: L85110KA1991PLC012537
Web: <http://www.pasariexports.com/>

Phone No: 91-80-2676-0125
Email: admin@pasariexports.com

**THIRTY SECOND ANNUAL REPORT
OF
PASARI SPINNING MILLS LIMITED**

CIN: L85110KA1991PLC012537

2022-23

Board of Directors

Mr. Kolagunda Kumar Siddappa

– Non-Executive – Non-Independent Director,
Chairperson

Mr. Krishna Kumar Gupta,

– Executive Director, Managing Director

Mrs. Poonam Gupta,

– Non-Executive – Non-Independent Director,

Mr. Badarahalli Lakshmaiah Pundareeka,

– Non-Executive - Independent Director

Ms. Sheela Arvind,

– Non-Executive - Independent Director

Mr. Gauri Shankar Gupta,

– Non-Executive - Non Independent Director

Mr. Tarun Kumar Gupta,

– CFO

Ms. Neelu Daslana,

– Company Secretary & Compliance Officer

AUDITORS:

Rao & Emmar

Chartered Accountants

No.18, Ramanashree Arcade, 2nd Floor,

No 204 and 205, Ashok Nagar Post,

Mahatma Gandhi Road,

Bengaluru -560001

BANKERS:

Canara Bank

Bangalore

AUDIT COMMITTEE

Ms. Sheela Arvind, Non-Executive - Independent
Director, Chairperson

Mr. B. L Pundareeka, Non-Executive - Independent
Director, Member

Mrs. Poonam Gupta, Non-Executive - Non
Independent Director, Member

NOMINATION & REMUNERATION

Ms. Sheela Arvind, Non-Executive -
Independent Director, Chairperson

Mr. B. L Pundareeka, Non-Executive -
Independent Director, Member

Mrs. Poonam Gupta, Non-Executive - Non
Independent Director, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mrs. Poonam Gupta

Non-Executive - Non-Independent Director,
Chairperson

Mr. B. L. Pundareeka

Non-Executive - Independent Director, Member

Ms. Sheela Arvind

Non-Executive - Independent Director, Member

REGISTERED OFFICE:

18, (Old # 16) III Floor,

Anjaneya Temple Street, Yediyur,

Jayanagar 6th Block, Bangalore – 560082.

FACTORY PREMISES:

54 & 55, KIADB Indl Area,

1st Main III Cross,

Nanjangud – 571301.

NOTICE

Notice is hereby given that the THIRTY SECOND Annual General Meeting of the Members of Pasari Spinning Mills Limited will be held on Wednesday, 27th September, 2023 at 11.00 A.M through Video Conference/Other Audio Visual Means to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2023, the Profit & Loss Account and Cash Flow Statement together with the Board's Report and Auditors Report thereon as circulated to the shareholders;
2. To appoint a Director in place of Mr. Kolagunda Kumar Siddappa (DIN: 08305351), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

REGULARISATION OF MR. KRISHNA KUMAR GUPTA AS MANAGING DIRECTOR OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section, 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or reenactment thereof, for the time being in force), subject to the approval of the Central Government, if required, appointment of Mr. Krishna Kumar Gupta (DIN: 00003880), be and is hereby approved on the terms and conditions mentioned below:

A. Period of Appointment:

From 31st August, 2023 to 30th August, 2028

B. Key Managerial Position:

Managing Director

C. Details of Remuneration:

at a consolidated remuneration not exceeding Rs. 6 lakhs Per Annum

Overall Remuneration

The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under section 196, 203 read with Schedule V and or other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re enactment thereof, for the time being in force) or otherwise as may be permissible by law.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to sign such documents or papers as may be necessary, file such applications, forms and do all such acts, deeds and things as it may in its sole discretion, deem necessary, proper, desirable to give effect to the above resolution"

**By order of the Board of Directors
for PASARI SPINNING MILLS LIMITED**

Date: 31st August, 2023

Place: Bangalore

Krishna Kumar Gupta

Managing Director

DIN: 00003880

Add: A-21 Silver palm,

Bldg 3, Basavanagar Main,

Vibhuthipura Extn, Marathalli,

Bangalore- 560067

Notes

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 03/2022 dated May 05, 2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM).Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
3. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 32nd AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 12 below and is also available on the website of the Company at www.pasariexports.com.
4. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting
5. Members are requested to inform the Company's Registrars and Share Transfer Agents viz., Kfin technologies Private Limited, regarding changes, if any in their registered addresses along with the PIN code number.
6. Members desirous of getting any information about the accounts of the Company are requested to send their queries to the Registered Office of the Company at least 7 days prior to the date of the meeting so that the requisite information can be readily made available.
7. The Register of members and the share transfer books of the Company will remain closed from Thursday, the 21st September, 2023 to Tuesday, the 27th September, 2023 (both days inclusive).
8. As per provisions of the Companies Act, 2013 the facility for making nominations is available to the shareholders. Nomination forms can be obtained from the Company's Registrars and share Transfer

Agents, viz., Kfin technologies Private Limited in physical form.

9. Brief profile and other required information about the director liable to retire by rotation, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under-

Name	Kolagunda Kumar Siddappa	
Date of Birth	22/05/1967	
Date of appointment	20/09/2021	
Qualifications	Matriculation	
Expertise in specific functional area	Textile Industry	
Relationship with other directors	Mr. Kumar is not related to the KMPs and Non-executive Directors of the Company.	
Name of listed entities (other than the Company) in which he holds the Directorship and the membership of Committees of the Board	Directorships in Listed Companies:	None
	Membership of Committees in Listed Companies	None
No of shares held in Company	-	

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

10. In accordance with, the Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the

Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 03/2022 dated May 05, 2022 and all other relevant circulars issued from time to time issued by SEBI owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

In support of the Green Initiative, the Company hereby request members who have not updated their Email IDs to update the same with their respective Depository Participant(s) or Kfin technologies Private Limited for receiving communications from the Company electronically.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the RTA at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to einward.ris@kfintech.com.

The Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at www.pasariexports.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock

Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

11. Members are requested to address all correspondences including those for Remat/Demat, nomination requests, share transfers, change of address/mandates for physical holdings etc., at least 10 days before Annual General Meeting to enable the management to keep the information ready at the meeting. The queries may be addressed to:

The Share Transfer agents —

Kfin technologies Private Limited,

Tower B, Plot No. 31 32, Selenium Building,
Financial district, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi, Telangana, 500032.

Email: rajeev.kr@kfintech.com

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

12. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice. Further

Members can also use the OTP based login for logging into the e-voting system of NSDL.

13. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
14. Members who need assistance before or during the AGM with use of technology, can: -
1. Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; 022 - 4886 7000 and 022 - 2499 7000
or - Contact Mr. Falguni C, Assistant Manager, NSDL at the designated email ID: evoting@nsdl.co.in or falgunic@nsdl.co.in or at telephone number +91- 9933685588
15. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
16. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their

name, DP ID and Client ID/folio number, PAN, mobile number at admin@pasariexports.com. Questions / queries received by the Company till 5.00 p.m. on Thursday, 24th September, 2023 shall only be considered and responded during the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

17. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at admin@pasariexports.com. The same will be replied by the company suitably.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

18. (I) Pursuant to the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management Administration) Rules, 2014 and in Compliance with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and all other relevant circulars issued from time to time issued by Ministry of Corporate Affairs and SEBI, the Company is pleased to provide members facility to exercise their votes at the 32nd Annual General Meeting by electronic means through E-voting service provided by company through NSDL e-voting system (For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency) at <https://www.evoting.nsdl.com> and the Business may be transacted through E-voting as per instruction below:





- a) Date and time of Commencement of voting through electronic means: 22nd September, 2023 at 09.00 A.M.
- b) Date and time of the end of voting through electronic means beyond which voting will not be allowed: 26th September, 2023 at 5.00 P.M..
- c) Details of website: www.evoting.nsdl.com
- d) For any further clarification relating to E-voting contact our toll free No. 1800-222-990 or email us at evoting@nsdl.co.in.
- e) Details of Scrutinizer: Mr. Vinay B L, Practicing Company Secretary, Bangalore.
- f) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 19th Septmeber, 2023, i.e. being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only
- g) The Instructions for E-voting are as under: The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual 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 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.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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B) Login Method 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?

- a. Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com>.
- b. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- c. A new screen will open. You will have to enter your User ID, your Password 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-

d. Your User ID details are given below :

Manner of holding shares	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 your User ID is 101456001***

After entering these details appropriately, click on "LOGIN".

Your password details are given below:

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

c) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- (i) 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.
- (ii) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
- (iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- (iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (v) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.

Step 2: Cast your vote electronically on NSDL e-voting system.

- (vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. Now, you will have to click on "Login" button
- (viii) After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- (ix) After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.

- (x) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- (xi) Now you are ready for e-voting as the voting page open
- (xii) 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.
- (xiii) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xiv) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (xv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) Corporate / Institutional Members (Corporate / F Is / FI Is / Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to vinay@vinaybl.com with copy to evoting@nsdl.co.in and admin@pasariexports.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name. Event no.
- (xvii) The E-voting module shall be disabled for voting on 26th September, 2023 at 5.00 PM. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change subsequently. The voting rights of the Shareholders shall be in proportion of their shares in the paid-up equity share capital of the Company as on the book closure date.
- (xviii) In case of any queries, you may refer the 'Frequently Asked Questions' (FAQs) for members and E-voting user manual for members available at the downloads section of <https://www.evoting.nSDL.com> or call on toll

free no.: 1800 1020 990, 1800 22 44 30 and : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

(xix) Mr. Vinay B L, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witness 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. The results shall be declared after the Annual General Meeting.

(xx) The results declared along with the Scrutinizer's Report shall be placed on the Company's website (www.pasariexports.com) and on the website of the NSDL (<https://www.evoting.nsdl.com>) within two days of the Annual General Meeting of the Company and communicated to the BSE.

(II) Facility for members not having access to electronic voting

- a) To enable those members who may not have access to electronic voting facility to exercise their vote, a physical ballot form is being sent along with the Notice of Annual General Meeting.
- b) The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Physical Ballot to declare the results of the resolutions forming part of Notice of the Annual General Meeting.
- c) A member can opt for only one mode of voting, i.e either by physical ballot or by electronic voting. In case member casting votes in both modes, the votes made through electronic voting shall prevail.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

19. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be

Name	Krishna Kumar Gupta
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20. available for inspection through electronic mode, basis the request being sent on pasari.limited@gmail.com.

21. **Statement setting out materials facts to be annexed to the Notice pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred to as "the Act").**

Item no. 3 Re-appointment of Mr. Krishna Kumar Gupta as Managing Director of the Company

On recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at their Meeting held on 31st August, 2023, has re-appointed Mr. Krishna Kumar Gupta (DIN: 00003880) subject to approval of the shareholders in general meeting as Managing Director of the Company for a period of Five years w.e.f. 31st August, 2023.

FURTHER The Chairman informed the Board that Mr. Krishna Kumar Gupta is an experienced person having vast knowledge in textile industry and possess extensive knowledge and a firm understanding of business model. Mr. Krishna Kumar Gupta can lead and continue to guide the Company in his role as a Managing Director.

AND Mr. Krishna Kumar Gupta is a proven leader with experience as an entrepreneur, business executive, and effective. Hence it is prudent to re appoint Mr. Krishna Kumar Gupta as Managing Director in the best interest of the Company.

The Chairman placed before the Board the draft letter of appointment to be executed by and between the Company and Mr. Krishna Kumar Gupta, which defines the roles and responsibilities of the Managing Director.

The Directors commend the Resolution for acceptance by the Members.

Date of Birth	24-09-1970	
Brief Profile	Mr. Krishna Kumar Gupta, is a graduate and an experienced person having vast knowledge in textile industry and possess extensive knowledge and a firm understanding of business model.	
Name of listed entities (other than the Company) in which he holds the Directorship and the membership of Committees of the Board	Directorships in Listed Companies:	NIL
	Membership of Committees in Listed Companies	NIL
No of shares held in Company	150,700	
Reason for appointment	Mr. Krishna Kumar Gupta can lead and continue to guide the Company in his role as a Managing Director because he has vast knowledge in textile industry and is a proven leader with experience as an entrepreneur and business executive.	
Date of Appointment & term of appointment	Managing Director for a period of 5 years effective from 31 st August, 2023 subject to the approval of shareholders of the Company.	
Disclosure of relationships between directors (in case of appointment of a director)	Mr. Krishna Kumar Gupta is a son of Mr. Gauri Shankar Gupta and a husband of Mrs. Poonam Gupta.	
Information required pursuant to circular issued by (a) BSE Limited bearing ref. no. LIST/ COMP/ 14/ 2018- 19	Mr. Krishna Kumar Gupta is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority	

Your Board recommends the said resolution, as Ordinary resolution, for your approval.

