

29.08.2023

To

BSE Limited,  
Phirozejeejeebhoy Towers,  
Dalal Street, Mumbai – 400001.

**BSE Scrip Code: 539216**

Dear Sir,

**Sub: Submission of Annual report for the Financial year 2022-23**

Pursuant to Regulation 34(1) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Annual report of the company for the financial year 2022-23.

Kindly take note of the same in your records

Thanking You,

Yours Faithfully,

For GARMENT MANTRA LIFESTYLE LIMITED

Lakshmi Priya K  
Company Secretary  
Membership No: A36135



From the house of.,



**Annual Report  
2022-23**

From the house of.,



**GARMENT MANTRA LIFESTYLE LIMITED**

**(Formerly JUNCTION FABRICS AND APPARELS LIMITED)**

**12<sup>TH</sup> ANNUAL REPORT**

**2022-2023**

From the house of.,



**Annual Report  
2022-23**

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**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Mr. Prem Aggarwal, Managing Director  
Mrs. Shikha Aggarwal Prem, Whole time Director  
\*Mrs. Ashmita Agarwal, Director  
(Resigned with effect from 25.05.2023)  
Mr. Senthil Rajagopal, Independent Director  
Mr. Thirumurugan, Independent Director  
Mr. T. Muthiah, Independent Director  
\*Mr. Anil Goyal, Independent Director  
(Resigned with effect from 05.04.2022)

**COMPANY SECRETARY**

Mrs. Lakshmi Priya. K

**CHIEF FINANCIAL OFFICER**

Mr. Aditya Aggarwal

**REGISTERED OFFICE**

No.15, Murthy's Plaza, Karia Gounder Street,  
Khaderpet, Tirupur – 641601, TamilNadu,  
India

**FACTORY LOCATION**

Shed No.40, Nethaji Apparel Park,  
Eettiveerampalayam,  
New Tirupur – 641 666  
Tamil Nadu, India

**PRINCIPAL BANKERS**

Axis Bank, Tirupur

**STATUTORY AUDITORS**

M/s. N B T and Co,  
Chartered Accountants,  
Unit No.411, Gundecha Industrial Complex,  
Akurli Road, Next to Big Bazar, Kandivali East,  
Mumbai – 400101

**INTERNAL AUDITOR**

Ms. Nisha, Tirupur

**SECRETARIAL AUDITOR**

M/s. GV and Associates  
Company Secretary in Practice  
Coimbatore



**NOTICE IS HEREBY GIVEN THAT THE 12<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. GARMENT MANTRA LIFESTYLE LIMITED (CIN: L18101TZ2011PLC017586) WILL BE HELD ON SATURDAY, 23<sup>RD</sup> DAY OF SEPTEMBER, 2023 AT 11:30 A.M. AT SWAAD MANTRA HOTELS AND RESTAURANTS TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) as at 31<sup>st</sup> March 2023 together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in the place of Mrs. Shikha Aggarwal Prem, (DIN: 03373965), who retires by rotation and, being eligible offers herself for reappointment.

**SPECIAL BUSINESS:**

**3. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2023-24:**

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

**RESOLVED THAT** pursuant to section 148 (3) and rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof) the remuneration payable to Mr. B. Venkateswar, Cost and Management Accountant (Membership No. 27622 ) appointed by the Board of Directors of the company to conduct audit of cost records maintained by the company for the financial year 2023-24 shall not exceed Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed

**RESOLVED FURTHER THAT** Mr. Prem Aggarwal, Managing Director or Mrs. Shikha Aggarwal Prem, Whole time Director or any one of the directors of the company be and is hereby authorized to all such other acts, deeds and things and to sign, seal and deliver all such documents as may be necessary to give effect to the above resolution

**4. TO OBTAIN OMNIBUS APPROVAL FOR RELATED PARTY TRANSACTIONS**

To consider and, if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies ( Meeting of the Board and its Power) Rules, 2014 and other applicable provisions, if



**Annual Report  
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any, of the Companies Act, 2013, as amended till date and the provisions of Regulation 23 of the SEBI ( Listing Obligations and Disclosure Requirement), 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contracts/ arrangements/ agreements/transactions (including any modifications, alterations or amendments thereto) in ordinary course of business and on arm's length basis with related parties within the meaning of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 60 Crores (Rupees Sixty Crores only) per year, for each of the financial year 2023- 24.

**RESOLVED FURTHER THAT** Mr. Prem Aggarwal, Managing Director or any other Director of the company be and are hereby severally authorized to execute the agreement for rendering the services to the said Related Party and to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution.

**Place: Tirupur  
Date: 25.05.2023**

**By order of the Board  
-Sd-  
Prem Aggarwal  
Managing Director  
DIN No: 02050297**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special business at the meeting, is provided thereto.
2. A member entitled to attend and vote at Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.



5. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m.
6. M/s. Bigshare Services Private Limited, S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahuja Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093 is the Registrar & Share Transfer Agent (RTA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
7. The Notice is sent to all the members, whose name appeared in the Register of Members as on 25<sup>th</sup> August, 2023
8. A brief resume of the Director proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated 3 under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General meetings are provided as Annexure to this notice
9. Members desirous of seeking information in respect of business to be transacted at the AGM are requested to send their queries to [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) atleast one week prior to the meeting date. Replies will be provided in respect of such written queries at the meeting or by reply mail.
10. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM through e-voting.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held by them in electronic form.
13. The Notice of the AGM is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the notice of AGM will also be available on the Company's website [www.garmentmantra.com](http://www.garmentmantra.com) and on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in)



14. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including statutory modification(s) or re-enactment(s) for the time being in force), the Company is pleased to provide e-voting facility to its members enabling them to cast their votes electronically through e-Voting services provided by Bigshare Services Private Limited.

**GENERAL SHAREHOLDERS INSTRUCTION:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Governments, Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India etc.
2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e- Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by CDSL (Central Depositories Securities Limited).
3. The Members may note that VC/OAVM mode for the scheduled AGM is not available and the meeting is held in physical mode.
4. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.garmentmantra.com](http://www.garmentmantra.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

**1. THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING**

- i. The voting period begins on 20<sup>th</sup> September, 2023 at 9:00 A.M and ends on 22<sup>nd</sup> September, 2023 (5:00 PM). During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date (record date) of 16<sup>th</sup> September, 2023 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.





- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of Shareholders	Login Method



<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
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<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.



- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

#### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

#### **1. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*



### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

*Note: The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)*

- Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

### **Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.



**Shareholders may please note the following:**

1. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
2. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
3. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS:**

**ITEM: 3**

The Board of Directors of the Company ('the Board') at their meeting held on 14<sup>th</sup> August, 2023, on the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. B. Venkateswar, Cost Accountant (Membership No: 27622) to conduct audit of cost records made and maintained by the company pertaining to fabrics and garments for financial year commencing on 1<sup>st</sup> April, 2023 and ending on 31<sup>st</sup> March, 2024 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes & re-imbusement of out-of-pocket expenses.

In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditor requires ratification by the Members.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the resolution for your approval.

**ITEM 4:**

Pursuant to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, particulars of transactions with related party are as follows:

Name of Related Party	Nature of Relationship	Nature of Transactions	Omnibus Approval (Amount in Rs. )
Beatle Apparels	Entity forming a part of same group	Purchase/ Sales	60,00,00,000.00
Jannat Fabrics and Apparels Private Limited	Wholly owned subsidiary		
Twenty Twenty Trading LLP	Wholly owned subsidiary		
Full Choice	Partnership Firm of Director		

Material terms of the transactions with related parties include the following:

1. All the transactions were on continuing basis and were undertaken on arm's length basis and in the ordinary course of business.
2. The transactions were based on Purchase / Service Orders issued from time to time.
3. In case of proprietary products, prices are negotiated and agreed mutually based on product specification and degree of customization/ technology involved.

Mr. Prem Aggarwal (Managing Director), Shikha Aggarwal Prem (Wholetime Director), and Aditya Aggarwal (CFO) are interested in this resolution.

Place: Tirupur  
Date: 25.05.2023

By order of the Board  
-Sd-  
Prem Aggarwal  
Managing Director  
DIN No: 02050297



**ANNEXURE TO NOTICE**

**Additional information of Director recommended for appointment/re-appointment**  
(Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Revised Secretarial Standards on General meeting issued by the Institute of Company Secretaries of India)

<b>Name of the Director</b>	<b>Mrs. Shika Aggarwal Prem</b>
Directors Identification Number	03373965
Nationality	Indian
Date of Birth	16-08-1965
Date of appointment on the Board	15-11-2011
Qualification	M. Com
Nature of Expertise in functional areas	She is the pillar of our present sales strength and has invested decades of effort into building a personalized network of wholesalers, distributors and retailers from far and wide. She is the active bridge between customer led designing and production activities.
Number of Board meetings attended	7 meetings held during the financial year 2022-23
Terms and conditions of appointment/Re-appointment	Mrs. Shika Aggarwal Prem was appointed as an Executive Director liable to retire by rotation
Shareholding in the company as on 31 <sup>st</sup> March, 2023	12312043
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company/ Disclosure of relationships between directors inter-se	Mr. Prem Aggarwal - Husband, Mrs. Ashmita Agarwal - Daughter and Mr. Aditya Aggarwal – Son
Directorship of other board of director of listed entity as on 31 <sup>st</sup> March, 2023	NIL
Chairman/Member of the Committees of Board of other Companies/ Names of listed entities in which the person also holds the directorship and the membership of the Committees of the board	NIL

**DIRECTORS REPORT**

To

The Members,

Your director's have pleasure in presenting the 12<sup>th</sup> Annual Report of your Company together with the audited Standalone and Consolidated Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL RESULTS:**

(Amount in Lakhs)

Particulars	Standalone		Consolidated	
	Current Year 2022-2023	Previous Year 2021-22	Current Year 2022-23	Previous Year 2021-22
Income from Operations	10,662.83	10,391.89	17,197.43	20389.88
Gross Receipts (including other Income)	10,692.91	10,410.55	17,222.83	20411.45
Total Expenditure before Interest and Depreciation	10,359.99	10,023.37	16,593.73	19501.46
Less: Interest and Financial Charges	197.00	158.12	377.01	357.58
Less: Depreciation and Amortization	36.26	32.84	89.19	96.42
Profit/(Loss) before taxation for the year	99.67	196.22	162.90	455.99
Add: Exceptional Items	0.34	0.07	0.34	0.07
Less: Current tax Expenses	29.70	45.88	46.95	92.08
Less: Deferred Tax Liability/Asset	(1.16)	1.62	(1.11)	(3.62)
Excess/(Shortfall) Prov. For Tax in P.Y.	27.59	0.00	25.11	9.12
Profit/(Loss) after taxation for the year	43.88	148.80	92.29	358.48
<b>Other Comprehensive Income</b>				
Items that will not be reclassified to Profit or Loss	110.67	120.67	1.98	28.41
Total Comprising Profit/loss and other Comprehensive Income for the period	154.55	269.47	94.27	386.89



**2. PERFORMANCE OF THE COMPANY:**

During the year under review, the Company has earned sales income of Rs. 10,662.83 Lakhs (Previous year Rs. 10,391.89 lakhs) and other income Rs. 30.09 Lakhs (Previous year Rs. 18.66 Lakhs/-) on standalone basis. After providing depreciation, finance charges and tax the Company has earned Net profit of Rs. 43.88 Lakhs (Previous year company earned Net profit Rs. 148.80 Lakhs).

On a consolidated basis, the company has earned sales revenue of Rs. 17,197.43 Lakhs (Previous year Rs. 20389.88 lakhs) and net profit of Rs. 92.29 Lakhs (Previous year Rs. 358.48 Lakhs).

**3. DIVIDEND:**

In order to conserve the reserves for further expansion of business the directors do not recommend any dividend.

**4. TRANSFER TO RESERVES:**

The Company has not transferred any amount to reserves during the year under review.

**5. BUSINESS REVIEW:**

The management broke down the organizational objectives into divisional goals which were further cascaded to the respective functions – providing complete clarity of what needs to be done to meet the aspirations of the organization. This helped identify and plug gaps in the systems processes skill sets and products which have kept the company ready to take a plunge when evergreen shoots of revival show up.