**By the Order of the Board
PASARI SPINNING MILLS LIMITED**

Date: 31st August, 2023 Krishna Kumar Gupta

**Place: Bangalore Managing Director
DIN: 00003880**

**Add: A-21 Silver palm, Bldg 3,
Basavanagar Main, Vibhuthipura
Extn, Marathalli, Bangalore- 560067**

BOARD'S REPORT

CIN: L85110KA1991PLC012537

To

The Members,

The Directors present the Thirty Second Annual Report of Pasari Spinning Mills Limited (the Company) on the business and operations of the Company along with the audited financial statements for the financial year ended 31st March, 2023.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY:

Amount in Rs.

Particulars	2022-23	2021-2022
Total Revenue	6,897,604.99	6,853,396.48
Profit (Loss) before tax	(2,910,632.87)	3,677,643.49
Tax Expenses:		
Current tax	-	-
Tax Related to earlier years	-	-
MAT Credit entitlement	-	-
Deferred tax Charge/(Credit)	(161,855.90)	(158,275.58)
Profit (Loss) for the year	(2,748,776.97)	3,835,919.07

2. PERFORMANCE OF THE COMPANY:

For the year ended 31st March, 2023, the Company has incurred a loss of Rs. (27,48,777)- (Rupees Twenty seven lakh fourty eight thousand seven hundred and seventy seven only) as compared with the previous year's a profit of Rs. 38,35,920/- (Rupees Thirty eight lakh thirty five thousand nine hundred and twenty only)

3. THE WEB ADDRESS, IF ANY, WHERE ANNUAL RETURN HAS BEEN PLACED

The Company is having website i.e. www.pasariexports.com and Annual Return of Company has been published on this website.

4. BIFR STATUS:

The Company has continued in its efforts to obtain the necessary reliefs/concessions from Government of Karnataka on matters relating to Sales Tax.

5. DIVIDEND:

During the year under review, the Company did not declare any dividend to its members as a prudent business policy.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

During the period under review there were no amounts which were required to be transferred

to the Investor Education and Protection Fund by the Company.

7. RESERVES:

During the year under review the Company has incurred a loss of Rs. (2,748,777)/- (Rupees Twenty seven lakh fourty eight thousand seven hundred and seventy seven only) as compared with the previous year's a profit of Rs. 38,35,920/- (Rupees Thirty eight lakh thirty five thousand nine hundred and twenty only) and the same has been transferred to Reserves and Surplus account.

8. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

The Company has discontinued its production operations from the financial year 2010-11. The Company has no intention to continue the production operations henceforth and has decided to lease out the Factory premises. The Company has not made any sales during the current year. Future outlook detailed discussion is made under the head "Management Discussion and Analysis Report", which forms part of Annual report

9. CREDIT RATING: NOT APPLICABLE

10. CHANGE IN NATURE OF BUSINESS, IF ANY:

The Company has not changed its business objectives and nature of business during the year under review.

11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which

this financial statements relate and the date of this report.

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

There were no significant and material orders passed by the Regulators or the Courts or Tribunals impacting the going concern status and Company's operation in the future.

However, The Hon'ble Bangalore District Court, vide its order dated 31st January, 2020 has dismissed the case M/s Pasari Spinning Mills Limited Vs The Cotton Corporation of India. An appeal for the same is filed before the Hon'ble High Court of Karnataka.

13. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its Business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of the reliable financial disclosures.

14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture and Associate Companies.

15. DEPOSITS:

During the year under review the Company has not accepted/renewed any deposits.

16. PARTICULARS OF EMPLOYEES:

As required by Rule 5(2) and (3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, there were no employees employed during the year who were in receipt of remuneration which is not less than Rs.8,50,000/- (Eight lakhs fifty thousand only) per month or Rs. 1,02,00,000/- (One crore two lakhs only) per annum.

17. AUDITORS:

Statutory Auditors:

M/s. Rao & Emmar, Chartered Accountants, Bangalore (Firm Registration No. 03084S), Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th September, 2019, for the five consecutive years. The Auditors have confirmed that they are not disqualified from being appointed as Auditors of the Company.

Statutory Auditors' comments on Company's accounts for year ended 31st March, 2023 are self-explanatory in nature and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013. The qualifications, reservation, adverse remark & Disclaimers provided in audit report is replied here.

1. We draw attention to Note No. 23 – Other Disclosures of the Notes to the Financial Statements wherein the Company has provided for an amount of INR 63.90 Lakhs owing to non-progress of the legal dispute with the Cotton Corporation of India Limited.

2. Pursuant to Section 134 of the Companies Act, 2013 the Financial Statements of the Company must be signed by any two directors (one of whom shall be the Managing Director), the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company, wherever they are appointed. We were informed that the

Chief Financial Officer of the Company is unable to sign due to his weak health conditions.

Our replies are as under:

Qualification/ observation/ disclaimer/ adverse remark 1- The case is pending before the Hon'ble High Court of Karnataka. Further as a measure towards Good Corporate Governance and disclosure the amount provided as advance to CCI has been treated as bad & doubtful advances and the Company has made provision towards the same and it is disclosed accordingly in the Statement of Profit and Loss.

Qualification/ observation/ disclaimer/ adverse remark 2- The Chief Financial Officer of the Company is recovering from his ill-health and will be back shortly. However presently he is unable to sign any document due to his weak health conditions.

Secretarial Auditor:

The Board has appointed M/s Vinay & Ashwini, Company Secretaries, Bangalore as the Secretarial Auditor, to conduct the Secretarial Audit of the Company for the Financial Year 2022-23 as required under Section 204 of the Companies Act, 2013 and Rules made thereunder. The Secretarial Audit Report for the FY 2022-23 forms part of the Annual Report as Annexure-1 to the Board's Report.

18. EXTRACT OF ANNUAL RETURN:

The requirement of preparing extract of Annual Return (MGT-9) is done away with by virtue of an amendment to Section 92(3) as well as Rule 12 of Companies (Management and Administration) Rules, 2014.

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

Significant measures are taken to reduce the energy consumption by using energy- efficient

equipments. Conservation of energy is always on the "To Do" list at all levels of operations. Efforts are made in this direction on a continuous basis. The company has taken the following adequate measures to conserve the energy:

- Localized lighting in place of community lighting.
- Employees are habituated to switch off fans, lights during the lunch break and at close of office hours.
- The Company has started using LED lights which saves the energy considerably.

FOREIGN EXCHANGE:

Current Previous
Year Year

SL No	Name of the Directors/ Key Managerial Personnel	DIN/PAN	Designation	Date of Appointment/ Cessation
1	Sheela Arvind	01020390	Independent non-executive Director	Regularisation as Independent non-executive Director of the Company on 02/08/2022
3	Sharanabasaweshwar Gangadharayya Hiremath	08912844	Independent non-executive Director	11/05/2022 (Cessation)

Further, Pursuant to Section 152 of the Companies Act, 2013 Mr. Kolagunda Kumar Siddappa (DIN: 08305351), retires by rotation and being eligible, offers herself for re-appointment in the upcoming Annual General Meeting.

Key Managerial Personnel:

During the year under review there were no appointment and re-appointment of KMP.

Earnings in Foreign Currency NIL NIL
Expenditure in Foreign Currency NIL NIL

20. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company does not meet the prescribed thresholds as provided under Section 135 for constituting CSR committee and hence the same is not applicable.

21. DIRECTORS:

A) Changes in Directors and Key Managerial Personnel:

During the year under review there was change in the constitution of Board, the details of the same is as under.

B) Declaration by Independent Director(s) and reappointment, if any

The Company has received necessary declarations of independence from the both the Independent Directors under section 149(7) of the Companies Act, 2013, that they meet the criteria of independent director envisaged in section 149(6) of the Companies Act, 2013.

PROGRAMME FOR FAMILIARISATION OF INDEPENDENT DIRECTORS:

The details of programme for familiarization of Independent Directors of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at its link www.pasariexports.com

C) Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its Audit, Nomination and Remuneration Committee.

22. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

The Board of Directors duly met 5 (five) times, during the year under review. The intervening gap between any two meetings was within prescribed period as per the Companies Act, 2013 and Securities and Exchange Board of India Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of the same areas under:

Sl. No	Date of Meeting	No of directors on the Board	No. of Directors Present
1.	10th May, 2022	6	6
2.	07th July, 2022	6	6
3.	19th July, 2022	6	6
4.	27 th October, 2022	6	6
5.	30 th January, 2023	6	6

23. COST RECORD

The provision of Cost audit as per section 148 doesn't applicable on the Company.

24. CONSOLIDATED FINANCIAL STATEMENTS

Company doesn't have any subsidiaries so there is no need to prepare consolidated financial statement for the F. Y. 2022-23.

25. SEBI (LODR) COMPLIANCE

The Company has complied all the regulations of the SEBI (LODR) regulation, 2015 which are applicable to the company.

26. COMPLIANCE WITH SECRETARIAL STANDARD

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

27. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fee for the year 2022-2023 BSE Limited with whom the Equity Shares of the Company have been listed.

28. CORPORATE GOVERNANCE

Maintaining high standards of Corporate Governance has been fundamental to the business of your Company since its inception. A separate report on Corporate Governance is provided (Annexure -2A).

29. POLICIES OF THE COMPANY:

Vigil Mechanism/Whistle Blower Policy for directors and employees:

The Company has formulated Vigil Mechanism/Whistle Blower policy and the same is implemented.

Research and Development:

Since the Company does not have any production activities, the policy for the same is not applicable.

Insider Trading Code

In compliance with the SEBI regulations on prevention of insider trading, the Company has instituted a comprehensive Code of Conduct for regulating, monitoring and reporting of trading by Insiders. The said Code laid down guidelines, which advised them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioned them on on sequences of non compliances.

Internal Control System and Their Adequacy:

Detailed discussion is made under the head "Management Discussion and Analysis Report", which forms part of Annual report.

Anti- Sexual Harassment Policy:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment of women at workplace and to provide a platform for redressal of Complaints and grievances against sexual harassment. During the Financial Year 2022-23, Company has not received any complaint on sexual harassment.

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

Loans, Guarantees or Investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the Financial Statements provided in the Annual Report.

31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto is disclosed in Form No. AOC -2 as per Annexure-3.

32. MANAGERIAL REMUNERATION:

Since the Company is not carrying on any profitable activities, the Directors of the Company have voluntarily waived off their remuneration. Hence no managerial remuneration is paid for the year under review.

33. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on continues basis.Detail discussion is made under the heading Management Discussion and Analysis.

34. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 your directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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

35. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:

The Board noted the reports given by Statutory Auditors and Secretarial Auditor and made the following Explanations:

The replies to the Qualifications, Reservations or Adverse Remarks or Disclaimers of the Statutory Auditors are provided in the Point Number 17

Sr. No	Qualification/ observation/ Adverse remarks/ Disclaimer	Reply by the Board
1	The Company has not published the quarterly Results in the newspapers for the quarter ending 31 st March, 2022, as required by Regulation 47 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	Company has taken action from the immediate next quarter and complying with the provision of Regulation 47. The quarterly results are directly sent to the Stock Exchange and the shareholders of the Company and other stakeholders can directly access the same in the website of Bombay Stock Exchange, wherein the shares of the Company is listed.

36. FRAUD REPORTING:

Pursuant to the provisions of section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Board.

37. VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT:

The Company has not made any application to the Authorities for revision of Financial Statements or Boards Report during the year under review.

38. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

- (i) The Company has not made any application or initiated any proceedings under the Insolvency and Bankruptcy Code, 2016.
- (ii) There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.

39. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF VALUATION AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE AT THE TIME OF TAKING A LOAN FROM**THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

No settlements have been done with banks or financial institutions.

40. AMOUNTS DUE TO MICRO, SMALL AND MEDIUM ENTERPRISES

Based on the information available with the company regarding the status of the suppliers under the MSME, there are no dues outstanding to Micro and Small Enterprises as at 31st March 2023.

41. SHARES:**SHARE CAPITAL:****A. AUTHORISED CAPITAL**

The Authorized Capital of the Company is Rs. 14,00,00,000/- (Rupees fourteen crore only) divided into 1,40,00,000 (Once crore forty lakh only) equity shares of Rs. 10/- each.

B. PAID UP CAPITAL:

The Paid up capital of the Company is Rs. 13,80,00,000/- (Rupees thirteen crore eighty lakh only) divided into 1,38,00,000 (Once crore thirty eight lakh only) equity shares of Rs. 10/- each.

C. CHANGES IN SHARE CAPITAL, IF ANY:

There is no change in both the Authorised and paid up capital of the Company during the year under review.

D. BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

E. SWEAT EQUITY:

PASARI SPINNING MILLS LIMITED

The Company has not issued any Sweat Equity Shares during the year under review.

F. BONUS SHARES:

No Bonus Shares were issued during the year under review.

G. EMPLOYEES STOCK OPTION PLAN:

During the year under review the Company has not provided any Stock Option Scheme to the employees.

H. ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

No equity shares with differential rights were issued during the year under review.

42. ACKNOWLEDGEMENTS:

The Directors place on record their appreciation for cooperation and continued support extended by employees, consultants, customers, shareholders, investors, partners, vendors, bankers, the Government, and statutory authorities for the Company's growth. We thank associates and consultants for their valuable contribution in our progress and look forward to their continued support.

Date: 31 st August, 2023	Poonam Gupta	Krishna Kumar Gupta
Place: Bangalore	DIN: 08447607	DIN: 00003880
	Director	Managing Director
	Address: A-21 Silver Palm, TATA Sherwood, Basavanagar Main, Vibhuthipura Extn, Marathahalli Colony, Bangalore- 560037	Address: A-21 Silver palm, Bldg 3, Basavanagar Main, Vibhuthipura Extn, Marathalli, Bangalore- 560067

ANNEXURE - 1

FORM NO. MR-3

Secretarial Audit Report

for the financial year ended 31st March, 2023

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

To,
The Members,
Pasari Spinning Mills Limited,
No. 18, III Floor, Anjaneya Temple Road,
Yediyur, Jayanagar 6th Block,
Bangalore-560082

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Pasari Spinning Mills Limited (hereinafter called 'the Company') CIN- L85110KA1991PLC012537. Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and 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, minutes books, forms and returns filed and other records maintained by the Company and read with the Statutory Auditors Report on Financial Statements and their certificate on compliance with the conditions of relevant provisions of the SEBI (Listing Obligations and Disclosure Requirement) and also the information provided by the Company its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanations given to us, the Company has during the audit period covering the financial year ended on 31st March, 2023 complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereafter.

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

1. The Companies Act, 2013(the Act) and the rules made thereunder;
2. The Securities Contract (Regulation)Act, 1956 and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;

4. 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 to the extent applicable to the Company;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 to the extent applicable to the Company: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable to the Company during the audit period)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018, (Not applicable to the Company during the audit period).
 - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015

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 – Not applicable

During the period under review the Company has largely complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

The Company has not published the quarterly Results in the newspapers for the quarter ending 31st March, 2022, as required by Regulation 47 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

Observations:

- (i) Company has taken action from the immediate next quarter and complying with the provision of Regulation 47.

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, as on 31st March, 2023. 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.
- 2) Adequate notice is given to all directors for the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system are in place for seeking and obtaining further information and clarifications on the agenda items for meaningful participation at the meeting.
- 3) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- 4) We further report that the Company has to develop 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. The Company may have to pay penalties because of non-compliances as reported above, if levied by the respective authorities.
- 5) Based on the information provided by the officials of the Company we report that during the period under review the company has not received any show cause notices and we further report there are no other Specific events, which requires reporting hereunder.

For Vinay & Ashwini
Company Secretaries

Date: 24.08.2023
Place: Bangalore
UDIN : F009159E000853772

Vinay BL
M No. F9159, CP No. 10760
PR No: 1964/2022

Annexure A

The Members,
Pasari Spinning Mills Limited,
L85110KA1991PLC012537,
No. 18 III Floor, Anjaneya Temple Road,
Yedyur, Jayanagar 6th Block,
Bangalore-560082

Our report 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 provides a reasonable basis for our opinion expressed in the Report.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Vinay & Ashwini
Company Secretaries

Date: 24.08.2023
Place: Bangalore

Vinay BL
M No. F9159, CP No. 10760
PR No: 1964/2022

CORPORATE GOVERNANCE REPORT– ANNEXURE –2A

The Company complies with Corporate Governance as per SEBI (LODR) and a report containing the details of the Corporate Governance and processes is as under:

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all its transactions with its stakeholders, including its employees, customers, shareholders, suppliers, partners, supporting agencies, Government, and society at large.

The overall responsibility for guiding Corporate Governance within the Company rests with the Board of Directors ('the Board'), which has put in place appropriate policies, guidelines and processes. The day-to-day implementation and monitoring of these policies, guidelines and processes rest with the Management of the Company and are in consonance with the requirements of the Companies Act, 2013, as amended from time to time, and applicable SEBI Regulations, including SEBI (LODR). Keeping in view the Company's size, complexity, and corporate traditions, Company has adopted the following main principles and philosophies:

- I. Constitution of the Board of the Company and Committees of Directors of appropriate composition, size and expertise.
- II. Complete transparency in the operations of the Company
- III. Maintaining prescribed levels of disclosure and complete openness in communication.
- IV. Independent verification and safeguarding integrity of the Company's financial reporting.
- V. A sound system of risk management and internal control.
- VI. Timely and balanced disclosure of all material information concerning the Company to its stakeholders

THE BOARD OF DIRECTORS
Table 01: Composition of Board of Directors

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee)	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Krishna Kumar Gupta	00003880, ADSPG3465G	Executive, Managing Director	23-04-2019	5 years from the date of appointment	1	-	-
Mrs.	Poonam Gupta	08447607 AFTPK2222C	Non Executive Non Independent Director	09-05-2019	-	1	1	1
Mr.	Kolagunda Kumar Siddappa	08305351, CFYPK6554C	Non-Executive - Non Independent Director, Chairperson	20-09-2021	-	1	-	-
Mr.	Gauri Shankar Gupta	00003860, ADVPG3091R	Non-Executive Director	30-09-2019	-	1	-	-
Ms.	Sheela Arvind	01020390, ABKPA2350G	Additional - Non-Executive Independent Director	10-05-2022	5 years from the date of appointment (subject to the approval of shareholders of the	1	1	1

					Company)			
Mr.	Badarahalli Lakshmaiah Pundareeka	01415867, BKWPP188 0Q	Non- Executive Independent Director	30-06- 2021	5 years from the date of appointment	2	1	-

Table 02: Directorship, Shareholding and Meetings of the Board of Directors:

Name of the Director	Date Of Birth	Equity Shareholding (as on March 31, 2023)	No. of Directorship		No. of Board Meetings during FY 2022-23		Whether attended last AGM held on 2nd August, 2022	Specific Core Skills, Expertise and Competencies
			Public	Private	Held	Attended		
Mr. Krishna Kumar Gupta	24-09-1970	150,700 Shares	2	-	5	5	Yes	Finance, Corporate Governance, Management, Human Resource, Legal
Mrs. Poonam Gupta	18-11-1976	32,629 Shares	1	-	5	5	Yes	Corporate Governance, Management, Human Resource
Ms. Sheela Arvind	15-04-1969	NIL	1	3	5	5	Yes	Corporate Governance, Management, Corporate Law
Mr. Kolagunda Kumar Siddappa	22-05-1967	NIL	1	-	5	5	Yes	Corporate Governance, Finance, Sales and Marketing
Mr. Gauri Shankar Gupta	08-11-1942	100 Shares	2	-	5	5	Yes	Corporate Governance, Legal
Mr. Badarahalli Lakshmaiah Pundareeka	10-04-1964	NIL	2	1	5	5	Yes	Management, Corporate Governance, Finance, Corporate Governance, Management,

								Human Resource, Legal
--	--	--	--	--	--	--	--	-----------------------

BOARD MEETINGS:

The Board meets once in a quarter and additionally as and when required. The calendar of the Board meetings is decided in consultation with the Board, and the schedule of meetings is communicated to all Directors in advance to enable them to plan their effective participation during the Board meetings. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Schedule II Part A of SEBI (LODR), the Board is also kept informed of major events/ items and approvals taken wherever necessary.

The Board met five times in FY 2022-23: 10 May 2022, 07 July 2022, 19 July 2022, 27 October 2022, 30 January 2023.

INDEPENDENT DIRECTORS' MEETING

The Independent Directors of your Company meet on 07 July 2022, without the presence of the Non-Independent Directors or any other Management Personnel. These Meetings are conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to:

- (a) Evaluation of the performance of Non-Independent Directors and the Board of Directors & Committees as a whole;
- (b) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- (c) Evaluation of the quality, quantity and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties effectively

REMUNERATION OF DIRECTORS:

Since the Company is not carrying on any profitable activities, the Directors of the Company have voluntarily waived off their remuneration. Hence no managerial remuneration is paid for the year under review.

CONFIRMATION AND CERTIFICATION

On an annual basis, the Company obtains from each Director, details of the Board and Board Committee positions he / she occupies in other Companies, and changes if any regarding their Directorships. The Company has obtained a certificate from M/s Vinay & Ashwini, Company Secretaries,, under Regulation 34(3) and Schedule V Para C Clause (10) (i) of Listing Regulations confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the SEBI and Ministry of Corporate Affairs or any such authority and the same forms part of this Report.

BOARD INDEPENDENCE

Our definition of 'Independence' of Directors is derived from Section 149(6) of the Act and Regulation 16 of Listing Regulations. The Independent Directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures received from the Directors and on evaluation of the relationships disclosed, supported by a certificate from M/s Vinay & Ashwini, Company Secretaries,, as per the requirement of Regulation 25(8) of the Listing Regulations, the Board confirms, that the Independent Directors

fulfill the conditions as specified under Schedule V of the Listing Regulations and are independent of the management.

INDEPENDENT DIRECTORS FAMILIARISATION PROGRAMME:

The details of programme for familiarization of independent directors of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at its link www.pasariexports.com

GOVERNANCE BY COMMITTEES OF THE BOARD OF DIRECTORS

The Company has the following Committees of the Board of Directors:

- (I) Audit Committee
- (II) Nomination and Remuneration Committee
- (III) Stakeholders Relationship Committee
- (IV) Corporate Social Responsibility Committee & Risk Management Committee- **NA**

1. Audit committee:

The Company's Board has constituted an Audit Committee pursuant to the provisions of 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(a) Composition:

- 1. Mrs. Sheela Arvind, Chairperson, Non- executive Independent Director
- 2. Mrs. Poonam Gupta, Member, Non executive Director,
- 3. Mr. Badarahalli Lakshmaiah Pundareeka, Member, Non- executive Independent Director,

(b) Powers: Powers of the Audit Committee include:

- (i) To investigate any activity within its responsibilities.
- (ii) To have independent back office support and other resources from the company.
- (iii) To have access to information contained in the records of the Company or from any employee.
- (iv) To obtain legal or professional advice from external sources.
- (v) To have the facility of separate discussions with both internal and external auditors as well as the management.
- (vi) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(c) Roles and Responsibilities:

- (i) Recommend the appointment, re-appointment and removal of external auditor and internal auditor, approve terms of engagement, including fixation of audit fee, and also approve the payment for any other services. The Committee shall review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process.

- (ii) Review the financial reporting process and the disclosure of financial information of the Company, as well as subsidiaries, to ensure that the financial statement is correct, sufficient and credible. Also, monitor the integrity of the financial statements of the Company.
 - (iii) Review, with management, the quarterly and annual financial statements before submission to the Board, focusing primarily on:
 1. Any changes in accounting policies and practices and reasons for the same.
 2. Major accounting entries based on exercise of judgment by management.
 3. Qualifications in draft audit report.
 4. Significant adjustments arising out of audit.
 5. The going concern assumption.
 6. Compliance with accounting standards.
 7. Compliance with Stock Exchange and legal requirements concerning financial statements.
 8. Management Discussion and Analysis of financial conditions and results of operations.
 9. Directors' Responsibility Statement.
 - (iv) Review the adequacy of internal control systems and review internal audit reports, management letters relating to internal control weaknesses, if any.
 - (v) Review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - (vi) Discussion, review and follow up on 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, including management override of internal controls and financial irregularities involving management team members.
 - (vii) Discussions with external auditors before the audit commences about the nature and scope of the audit, and have post-audit discussions to ascertain any areas of concern.
 - (viii) Review the Company's financial and risk management policies and systems. Assist executive management to identify the risk impacting the Company's business and document the process of risk identification, risk minimization and risk optimization as a part of risk management policy.
 - (ix) Look into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors, and monitor utilization of funds raised through public and preferential issues.
 - (x) Review the functioning of the Whistle Blower mechanism established in the Company.
 - (xi) Monitor and approve all Related Party Transactions including any modification/amendment with promoters or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interests of Company at large.
 - (xii) Any other matter referred to the Audit committee by the Board of Directors of the Company
- (d) **Meetings:** During the year Audit committee met 4 times 10th May 2022, 19th July, 2022, 27th October 2022, and 30th January, 2023.

Attendance record in Audit Committee is as follows:

Sl. No	Members	Category	No of meetings attended
1.	Mrs. Sheela Arvind	Chairperson & Independent Director	4
2.	Mrs. Poonam Gupta	Member, Non Executive Director	4
3.	Mr. Badarahalli Lakshmaiah Pundareeka	Member & Independent Director	4

As required under Regulation 18 of (Listing Obligations and Disclosure Requirements) Regulations with the Stock Exchanges, all necessary information was placed before the Board from time to time. Other than transactions entered into in the normal course of business, the Company has not entered into any materially significant related party transactions during the year, which could have potential conflict of interest between the Company and its Promoters, Directors, Management and/or relatives.

2. Nomination and Remuneration committee:**(a) Composition:**

1. Mrs. Sheela Arvind, Chairperson, Non- executive Independent Director
2. Mrs. Poonam Gupta, Member, Non executive Director,
3. Mr. Badarahalli Lakshmaiah Pundareeka, Member, Non- executive Independent Director,

(b) Powers/Roles: The terms of reference of the Nomination and Remuneration Committee include the following:

- i. To decide on all matters relating to the Company's stock option/share purchase schemes including the grant of options/shares to the Directors and employees of the Company and/or of its subsidiaries.
- ii. To determine and make suitable recommendations to the Board in all matters relating to qualification, appointment, evaluation and remuneration of the Independent Directors of the Board, Executive Directors of the Company and its managerial personnel under 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. To review performance and determine the remuneration payable to Executive Directors.
- iv. Establishment and administration of employee compensation and benefit plans.

v. To decide and make suitable recommendations to the Board on any other matter that the Board may entrust the Committee with or as may be required by any statutes /regulations /guidelines / listing agreements, etc.

(c) **Meetings:** During the year, the Remuneration Committee met once on 10th May 2022. Composition, Category and attendance of the Remuneration Committee is as under:

Sl. No	Members	Category	No of meetings attended
1.	Mrs. Sheela Arvind	Chairperson & Independent Director	1
2.	Mrs. Poonam Gupta	Member, Non Executive Director	1
3.	Mr. Badarahalli Lakshmaiah Pundareeka	Member & Independent Director	1

3. Stakeholders Relationship Committee:

a) Composition

1. Mrs. Poonam Gupta, Chairperson, Non executive Director
2. Mrs. Sheela Arvind, Member, Non- executive Independent Director
3. Mr. Badarahalli Lakshmaiah Pundareeka, Member, Non- executive Independent Director,

b) Powers/Roles:

Powers/Roles: The Committee shall consider and resolve the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

c) Meetings:

The Stakeholders Relationship Committee met once during the year on 10th May, 2022. Attendance Record in Stakeholders Relationship Committee Meetings held during the year is as follows:

Sl. No	Members	Category	No of meetings attended
1	Mrs. Poonam Gupta	Chairperson, Non Executive Director	1
2	Mrs. Sheela Arvind	Member & Independent Director	1
5	Mr. Badarahalli Lakshmaiah Pundareeka	Member & Independent Director	1

GOVERNANCE BY MANAGEMENT

Related Party Transactions:

During FY 2022-23, there were no materially significant Related Party Transactions entered into by the Company with the Directors or Management or their relatives that may have a potential conflict with the interest of the Company at large. The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto is disclosed in Form No. AOC -2 as per Annexure-3

DISCLOSURE ON WEBSITE

Following information has been disseminated on the website of the Company at <https://www.pasariexports.com>:

1. Details of business of the Company;
2. Terms and conditions of appointment of Independent Directors;
3. Composition of various Committees of Board of Directors;
4. Code of Conduct for Board of Directors and Senior Management Personnel;
5. Details of establishment of vigil mechanism / Whistle Blower policy;
6. Grievance Redressal;
7. Policy on dealing with Related Party Transactions;
8. Policy for Determining Material Subsidiaries;
9. Details of Familiarisation Programmes imparted to Independent Directors;
10. Policy for Determination of Materiality of Events;
11. Policy for Sexual Harassment
12. Nomination & Remuneration Policy
13. Code of Business Conduct and Ethic

STATUTORY AUDITOR'S FEES:

The total fees paid by the Company to the Statutory Auditor and all its entities in the network firms/entities of the Statutory Auditor, for all the services provided to the Company is Rs. 50,000/-

SEXUAL HARASSMENT COMPLAINTS:

Particulars	No. of cases outstanding as on April 01, 2022	No. of cases added during the year	No. of cases resolved during the year	No. of cases outstanding as on March 31, 2023
No. of Complaints	NIL	NIL	NIL	NIL

Report of Investor Complaints received and disposed of during year ended March 31, 2023:

Particulars	No. of cases outstanding as on April 01, 2022	No. of cases added during the year	No. of cases resolved during the year	No. of cases outstanding as on March 31, 2023
No. of Investor issues	NIL	03	03	NIL
No. of legal cases	NIL	NIL	NIL	NIL

Details on General meetings:

Location, date and time of the General Meetings held in the last 3 years are as under:

A G M	Date	Time	Venue
31st	02/08/2022	11.00 AM	Through Video Conference / Other Audio Visual Means
30th	20/09/2021	11.00 AM	Through Video Conference / Other Audio Visual Means
29th	30/09/2020	11.00 AM	Through Video Conference / Other Audio Visual Means

Details of Special Resolutions passed in the previous three AGMs

A G M	Particulars of Special Resolutions passed thereat
31st	Regularisation of appointment of Ms. Sheela Arvind as an independent non-executive director of the company.
30th	Alteration of the Object clause of the Memorandum of the Association of the Company.
29th	None of the Special Resolutions passed

None of the businesses required to be transacted at the **Thirty Second** Annual General Meeting, is proposed to be passed by postal ballot.

Disclosures:

Disclosure on materially significant related party transactions i. e. transactions of the Company of material nature, with its promoters, or the Management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of Company at large.

(Amount in Rs)

Name of the party	Nature of transaction	Amount
Pasari Exports Limited	Borrowings	2,01,45,932

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

Means of communication:

Quarterly/Annual Results:

The Quarterly and Annual Results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board in accordance with the Statutory requirement. These results are also made available on the website of the Company at www.pasariexports.com.

During the year the Company has not made any presentations to analysts.

General Shareholder information:

- Annual General Meeting
- Venue

27th September, 2023
through Video Conference / Other Audio
Visual Means

Financial year:

1st April 2022 to 31st March 2023.

Date of book closure:

Thursday, the 21st September, 2023 to Tuesday, the
27th September, 2023
(both days inclusive)

Listing:

The shares of the Company are listed on the
following stock exchange
Bombay stock exchange
P J Towers,
Dalal Street,
Mumbai – 400 001
The Annual listing fees of the stock Exchange for the
financial year 2022-23 has been paid.

STOCK CODE:

521080

ISIN: (Equity)

INE 604F01010

PASARI SPINNING MILLS LIMITED

Market price data:			Sensex for the period:		
Month	High Price	Low Price	Month	High	Low
Apr-22	7.35	5.67	Apr-22	60,845.10	56,009.07
May-22	6.42	4.55	May-22	57,184.21	52,632.48
Jun-22	5.53	3.82	Jun-22	56,432.65	50,921.22
Jul-22	5.10	3.68	Jul-22	57,619.27	52,094.25
Aug-22	4.28	3.70	Aug-22	60,411.20	57,367.47
Sep-22	4.45	3.71	Sep-22	60,676.12	56,147.23
Oct-22	4.34	3.80	Oct-22	60,786.70	56,683.40
Nov-22	4.51	3.80	Nov-22	63,303.01	60,425.47
Dec-22	7.31	4.02	Dec-22	63,583.07	59,754.10
Jan-23	9.35	5.86	Jan-23	61,343.96	58,699.20
Feb-23	8.25	6.25	Feb-23	61,682.25	58,795.97
Mar-23	6.70	4.92	Mar-23	60,498.48	57,084.91

Registrars and Share transfer Agents:

Kfin technologies Private Limited,
Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad
Rangareddi-500032

Tel: 040 67162222

Email Id: einward.ris@kfintech.com

Share transfer system:

All shares have been transferred and returned within 21 days from the date of lodgement, provided the necessary documents were in order.

Distribution of shareholding as on 31.03.2023:

PASARI SPINNING MILLS LIMITED

Distribution Schedule as on 31 March 2023 (Consolidated)

s/no	Category (Amount)	Phy Cases	Phy Cases %	Phy Shares	Phy Amount	Phy Amount %	Ele Cases	Ele Cases %	Ele Shares	Ele Amount	Ele Amount %	Total Cases	Total Cases %	Total Shares	Total Amount	Total Amount %
1	1-5000	4089	42.1416	698629	6986290	5.0625	4408	45.4292	608774	6087740	4.4114	8497	87.5709	1307403	13074030	9.4739
2	5001- 10000	127	1.3089	106500	1065000	0.7717	436	4.4935	369327	3693270	2.6763	563	5.8023	475827	4758270	3.448
3	10001- 20000	41	0.4225	61400	614000	0.4449	228	2.3498	357420	3574200	2.59	269	2.7723	418820	4188200	3.0349
4	20001- 30000	16	0.1649	44100	441000	0.3196	90	0.9275	231476	2314760	1.6774	106	1.0924	275576	2755760	1.9969
5	30001- 40000	3	0.0309	10900	109000	0.079	45	0.4638	161491	1614910	1.1702	48	0.4947	172391	1723910	1.2492
6	40001- 50000	3	0.0309	15000	150000	0.1087	42	0.4329	199839	1998390	1.4481	45	0.4638	214839	2148390	1.5568
7	50001- 100000	7	0.0721	69300	693000	0.5022	69	0.7111	497089	4970890	3.6021	76	0.7833	566389	5663890	4.1043
8	100001& Above	1	0.0103	15800	158000	0.1145	98	1.01	10352955	103529550	75.0214	99	1.0203	10368755	103687550	75.1359

Dematerialisation of shares & liquidity:

As of the end of 31st March 2023 shares comprising approximately 92.59 % of shares of the company's Equity share capital have been dematerialized.

Shareholding pattern as at 31.03.2023

Sl. No	Category of Shareholder	No of shareholder	Total No of Shares	Total shareholding as a percentage of total number of shares
(A)	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP	3	3,01,500	2.18
	Individuals/HUF Bodies Corporate	1	70,20,842	50.88
(A)	Total Promoter's Holding	4	73,22,342	53.06
(B)	PUBLIC SHAREHOLDING			
	I. INSTITUTIONS			
	Foreign Portfolio Investors	1	10	0.00
	Financial Institutions/Banks	1	100	0.00
	II. NON INSTITUTIONS			
	Directors and their relatives (excluding independent directors and nominee directors)	143	1,09,768	0.80
	Individuals:-			
	Individuals Shareholders Holding Nominal shareholding up to Rs.2 lakhs	9085	36,69,121	26.59
	Individuals holding nominal shareholding excess of Rs.2 lakhs	41	20,48,995	14.85
	Others	263	6,49,664	4.71
(B)	Total Public Shareholding	9534	64,77,548	46.94
	(A)+(B)	9538	13,80,0000	100

PASARI SPINNING MILLS LIMITED

Plant location:

Address of Registered Office of the Company:

Company's factory was located at:

PASARI SPINNING MILLS LIMITED

#54 & 55, KIADB Industrial Area,
1st Main, 3rd Cross, Nanjangud - 571301

#18, (old No 16), III Floor, Anjaneya Temple Road,
Yedyur, 6th Block, Jayanagar, Bangalore - 560082

The above report was approved by the Board of Directors at their meeting held on 31st August, 2023.

for and on behalf of the board
for Pasari Spinning Mills Limited

Date: 31st August, 2023

Krishna Kumar Gupta

Managing Director

DIN: 00003880

Place: Bangalore

Address: A-21 Silver palm, Bldg 3,
Basavanagar Main, Vibhuthipura Extn,
Marathalli, Bangalore- 560067

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,

Pasari Spinning Mills Limited,

No. 18, III Floor, Anjaneya Temple Road,

Yedyur, Jayanagar 6th Block,

Bangalore-560082

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Pasari Spinning Mills Limited having CIN L85110KA1991PLC012537 and having Registered Office at No. 18, III Floor, Anjaneya Temple Road, Yedyur, Jayanagar 6th Block, Bangalore-560082 (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 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 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 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment	Date of Cessation
1	Krishna Kumar Gupta	00003880	23-04-2019	NA
2	Poonam Gupta	08447607	09-05-2019	NA
3	Sheela Arvind	01020390	10-05-2022	NA
4	Kolagunda Kumar Siddappa	08305351	20-09-2021	NA
5	Gauri Shankar Gupta	00003860	30-09-2019	NA
6	Badarahalli Lakshmaiah Pundareeka	01415867	30-06-2021	NA

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.