The team worked throughout the year to improve its product offering with better features. It also streamlined its systems and processes to enhance productivity and optimize cost and time for manufacture.

The company is making efforts to improve the business and your Directors are optimistic of better performance during the forthcoming year.

**6. DEPOSITS:**

Your Company has not invited or accepted any deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), from public during the year under review.

**7. CHANGE IN NATURE OF BUSINESS:**

There was no change in the nature of business of the company during the financial year under review.



## **8. SHARE CAPITAL:**

### **Authorised Share Capital:**

The Authorised share capital of your company as on 31<sup>st</sup> March, 2023 was Rs.15,00,00,000 (Rupees Fifteen crores only/-) divided into 15,00,00,000 (Fifteen Crore) equity shares of Rs.1/- each

### **Issued, Paid-up and Subscribed Capital:**

The Paid-up share capital of the company is Rs.10,03,84,050.00/-. There are no changes in the share capital of the company during the period under review.

## **9. DIRECTORS/KEY MANAGERIAL PERSONNEL:**

As per the provision of the Companies Act, 2013, Mrs. Shikha Aggarwal Prem (DIN: 03373965), Whole time Director retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.

The Board recommends the appointment of Mrs. Shikha Aggarwal Prem (DIN: 03373965) as Director of the Company. The details pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed with the notice of AGM.

Mr. Anil Kumar Goyal, Non-executive Independent Director has resigned from the directorship on 5<sup>th</sup> of April, 2022 due to professional and personal commitment and he has further confirmed that there are no other material reasons other than professional commitment.

There are no other changes in the Key Managerial personnel during the year under review.

## **10. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

Your Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board will be able to leverage different skills, qualifications, professional experiences, perspectives and backgrounds, which is necessary for achieving sustainable and balanced development. The Nomination and Remuneration Committee had adopted principles for identification of Key Managerial Personnel, Senior Management including the Executive Directors. Pursuant to Section 134(3)(e) and Section 178(3) of the Act, the Nomination and Remuneration Policy adopted by the Board also sets out the criteria for determining qualifications, positive attributes and independence while evaluating a person for appointment / re-appointment as Director or as KMP with no discrimination on the grounds of gender, race or ethnicity, nationality or country of origin, and to also determine the framework for remuneration of Directors, KMP, Senior Management Personnel and other employees.



No change has been made in the Nomination and Remuneration Policy during the Financial Year under review. The detailed Nomination and Remuneration Policy is available on the website of the Company [www.garmentmantra.com](http://www.garmentmantra.com)

**11. AUDITORS:**

**(A) STATUTORY AUDITORS**

M/s. NBT & Co, (previously known as A. Biyani & Co.) Chartered accountants, (Firm Registration No: 140489W), Mumbai the Statutory Auditors of the Company hold office upto the conclusion of 14<sup>th</sup> annual general meeting

**(B) SECRETARIAL AUDITOR**

The Board of Directors have appointed M/s. GV and Associates, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2023-24.

The Secretarial Audit Report and Secretarial compliance report (pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015) issued by Mr. G. Vasudevan, Partner of M/s GV and Associates, Practicing Company Secretaries for the financial year 2022-23 and secretarial audit report of subsidiary company issued by Mr. Hariram. R, practicing company secretary are annexed herewith as Annexure A.

**(C) COST AUDITOR**

The Board of Directors have appointed Mr. B Venkateswar (Membership No: 27622), Practising Cost & Management Accountants as Cost Auditors to conduct audit of the cost records maintained by the Company pertaining to fabrics and garments for the financial year 2023-24.

Your Company has prepared and maintained the cost records as specified by the Central Government under Section 148(1) of the Act.

**12. CLARIFICATION ON STATUTORY AUDITOR'S REMARK IN THEIR REPORT:**

There were no qualifications or reservations or adverse remarks in the Statutory Auditor's report and hence no clarification is required

**13. CLARIFICATION ON SECRETARIAL AUDITOR'S REMARK IN THEIR REPORT:**

The qualifications raised by the secretarial auditors in the report seems to be self-explanatory and does not require detailed note on the same.



**14. REPORT OF FRAUD BY AUDITORS UNDER SECTION 143(12) OF COMPANIES ACT, 2013:**

During the year under review, the Statutory Auditors or Secretarial Auditor of the Company have not reported any frauds to the Audit Committee or to the Board of Directors under Section 143(12) of the Act, including rules made thereunder.

**15. ANNUAL RETURN:**

The annual return pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 forms a part of Boards Report and the same is available on the website of the company [www.garmentmantra.com](http://www.garmentmantra.com)

**16. SUBSIDIARY COMPANIES:**

Your Company has two subsidiaries viz., Jannat Fabrics and Apparels Private Limited and Twenty Twenty Trading LLP. The statement under Section 129(3) of the Companies Act, 2013 in respect of the subsidiary in Form AOC-1 is attached as **Annexure B**.

The Consolidated Accounts of the company duly audited by the Statutory Auditors are presented as part of this Report.

The financial statements together with related information and other reports of the subsidiary are available on the website of the company at [www.garmentmantra.com](http://www.garmentmantra.com)

The Company's policy on material subsidiary is also available on the website at [www.garmentmantra.com](http://www.garmentmantra.com)

**17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

During the Financial Year 2022-2023, 7 (Seven) Board Meetings, 5 (Five) Audit Committee and 3(Three) Nomination and Remuneration Committee meetings, 1(One) Stakeholders Relationship Committee and 1 (One) Independent Directors meeting were held within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, the details of which are given in the Corporate Governance Report.

**18. STATEMENT ON DECLARATION BY INDEPENDENT DIRECTOR:**

All independent directors have given declarations that they meet the criteria of Independence as laid down under the provisions of the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.



## **19. STATEMENT ON DECLARATION BY MANAGING DIRECTOR:**

The Managing Director of the company has given declaration that members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management as laid down under the provisions of the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The declaration is placed as **Annexure C** to director's report.

## **20. MANAGEMENT DISCUSSION AND ANALYSIS**

In terms of provisions of Regulation 34 of the SEBI (Listing obligations and Disclosures Requirements) Regulation, 2015, the Management's discussion and analysis is set out below:

### **I. Textiles Industry Structure and Development:**

As per the International Textile Manufacturers Federation (ITMF), the Textile sector has seen weakening demand since June 2022. This is due to persistent global inflation and possibilities of a recession. Consumers and manufacturers alike have been affected by Inflation with both having to pay much more along all stages of their supply chains, from the cost of freight to wage increases for their workers. This has put textile manufacturers in a difficult situation.

Despite the slowdown in the sector globally, the Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26. The overall Indian textiles market is expected to be worth more than US\$ 209 billion by 2029. In FY23, exports of readymade garments (RMG) cotton including accessories stood at US\$ 7.68 billion till January 2023. It is expected to surpass US\$ 30 billion by 2027, with an estimated 4.6-4.9% share globally. This has been made possible due to a structurally strong Indian economy fuelled by an ever-increasing domestic demand and some critical policy initiatives taken by the Government of India.

In the Union Budget 2023-24, the government announced various initiatives to aid the Textile and Apparel sector across its value chain from raw materials to manufacturing. The government has introduced various schemes such as the Scheme for Integrated Textile Parks (SITP) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme to attract private equity in the sector. The PM Mitra Park Scheme under which the government plans to invest over ₹70,000 crore to set up mega textile parks will provide a massive fillip to the textile sector and will help India transform from only a traditional textile industry to an MMF (man-made fibre) and technical textile hub in the world.

The government recently approved an investment of ₹4,455 crore under this scheme for the creation of seven mega textile parks that would streamline multiple verticals from spinning, weaving and dyeing to printing and garment manufacturing. The government has come up with several export promotion policies for the textile sector as well. It has also allowed 100% FDI in the sector under the automatic route. The government aims to achieve a 3-5x time increase in the export of technical



textiles worth US\$ 10 billion over the next three years.

## II. Opportunities and Threats

### Opportunities:

- Favourable government initiatives such as the National Technical Textiles Mission (NTTM), 100% FDI in the sector, SAMARTH- Scheme for Capacity Building in the Textile Sector, etc. for the development of the textile industry
- Extension of the scheme for Rebate of State and Central Taxes and Levies (RoSCTL) till March 31, 2024, for the export of apparel, garments and made-ups with the same rates would benefit textile companies
- 'China plus one' diversification policy will benefit Indian manufacturers. As global retailers are looking for an alternate supply base, India has greater appeal as an attractive option for manufacturing and exports of textiles and apparels
- The growth of the technical textile market will create lucrative opportunities
- The rapid growth of the retail sector and E-commerce will boost the growth of the textile and apparel industry
- The growing popularity of 'fast fashion' products will contribute to the growth of the textile and apparel industry

### Threats

- Being a labour-intensive sector, the shortage of skilled workforce may impact the operations and there will be a struggle to complete orders
- Intense competition in the global market, especially from the textile and garment industries in Bangladesh and China
- Subdued demand for textile and apparel exports as consumer confidence is low in the key markets
- The Main threat in the Apparel Industry is the Cost escalation while the same cannot be passed on to the consumers.

## III. Segment-Wise or Product-Wise Performance

The Company's primary business comprises of manufacturing of knitted garments and trading of fabrics which contributes to 100% revenue.

## IV. Outlook

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade. The domestic market for apparel and lifestyle products, currently estimated at US\$ 85 billion, is expected to reach US\$ 160 billion by 2025. The Indian cotton textile industry is expected to showcase a moderate growth in F.Y 2023-24, due to increasing input prices, healthy capacity utilization and steady domestic.





Over the last three years, we have successfully moderate in the gaps in our business strategy. Our efforts have laid the foundation for our future as an innovation driven, quality-focused organization. In the future, we will focus on translating these efforts into high margins for the company.

**V. Risks and concerns:**

Our business and results of operations are dependent on our ability to effectively plan our manufacturing processes and on our ability to optimally utilize our manufacturing capacities for the various products we manufacture. Any disruption to our manufacturing process or the operation of our production facilities may result from various factors beyond our control, including, among others, the following :

- Utility supply disturbances, particularly power supply;
- Severe weather condition;
- Interruption of our information technology systems that facilitate the management of our manufacturing facilities; and
- Other production or distribution problems, including limitations to production capacity due to regulatory requirements, changes in the types of products produced or physical limitations that could impact continuous supply.
- The volatility in prices of raw materials such as cotton, specialty fibres and yarns, glass roving, specialty chemicals and a variety of resin increases the input costs which adversely impacts the Company's profitability.
- The geopolitical turmoil, global economic slowdown, high inflation and the threat of a looming recession in key markets like the US and Europe have led to a slowdown in the export market. Demand compression would reduce the Company's export business

**VI. Internal control systems and their adequacy**

The Company maintains an efficient internal control system commensurate with the size, nature and complexity of its business. The internal control system is responsible for addressing the evolving risks in the business, reliability of financial information, timely reporting of operational and financial transactions, safeguarding of assets and stringent adherence to the applicable laws and regulations. The internal auditors of the Company are responsible for regular monitoring and review of these controls. The Audit Committee periodically reviews the audit reports and ensures correction of any variance, as may be required. Key observations are communicated to the management who undertakes prompt corrective actions.

**VII. Financial Performance:**

During the year under review, the Company has earned sales income of Rs. 10,662.83 Lakhs (Previous year Rs. 10,391.89 lakhs) and other income Rs. 30.09 Lakhs (Previous year R s . 18.66



Lakhs/-) on standalone basis. After providing depreciation, finance charges and tax the Company has earned Net profit of Rs. 43.88 Lakhs (Previous year company earned Net profit Rs. 148.80 Lakhs).

#### VIII. Material Development in Human Resource/Industrial Relations Front:

The timely availability of skilled and technical personnel is one of the key challenges. The Company maintains healthy and motivating work environment through various measures. This has helped the Company to recruit and retain skilled work force which would result in timely completion of the projects. The Company has cordial relation with the employees and contractors of the company. The staff has the depth of experience and skills to handle company's activities. Skilled team of workers and other professionals ensure superior quality standards during every stage of work.