This Certificate has been issued at the request of the Company to make disclosure in its Corporate Governance Report of the financial year ended 31st March, 2023.

For Vinay & Ashwini
Company Secretaries

Date: 24.08.2023

Place: Bangalore

UDIN: F009159E000853915

Vinay BL

M No. F9159, CP No. 10760

PR No: 1964/2022

Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certification

To,

The Board of Directors,
Pasari Spinning Mills Limited,

I, the undersigned, in my capacity as Managing Director of **Pasari Spinning Mills Limited** ("the Company"), to the best of my knowledge and belief certify that:

- (a) I have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2023 and to the best of my knowledge and belief, I state that:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) I am responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (e) I have indicated, based on my most recent evaluation, wherever applicable, to the Auditors and Audit Committee
- (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Date: 31st August, 2023
Place: Bangalore

Krishna Kumar Gupta
DIN: 00003880
Managing Director
Address: A-21 Silver palm, Bldg 3,
Basavanagar Main, Vibhuthipura Extn,
Marathalli, Bangalore-560067

Certificate of Compliance with the Corporate Governance

Practicing Company Secretary Certificate on Compliance with the Corporate Governance Requirements under SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015

To,

The Members,

Pasari Spinning Mills Limited,

No. 18, III Floor, Anjaneya Temple Road,

Yediyur, Jayanagar 6th Block,

Bangalore-560082

We have examined all the relevant records of Pasari Spinning Mills Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the period from 1st April 2022 to 31st March 2023.

Further, we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate 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. In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as applicable under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except those which are indicated in Secretarial Audit Report.

For Vinay & Ashwini
Company Secretaries

Date: 24.08.2023
Place: Bangalore
UDIN: F009159E000854069

Vinay BL
M No. F9159, CP No. 10760
PR No: 1964/2022

Annexure-3
PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH THE RELATED PARTIES
(AOC-2)
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS.

There were no contracts or arrangements or transactions entered during the year ended 31st March, 2023 which were not at arm's length basis.

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM LENGTH BASIS.

There were no material contracts or arrangements or transactions entered into during the year ended March 31, 2023.

For the disclosure purpose the details of contracts or arrangement or transactions for the year ended 31st March, 2023 are as follows:

Name(s) of the related party	Nature of relationship	Nature of contracts/arrangements/transactions	(d) Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any:	Amount Outstanding, if any:
(a)	(b)	(c)	(d)	(e)	(f)	(g)
M/s Pasari Exports Limited	Common Directorship	Unsecured Loan (Expenses paid on behalf of Pasari Spinning Mills)	NA	Unsecured Loan (Expenses paid on behalf of Pasari Spinning Mills)	NA	2,01,45,932
Mrs. Kamala Devi Gupta	Relative of Director	Unsecured Loan	NA	Unsecured Loan	NA	75,000
Mr. T.K. Gupta	CFO	Unsecured Loan	NA	Unsecured Loan	NA	9,29,282
Mrs. Poonam Gupta	Director	Unsecured Loan	NA	Unsecured Loan	NA	-
Mrs. Sneha Gupta	Relative of Director	Unsecured Loan	NA	Unsecured Loan	NA	-
Mr. K.K Gupta	Managing Director	Unsecured Loan	NA	Unsecured Loan	NA	5,19,004

Management discussion and Analysis

1. Industry structure and developments:

The Indian economy, however, appears to have moved on after its encounter with the pandemic, staging a full recovery in FY22 ahead of many nations and positioning itself to ascend to the pre-pandemic growth path in FY23. Yet in the current year, India has also faced the challenge of reining in inflation that the European strife accentuated. Measures taken by the government and RBI, along with the easing of global commodity prices, have finally managed to bring retail inflation below the RBI upper tolerance target. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the CAD may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year.

Indian Textiles Industry

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic. The

decentralized power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country. India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world.

2. Opportunities and threats:

The promoters of your company are planning to enter into retail industries, currently the retail market is lucrative when compared with manufacturing industries and thereby have the hope of recovering from the present financial crisis.

Opportunities

India is one of the fastest-growing economies and this creates a boost in the purchasing power of the people while it also spurs the demand for products of the textile industry. This boost results in a wide range of capacity to manufacture different products that can be transported within India as well as across the world. Apart from this, India has one of the most extremely varied textile sectors as it has hand-woven textiles on one end while capital intensive mills on the other end which results in an enormous number of opportunities in the textile industry.

Threats

Though there are many opportunities and investments in the textile industry, like any other industry, the textile industry of India also undergoes certain challenges. The frequently changing policies stated by the government at the central and state levels create immense pressure on the textile industry. Another challenge that the textile

industry faces is the limitation to access the latest and best technology while also failing to meet the global standards in the competitive export market. Apart from these issues like competition from neighboring countries regarding low-cost garments is also the challenge the Indian textile industry faces.

3. Segment wise performance and Company

outlook:

Due to:

- Increase in cost of raw material
- No substantial increase in the selling price of finished product (Cotton Yarn)
- Regular absenteeism of the workmen
- Frequent interruption in the power supply
- Increase in the cost of electricity
- Higher Indirect Taxes, Power and Interest Rates
- Non favorable market conditions to the textile industry.
- There is Declining in Mill Segment.

Company was unable to run the factory, and the production was stopped from the end of July 2011, and the promoters, requested the Hon'ble Labour Department to grant the permission for closure of the factory. The Hon'ble labour department has granted the permission to close the factory located at Nanjangud vide its order No Ka.Ee 114 LMW 2007 dated 29th November 2011.

PASARI SPINNING MILLS LIMITED was undertaking manufacture of Cotton Yarn at its Unit located at KIADB Industrial Area, Nanjangud, Mysore District with spindle capacity of 17,472.

4. Outlook:

The promoters of your company are planning for entering into retail industries, currently the retail market is lucrative when compared with manufacturing industries and thereby have the hope of recovering from the present financial crisis

5. Risk and Concerns:

Risks:

General Economic conditions:

Presence in a highly competitive market and dependence on government & policy support and any slowdown in the global and/or Indian economy could adversely affect our business. Textile business in general is sensitive to fluctuations in the economy. Since Worldwide spread of Novel Corona Virus (Covid-19), disruption of supply chain and elimination of Quota system will lead to fluctuations in Export demand and Continuous Quality Improvement is need of the hour as there are different demand patterns all over the world, could lead to a downturn in the Textile Industry.

Socio-political risks:

In addition to economic risks, the Company faces risks from the socio-political environment, internationally as well as within the country and is affected by events like political instability, extreme weather conditions, Unfavourable labour Laws and natural calamities etc.,

Concerns:

The Promoters of your Company, taken the permission for closure of the Factory from the Hon'ble labour department, Government of Karnataka, which stopped the further losses of the Company

6. Internal control systems and their adequacy:

Company has reviewed internal controls and its effectiveness through the internal audit process.

Internal audits were undertaken for every operational unit and all major corporate functions under the direction of the Audit committee.

The focus of these reviews are as follows:

- *Identify weakness and areas of improvement*
- *Safeguarding of tangible and intangible assets*
- *Management of business and operational risks*
- *Compliance with applicable statutes*
- *Compliance with the Pasari "Code Of Conduct"*

The Audit Committee of the Board oversees the adequacy of the internal control environment through regular reviews of the audit findings and monitoring implementations of internal audit recommendations through the compliance reports submitted to them.

Date: 31st August, 2023
Place: Bangalore

7. Discussion on financial performance with respect to operational performance:

The Company could not achieve the targeted results because of Closure of the factory.

8. Material developments in Human Resources / Industrial Relations front, including number of people employed:

Your Company had not employed workers and staff including the factory and head office.

By order of the Board

for Pasari Spinning Mills Limited

Krishna Kumar Gupta
Managing Director
DIN: 00003880
Add: A-21 Silver palm, Bldg 3, Basavanagar
Main, Vibhuthipura Extn, Marathalli,
Bangalore- 560067.

INDEPENDENT AUDITORS' REPORT

To,

The Members of Pasari Spinning Mills Limited
Report on the Audit of the Financial Statements
Opinion

We have audited the accompanying financial statements of Pasari Spinning Mills Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss and Statement of Changes in Equity and Cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('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 March 31, 2023, its loss and cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We don't have any key audit matters to be addressed.

Emphasis of Matter Paragraph

Emphasis of matter paragraphs are those matters that is of such importance that it is fundamental to users' understanding of the financial statements or as appropriate any other matter that is relevant to users' understanding of the audit, the auditor's responsibilities or the auditor's report.

1. We draw attention to Note No. 23 – Other Disclosures of the Notes to the Financial Statements wherein the Company has provided for an amount of INR 63.90 Lakhs owing to non-progress of the legal dispute with the Cotton Corporation of India Limited.

2. Pursuant to Section 134 of the Companies Act, 2013 the Financial Statements of the Company must be signed by any two directors (one of whom shall be the Managing Director), the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of the Company, wherever they are appointed.

We were informed that the Chief Financial Officer of the Company is unable to sign due to his weak health conditions. Our Opinion is not qualified in respect of the above matters.

Information Other than the Financial Statements and Auditors' Report Thereon

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

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

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

We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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:

PASARI SPINNING MILLS LIMITED

- 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the cash flow statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Indian accounting standards specified under section 133 of the Act, read with the **Companies (Indian Accounting Standards) Rules, 2015**;
- e) On the basis of the written representations received from the Directors as on March 31, 2023 taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with 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;
 - a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements in accordance with the generally accepted accounting practice.
 - Also refer Note 22 (iii) to the financial statements.

- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- There is no requirement of transferring the amounts, to the Investor Education and Protection Fund by the Company.

for Rao and Emmar

Chartered Accountants

Firm Registration No. 003084S

B J Praveen

Partner

Membership No. 215713

UDIN: 23215713BGWRDC3439

Date: May 25, 2023

Place: Bengaluru

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 Pasari Spinning Mills Limited of even date)

1. In respect of the Company’s fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The fixed assets of the Company were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of all immovable properties which are freehold, are held in the name of the company as at the balance sheet date.
 - d. The company has not revalued its Property, Plant & Equipment (including right of-use assets) and intangible assets during the year.
 - e. As per the information and explanations provided to us, No proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) .
2. The Company does not carry any inventory, hence no physical verification has been carried out.
3. In respect of loans, secured or unsecured granted by Company:
 - a. As per the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to companies, Limited Liability Partnerships or other parties covered in the register maintained under Section 185 of the Act during the year.
 - b. Since the Company has not granted any loans, secured or unsecured, the reporting terms and condition for such loan, repayment of principal or interest and any overdue thereon is not applicable.

4. In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, there are no terms and conditions attached to the loans taken by the Company from related parties. There is also no stipulation of schedule of repayment of interest and principal and these loans are interest free and repayable on demand. Hence we are unable to comment on the Company's compliance of Sections 185 and 186 of the Companies Act, 2013.
 - b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - c. To our best information, Loans borrowed by the bank were applied for the purpose it was obtained.
 - d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures
 - f. The Company has not raised any loans on the pledge of securities held in its subsidiaries, associates or joint ventures during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
7. In respect of statutory dues:
 - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.
8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)
9. In our opinion and according to the information and explanations given to us in respect to the loans and borrowings from Banks and Financial Institutions by the Company,
 - a. the Company has not defaulted in repayment of principal of loan borrowed from Syndicate Bank (Now Canara Bank). There are no outstanding dues to any financial institutions or banks or any government or any debenture holders as at March 31, 2023.
10. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the order is not applicable.
11. a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
 - b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report
12. To the best of our knowledge and according to the information and explanations given to us, the Company has not received any Whistler Blower complaints.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and section 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information & explanations provided to us, no internal auditor is appointed by the Company.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with them. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial

statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20. As the Company is not liable for CSR provisioning, paragraph 3 (xx) of the order is not applicable to the Company.

for **Rao and Emmar**
Chartered Accountants
Firm Registration No. 003084S

B J Praveen
Partner
Membership No. 215713
UDIN: 23215713BGWRDC3439
Date: May 25, 2023
Place: Bengaluru

Annexure "B" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on other legal and regulatory requirements' section of our report to the Members of Pasari Spinning Mills 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 Pasari Spinning Mills Limited (“the Company”) as at March 31, 2023, 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 of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in 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 control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Management and Directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and according to the information and explanations given to us, the Company has, in all material

respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for Rao and Emmar

Chartered Accountants

Firm Registration No. 003084S

B J Praveen

Partner

Membership No. 215713

UDIN: 23215713BGWRDC3439

Date: 25.05.2023

Place: Bengaluru

M/S. PASARI SPINNING MILLS LIMITED
CIN: L85110KA1991PLC012537

Regd Office: NO 18 IIIRD FLOOR, ANJANEYA TEMPLE ROAD, YEDIYUR, JAYANAGAR 6TH BLOCK, BANGALORE - 560 082
BALANCE SHEET AS AT 31/03/2023