#### IX. Details of Significant changes in Key Financial Ratios along with explanation\*:

Particulars	2022-2023	2021-2022	Explanation
Current Ratio	1.67	1.77	NIL
Debt Equity Ratio	0.64	0.69	NIL
Debt Service Coverage Ratio	1.69	2.45	Reduction in Profit resulted in drastic change in the ratio
Return on Equity Ratio	0.01	0.04	Reduction in Profit resulted in drastic change in the ratio
Inventory Turnover Ratio	4.24	4.45	NIL
Trade Receivables Turnover Ratio	4.32	4.33	NIL
Trade Payables Turnover ratio	10.84	12.33	NIL
Net capital turnover ratio	5.18	4.63	NIL
Net Profit Ratio	0.00	0.01	Reduction in Profit resulted in drastic change in the ratio
Return on Capital employed	0.08	0.09	NIL
Return on Investment	0.04	0.06	NIL

\*Ratios produced here were calculated based on Standalone financials

#### 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

During the year under review, the company has not made any investments.

In the year ending 2021-2022, your company had provided corporate guarantee for loan availed by Jannat Fabrics and Apparels Private Limited, Wholly Owned Subsidiary company within the meaning of



the provisions of Section 186 of the Companies Act, 2013. For the year under review, the guarantee for loan is still continuing.

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

**A) Conservation of energy:**

(i) The steps taken or impact on conservation of energy:	Nil
(ii) The steps taken by the company for utilising alternate sources of energy:	Nil
(iii) The capital investment on energy conservation equipment:	Nil

**B) Technology absorption:**

(i) The efforts made towards technology absorption:	Nil
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:	Nil
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	Nil
(iv) The expenditure incurred on Research and Development:	Nil

**C) Foreign exchange earnings and Outgo:**

Foreign exchange earnings : Nil  
Foreign exchange outgo : Nil

**23. PERFORMANCE EVALUATION:**

In terms of the provisions of section 178 of the Act read with Rules issued thereunder and Regulation 19 read with Part D of Schedule II of the Listing Regulations, the Board of Directors in consultation with Nomination and Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual directors, for the Financial Year 2022-23.

During the reporting year, customized questionnaires were circulated to all the Board members in order to enhance the effectiveness of the Evaluation Process. The Board Evaluation process was carried out to ensure that the Board and various Committees of the Board have appropriate composition and



they have been functioning collectively to achieve the business goals of the Company. Directors were evaluated based on their contribution at Board / Committee meetings and guidance & support to the management outside Board / Committee meetings and other parameters as specified by the Nomination and Remuneration Committee of the Company.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, Board structure and composition, role and accountability, management oversight, risk management, culture and communication, frequency and effectiveness of meetings.

The Committees of the Board were assessed on the basis of degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The Chairman appointed for the Board meetings was also evaluated by all the Directors on the basis of managing relations, leadership, competence and diligence.

The performance evaluation of Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman appointed for the Board meeting and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Board as a whole.

The Board of Directors expressed their satisfaction with the evaluation process.

#### **24. FAMILIARIZATION PROGRAMMES:**

In terms of Regulation 25(7) of the Listing Regulations, the Company familiarizes its Directors about their role and responsibilities at the time of their appointment through a formal letter of appointment.

Sessions are conducted at the meetings of the Board and its various Committees on the relevant subjects such as strategy, Company performance, financial performance, internal financial controls, risk management, plants, retail, products, finance, human resource, capital expenditure, CSR, Compliances etc. All efforts are made to keep Independent Directors aware of major developments taking place in the industry, the Company's business model and relevant changes in the law governing the Company's business. The policy of familiarization programme is available on the website of the company [www.garmentmantra.com](http://www.garmentmantra.com)

#### **25. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:**

The company has formulated vigil mechanism for employees including directors of the company to report genuine concerns. Till date the company has not received any complaints.



**26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of 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 in Form No. AOC -2 is furnished as **Annexure D** to this report.

**27. RISK MANAGEMENT POLICY:**

Risk management is integral to your Company's strategy and to the achievement of long-term goals. Our success as an organization depends on our ability to identify and exploit the opportunities generated by our business and the markets we operate in. In doing this we take an embedded approach to risk management which puts risk and opportunity assessment at the core of the Board's agenda.

The Management has devised proper and adequate risk mitigation strategies considering the nature of industry and associated risks pertaining to the industry. The Management is overseeing the implementation of risk mitigation strategies on regular basis.

**28. INTERNAL FINANCIAL CONTROL:**

The Company's internal control procedures which include internal financial controls, ensure compliance with various policies, practices and statutes and keeping in view the organization's pace of growth and increasing complexity of operations. The internal auditors' team carries out extensive audits throughout the year across all functional areas and submits its reports to the Audit Committee of the Board of Directors on quarterly basis.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them. The Company has a strong Management Information System, which is an integral part of the control mechanism.

The Company continues to strengthen its risk management and internal control capabilities by improving its policies and procedures and introducing advanced risk management tools.

**29. CORPORATE SOCIAL RESPONSIBILITY:**

As per the provisions of the Companies Act, 2013, corporate social responsibility is applicable to the Company. The company has devised Corporate Social responsibility policy and has disseminated the same in its website i.e., [www.garmentmantra.com](http://www.garmentmantra.com).

The Annual Report on CSR activities is annexed herewith as **Annexure E**.



**30. PREVENTION OF SEXUAL HARASSMENT AT THE WORK PLACE:**

As per the requirements specified in the "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013", the Company has constituted an Internal Complaints Committee and is committed to provide a work environment that is free from sexual harassment.

**31. MATERIAL CHANGES:**

There is a material change occurring from the end of the financial year till the date of this report. Mrs. Ashmitha Agarwal, Director (DIN:07332067) has resigned from Directorship with effect from 25<sup>th</sup> May, 2023.

**32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:**

There were no significant and material orders passed by the regulators or courts or tribunal which would impact the going concern status and the Company's operations in future.

**33. COMPLIANCE WITH SECRETARIAL STANDARDS:**

The company has complied with applicable Secretarial standards as stipulated by Institute of Company Secretaries of India.

**34. EMPLOYEE STOCK OPTION SCHEME**

Your company has approved the issue of options under Employee Stock option scheme on 4th April, 2022 and created a pool of 2,27,50,000 (Two crore twenty-seven lakh fifty thousand only) options under the scheme. The company has thereafter obtained your approval in extra-ordinary general meeting held on 7th May, 2022 and in-principal approval from Bombay Stock Exchange via their approval letter dated 24<sup>th</sup> June, 2022.

However, till date the company has not issued any options under the scheme.

**35. EMPLOYEE STOCK PURCHASE SCHEME**

Your company has approved the issue of shares under Employee Stock Purchase scheme on 4th April, 2022 and created a pool of 2,00,00,000 (Two crore only) shares under the scheme. The company has thereafter obtained your approval in extra-ordinary general meeting held on 7th May, 2022 and in-principal approval from Bombay Stock Exchange via their approval letter dated 23<sup>rd</sup> June, 2022.



However, till date the company has not issued any shares under the scheme.

**36. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

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

**37. PARTICULARS OF EMPLOYEES:**

There were no employees drawing remuneration in excess of limit specified under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The ratio of remuneration of each director to the median of employees remuneration as per Section 197(12) of Companies Act, 2013 read with Rule 5(1) of Companies Appointment and Remuneration of Managerial Personnel ) Rules, 2014 forms part of the Board report **Annexure F**.

**38. ACKNOWLEDGEMENT:**

Your Directors wish to place on record their deep gratitude and appreciation towards the Company's suppliers, customers, investors, bankers, Government of India, State Government and other regulatory authorities for their continued support during the year. Your Directors also acknowledge the

From the house of,



**Annual Report  
2022-23**

commitment and the dedication of the employees at all levels who have contributed to the growth of the Company.

**Place: Tirupur**

**Date: 25.05.2023**

**For and on behalf of the Board**

**-Sd-**

**Prem Aggarwal  
Managing Director  
DIN: 02050297**

**-Sd-**

**Shikha Aggarwal Prem  
Whole Time Director  
DIN: 03373965**



From the house of.,



**Annual Report  
2022-23  
Annexure A**

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
OF  
GARMENT MANTRA LIFESTYLE LIMITED  
(Formerly known as JUNCTION FABRICS AND APPARELS LIMITED)  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> 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,  
Garment Mantra Lifestyle Limited  
(Formerly known as Junction Fabrics and Apparels Limited)  
No.15, Murthy's Plaza Kariagounder Street,  
Khaderpet, Tirupur - 641601.

We have conducted the secretarial audit of compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. GARMENT MANTRA LIFESTYLE LIMITED (CIN: L18101T22011PLC017586)** (Formerly known as Junction Fabrics and Apparels Limited), a listed entity, having its registered office at No.15, Murthy's Plaza Kariagounder Street, Khaderpet, Tirupur - 641601, (herein after called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place (with respect to statutory provisions listed hereunder) to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2023 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;



- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings - **Not Applicable to the Company during the Audit Period.**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
  - (d) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015;
  - (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable to the Company during the Audit Period;**
  - (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
  - (g) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **Not Applicable to the Company during the Audit Period;**
  - (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
  - (i) 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;**
  - (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable to the Company during the Audit Period.**

We have also examined compliance with the applicable clauses of the Secretarial Standards 1, 2 & 4 issued by The Institute of Company Secretaries of India.

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



- (a) *There were few instances of Revised disclosures to Stock Exchange upon the receipt of intimation from the Stock Exchange under Regulation 7(3) and Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015.*
- (b) *There were few instances of delayed submissions to Stock Exchanges under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015.*
- (c) *Fine has been imposed for the company on the non-compliance on the disclosure of related party transactions on consolidated basis under Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015 for the half year ended 31<sup>st</sup> March, 2022.*
- (d) *Audit committee & Board has ratified a Related party transaction happened on September 2022 at the Meeting held in November, 2022.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with laws, rules, regulations and guidelines mentioned herein above.

We further report that during the audit period,

The Company has obtained the In-principle approval for Issuing Equity shares under Employees Stock Option Scheme and Employees Stock Purchase Scheme.

**For G.V. and Associates  
Company Secretaries**

**-Sd-**

**G.Vasudevan  
Partner  
FCS No.: 6699  
C P No.: 6522**

**Date: 25.05.2023  
Place: Coimbatore  
ICSI UDIN: F006699E000378939**



**SECRETARIAL COMPLIANCE REPORT OF  
GARMENT MANTRA LIFESTYLE LIMITED  
(Formerly Known As JUNCTION FABRICS AND APPARELS LIMITED)  
FOR THE FINANCIAL YEAR ENDED 31.03.2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. Garment Mantra Lifestyle Limited (hereinafter referred as 'the listed entity'), having its Registered Office at No.15, Murthy's Plaza, Kariagounder Street, Khaderpet, Tirupur – 641601. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, G.V and Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided M/s. Garment Mantra Lifestyle Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31.03.2023 ("Review Period") in respect of compliance with the provisions of :
  - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, Guidelines issued thereunder; and
  - ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable to the Listed Entity during the Review Period;
  - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable to the Listed Entity during the Review Period;
  - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021- Not applicable to the Listed Entity during the Review Period;
  - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
  - (i) circulars/ guidelines issued thereunder;
- and based on the above examination, We hereby report that, during the Review Period:

I. (a) (\*\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Disclosure of related party transactions on consolidated basis	Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation, 2015	Submission of Related party disclosure in PDF Mode.	BSE – Stock Exchange	Imposition of Fine	Submission of Related party disclosure in PDF Mode instead of XBRL mode	Rs.41,300	Fine has been paid	The fine was remitted by the company	NIL

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI LODR Regulation], 2015	18(2)(a)	The gap between two audit committee meetings had exceeded the prescribed gap of 120 days, which is in non-compliance of Regulation 18(2)(a) of SEBI (LODR) Regulations, 2015.	NA	Clarification	Non Compliance of Regulation	Nil	The gap between two audit committees held on 12.02.2021 and 22.06.2021 was 130 days which exceeds 120 days.	The exchange had provided relaxation during Covid for the gap between two meetings. The same was added under notes in the Corporate governance report submitted to exchange.	NIL

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Sr. No.	Compliance Requirement (Regulations/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
2.	SEBI LODR Regulation], 2015	27(2)	Nil		Clarification	Non Compliance of Regulation	Nil	The listed entity had re-submitted the Corporate Governance report for the Quarter - January to March 2022 to stock exchanges on 20.05.2022 which contain the Board Meeting dates 26.11.2021 and 30.03.2022 which were not mentioned in the previous corporate governance report pertaining to the quarter ended 31.12.2021 and 31.03.2022.	The company had inadvertently missed to enter the dates of board meeting and hence revised Corporate governance report was submitted to the exchange.	NIL



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Sr. No.	Compliance Requirement (Regulations/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
3.	SEBI LODR Regulation], 2015	30(6)	The disclosure on credit rating and outlook from CRISIL Limited has been intimating to the stock exchanges after a period of 24 hours from the time of receiving the rating.		Clarification	Non Compliance of Regulation	Nil	The Company had received credit rating and outlook from CRISIL Limited on 06.09.2021 but the same was submitted to stock exchange on 08.09.2021 which exceeded the time limit of 24 hours but the explanation for delay in submission was not mentioned in the disclosure submitted with stock exchange.	The document was received on 7 <sup>th</sup> of September, 2021 and hence the same was submitted the next day to the exchange.	NIL

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
<b>1.</b>	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	No Appointment/Re appointment of Statutory Auditor taken place during the Financial Year.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	No Appointment/Re appointment of Statutory Auditor taken place during the Financial Year.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	No Appointment/Re appointment of Statutory Auditor taken place during the Financial Year.
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
	<p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>a. The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standard of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>No Resignation of Statutory Auditor taken place during the Financial Year.</p> <p>No Resignation of Statutory Auditor taken place during the Financial Year.</p> <p>No Resignation of Statutory Auditor taken place during the Financial Year.</p> <p>No Resignation of Statutory Auditor taken place during the Financial Year.</p>



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No Resignation of Statutory Auditor taken place during the Financial Year.

III. I/we hereby report that, during the review period the compliance status of the listed entity is appended asbelow:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Complied except for the observations made herein under various heads
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	—  —



Sr. No.	Particulars	Compliance Status (Yes/No /NA)	Observations/ Remarks by PCS*
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li> </ul>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>—</p> <p>—</p> <p>—</p>
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013as confirmedby the listed entity.</p>	<p>Yes</p>	<p>—</p>
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>Yes</p> <p>Yes</p>	<p>—</p> <p>—</p>
6.	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	<p>—</p>



7.	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	—
8.	<p><b>Related Party Transactions:</b></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes  Yes	—  Audit committee & Board has ratified a Related party transaction happened on September 2022 at the Meetings held in November, 2022.
9.	<p><b>Disclosure of events or information:</b></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	No	Few disclosures under the Regulation 30 are not complied within the timeline.
10.	<p><b>Prohibition of Insider Trading:</b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	—



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	No	Fine has been imposed on the listed entity for the non-compliance on the disclosure of related party transactions on consolidated basis under Regulation 23(9) of SEBI(LODR), 2015 for the half year ended 31st March, 2022.
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.  SEBI LODR Regulations, 2015	No	There were few instances of Revised disclosures to Stock Exchange upon the receipt of intimation from the Stock Exchange under Regulation 7(3) and Regulation 27(2) of SEBI LODR Regulations, 2015.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

From the house of,,



**Annual Report  
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4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For G.V and Associates  
Company Secretaries**

**-Sd-**

**G. Vasudevan**

**Partner**

**FCS No.:6699**

**C P No.:6522**

**PR No. : 829/2020**

**Date: 29.05.2023**

**Place: Coimbatore**

**ICSI UDIN: F006699E000410432**





**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
OF  
JANNAT FABRICS AND APPARELS PRIVATE LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023**

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

To,

The Members,  
Jannat Fabrics and Apparels Private Limited,  
Unit no.22 Nethaji Apparel Park, Eettiveerampalayam,  
New Tirupur - 641666.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Jannat Fabrics and Apparels Private Limited** (CIN:U18101TZ2013PTC019376) having Unit no.22 Nethaji Apparel Park, Eettiveerampalayam, New Tirupur - 641666 (herein after called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of the **Jannat Fabrics and Apparels Private Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Jannat Fabrics and Apparels Private Limited** for the financial year ended on, 31<sup>st</sup> March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;  
(Not applicable to the company)



(iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under; (Not applicable to the company)

Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowing- **(Not Applicable to the Company during the Audit Period)**

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:

(iv) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

(i) During the period under review, provisions of the following regulations and guidelines were not applicable to the Company:

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



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

(a) Secretarial Standards 1, 2 and 4 issued by The Institute of Company Secretaries of India.

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

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. There were no changes in the composition of the Board of Directors that took place during the period under review.

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

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

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

Place: Coimbatore

Date: 15.05.2023

UDIN: A024507E000308417

-Sd-  
Haram R  
Company Secretary in Practice  
M. No 24507  
CP No.18309



**Form AOC-1**

**Statement containing salient features of the financial statement of subsidiaries/associate Companies/joint ventures**  
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Part "A": Subsidiaries**

<b>Name of Subsidiary</b>	<b>JANNAT FABRICS AND APPARELS PRIVATE LIMITED</b>
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March, 2023
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	INR (in Lakhs)
Share capital	246.88
Reserves & surplus	621.53
Total assets	4094.11
Total Liabilities	4094.11
Investments	17.75
Turnover	7651.80
Profit before taxation	45.74
Provision for taxation	7.20
Profit after taxation	38.54
Proposed Dividend	0.00
% of shareholding	100%

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

**For and on behalf of the company**

Place: Tirupur  
Date : 25.05.2023

-Sd-  
Prem Aggarwal  
Managing Director  
DIN No:02050297

-Sd-  
Shikha Aggarwal Prem  
Whole time director  
DIN No: 03373965

-Sd-  
Aditya Aggarwal  
Chief Financial officer

-Sd-  
K. Lakshmi Priya  
Company Secretary

From the house of.,



**Annual Report  
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Annexure C**

**DECLARATION BY MANAGING DIRECTOR  
(PURSUANT TO SCHEDULE V OF SEBI (LODR) REGULATIONS, 2015)**

To

The members  
Garment Mantra Lifestyle Limited  
Tirupur

I **Prem Aggarwal (DIN No: 02050297)**, **Managing Director** of Garment Mantra Lifestyle Limited hereby declare that the members of the Board of Directors and Senior Management personnel have affirmed with code of conduct of Board of Directors and senior management.

Date:25.05.2023  
Place : Tirupur

**-Sd-**  
**Prem Aggarwal**  
**Managing Director**  
**DIN No: 02050297**

**PARTICULARS OF CONTRACTS /ARRANGEMENTS MADE WITH RELATED PARTY**

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

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section(1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso

**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 31<sup>st</sup> March, 2023, which were not at arm's length basis

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

S.No	Name(s) of the Related Party	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any		Other Services (including Rent)	Office or Place of profit	Date(s) of approval by the Board, if any	Amount paid as advances, if any:
					Sales	Purchases				
1	Jannat Fabrics and Apparels Private Limited	Common Key Managerial Personnel	Rent, Sales, Purchase	For the Year	-	1649.59	2.40	-	-	-
2	Beetle Apparels Prop: Romi Lodha	Relative of the Director is a Partner	Purchase of Fabrics & Sale of Fabrics	For the Year	-	671.60	-	-	-	-

Amt in Lakhs

3	Twenty Twenty Trading LLP	Designated Partner	Rental, Purchase	For the year	20.14	150.31	6.00 (Rent received)	-	-	-
4	Prem Aggarwal	Managing Director	Rent/Loan Given/Loan Repaid	For the year	-	-	5.25	-	-	-
5	Shikha Aggarwal	Whole Time Director	Rent/Loan Given/Loan Repaid	For the Year	-	-	5.25	-	-	-
6	Aditya Aggarwal	Chief Financial Officer	Rent/Loan Given/Loan Repaid	For the Year	-	-	5.25	-	-	13.50

Date :25.05.2023

Place :Tirupur

For and on behalf of the Board

-Sd-

**Prem Aggarwal**  
**Managing Director**  
**DIN No:02050297**

-Sd-

**Shikha Aggarwal Prem**  
**Wholetime Director**  
**DIN No: 03373965**



## ANNUAL REPORT ON CSR ACTIVITIES:

### 1. A brief outline of the company's Corporate Social Responsibility Policy:

Your Company believes in collective development of all the stakeholders especially people at bottom of the pyramid and consider it as prerequisite for the sustainability of the business and society. CSR is not just compliance for the Company but is an opportunity to contribute towards Nation building through well-defined professional approach. Even in the pre- CSR era, the promoters of your Company have been contributing to the welfare of society and are continuing to support the society through its initiatives. This culture has embedded throughout the Company.

Your Company has strategically undertaken projects to contribute to the lives of people not immediately but for long term. With its focus on thematic areas of "Education & Skill Development", "Tree Plantation" your Company is open to new ideas, to address problem issues to undertake any CSR project specified in Schedule VII of the Companies Act, 2013, from time to time. The CSR Policy of your Company is available at the website of the company [www.garmentmantra.com/investors](http://www.garmentmantra.com/investors)

During the period your company has made contributions to 3 CSR projects (Jan Jagrati Sevarth Sansthan,, Vanathukkul Tirupur and Revathy Trust ) in two cities i.e. Tirupur and Mathura respectively.

Key Initiatives under each thematic area are mentioned below:

#### A. School and Education Development:

Education is very important to all of us as it plays very important roles in our life. In order to live a better and peaceful life, we need to be educated. It transforms us completely from inside and outside by changing our mind and personality as well as improving our confidence level. It changes our life completely as it is constructive in nature. It helps a person to get knowledge and improve confidence level all through the life. It plays a great role in our career growth as well as in the personal growth. It has no limitation; people of any age group can get education anytime. It helps us to determine about good and bad things. An educated person having good education becomes the good citizen in the society.

Your company with focus to develop the down trodden especially dalits, scheduled caste, scheduled tribes, minorities, BPL's, and other backward communities, welfare of women, youth and child development through education, economic environment, skill education, health and cultural has contributed 75.94% of its CSR expenditure in this project.

#### B. Tree Plantation:

Your company is situated in Tirupur which is a Knitwear hub of India and emerged from a village in 1970s to a district and city corporation in 4 decades. Industrialization had its odd effects of spoiling most of the water bodies and very poor air quality. To reduce carbon foot print - Mass tree plantation was started in 2015 by Vetry Foundation. The project Vanathukkul Tirupur was started with a target of planting one lakh trees and till date it has successfully planted fourteen lakh trees.

Your company understands the need of the hour and has been contributing to tree plantation and other social activities in pre corporate social responsibility era also and during the current year your company has contributed around 12.02% towards tree plantation and environmental sustainability.





### C. Primary as well as Tertiary Healthcare Initiative:

A number of initiatives were taken by Revathy Charity Trust to provide healthcare for residents of Tirupur and as well as patients from several districts surrounding Tirupur:

- **Healthcare camps:** The Trust has conducted 3500 free camps in villages and rural areas and screened patients free of cost.
- **Primary and Tertiary Healthcare services :** The trust runs the Revathy Medical Centre in Tirupur engaged in the activity of providing healthcare for the needy at the right time

Your company contributed 12.02% of its total CSR commitment to the Trust in the healthcare sphere.

### 2. Composition of CSR Committee:

Pursuant to section 135(9), the company is not liable to constitute the CSR Committee and the roles and responsibilities of CSR Committee are handled by the Board.

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company

The weblink for CSR Policy and CSR Projects as approved by the board are disclosed on the website on <https://www.garmentmantra.com/investors>.