PARTICULARS	Note No.	31st March, 2023	31st March, 2022
		Rs. In 1000's	Rs. In 1000's
A ASSETS			
1 Non-Current Assets			
Property, Plant and Equipment	3	-	-
Capital Work-in-Progress		-	-
Investment Properties	4	4,201.93	4,973.00
Goodwill		-	-
Other Intangible Assets		-	-
Intangible Assets Under Development		-	-
Biological Assets other than Bearer Plant		-	-
Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables		-	-
(iii) Loans	5(i)	-	-
(ii) Other Financial Assets	5(ii)	7,080.96	7,535.35
Deferred Tax Asset (Net)	6	12,949.97	12,788.11
Other Non-Current Assets	7	-	-
Total Non-Current Assets		24,232.86	25,296.47
2 Current Assets			
Inventories	8	-	-
Financial Assets			
(i) Investments	5(iii)	23.09	246.08
(ii) Trade Receivables	5(iv)	607.81	495.87
(iii) Cash and Cash Equivalents	5(v)	869.26	839.03
(iv) Loans		-	-
(v) Other Financial Assets	5(vi)	675.35	559.98
Other Current Assets		-	-
Total Current Assets		2,175.51	2,140.96
Total Assets (1+2)		26,408.37	27,437.43
B EQUITY AND LIABILITIES			
1 Equity			
Equity Share Capital	9	138,000.00	138,000.00
Other Equity		-	-
(i) Reserves and Surplus	10	(145,317.13)	(142,568.35)
(ii) Other Reserves		-	-
Total Equity		(7,317.13)	(4,568.35)
2 Liabilities			
Non-Current Liabilities			
Financial Liabilities			
(i) Borrowings	11(i)	22,351.30	27,172.60
(iii) Other Financial Liabilities		-	-
Provisions	12	6,390.00	-
Other Non-Current Liabilities		-	-
Total Non-Current Liabilities		28,741.30	27,172.60
Current Liabilities			
Financial Liabilities			
(i) Borrowings	11(ii)	2,783.00	2,435.60
(ii) Trade payables Due To:			
Micro and Small Enterprise	13	-	-
Other Than Micro and Small Enterprise		45.58	-
(iii) Other financial liabilities	14	1,270.69	1,476.81
Provisions	15	837.00	837.00
Current Tax Liabilities		-	-
Other Current Liabilities	16	47.93	83.78
Total Current Liabilities		4,984.20	4,833.18
Total Liabilities		33,725.50	32,005.78
Total Equity and Liabilities (1+2)		26,408.37	27,437.43
Significant Accounting Policies and Other Disclosures	1-2, 22		

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For **Rao and Emmar**
Chartered Accountants
Firm Registration No. 003084S

For **PASARI SPINNING MILLS LIMITED**

Praveen B J
Partner
Membership No. 215713

Krishna Kumar Gupta
Managing Director
DIN: 00003880

Place: Bengaluru
Date: 25.05.2023

Poonam Gupta
Director
DIN:08447607

Neelu Daslana
Company Secretary

PASARI SPINNING MILLS LIMITED

M/S. PASARI SPINNING MILLS LIMITED
CIN: L85110KA1991PLC012537

Regd Office: NO 18 IIIRD FLOOR, ANJANEYA TEMPLE ROAD, YEDIYUR, JAYANAGAR 6TH BLOCK, BANGALORE - 560 082

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2023

PARTICULARS	Note No.	31st MARCH, 2023	31st MARCH, 2022
		Rs. In 1000's	Rs. In 1000's
Continuing Operations			
Revenue from Operations		-	-
Other Operating Income	17	6,753.53	6,483.63
Other Income	18	144.08	369.76
Total income		6,897.60	6,853.40
Expenses :			
Cost of Materials Consumed	19	-	-
Manufacturing and Other Operating Expenses		-	-
Changes in Inventories of Finished Goods & Work-in-Progress		-	-
Employee Benefit Expenses		-	-
Finance Costs	20	459.18	792.01
Depreciation and Amortisation Expense	3	771.07	771.07
Other Expenses	21	8,577.99	1,612.67
Total Expenses		9,808.24	3,175.75
Profit Before Exceptional Items and Tax From Continuing Operations		(2,910.63)	3,677.64
Exceptional Items		-	-
Profit Before Tax from Continuing Operations		(2,910.63)	3,677.64
Income Tax expense :			
(i) Current Tax for the year		-	-
(ii) Tax relating to earlier years		-	-
MAT Credit Entitlement for the year		-	-
Deferred Tax charge/ (credit)		(161.86)	(158.28)
Profit from Continuing Operations		(2,748.78)	3,835.92
Profit/(Loss) from Discontinuing Operations		-	-
Profit for the Year		(2,748.78)	3,835.92
Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss		-	-
Other comprehensive Income for the year (Net of tax)		-	-
Total comprehensive Income for the year		(2,748.78)	3,835.92
Earning per equity share:			
(1) Basic		(0.20)	0.28
(2) Diluted		(0.20)	0.28
Significant Accounting Policies and Other Disclosures	1-2, 22		

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For **Rao and Emmar**
Chartered Accountants
Firm Registration No. 003084S

For **PASARI SPINNING MILLS LIMITED**

Praveen B J
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Regd Office: NO 18 IIIRD FLOOR, ANJANEYA TEMPLE ROAD, YEDIYUR, JAYANAGAR 6TH BLOCK, BANGALORE - 560 082

CASH FLOW STATEMENT FOR THE YEAR ENDED 31/03/2023

PARTICULARS	31st MARCH, 2023	31st MARCH, 2022
	Rs. In 1000's	Rs. In 1000's
A. Cash flow from operating activities		
Profit before tax from continuing operations	(2,910.63)	3,677.64
Profit before tax from discontinued operation	-	-
Adjustments for :		
Depreciation and amortisation expense	771.07	771.07
Bad debts written off	-	-
Deposits written off	-	-
Net (gain)/loss on financial assets measured at FVTPL	(1.93)	(12.13)
Net (gain)/loss on sale of Shares	43.39	(121.74)
Dividend received	(1.49)	(86.67)
Interest received	-	(0.39)
Finance cost	459.18	792.01
Operating profit before working capital changes	(1,640.40)	5,019.80
Changes in working capital:		
(Increase)/Decrease in inventories	-	-
(Increase)/Decrease in trade receivables	(111.95)	186.87
(Increase)/Decrease in other financial assets	454.40	22.65
(Increase)/Decrease in other non-current assets	-	-
Increase/(Decrease) in other current Asset	(116.37)	318.48
Increase/(Decrease) short term borrowings	348.40	269.19
Increase/(Decrease) other financial liabilities	(206.12)	(243.05)
Increase/(Decrease) other non-current liabilities	-	-
Increase/(Decrease) in other current liabilities	(35.84)	104.08
Increase/(Decrease) in long term provisions	6,390.00	-
Increase/(Decrease) in short term provisions	-	264.00
Increase/(Decrease) in trade payables	45.58	-
Net Cash generated from operations	5,127.70	5,942.02
Income taxes paid (net of refunds)	-	-
Net cash from/ (used in) operating activities	5,127.70	5,942.02
B. Cash flow from investing activities		
Purchase of investments	(1,607.03)	(6,927.55)
Proceeds from sale of investments	1,788.55	7,895.52
Dividend received	1.49	86.67
Interest Received	-	0.39
Net cash from/ (used in) investing activities	183.01	1,055.03
C. Cash flow from financing activities		
Unsecured loan from related parties	(2,092.99)	(2,561.10)
Repayment of Secured loans	(2,728.32)	(3,620.80)
Interest paid	(459.18)	(792.01)
Net cash from/ (used in) financing activities	(5,280.48)	(6,973.91)
Net cash flows during the year (A+B+C)	30.23	23.14
Cash and cash equivalents (Opening balance)	839.03	815.89
Cash and cash equivalents (Closing balance)	869.26	839.03

Note:

- Cash & Cash Equivalents represents Cash & Bank Balances and deposits with Banks as per **Note 5 (v)**
- Above cash flow statement has been prepared under indirect method in accordance with the Indian Accounting (Ind AS) 7 on "Statement of Cash Flows".
- The Figures in bracket represent the Cash Outflow and the figures having no bracket represents the Cash Inflow.

This is the Cash Flow Statement we have referred to, in our Report of even date

For **Rao and Emar**
Chartered Accountants
Firm Registration No. 003084S

For **PASARI SPINNING MILLS LIMITED**

Praveen B J
Partner
Membership No. 215713

Krishna Kumar Gupta
Managing Director
DIN: 00003880

Place: Bengaluru
Date: 25.05.2023

Poonam Gupta
Director
DIN:08447607

Neelu Daslana
Company Secretary

PASARI SPINNING MILLS LIMITED

CIN: L85110KA1991PLC012537

Regd Office: NO 18 IIIRD FLOOR, ANJANEYA TEMPLE ROAD, YEDIYUR, JAYANAGAR 6TH BLOCK, BANGALORE - 560 082

STATEMENT OF CHANGES IN EQUITY For the period ended 31.03.2023

Rs. In 1000's

Note 9: A. Equity Share Capital

(1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
138,000,000	-	138,000,000	-	138,000,000

(2) Previous Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
138,000,000	-	138,000,000	-	138,000,000

Note 10: Other Equity

(1) Current Reporting Period

	Share Application Money pending Allotment	Equity Component of Compound Financial Instrument	Reserves & Surplus				Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash flow hedges	Revaluation Surplus	Exchange differences on translating the Financial Statement of a Foreign Operation	Other Items of other Comprehensive Income (Specify Nature)	Money Received against Share Warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (Specify Nature)	Retained Earnings								
Balance as at 31.03.2022	-	-	-	-	-	(142,568)	-	-	-	-	-	-	-	(142,568)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	-	(2,749)	-	-	-	-	-	-	-	(2,749)
Any other changes (To be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of MAT Credit	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of Deferred Tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31.03.2023	-	-	-	-	-	(145,317)	-	-	-	-	-	-	-	(145,317)

1. Previous Year Reporting Period

	Share Application Money pending Allotment	Equity Component of Compound Financial Instrument	Reserves & Surplus				Debt Instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash flow hedges	Revaluation Surplus	Exchange differences on translating the Financial Statement of a Foreign Operation	Other Items of other Comprehensive Income (Specify Nature)	Money Received against Share Warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (Specify Nature)	Retained Earnings								
Balance as at 31.03.2021	-	-	-	-	-	(146,404)	-	-	-	-	-	-	-	(146,404)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	-	3,836	-	-	-	-	-	-	-	3,836
Any other changes (To be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of MAT Credit	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reversal of Deferred Tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31.03.2022	-	-	-	-	-	(142,568)	-	-	-	-	-	-	-	(142,568)

PASARI SPINNING MILLS LIMITED

M/S. PASARI SPINNING MILLS LIMITED

CIN: L85110KA1991PLC012537

Regd Office: NO 18 IIIIRD FLOOR, ANJANEYA TEMPLE ROAD, YEDIYUR, JAYANAGAR 6TH BLOCK, BANGALORE - 560082

Notes to the Financial Statements for the year ended March 31, 2023

Note 1: General Information

The Company was incorporated on 25th November 1991, vide CIN: L85110KA1991PLC012537, to carry on the business of Textile , Spinning, Weaving, Dying and Printing factories, conventional or modern using cotton, silk, wool, polyester fiber.

The Company has discontinued its production operations from the financial year 2010-11. The Company has no intention to continue the production operations henceforth and has decided to lease out the Factory premises. The Company has not made any sales during the current year.

Note 2: Summary of Significant Accounting Policies

(i) Basis of preparation:

(a) Compliance with Ind AS

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2023 which were prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

(b) Historical cost convention

The financial statement has been prepared on a historical cost basis, except for:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value

(c) The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(ii) Revenue recognition:

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that the future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as mentioned below:

(a) Sale of products is recognised when the significant risks and rewards of ownership in the goods are transferred to the buyer which is based on the agreed terms. Revenue is based on price agreed with the customers. Amounts disclosed as revenue are net of returns, trade discounts, cash discounts, sales incentives, sales tax, etc.

(b) Rental income arising from operating lease of investment properties is accounted on accrual basis based on contractual terms with the lessee and is disclosed under other operating revenue in statement of profit and loss.