The composition of CSR committee is not applicable to your company

### 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies

Your Company does not fall in the criteria of Impact assessment as per sub-rule (3) of rule 8 of the CSR Rules

### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: 0.28

### 6. Average Net Profit of the company as per Section 135(5) : Rs. 426.13 lakhs

### 7. a. 2% of average net profit of the company as per Section 135(5) : Rs. 8.52 lakhs

b. Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL

c. Amount required to be set off for the financial year, if any : 0.28

d. Total CSR obligation for the financial year (7a+7b+7c): 8.24 lakhs

### 8. a. Details of the CSR spent/Unspent during the Financial Year 2022-23:

Total amount spent for the financial year: Rs.8.32 Lakhs

b. Details of CSR amount spent against ongoing projects for the financial year: NIL

c. Details of CSR amount spent against other than ongoing projects for the financial year: NIL

d. Amount spent in Administrative Overheads : NIL

e. Amount spent on Impact Assessment, if applicable : NA

f. Total amount spent for the Financial Year (8b+8c+8d+8e) : NIL

g. Excess amount set off, if any :



S.No	Particulars	Amount in Lakhs
(i)	Two percent of average net profit of the company under Section 135(5)	8.52
(ii)	Total amount spent for the financial year	8.32
(iii)	Excess amount spent for the financial year(ii)-(i)	0.00
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years	0.00
(v)	Set off from the previous financial years	0.28
(vi)	Amount available for set off in succeeding financial years(iii)-(iv)	0.00

9. a. Details of Unspent CSR amount for the preceding three financial years: NIL  
b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : NIL
10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (Asset-wise details) – NA
11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):  
Your company has spent in excess of CSR commitment as stipulated under Section 135(5) of Companies, Act, 2013.

Place :Tirupur  
Date : 25.05.2023

-Sd-  
Prem Aggarwal  
Managing Director  
(DIN: 02050297)

-Sd-  
Aditya Aggarwal  
Chief financial officer



**Particulars of employees:**

**Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

(i) the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	<b>Name of the Director</b> Mr. Prem Aggarwal Mrs. Shikha Aggarwal Mrs. Ashmita Aggarwal Mr. Senthil Rajagopal Mr. Thirumurugan Mr. Anil Kumar Goyal	<b>Ratio to the Median</b> 20.45 10.23 10.23 NA NA NA
ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year	There was no increase in remuneration to Directors, Chief Financial Officer, Company Secretary during the year 2022-23	
(iii) The percentage increase in the median remuneration of employees in the Financial Year	There was no percentage increase in the median remuneration of employees during FY 22-23.	
(iv) The number of permanent employees on the rolls of Company	The total number of employees excluding contract labors and subsidiary employees as on March, 2023 is 53	
v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There was no increase in managerial remuneration in the last financial year and hence no justification is required in this regard	
(vi) Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes, the remuneration is as per the remuneration policy of the Company.	

- \* Based on annualized salary of employees employed during the year
- \* The company has paid sitting fees to Independent Directors during the year
- \* During the fiscal year 2022-23, no employee has received remuneration in excess of the highest paid director



## **CORPORATE GOVERNANCE REPORT**

In terms of Compliance to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on Corporate Governance, your Company is complying with the Listing Regulations. The report for year ended on 31st March, 2023 is as follows:

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and management of the Company is an important part of corporate governance. The Company has always been committed to the principles of good corporate governance.

The Philosophy of the Company on Corporate Governance lies in its concern to protect interests of various stakeholders, fair dealings with all and active contribution to the Society at large, while enhancing the wealth of shareholders. The processes of Company are directed to achieve compliance with the Code of Corporate Governance. Company's own policies and expectations include ethical conduct, protection of health, safety and environment and commitment to employees.

The Company believes that Corporate Governance is critical to success of its business and its governance practices are reflected in its strategy, plan, culture, policies and relationship with stakeholders.

Garment Mantra LifeStyle Limited has complied with all applicable guidelines & regulations as stipulated by the Securities and Exchange Board of India pertaining to the Corporate Governance.

### **BOARD OF DIRECTORS:**

The Board of Directors of Garment Mantra life Style Limited as on March 31, 2023, comprised of six (6) Directors with optimum combination of Executive and Non-Executive Directors ie : 3 Independent Non-Executive Directors, 1 Non Executive Non-Independent Directors, and 2 Executive Directors including a Managing Director and a Whole-time Women Director which is in conformity with the requirement of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Companies Act, 2013.

The Chairman of the Board is an Executive Director (Promoter). The Non-Executive Directors including Independent Directors on the Board are experienced, competent and each of them are professionals in their respective areas of specialization and have held eminent positions. The Board is headed by the Managing Director.



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**COMPOSITION/ CATEGORY OF DIRECTORS/ ATTENDANCE AT MEETINGS/ DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS IN OTHER COMPANIES:**

Sno :	Name of Directors	Category of Director	No of Directorship in Public companies as on March 2023	No of Committees in which Member /Chairman	Board meeting attended	Whether attended last AGM	No. of Equity shares held in the Company
1.	Mr.Prem Aggarwal	Managing Director	1	1	7	Yes	37594596
2.	Mrs.Shikha Aggarwal Prem	Whole-time Director	1	1	7	Yes	12312043
3.	*Mrs. Ashmita Agarwal	Non-Executive Director	1	0	7	Yes	265780
4.	Mr.Subramanian Thirumurugan	Non-Executive & Independent Director	1	2	7	Yes	-
5.	Mr. T. Muthiah	Non-Executive & Independent Director	1	1	6	Yes	-
6.	Mr.Ramasubramaniam Senthilrajagopal	Non-Executive & Independent Director	1	2	7	Yes	-
7	**Mr. Anil Goyal	Non-Executive & Independent Director	1	1	1	No	-

\*Resigned from directorship with effect from 25.05.2023

\*\* Resigned from directorship with effect from 05.04.2022

\*\*\* The no of directorship in public companies includes Garment Mantra Lifestyle Limited also and includes membership of only Audit Committee and Stakeholders Relationship Committee

**NO. OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR 2022-23 AND DATES ON WHICH HELD: THE BOARD HELD FIVE (5) MEETINGS DURING THE FINANCIAL YEAR 2022-23 THROUGH VIDEO CONFERENCING AND TWO (2) MEETINGS THROUGH PHYSICAL MODE ON THE FOLLOWING DATES:**

Sno:	Date of Board Meeting
1.	04.04.2022
2.	09.05.2022
3.	30.05.2022
4	09.08.2022
5.	05.11.2022



6.	10.02.2023
7.	28.03.2023

#### **DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE**

Mr. Prem Aggarwal, Managing Director is the Husband of Mrs. Shikha Aggarwal Prem (Whole time Director) and Father of Mrs. Ashmita Agarwal (Director). No other Director is related to any other Director on the Board.

#### **INDEPENDENT DIRECTORS:**

The Independent Directors, who are from diverse fields of expertise and have long standing experience and expert knowledge in their respective fields are very relevant as well as of considerable value for the Company's business. As a part of familiarization programme as required under Listing Regulations, the Directors have been appraised during the Board Meetings about the amendments to the various enactments viz., Companies Act, 2013 (the Act), Listing Regulations, Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information etc.

During the financial year 2022-23, one (1) meeting of the Independent Directors was held on February, 10, 2023, interalia to review the following and the meeting was attended by all the Independent Directors:

- (i) Review performance of non-independent directors and the Board of Directors as a whole;
- (ii) Review performance of the Chairperson of the Company;
- (iii) Assess the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

#### **Familiarisation Programmes for Independent Directors**

The familiarization programmes and the terms & conditions of appointment of the Independent Directors as required under the Companies Act, 2013 & Listing Regulations are updated on the Company's website at [www.garmentmantra.com](http://www.garmentmantra.com)

#### **SKILLS / EXPERTISE / COMPETENCIES OF DIRECTORS**

As per the Listing Regulations, the Board of Directors of the Company have identified the below mentioned skills/ expertise /competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively



The board skill matrix provides a guide as to the core skills, expertise, competencies and other criteria (collectively referred to as 'skill sets') considered appropriate by the board of the Company in the context of its business and sector(s) for it to function effectively and those actually available with the Board. The skill sets will keep on changing as the organisation evolves and hence the board may review the matrix from time to time to ensure that the composition of the skill sets remains aligned to the Company's strategic direction.

Sno:	Name of the Director	Expertise in specific functional areas
1.	Mr. Prem Aggarwal	He has more than 25 years of experience in the textile sector. Over the years, Mr. Prem Aggarwal has acquired expertise in various areas of production. Under his dynamic leadership and vast experience, we are able to deliver constant value to our Company's projects and expansion strategy. He has overall experience of 25 Years in the various business activities ranging from manufacturing, fabrication, Knitting, Distribution Dyeing, and Printing, of garment products.
2.	Mrs. Shikha Aggarwal Prem	She has more than 15 years of experience in the garment industry particularly in reading the requirements of the domestic market and carrying the business of readymade garments with various technical matters thereto. She is also one of the core promoters of our Company and she looks after the domestic sales of our products in local market and in other areas.
3.	*Mrs. Ashmita Agarwal	She has more than 5 years of experience in Product designing and packaging designing according to current market requirement. With such relevant experience in the field of textile industry, she assists in the designing process of fabrics manufacturing. In addition, she looks after the administration and human resource function of our Company.
4.	Mr.Subramanian Thirumurugan	Mr. S Thirumurugan is the Non Executive & Independent Director of our company. He holds a Degree of Bachelor of Engineer and having more than 18 years of experiences in the IT field.
5.	**Mr. Anil Kumar Goyal	He is a Qualified Chartered Accountant with 35+ years of experience in legal and other related matters. He has expertise in FEMA related matters as well.
6.	Mr.Ramasubramaniam Senthilrajagopal	He holds a Degree of Chartered Accountant from Institute of Chartered Accountant of India having Fellow membership of the institute for more than 15 years and has hands on experience in practice in field of Audit and Taxation.
7.	Mr. T. Muthiah	He has worked in the Sericulture department under Handloom Secretariat for 33 years in various positions from Assistant director, Regional Deputy Director to Joint Director. Also he has experience in all the field of sericulture like Mulberry



		<p>production, Silk worm Rearing, cocoon and Silk yarn production &amp; marketing. He was appointed as Managing Director / Special officer for Tamil Nadu State silk producers marketing federation (TANSILK) for four years. During that tenure he got import license for TANSILK and Monitor the import of Chinese silk. He was monitoring the marketing of domestic and Chinese silk to all handloom weavers cooperative society in the state.</p> <p>He was working as joint director under the commissioner of sericulture looking after all the administration work until Retirement</p> <p>He was the liason officer between the department and the Central Silk Board (CSB) Bangalore in the implementation of Government sponsored schemes</p>
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\* Resigned from directorship wef 25.05.2023

\*\*Resigned from directorship wef 05.04.2022

#### **CONFIRMATION ON THE INDEPENDENCE OF THE INDEPENDENT DIRECTORS**

The Board of Directors hereby confirms that in their opinion, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations, 2015 and are Independent of the Management.

#### **DETAILED REASONS FOR RESIGNATION OF INDEPENDENT DIRECTOR:**

Mr. Anil Kumar Goyal, Non-executive Independent Director has resigned from the directorship on 5<sup>th</sup> of April, 2022 due to professional and personal commitment and he has further confirmed that there are no other material reasons other than professional commitment.

#### **AUDIT COMMITTEE**

#### **COMPOSITION, NAME OF CHAIRMAN AND MEMBERS & TERMS OF REFERENCE**

##### **Terms of Reference:**

The Audit Committee acts on the terms of reference given by the Board pursuant to Section 177 of the Act and Regulation 18 of the Listing Regulations. The Committee acts as a link between the Management, the Statutory Auditors, the Internal Auditors, the Cost Auditors, Secretarial Auditors and the Board of Directors. The scope of functioning of the Audit Committee is to review, from time to time, the internal control system & procedures and its adequacy. The Committee reviews accounting policies and financial reporting system & procedures of the Company. It ensures that the financial statements are correct, sufficient and credible and also such other functions as may prescribe from time to time by Regulatory Authorities. The Audit Committee is vested with the necessary powers to achieve its objectives.





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The Audit Committee comprises of 3 (Three) Independent Non-Executive Directors and 1 (One) Whole time Director. The terms of reference of the Committee cover the matters specified for Audit Committee under the SEBI Listing Regulations, 2015 and the Act.

The Statutory Auditors, Internal Auditors, and other relevant Senior Management Persons are invited to attend the meetings of the Audit Committee. The Company Secretary of the Company acts as Secretary to the Committee.

Chairman of Audit Committee was present at the last Annual General Meeting held on 26<sup>th</sup> September, 2022.

**The details of composition of the Audit Committee, meetings held during the year and attendance of members are as under:**

<b>Sno:</b>	<b>Name</b>	<b>Category</b>	<b>Position in the Audit Committee</b>	<b>No. of Meetings attended out of Five(5) meetings held during the year 2022-23</b>
1.	Mr.Ramasubramaniam Senthilrajagopal	Non-Executive Independent Director	Chairman	5
2.	Mr. Thirumurugan	Non-Executive Independent Director	Member	4
3.	Mr. T. Muthiah	Non-Executive Independent Director	Member	4
4.	Mrs. Shikha Aggarwal Prem	Whole time Director – Executive	Member	5

**\*During the financial year 2022-23, Four (4) meetings of the Audit Committee were held through Video Conferencing and One(1) physical meeting was held as per details given below**

<b>Sno:</b>	<b>Date of Audit Committee Meeting</b>
1.	09.05.2022
2.	30.05.2022
3.	09.08.2022
4.	05.11.2022
5	10.02.2023

**NOMINATION AND REMUNERATION COMMITTEE****1. COMPOSITION, NAME OF CHAIRMAN AND MEMBERS & TERMS OF REFERENCE****Terms of Reference:**

The terms of reference and role of the Nomination and Remuneration Committee are as per the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, which includes devising a policy on Board diversity, Identifying persons who are qualified to become directors and who may be appointed in senior management roles in accordance with the criteria laid down, and recommend to the Board their appointment and removal, determination of qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees and also formulating performance evaluation criteria. The Committee also ensures equity, fairness and consistency. The recommendations of the Nomination and Remuneration Committee are considered and approved by the Board, subject to the approval of Members, wherever necessary. The policy is framed by the Nomination and Remuneration Committee and approved by the Board, which includes performance evaluation criteria for Independent Directors and disclosed on the website of the Company at [www.garmentmantra.com](http://www.garmentmantra.com)

**Composition, name of Members & Chairman, Meetings held during the year and attendance at meetings:**

Nomination and Remuneration Committee presently consist of three Independent Non-Executive Directors. The Chairman is an Independent Non-Executive Director. The details of composition of the Nomination and Remuneration Committee, meetings held during the year and attendance of members are as under.

Sno:	Name	Category	Position in the Audit Committee	No. of Meetings attended out of three (3) meeting held during the year 2022-23
1.	Mr.Subramanian Thirumurugan	Non-Executive Independent Director	Chairman	3
2.	Mr.Ramasubramaniam Senthilrajagopal	Non-Executive Independent Director	Member	3
3.	*Mr. Anil Kumar Goyal	Non-Executive Independent Director	Member	1
4	Mr. T. Muthiah	Non-Executive Independent Director	Member	2

\* Resigned from directorship wef 05.04.2022



During the financial year 2022-23, Two (2) meeting of the Nomination and Remuneration Committee was held through video conferencing and One(1) physical meeting was held as per details given below:

Sno:	Date of Nomination and Remuneration Committee Meeting
1.	04.04.2022
2.	09.05.2022
3.	05.11.2022

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

#### **COMPOSITION, NAME OF CHAIRMAN AND MEMBERS & TERMS OF REFERENCE**

The Stakeholders Relationship Committee, amongst the areas, mentioned in Regulation 20 of the Listing Regulations and Section 178 of the Act is ensuring expeditious redressal of shareholders' and investors' complaints like non-receipt of annual report, non-receipt of share certificates upon transfer of shares, dematerialization/re-materialization, transfer/ transmission, split/consolidation of shares etc.

Mrs. Lakshmi Priya K, Company Secretary is the Compliance Officer of the Company

#### **The details of Composition of the Committee and attendance of each member of the Stakeholders Relationship Committee is given below**

Sno:	Name	Category	Position in the Audit Committee	No. of Meetings attended out of One (1) meeting held during the year 2022-23
1.	Mr.Subramanian Thirumurugan	Non-Executive Independent Director	Chairman	1
2.	Mr.Ramasubramaniam Senthilrajagopal	Non-Executive Independent Director	Member	1
3.	Mr.Prem Aggarwal	Managing Director	Member	1

#### **Meetings and attendance during the year**

During the financial year 2022-23, One (1) meeting of the Stakeholders' Relationship Committee was held through video conferencing as per details given below:

Sno:	Date of Stakeholders Relationship Committee
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1.	10.02.2023
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**The details of Shareholder's complaints received and resolved during the Financial Year 2022-23 are as under:**

No. of Shareholders' complaints received	satisfaction of shareholders Complaints	complaints pending at the end of the year
Nil	Nil	Nil

## **2. Performance Evaluation Criteria for Independent Directors**

The performance evaluation criteria for Independent Directors are disclosed at point no. 23 of the Board's Report.

## **DETAILS OF REMUNERATION PAID TO DIRECTORS**

### **Executive Directors**

The details of all elements of remuneration package i.e. salary, benefits, bonus, pension, etc. paid to the Executive Directors for the financial year 2022-23 are given below:

Name and Designation of Executive Directors	Tenure	Fixed Salary*	Valuable performance Bonus	Amount in Lakhs	
				Commission	Total
Mr.Prem Aggarwal Managing Director	5 Years with effect from March 23, 2020	24,00,000.00	-	-	24,00,000.00
Mrs.Shikha Aggarwal Prem, Wholetime Director	5 Years with effect from March 23, 2020	12,00,000.00	-	-	12,00,000.00

a) The Executive Directors and the Company are entitled to terminate the service contracts by giving not less than three months' notice in writing to the other party.

b) There is no provision for payment of severance fees.

c) The Company does not have any Stock Options Scheme.

### **Non-Executive Directors**

The Board has approved the payment of salary to Non-Executive Directors which is within the limit approved by the members of the Company. Further the remuneration to Non-Executive Directors is



based on the Nomination and Remuneration Policy of the Company.

**The details of payment made to Non-Executive Directors during the financial year 2022-23 are as under:**

<b>Name and Designation of Non Executive Directors</b>	<b>Salary*</b>	<b>Sitting Fees</b>	<b>Commission</b>	<b>Total</b>
Mrs.Ashmita Agarwal Director	12,00,000.00	-	-	12,00,000.00
Mr.Ramasubramaniam Senthilrajagopal Independent – Non Executive Director	-	30,000.00	-	30,000.00
*Mr. Anil Kumar Goyal Independent – Non Executive Director	-	-	-	-
Mr. Subramanian Thirumurugan Independent – Non Executive Director	-	30,000.00	-	30,000.00
Mr. T. Muthiah Independent – Non Executive Director	-	30,000.00	-	30,000.00

\* Resigned from directorship wef 05.04.2022

**None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company and its associates.**

**GENERAL BODY MEETINGS:**

**Location and time where last three (3) Annual General Meetings (AGMs) held:**

<b>Financial Year</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>
2021-2022	Swaad Mantra Hotels and restaurants, No.8, College Road, Tirupur – 641602	September 26,2022	11:30 A.M.
2020-2021	Through Video conference/Other audio visual means	September 30,2021	11:45 A.M.
2019-2020	Through Video conference/Other audio visual means	September 30,2020	11.00 A.M.

**Special Resolutions passed in the previous three (3) General Meetings:**

<b><u>Financial Year</u></b>	<b><u>AGM/EGM Date</u></b>	<b><u>Special Resolutions passed</u></b>
<b><u>2021-22</u></b>	September 26 <sup>th</sup> , 2022	<ol style="list-style-type: none"> <li>1. To revise the remuneration payable to Mr. Prem Aggarwal (DIN No: 02050297) managing director of the company</li> <li>2. To revise the remuneration payable to Mrs. Shikha Aggarwal (DIN No: 03373965) Whole time director of the company</li> <li>3. To revise the remuneration payable to Mrs. Ashmita Aggarwal (DIN No: 07332067) director of the company</li> <li>4. To provide authorization under Section 186 of Companies Act, 2013</li> </ol>
	May 7 <sup>th</sup> , 2022 (EGM)	<ol style="list-style-type: none"> <li>1. To approve sub-division of equity shares of the company</li> <li>2. To approve increase in Authorised share capital of the company</li> <li>3. To approve the alteration of capital clause V of Memorandum of Association of the company</li> <li>4. To approve Garment Mantra Lifestyle Limited Employees Stock option scheme- 2022</li> <li>5. To approve grant of options to employees of group company including subsidiary or its associate company, in India or outside India or of a holding company of the company under Garment Mantra Lifestyle Limited Employees Stock Option Scheme – 2022</li> <li>6. To approve of grant of options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited employees stock option scheme – 2022</li> <li>7. To approve Garment Mantra Lifestyle Limited Employees Stock Purchase scheme- 2022</li> <li>8. To approve offer of shares to employees of group company including subsidiary or its associate company, in India or outside India or of a holding company of the company under Garment Mantra Lifestyle Limited Employees Stock Purchase Scheme – 2022</li> <li>9. To approve offer of shares equal to or exceeding</li> </ol>

		1% of the issued capital (excluding outstanding warrants and conversions) of the company under Garment Mantra Lifestyle Limited employees stock purchase scheme – 2022 10. To appoint Mr. Thangamuthu Muthiah(DIN No: 09550682) as Independent Director of the company
<b><u>2020-2021</u></b>	September 30, 2021	No Special resolutions passed
<b><u>2019-2020</u></b>	September 30, 2020	No Special resolutions passed
<b><u>2019-2020</u></b>	January 04, 2020 (EGM)	1. To Increase the Authorized share capital of the company 2. Issue of share warrants on preferential basis 3. To approve the proposal for changing the name of the company
	March 12, 2020 (EGM)	1.To Approve the issuance of bonus shares
	March 18, 2020 (Postal Ballot)	1. Migration of equity shares from SME platform of BSE Limited to Main board of BSE Limited

**PROCEDURE FOR POSTAL BALLOT:**

The Company has not passed any resolution through postal ballot during the year under reference. None of the resolutions proposed for the ensuing Annual General Meeting need to be passed through Postal Ballot.

**MEANS OF COMMUNICATION**

The Company's Quarterly / Half-Yearly / Annual Financial Results are submitted to the Stock Exchanges immediately after the conclusion of the Board meetings

Quarterly Results	The results will be published in the newspapers having wide coverage
Newspapers wherein results are normally published	Will be published normally in – Business Standard (English), Tamil Murasu (Tamil)
Website, where the results, official news releases and presentation made to institutional investors or analysts are displayed	<a href="http://www.garmentmantra.com">www.garmentmantra.com</a>

**GENERAL SHAREHOLDER INFORMATION**

<b>Annual General Meeting Date, Time and Venue</b>	23 <sup>rd</sup> September, 2023 at 11:30 a.m at Hotel Swaad Mantra Hotels and Restaurants, Tirupur
<b>Financial Year</b>	2022-23
<b>Dividend Payment Date</b>	NA
<b>Listing on Stock Exchanges</b>	<b>Bombay Stock Exchange Limited (BSE)</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.  The Company confirms that the annual listing fees to the stock exchange for the F.Y. 2023-24 have been paid.
<b>Stock Code</b>	The equity shares of the Company are listed on the BSE Limited (BSE)  ISIN: INE653S01028
<b>Market price data – high, low during each month in last financial year</b>	<b>Annexure CG1</b>
<b>Share Performance of the Company in comparison to BSE Sensex</b>	<b>Annexure CG 1</b>
<b>In case the securities are suspended from trading, the directors report shall explain the reason thereof</b>	NA
<b>Registrar and Share Transfer Agents</b>	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> OFFICE NO: S6-2, 6 <sup>TH</sup> FLOOR, PINNACLE BUSINESS PARK, NEXT TO AHUJA CENTRE, MAHAKALI CAVES ROAD, ANDHERI(EAST), MUMBAI – 400 093 Email id : info@bigshareonline.com Website : www.bigshareonline.com Telephone No: 022 62638200
<b>Share Transfer System</b>	SEBI has mandated that w.e.f. 1st April, 2019, shares shall be transferred only in demat form. The entire share capital of the company is being held in Demat form and hence there were no request for transfer of shares in physical form.
<b>Distribution of Shareholding/ Shareholding Pattern as on 31st March, 2023</b>	<b>Annexure CG 2</b>





<b>Dematerialization of Shares and Liquidity</b>	<p>The equity shares of the Company are available in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL). The Company's equity shares are traded compulsorily in the dematerialized form. As on date, 10,03,84,050 equity shares of the Company have been dematerialized, representing 100% of the total number of shares.</p> <p>The company also confirms that the promoters' holdings are also in dematerialized form and the same is in line with the circulars issued by SEBI.</p>
<b>Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity</b>	NA
<b>Commodity price risk or foreign exchange risk and hedging activities</b>	NA
<b>Plant Locations</b>	Shed No:40, Nethaji Apparel Park, Eettiveerampalayam, New Tirupur – 641 666

<b>Address for Correspondence / Investor Correspondence</b>	<p>Company Secretary &amp; Compliance Officer Garment Mantra Lifestyle Limited No.15, Murthy's Plaza, Karia gounder street, Khaderpet, Tirupur – 641601, Tamil Nadu, India Tele Phone: 0421 4333896 Email id : Companysecretary@junctionfabrics.in</p>
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<b>Credit Ratings</b>				
Instrument	Amount in Cr.	Rating Agency	Rating & Outlook	Remarks
Bank Loan Facilities	16.32	CRISIL Limited	BB+/Positive	NIL

## **OTHER DISCLOSURES**

### **a ) Related party transactions:**

Transactions with related parties, as per requirements of Indian Accounting Standard (Ind AS) 24 are disclosed in the notes to accounts annexed to the financial statements. All the transactions with related parties were in the ordinary course of business and on arm's length basis. In terms of



Regulation 23 of Listing Regulations the Company has started obtaining prior approval of the Audit Committee for entering into any transaction with related parties. The Audit Committee has granted omnibus approval for certain transactions to be entered into with the related parties, during the year. Statement giving details of all related party transactions entered into pursuant to the omnibus approval so granted is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis

The details pertaining to related party transactions are provided at point no. 26 of the Directors Report.