(iii) Investments and other financial assets:

(a) Classification

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

- those to be measured subsequently at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity instrument at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Initial recognition and measurement

All financial assets are recognised initially at its fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

(c) Subsequent measurement

Financial assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost.

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at FVOCI. All equity investments are measured at fair value through other comprehensive income, except for investments in subsidiary/ associate which is measured at cost. Changes in the fair value of financial assets are recognised in statement of other comprehensive income. In those cases, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss.

Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on such financial assets that are subsequently measured at FVTPL and is recognised and presented in the statement of profit and loss.

(d) Impairment of financial assets

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value. The Company assesses the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The losses arising from impairment are recognised in the profit or loss.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(e) Derecognition of financial assets

The Company derecognises a financial asset when the contractual right to the cash flows from the financial asset expire or it transfers substantially all risk and rewards of ownership of the financial asset. A gain or loss on such financial assets that are subsequently measured at amortised cost is recognised in statement of profit and loss when the asset is derecognised.

(f) Income recognition**Interest income**

Interest income from financial assets measured at amortised cost is recognised using the effective interest rate method and are disclosed in statement of profit and loss.

Dividends

Dividends from equity instruments are recognised as other income in statement of profit and loss only when the right to receive payment is established.

Property, plant and equipment:

Freehold land is carried at historical cost and other items of property, plant and equipment including capital spares are stated at cost of acquisition or construction less accumulated depreciation when, it is probable that future economic benefits associated with the item will flow to the Company and it can be used for more than one year and the cost can be measured reliably.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it meets the recognition criteria as mentioned above. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Gains and losses on disposal are determined by comparing proceeds with carrying amount.

Depreciation on property, plant and equipments is provided using the straight line method. As required under Schedule II to the Companies Act 2013, the Company periodically assesses the estimated useful life of its tangible assets based on the technical evaluation considering anticipated technological changes and actual usage of the assets.

PASARI SPINNING MILLS LIMITED

The estimated useful life is either equal to or lower than those prescribed under Part C of Schedule II to the Companies Act, 2013.

The estimated useful life for various property, plant and equipments is given below:

Assets	Useful life (Yrs)	Depreciation Rate
Buildings	30	3.17%
Furniture and Fixtures	10	9.50%
Vehicles	8	11.88%
Office equipment	5	19.00%
Computer	3	31.67%

Low value assets not exceeding INR 5,000/- per unit are depreciated at 100%

(v) Investment properties:

Property that is held for rental income and that is not occupied by the Company, is classified as investment property. Investment properties are measured initially at cost, including related transaction cost. It is carried at cost less accumulated depreciation. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

Land is carried at historical cost, however, buildings are depreciated using the straight line method over their estimated useful lives as mentioned in 2(iv) above.

(vi) Inventories:

Raw Materials, Consumable stores and spares are valued at lower of cost or market value after providing for obsolescence and depletion in value wherever applicable.

(vii) Retirement benefits:

- (a) Contributions to PF/EPF are accounted on accrual basis.
- (b) Gratuity and leave encashment are accounted on cash basis.

(viii) Foreign currency transactions:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Foreign currency monetary Assets and Liabilities are translated at year end exchange rates. The exchange difference arising on settlement of transactions and translation of monetary items are recognized as income or expense in the year in which they arise, except in case of the liabilities for the acquisition of fixed assets, where such exchange difference is adjusted in the carrying cost of fixed assets. This is not applicable to the Company.

(ix) Leases:

As a lessee

Leases in which the Company has substantial portion of the risks and rewards of ownership are classified as finance leases. Assets acquired under finance leases are capitalised at the lower of the fair value of the leased assets at the inception of the lease term and the present value of minimum lease payments. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term at a constant periodic rate of interest on the remaining balance of the liability.

Cost of leasehold land (other than those which will be converted to freehold after a certain period upon satisfying prescribed conditions) is amortised over the lease term.

Leases in which the Company doesn't have substantial portion of the risks and rewards of ownership are classified as operating leases. Payment made under operating leases are charged to statement of profit and loss on a straight line basis.

As a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return of the net investment outstanding in respect of the leases.

Lease income from operating leases, where the Company is a lessor, is recognised as income on a straight line basis. The respective leased assets are disclosed as investment properties.

Taxes on income:

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act 1961.

Deferred tax expense or benefit is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax asset in respect of unabsorbed depreciation and carry forward of losses are recognized only to the extent that there is virtual certainty that sufficient taxable income will be available to realize these assets. All other deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

Impairment of assets:

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the asset exceeds its estimated recoverable amount, an impairment loss is recognised in the Statement of Profit and Loss to the extent the carrying amount exceeds recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest level of which that are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Trade and other payables:

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per payment terms. They are recognised initially at their fair value and subsequently measured at amortised cost.

Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost using effective interest method.

Provisions and Contingent Liabilities:

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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.

Cash and cash equivalents:

Cash and cash equivalents includes cash and cheques on hand, current accounts and fixed deposit accounts with banks with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Earning per share (basic and diluted):

Earning per share is calculated by dividing the profit attributable to owners of the company by the weighted average number of equity shares outstanding during the financial year.

PASARI SPINNING MILLS LIMITED

M/S. PASARI SPINNING MILLS LIMITED

CIN: L85110KA1991PLC012537

Regd Office: NO 18 IIIRD FLOOR, ANJANEYA TEMPLE ROAD, YEDIYUR, JAYANAGAR 6TH BLOCK, BANGALORE - 560082

Notes to the Financial Statements for the year ended March 31, 2023

All Amounts in Rs. In 1000's

Note 4 : Investment properties

Particulars	As at March 31, 2023	As at March 31, 2022
Gross carrying amount		
Opening gross carrying amount/ Deemed cost	26,881.47	26,881.47
Transfer from property, plant and equipment's	-	-
Additions	-	-
Closing gross carrying amount	26,881.47	26,881.47
Accumulated depreciation		
Opening accumulated depreciation	21,908.47	21,137.40
Transfer from property, plant and equipment's	-	-
Depreciation charge	771.07	771.07
Closing accumulated depreciation	22,679.54	21,908.47
Closing Capital work-in-progress	-	-
	4,201.93	4,973.00

(i) Amounts recognised in statement of profit and loss for investment properties

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental income	6,753.53	6,483.63
Direct operating expenses from property that generated rental income	309.75	517.56
Profit from investment properties before depreciation	6,443.78	5,966.07
Depreciation charge	771.07	771.07
Profit from investment properties	7,214.85	6,737.14

(ii) Fair value of investment properties:

Particulars	As at March 31, 2023	As at March 31, 2022
Land [refer note (a)]	117,624.20	117,624.20
Building [refer note (a)]	45,194.49	45,194.49
	162,818.69	162,818.69

(a) As per Ind As 40, Investment Properties, the Company has estimated the fair value of land at Rs. 11,76,24,197 and Building at Rs. 4,51,94,493 as at 31/03/2022. However, the valuation is not as per Registered Valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

(b) The title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

Details of Land:

Plot No. 54, 55 of Nanjangud Industrial Area, situated in Sy. Nos. 120, 133, 149 and 150 of Kallahally Village, Kasaba Hobli, Nanjangud Taluk, Mysore District

Note 5 : Financial assets

(i) Loans

Particulars	As at March 31, 2023	As at March 31, 2022
	-	-
	-	-

(a) The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment

(ii) Other financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Income Tax Refund Receivable	664.46	900.73
Sales Tax 05-06 to 09-10	-	167.37
Indira Vikas Patra	-	0.75
Water Deposit	25.00	25.00
Excise Duty - Deposit	-	50.00
Sales Tax Deposit	1.50	1.50
Others Advances [refer other disclosures note number 21 (i)]	6,390.00	6,390.00
	7,080.96	7,535.35

(iii) Current investments
(valued at FVTPL)

Particulars	As at March 31, 2023	As at March 31, 2022
Quoted investment in equity instruments	23.09	246.08
Quoted investment in mutual funds	-	-
	23.09	246.08

(iv) Trade receivables
(Unsecured, considered good)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables		
- Related parties	-	-
- Others	607.81	495.87
Less: Allowance for doubtful debts	-	-
	607.81	495.87

(a) Trade receivables are neither due from directors or other officers of the Company either severally or jointly with any other person, nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade Receivable Ageing Schedule as at March 31, 2023

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
i) Undisputed Trade Receivables - Considered Good	607.81	-	-	-	-	607.81
ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-

Trade Receivable Ageing Schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payments					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
i) Undisputed Trade Receivables - Considered Good	495.87	-	-	-	-	495.87
ii) Undisputed Trade Receivables - Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables -	-	-	-	-	-	-
iv) Disputed Trade Receivables -	-	-	-	-	-	-

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- in current accounts	822.82	749.57
- deposit accounts	-	-
Cash on hand	46.44	89.46
	869.26	839.03

(vi) Other Financial Assets

Particulars	As at March 31, 2023	As at March 31, 2022
TDS Receivable*	675.35	550.81
Fixed Deposits	-	-
Advance paid to Creditors	-	9.17
	675.35	559.98

*TDS receivable for FY 2022-23 is subject to reconciliation

Note 6 : Deferred Tax Asset

Particulars	As at March 31, 2023	As at March 31, 2022
On account of Depreciation between books and Income tax written down value (WDV) of depreciable Property, Plant and equipment	12,949.97	12,788.11
	12,949.97	12,788.11

Movement in Deferred Tax Asset

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	12,788.11	12,629.84
(Charged)/ Credited to statement of profit and loss (DTA)	161.86	158.28
Excess Balance written off	-	-
	12,949.97	12,788.11

- (i) On account of Depreciation between books and Income tax written down value (WDV) of depreciable Property, Plant and equipment and unabsorbed depreciation and business loss.
- (ii) The Company has recognised Deferred Tax as it has estimated that there is a reasonable certainty that sufficient future taxable income will be available to realise these assets.

PASARI SPINNING MILLS LIMITED

Note 7 : Other Non-Current Assets

(Unsecured considered good)

Particulars	As at March 31, 2023	As at March 31, 2022
	-	-
	-	-

Note 8 : Inventories

(at lower of cost and net realisable value)

Particulars	As at March 31, 2023	As at March 31, 2022
Stores and spares	-	-
	-	-

Note 9 : B. Equity share capital

Authorised equity share capital

Particulars	No of shares	Amount
As at April 1, 2022	14,000,000.00	140,000.00
Increase/ (decrease) during the year	-	-
As at March 31, 2023	14,000,000.00	140,000.00

(i) Movements in equity share capital (issued, subscribed and fully paid up)

Particulars	No of shares	Amount
As at April 1, 2022	13,800,000.00	138,000.00
Increase/ (decrease) during the year	-	-
As at March 31, 2023	13,800,000.00	138,000.00

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

(ii) Equity shares held by the Group Company

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No of shares	Amount	No of shares	Amount
Pasari Exports Ltd.	7,020,842	70,208.42	7,080,342.00	70,803.42

(iii) Details of Equity shares held by shareholders holding more than 5% of the aggregate equity shares in the Company:

Name of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No of shares	Shareholding (%)	No of shares	Shareholding (%)
Pasari Exports Ltd.	7,020,842	50.88%	7,080,342.00	51.31%

(iv) Details of shares held by Promoters

Shares held by Promoters at the end of the year				% Change during the year
S.No.	Promoter Name	No. of Shares	% of Total shares	
1	Gouri Shankar Gupta	100	0.00%	99.95%
2	Krishna Kumar Gupta	150,700	1.09%	271.18%
3	Tarun Kumar Gupta	150,700	1.09%	279.60%
4	Pasari Exports Ltd.	7,020,842	50.88%	0.84%
Total		7,322,342	53.06%	

(iv) There are no shares reserved for issue under options and contracts/ commitments. Further, there are no shares that have been allotted during last 5 years pursuant to a contract without payment being received in cash or by way of bonus shares.