**b) Disclosure of Accounting Treatment:**

The company has followed all relevant Indian Accounting Standards (IND AS) while preparing the financial statements.

**C) Compliance:**

The company has received the following fines imposed by Stock exchanges during the last three years. The company has duly remitted the fine as stipulated by the stock exchange. The details are as under:

Year	Regulation under which fine Imposed	Waiver letter received date	Amount
2022-23 (July)	<b>Regulation 23(9)</b> Non-compliance with disclosure of related party transactions on consolidated basis.	-	Rs. 35,000
2019-20 (September)	<b>Regulation 23 (9)</b> Non-compliance with disclosure of related party transactions on consolidated basis.	25.06.2021	-

Apart from this, there was no non-compliance by the Company, penalties, imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

**d) Whistle Blower Policy:**

The details pertaining to Vigil Mechanism or Whistle Blower Policy established by the Company are placed in the website of the company [www.garmentmantra.com](http://www.garmentmantra.com).

The Company has provided opportunities to encourage employees to become whistle blowers. It has also ensured a mechanism within the same framework to protect them from any kind of harm. It is hereby affirmed that no personnel has been denied access to the Audit Committee.



**e) Details of compliance with mandatory requirements and adoption of non-mandatory requirements:**

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations, 2015 with regards to Corporate Governance and has fulfilled the following discretionary requirements specified in Part E of Schedule II under Regulation 27(1) of SEBI (Listing Obligation and Disclosure Requirements), 2015:

• **The Board:**

The Company has an Executive Chairman and hence, the need for implementing this non-mandatory requirement

• **Modified Opinion(s) Audit Report:**

The Company already has a regime of unqualified financial statements. Auditors have raised no qualification on the financial statements.

• **Reporting of Internal Auditor:**

The Internal Auditor of the company is a permanent invitee to the Audit Committee meeting and regularly attends the Meeting for the reporting their findings of the internal audit to the Audit Committee Members

• **Shareholders Rights:**

The Quarterly, Half-yearly and Annual Financial Results of the Company are published in newspapers and posted on Company's website [www.garmentmantra.com](http://www.garmentmantra.com). The same are also available on the site of the stock exchange (BSE Limited) where the shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com)

**f) Policy for determining 'material' subsidiaries' and dealing with related party transactions:**

The Company has formed the policy for determining 'material' subsidiaries' and for dealing with related party transactions. The same has been placed on the website of the Company [www.garmentmantra.com](http://www.garmentmantra.com)

**g) Commodity price risk or foreign exchange risk and hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to Listing Regulations is not applicable

**h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**



The company has not raised funds through preferential allotment or qualified institution placement during the year.

**i) Certificate on qualification of directors:**

None of the Directors have been debarred or disqualified from being appointed or continuing as director of the Company by the Board/Ministry of Corporate affairs or any statutory authority. The certificate from Mr. G. Vasudevan, Practicing company secretary on the same is annexed as **Annexure CG 3** to this report.

**j) Demat Suspense Account/Unclaimed Suspense Account:**

There are no shares lying in the demat suspense account or unclaimed suspense account.

**k) Recommendations of Committees of the Board**

The SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 introduced requirement to disclose, along with the reasons thereof, where the Board has not accepted any recommendation of any committee of the Board which is mandatorily required.

We hereby confirm that the Board has accepted all the recommendations received from committees of the Board which is mandatorily required and there is no recommendation which has not been accepted by the Board to comment on required to disclose.

**l) Fees paid by the company and its subsidiaries, on consolidated basis to the Statutory auditor:**

The total fees paid to statutory auditor is provided in the Note no. 26 of financial statements

**m) Disclosure by listed entity and its subsidiaries of Loans and advances in the nature of loans to firms/companies in which Directors are Interested by name and amount:**

The company has provided corporate guarantee to its wholly owned subsidiary 'Jannat Fabrics and Apparels Private Limited' for Rs.15 Crore.

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

The Company has in place a Policy on prevention of Sexual Harassment in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.



- **Number of complaints filed during the financial year: NIL**
- **Number of complaints disposed of during the financial year: NIL**
- **Number of complaints pending on end of the financial year: NIL**

**n) Details of Material Subsidiaries**

S. No	Particulars	Details
1	Name of Material Subsidiary	Jannat Fabrics and Apparels Private Limited
2	Date of Incorporation	12.04.2013
3	Place of Incorporation	Tirupur
4	Name of Statutory Auditor of subsidiary	M/s Balaji and Thulasiraman, Chartered Accountants
5	Date of appointment of Statutory Auditor	03.08.2019

**o) Disclosure of the compliance with corporate governance requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations, 2015:**

During the Financial Year under review, the Company has complied with the requirements specified in Regulations 17 to 27 and Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**Declaration by Managing Director stating compliance with Code of Conduct:**

The Company has formulated and implemented a General Code of Conduct (copy available on the Company's Website at [www.garmentmantra.com](http://www.garmentmantra.com)) for all its Directors and Senior Management of the Company in compliance with Listing Regulation. All the Board Members and Senior Management of the Company have affirmed compliance with the said Code of Conduct for the financial year ended March 31, 2023.

A declaration by the Managing Director affirming compliance with the said Code of Conduct by Board Members and Senior Management is annexed as **Annexure C** and forms part of this Report.

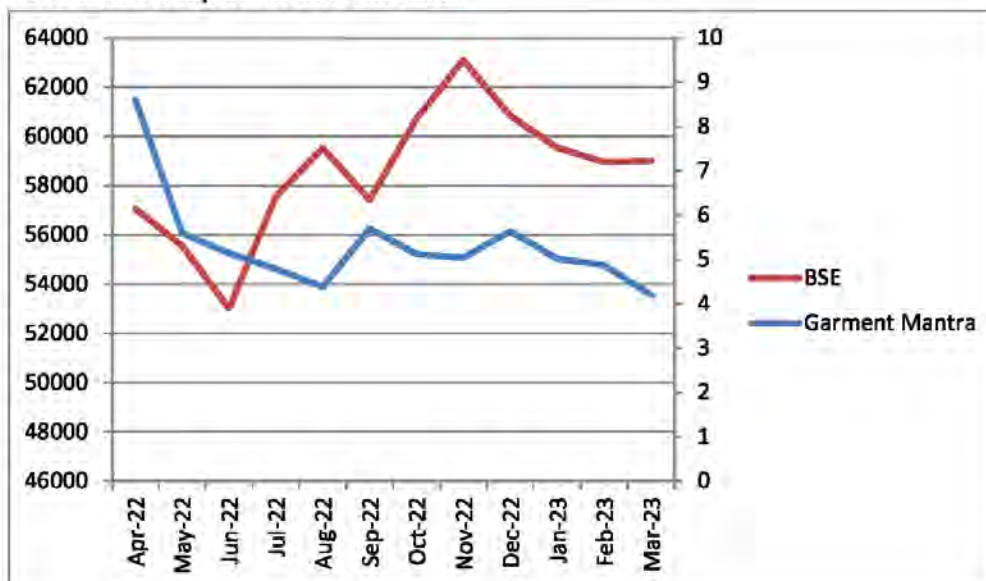
**Certificate from Company Secretary regarding compliance with Corporate Governance:**

This Corporate Governance Report forms part of the Annual Report. A certificate from Mr. G. Vasudevan, Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated in Listing Regulations is annexed to this report as **Annexure CG 4** which also forms part of this Annual Report.

**ANNEXURE CG 1**
**MARKET PRICE DATA**

Month	Share Price at BSE			BSE Sensex	
	High	Low	Volume Traded(No of Shares)	High	Low
April 2022*	111.0	82.50	8,87,624	60845.10	56009.97
May 2022*	91.95	5.40	43,47,243	57184.21	52632.48
June 2022	5.95	4.55	16,60,109	56432.65	50921.22
July 2022	5.99	4.12	32,58,912	57619.27	52094.25
August 2022	5.12	3.76	25,19,460	60411.20	57367.47
September 2022	6.60	4.04	49,79,727	60676.12	56147.23
October 2022	5.84	4.90	14,54,139	60786.70	56683.40
November 2022	5.45	4.16	18,76,304	63303.01	60425.47
December 2022	6.29	4.44	26,75,061	63583.07	59754.10
January 2023	5.80	4.43	14,42,908	61343.96	58699.20
February 2023	5.44	4.55	15,12,146	61682.25	58795.97
March 2023	5.10	4.02	16,92,644	60498.48	57084.91

\*The company has split its stock in May, 2022 from Rs.10/- per share to Re.1/- per share

**Performance comparison with BSE Index**


**ANNEXURE CG 2**
**Distribution of shareholding as on March 31, 2023:**

No of Shareholding of Nominal	No of Share Holders	% of Total	Share Amount	%of shares Held
1-5000	6110	92.4077	3412491	3.3994
5001-10000	214	3.2365	1621950	1.6157
10001-20000	100	1.5124	1483782	1.4781
20001-30000	46	0.6957	1137162	1.1328
30001-40000	12	0.1815	412142	0.4106
40001-50000	7	0.1059	335210	0.3339
50001-100000	34	0.5142	2370600	2.3615
100001-999999999	89	1.3460	89610713	89.2679

**Shareholding pattern as on March 31, 2023:**

Sno:	Category of Share Holders	Number of Shareholders	Number of shares held	Number of shares held in dematerialized form	% of shareholding
1.	Promoters / Directors	3	50172419	50172419	49.98
2.	Promoter group	2	119900	119900	0.12
3.	Public	6566	48306303	48306303	48.12
4.	Corporate bodies	14	1116215	1116215	1.11
5.	Clearing member	3	383859	383859	0.38
6.	Relatives of Promoters(Non-Promoter)	2	180924	180924	0.18
7.	Non Resident Indians	22	104430	104430	0.10

**ANNEXURE CG 3**

**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,  
 Garment Mantra Lifestyle Limited  
 (Formerly known as Junction Fabrics and Apparels Limited)  
 No.15, Murthy's Plaza, Kariagounder Street,  
 Khaderpet, Tirupur, Erode-641601

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Garment Mantra Lifestyle Limited (CIN: L18101TZ2011PLC017586) (Formerly known as Junction Fabrics and Apparels Limited) and having registered office at No.15, Murthy's Plaza, Kariagounder Street, Khaderpet, Tirupur, Erode-641601 (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](http://www.mca.gov.in)] as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> 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:

S. No	DIN	Name of the Director	Designation	Date of Appointment in the Company as per MCA
1.	02050297	Prem Aggarwal	Managing Director	15/11/2011
2.	03107366	Subramanian Thirumurugan	Independent Director	06/03/2015
3.	03373965	Shikha Aggarwal Prem	Whole-time Director	15/11/2011
4.	06520260	Ramasubramaniam Senthilrajagopal	Independent Director	06/03/2015
5.	09550682	Thangamuthu Muthiah	Independent Director	04/04/2022
6.	07332067	Ashmita Agarwal	Non-Executive Director	21/11/2015
7.	00022844	Anil Kumar Goyal*	Independent Director	03/04/2020





\* Resigned w.e.f 05.04.2022

Ensuring the eligibility of 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.