Note 11 : Borrowings**(i) Non-current borrowings**

Particulars	As at March 31, 2023	As at March 31, 2022
Secured Loans		
Term loan from Canara Bank [Refer note (a)]	682.08	3,410.39
Unsecured Loans		
Loan from related parties [Refer note 21 (v) in notes to financial statements]	21,669.22	23,762.21
	22,351.30	27,172.60

- a. The Company has availed a project term loan of Rs. 2,00,00,000 from Canara Bank which is repayable in 144 monthly instalments carrying floating interest rate, which is at present 11.40% p.a. This loan has been secured by way of mortgage on Land situated in Sy. Nos. 120, 133, 149 and 150 of Kallahally Village, Nanjangud Industrial Area, Kasaba Hobli, Nanjangud Taluk, Mysore District. First and exclusive charge on the receivable of the projects under project documents entered with tenants/lessee by the borrower, all insurance proceeds both present and future. On the mortgage and charge/assignment by way of security of all rights, title, interest, claims, benefits, demands under the project documents both present and future. On the Escrow account and the DSR account and all monies credited/ deposited therein and all investments in respect thereof and personal guarantee of all the Directors.
- b. The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was taken as at the reporting date.
- c. There are no terms and conditions attached to the loan from related parties. There is also no stipulation of schedule of repayment of interest and principal and these loans are interest free and repayable on demand

(ii) Current Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Current maturities of long term debt	2,783.00	2,435.60
	2,783.00	2,435.60

Note 12 : Non Current Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Other Advances CCIL	6,390.00	-
	6,390.00	-

- a. The Company had purchased cotton from Cotton Corporation of India and paid in advance for the same but Cotton Corporation supplied poor quality of material due to which the Company had raised a demand Rs. 180 per candy for the price difference which was litigated by Cotton Corporation and the matter is in High Court. The Loans and Advance to Cotton Corporation of Rs. 63,90,000/- is in dispute pertaining to earlier years. And provision has been made for the same in the current year.

Note 13 : Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payables	45.58	-
	45.58	-

Particulars	As at March 31, 2023					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	45.58	-	-	-	-
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	-	45.58	-	-	-	-

Particulars	As at March 31, 2022					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
Total	-	-	-	-	-	-

Note 14 : Other Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Rental deposit	1,270.69	1,474.92
Outstanding Liabilities	-	1.89
	1,270.69	1,476.81

Note 15 : Provisions

Particulars	As at March 31, 2023	As at March 31, 2022
Audit fee payable	45.00	45.00
Provision for Income Tax	-	-
Provision for Property Tax Payable	792.00	792.00
	837.00	837.00

Note 16 : Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory liabilities		
GST	41.64	78.78
Income Tax -TDS	6.29	5.00
	47.93	83.78

PASARI SPINNING MILLS LIMITED**M/S. PASARI SPINNING MILLS LIMITED****CIN: L85110KA1991PLC012537**

Regd Office: NO 18 III RD FLOOR, ANJANEYA TEMPLE ROAD, YEDIYUR, JAYANAGAR 6TH BLOCK, BANGALORE - 560 082

Notes to the Financial Statements for the year ended March 31, 2023

All Amounts in Rs. In 1000's

Note 17 : Other Operating Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental income	6,753.53	6,483.63
Less: Discount Allowed	-	-
	6,753.53	6,483.63

Note 18 : Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Dividend income	1.49	86.67
Gain on financial assets measured at FVTPL	4.20	12.13
Interest on fixed deposit	-	0.39
Miscellaneous Income	104.63	0.10
Profit on sale of shares	10.61	248.52
Speculation Income	2.35	21.96
Interest on IT refund	20.80	-
	144.08	369.76

Note 19 : Cost of materials consumed

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Stock of raw materials & Stores	-	-
Add : Purchases of Materials, stores & consumables (Returns)	-	-
	-	-
Less: Closing Stock of raw materials and Stores	-	-
	-	-

Note 20 : Finance Cost

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on term loan	459.18	792.01
	459.18	792.01

Note 21 : Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Advertisement	18.88	5.60
Bank Charges	3.74	14.00
Brokerage on Sales	(0.09)	1.53
Courier, postage & telegram	0.33	0.19
Director's Sitting Fee	90.00	60.00
Security Charges	169.00	160.00
General expenses	55.52	72.83
Garden Maintenance	66.00	68.00
Provision for bad & doubtful advances	6,390.00	
Interest on delayed payment	-	-
Listing fee	436.54	402.90
Legal expenses	5.00	4.00
Loss on Sale of Shares	52.94	144.16
Office Maintainance	116.59	107.86
Building Maintainance	74.75	25.56
Speculation Loss	3.42	4.58
Meeting expenses	168.34	30.00
Loss on financial assets measured at FVTPL	2.28	-
Printing & stationery	3.50	2.58
Professional & other consultancy charges	26.06	23.25
Rates and taxes, excluding, taxes on income	13.00	278.62
Share transfer agent expenses	40.13	45.51
Remuneration to Auditor [refer note (a)]	50.00	50.00
Travelling expenses	74.98	86.00
Vehicle insurance	9.38	7.56
Vehicle Maintainance	43.99	17.95
Current Assts W/O	631.46	
Repairs & Maintaince	32.27	
	8,577.99	1,612.67

a. Remuneration to Auditors includes

Particulars	2022-23	2021-22
Statutory Audit	50,000.00	50,000
TOTAL	50,000.00	50,000

PASARI SPINNING MILLS LIMITED

Note 22 : Additional disclosure as per Schedule III of Companies Act, 2013

(i) Ratio Analysis

Ratios	Numerator	Deominator	Current Year	Previous Year	Reason For Variance
a) Current Ratio (In times)	Total current assets	Total current liabilities	0.44	0.44	-
b) Debt- Equity Ratio (In times)	Debt consists of borrowings and lease liabilities	Total equity	-4.61	(7.01)	Due to provision created for CCIL, it resulted in decrease in profits which has resulted in huge variance compared to previous year
c) Debt Service Coverage Ratio (In times)	EBITDA = Earnings Before Interest, Tax, Depreciation, and Amortization	Debt service = Current maturities of Debt	-0.60	2.15	Due to provision created for CCIL, it resulted in decrease in profits which has resulted in huge variance compared to previous year
d) Return on Equity Ratio (In %)	Profit for the year less Preference dividend (if any)	Average total equity	0.38	(0.84)	Due to provision created for CCIL, it resulted in decrease in profits which has resulted in huge variance compared to previous year
e) Inventory Turnover Ratio (In times)	Cost of Goods	Average Inventory	0.00	-	-
f) Trade Receivable Turnover Ratio (In times)	Revenue from operations	Average trade receivables	12.24	11.00	-
g) Trade Payable Turnover Ratio (In times)	Cost of equipment and software licences + Other expenses	Average trade payables	2.00	-	Due to balance outstanding to trade payables the variance has increased
h) Net Capital Turnover Ratio (In times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	-2.40	(2.41)	-
i) Net Profit Ratio (In %)	Profit for the year	Revenue from operations	-0.41	0.59	Due to provision created for CCIL, it resulted in decrease in profits which has resulted in huge variance compared to previous year
j) Return on Capital Employed (In %)	Profit before tax and finance costs	Capital employed = Total asset - Current Liabilities	-0.11	0.20	Due to provision created for CCIL, it resulted in decrease in profits which has resulted in huge variance compared to previous year
k) Return on Investment (In %)	Income generated from invested funds	Average invested funds in treasury investments	1.36	1.59	Decrease in investments made has resulted in variance when compared to previous year

- (ii) Since the Company doesn't meet its applicability criteria for CSR Provisioning, Section 135 of companies act is not applicable
- (iii) There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- (iv) The Company has not been sanctioned working capital from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- (v) The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- (vi) There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- (vii) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (viii) The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) 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 (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ix) The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- (x) The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.
- (xi) The company is not declared wilful defaulter by any bank or financial Institution or other lender.

Note 23: Other Disclosure

- (i) The Company had purchased cotton from Cotton Corporation of India and paid in advance for the same but Cotton Corporation supplied poor quality of material due to which the Company had raised a demand Rs. 180 per candy for the price difference which was litigated by Cotton Corporation and the matter is in High Court. The Loans and Advance to Cotton Corporation of Rs. 63,90,000/- is in dispute pertaining to earlier years. And provision has been made for the same in the current year.
- (ii) The Company's Registrar and Transfer Agent for all matters related to share transfers, dematerialization, dividends etc. is Kfin Technologies Private Limited.
- (iii) Rent Agreement with M Jeyakumar has been expired on September 20, 2017. As per the mutual consent of both the parties it has been agreed to increase the rent by 5 percent every year.
- (iv) Loan from related party pertains to unsecured interest free loan from Pasari Exports Limited, the Parent Company, T.K.R Textiles Ltd, the Associate Company and from Directors and their relatives. Company has not executed agreement for the unsecured loan obtained.

(v) Disclosure for Related Party Transactions

List of Related Parties

Name of the Related Party	Nature of Relationship
Gauri Shankar Gupta	Non Independent Director
Tarun Kumar Gupta	Chief Financial Officer
Krishna Kumar Gupta	Managing Director
Poonam Gupta	Non Executive Director
Sneha Gupta	Relative of Director
Kamaladevi Gupta	Relative of Director
T.K.R Textiles Pvt Ltd	Associate Company
Pasari Exports Ltd	Parent Company

Balance Payable/Receivable from above Related Parties as on Balance Sheet date:

Name of Related Party	Payable/Receivable	2022-23	2021-22
Loan From Mr.GS Gupta	Payable	-	-
Loan From Mrs.Kamaladevi Gupta	Payable	75.00	379.35
Loan From Mr.TK Gupta	Payable	929.28	1,229.28
Loan From Mr. K K Gupta	Payable	519.00	519.00
Loan From Mrs. Poonam Gupta	Payable	-	640.42
Loan From Mrs. Sneha Gupta	Payable	-	648.22
Loans from T.K.R.Textile Pvt Ltd	Payable	-	-
Loan from Pasari Exports Ltd	Payable	20,145.93	20,345.93
		21,669.22	23,762.21

Payable to Related Parties as at 31st March 2023

Comparative Previous Year:

1 Pasari Exports Limited

Opening Balance as on April 1, 2022	20,345.93	Opening Balance as on April 1, 2021	21,345.93
Add: Amount Paid		Add: Amount Paid	-
Less: Amount Received	200.00	Less: Amount Received	1,000.00
Closing balance as on March 31, 2023	20,145.93	Closing balance as on March 31, 2022	20,345.93

2 Gauri Shankar Gupta

Comparative Previous Year:

Opening Balance as on April 1, 2022	-	Opening Balance as on April 1, 2021	-
Add: Amount Paid	-	Add: Amount Paid	-
Less: Amount Received	-	Less: Amount Received	-
Closing balance as on March 31, 2023	-	Closing balance as on March 31, 2022	-

PASARI SPINNING MILLS LIMITED

3 Kamaladevi Gupta

Opening Balance as on April 1, 2022	379.35	Opening Balance as on April 1, 2021	579.35
Add: Amount Paid	-	Add: Amount Paid	-
Less: Amount Received	304.35	Less: Amount Received	200.00
Closing balance as on March 31, 2023	75.00	Closing balance as on March 31, 2022	379.35

4 Tarun Kumar Gupta

Opening Balance as on April 1, 2022	1,229.28	Opening Balance as on April 1, 2021	1,229.28
Add: Amount Paid	-	Add: Amount Paid	-
Less: Amount Received	300.00	Less: Amount Received	-
Closing balance as on March 31, 2023	929.28	Closing balance as on March 31, 2022	1,229.28

5 Krishna Kumar Gupta

Opening Balance as on April 1, 2022	519.00	Opening Balance as on April 1, 2021	519.00
Add: Amount Paid	-	Add: Amount Paid	-
Less: Amount Received	-	Less: Amount Received	-
Closing balance as on March 31, 2023	519.00	Closing balance as on March 31, 2022	519.00

6 Poonam Gupta

Opening Balance as on April 1, 2022	640.42	Opening Balance as on April 1, 2021	640.42
Add: Amount Paid	-	Add: Amount Paid	-
Less: Amount Received	640.42	Less: Amount Received	-
Closing balance as on March 31, 2023	-	Closing balance as on March 31, 2022	640.42

7 Sneha Gupta

Opening Balance as on April 1, 2022	648.22	Opening Balance as on April 1, 2021	648.22
Add: Amount Paid	-	Add: Amount Paid	-
Less: Amount Received	648.22	Less: Amount Received	-
Closing balance as on March 31, 2023	-	Closing balance as on March 31, 2022	648.22

8 TKR Textile Private Limited

Opening Balance as on April 1, 2022	-	Opening Balance as on April 1, 2021	617.94
Add: Amount Paid	-	Add: Amount Paid	-
Less: Amount Received	-	Less: Amount Received	617.94
Closing balance as on March 31, 2023	-	Closing balance as on March 31, 2022	-

(vi) TDS receivable for the year FY-2019-20, FY 2021-22, FY 2022-23 is subject to reconciliation

(vii) Except for the figures of the Basic and Diluted EPS, all amounts are in Thousands

As per our report of even date

For **Rao and Emmar**
Chartered Accountants
Firm Registration No. 003084S

For **PASARI SPINNING MILLS LIMITED**

Praveen B J
Partner
Membership No. 215713

Krishna Kumar Gupta
Managing Director
DIN: 00003880

Place: Bengaluru
Date: 25.05.2023

Poonam Gupta
Director
DIN:08447607

Neelu Daslana
Company Secretary