**For G.V. and Associates  
Company Secretaries**

-Sd-

**G.Vasudevan**

**Partner**

**FCS No.: 6699**

**C P No.: 6522**

**Date: 25.05.2023**

**Place: Coimbatore**

**ICSI UDIN: F006699E000379051**



**ANNEXURE CG 4**

**Certificate on Compliance of Conditions of Corporate Governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**TO THE MEMBERS OF GARMENT MANTRA LIFESTYLE LIMITED**

We have examined the compliance of conditions of Corporate Governance by Garment Mantra Lifestyle Limited (CIN: L18101TZ2011PLC017586) (Formerly known as Junction Fabrics and Apparels Limited), for the year ended on 31<sup>st</sup> March, 2023, as specified in relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For G.V. and Associates  
Company Secretaries**

**-Sd-**

**G.Vasudevan  
Partner**

**Membership No. 6699  
C.P No: 6522**

Date: 25.05.2023

Place: Coimbatore

UDIN: F006699E000379104



## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of M/s. Garment Mantra Lifestyle Limited**

**Report on the Standalone Financial Statements**

### **Opinion**

We have audited the accompanying standalone financial statements of Garment Mantra Lifestyle Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Companies Act, 2013 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 Standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



### **Other Information**

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

### **Responsibilities of management and those charged with governance for the Standalone financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks,



and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

### Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "B" 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- c) The Balance Sheet, the Statement of Profit and Loss (including 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



**Annual Report  
2022-23**

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

**For N B T and Co**  
Chartered Accountants  
Firm Registration No.: 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No. 165017

Place: Mumbai  
Date – 25/05/2023  
UDIN - 23165017BGXEZF3397

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF GARMENT MANTRA LIFESTYLE LIMITED**

**Report on the Internal Financial Controls 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 **GARMENT MANTRA LIFESTYLE LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the

standalone financial statements of the Company for the year ended on that date.

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

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

### **Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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





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company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 N B T & Co.**  
Chartered Accountants  
Firm Registration No. : 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No. 165017

Place: Mumbai

Date : 25/05/2023

UDIN: 23165017BGXEZF3397

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

(Referred to in our report of even date to the members of **GARMENT MANTRA LIFESTYLE LIMITED** as at and for the year ended 31<sup>st</sup> March, 2023).

- i) In respect of its Plant and Equipment and Intangible Assets:
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Plant and Equipment and Intangible Assets on the basis of available information.
  - b) The Property, Plant and Equipment are physically verified by the Management annually, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification as compared with available records.
  - c) The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

- d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) (a) The physical verification of inventory has been conducted by the management once during the year and no discrepancies were noticed on such physical verification.
- (b) The Company has obtained/using working capital limits for more than 5 crores in the financial year and submitted the quarterly returns as required as per the terms, quarterly return submitted by the company does not agree with the financial statements details of the same is mentioned below: -

Particulars	As per Return	As per Financials	Difference	Reason
Inventory	2,449.50	2,486.43	(36.93)	The difference is due to the submissions to the Banks were made before financial reporting closure process
Book Debts	2,551.07	2,558.97	(07.09)	

- iii) The Company has made investments in, companies, firms, Limited Liability Partnerships, and has not granted any unsecured loans to other parties, during the year, in respect of which:
- (a) The Company has not provided any loans or advances in the nature of loans but has provided guarantee for the loan obtained by its wholly owned subsidiary M/s Jannat Fabrics and Apparels Private Limited, and has not provided security to any other entity during the year.
- (b) In our opinion, the investment made by the company during the year are, prima facie, not prejudicial to the Company's interest.
- (c) Since no loans has been granted by the company during the year, reporting under clause 3(iii)(c) is not applicable.
- (d) Since no loans has been granted by the company during the year, reporting under clause 3(iii)(d) is not applicable.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- iv) The Company has provided guarantee in respect of the loan obtained by its wholly owned subsidiary M/s Jannat Fabrics and Apparels Private Limited. The Company has not provided any security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. In respect of loans, investment, guarantees and security the Company has complied with provision of section 185 and 186 of the Act.



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- v) The company has not accepted any deposit from public within the meaning of Section 73,74,75 and 76 and clause (v) of Para 3 of the order is not applicable.
- vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Act, related to the manufacturing activities, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made detailed examination of the same.
- vii) (a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2023 for a period of more than six months from the date they became payable.
- (b) According to the records of the company, there are no dues outstanding of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute.
- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix) (a) The company has not defaulted in repayment of any dues to a financial institution, bank, and government. The company has not borrowed any amount by way of debentures.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) As observed by us during the Audit and representation made by the company, the company has used the fund obtained in form of term loans for the object for which they were 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.
- (f) The Company has not raised any loans during the year by pledging securities held in their subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.



- xi) (a) No fraud by the Company and no material fraud on the Company 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.
- (c) The company has not received any whistle blower complaints during the year (and upto the date of this report), Hence report under clause 2(xi)(c) of the order is not applicable.
- xii) The company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, 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.

From the house of,



**Annual Report  
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xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order are not applicable.

**For N B T and Co**  
Chartered Accountants  
Firm Registration No.: 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No. 165017  
Place: Mumbai

Place: Mumbai  
Date – 25/05/2023  
UDIN - 23165017BGXEZF3397

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**STANDALONE BALANCE SHEET AS AT MARCH 31, 2023**

Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a) Property, Plant and Equipments	2	354.83	341.63
b) Financial Assets			
(i) Investments	3	1,383.76	1,195.20
(ii) Loan and Advances	4	52.84	34.45
(iii) Other Financial Assets	5	0.17	0.64
<b>Total Non-Current Assets</b>		<b>1,791.60</b>	<b>1,571.91</b>
<b>(2) Current Assets</b>			
a) Inventories	6	2,486.43	2,542.64
b) Financial Assets			
(i) Trade Receivables	7	2,558.97	2,373.74
(ii) Cash and Cash Equivalents	8	16.18	9.18
(iii) Loan and Advances	9	21.68	146.41
c) Other Current Assets	10	73.23	106.82
<b>Total Current Assets</b>		<b>5,156.49</b>	<b>5,178.79</b>
<b>TOTAL ASSETS</b>		<b>6,948.09</b>	<b>6,750.71</b>
<b>EQUITY AND LIABILITIES</b>			
<b>I. Equity</b>			
a) Equity Share Capital	11	1,003.84	1,003.84
b) Other Equity		2,599.68	2,449.13
<b>Total Equity</b>		<b>3,603.52</b>	<b>3,452.98</b>
<b>II. Liabilities</b>			
<b>(1) Non-Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	12	234.42	343.54
b) Deferred Tax Liabilities (Net)	13	0.91	2.07
c) Provisions	14	12.75	18.96
<b>Total Non-current Liabilities</b>		<b>248.08</b>	<b>364.56</b>
<b>(2) Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	15	2,058.13	2,042.53
(ii) Trade Payables due to:	16		
- Micro and Small Enterprises		-	-
- Other than Micro and Small Enterprises		961.06	805.31
b) Other Current Liabilities	17	18.63	23.48
c) Provisions	18	58.67	61.85
<b>Total Current Liabilities</b>		<b>3,096.49</b>	<b>2,933.17</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,948.09</b>	<b>6,750.71</b>

Summary of significant accounting policies

1

The accompanying notes are integral part of these financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For N B T and Co

Chartered Accountants

FRN - 140489W

-Sd-

**Ashutosh Biyani**

Partner

Membership No-165017

UDIN No:23165017BGXEZF3397

-Sd-

**Prem Aggarwal**

Managing Director

DIN: 02050297

-Sd-

**Shikha Aggarwal**

Whole Time Director

DIN: 03373965

-Sd-

**Aditya Aggarwal**

Chief Financial Officer

-Sd-

**K. Lakshmi Priya**

Company Secretary

Membership No: A36135

Place: Mumbai

Date : 25/05/2023

Place: Tirupur

Date : 25/05/2023

**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : L18101TZ2011PLC017586)

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in Lakhs, unless otherwise stated)

Particulars	Note No.	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Income</b>			
I Revenue from Operations	19	10,662.83	10,391.89
II Other Income	20	30.09	18.66
<b>III Total Income (I + II)</b>		<b>10,692.91</b>	<b>10,410.55</b>
<b>IV Expenses</b>			
Cost of material consumed	21	9,294.39	9,648.75
Changes in inventories of Finished Goods and Stock-in-Trade	22	331.51	(376.05)
Employee Benefits Expense	23	146.68	155.81
Finance Costs	24	197.00	158.12
Depreciation and Amortisation Expense	25	36.26	32.84
Other Expenses	26	587.41	594.86
<b>Total Expenses (IV)</b>		<b>10,593.25</b>	<b>10,214.33</b>
<b>V Profit (Loss) Before Exceptional Items and Tax (III-IV)</b>		<b>99.67</b>	<b>196.22</b>
VI Exceptional items	27	0.34	0.07
<b>VII Profit (Loss) Before Tax (V+VI)</b>		<b>100.01</b>	<b>196.30</b>
<b>VIII Tax Expense</b>	28		
(1) Current Tax		29.70	45.88
(2) Deferred Tax		(1.16)	1.62
(3) Short/(Excess) provision for Income Tax of earlier year		27.59	-
<b>Total Tax Expenses (VIII)</b>		<b>56.13</b>	<b>47.49</b>
<b>IX Profit (Loss) for the Year (VII-VIII)</b>		<b>43.88</b>	<b>148.80</b>
<b>X Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Profit or Loss	29	110.67	120.67
<b>XI Total Comprehensive Income for the Year (IX+X)</b>		<b>154.55</b>	<b>269.47</b>
<b>XII Earnings Per Equity Share of Rs 10 Each (Basic And Diluted)</b>		<b>0.04</b>	<b>1.48</b>

Summary of significant accounting policies

1

The accompanying notes are integral part of these financial statements

In terms of our report attached

For and on behalf of the Board of Directors

**For N B T and Co**

Chartered Accountants

FRN - 140489W

-Sd-

**Ashutosh Biyani**

Partner

Membership No-165017

UDIN No:23165017BGXEZF3397

-Sd-

**Prem Aggarwal**

Managing Director

DIN: 02050297

-Sd-

**Shikha Aggarwal**

Whole Time Director

DIN: 03373965

-Sd-

**Aditya Aggarwal**

Chief Financial Officer

-Sd-

**K. Lakshmi Priya**

Company Secretary

Membership No: A36135

Place: Mumbai

Date : 25/05/2023

Place: Tirupur

Date : 25/05/2023

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in Lakhs unless otherwise stated)

Particulars	Note No.	Year Ended March 31, 2023		Year Ended March 31, 2022	
<b>Cash flow from operating activities</b>					
Net Profit before Tax			100.01		196.30
Discontinued operations			-		-
<b>Profit before income tax including discontinued operations</b>			100.01		196.30
<b>Adjustments for</b>					
Depreciation and amortisation expense		36.26		32.84	
Provision for Gratuity		5.96		10.17	
Profit on sale of fixed assets		(0.34)			
Provision for Impairment Loss on Debtors		-		3.00	
Finance Cost		197.00	238.88	158.12	204.12
<b>Operating Profit before Working Capital Changes</b>			338.89		400.42
(Increase)/Decrease in trade receivables		(185.23)		52.63	
(Increase)/Decrease in inventories		56.22		(414.05)	
(Increase)/decrease in other current assets		33.59		(22.44)	
(Increase)/decrease in Short Term Loan and Advance		124.72		(134.63)	
Increase/ (Decrease) in short Term borrowings		15.59		588.50	
Increase/ (Decrease) in trade payables		155.75		39.93	
Increase/(decrease) in provision		(3.18)		(155.24)	
Increase/(decrease) in other current liabilities		(4.84)		(10.16)	
<b>Cash generated from operations</b>			192.63		(55.46)
Income taxes paid			57.29		49.75
<b>Net cash inflow from operating activities</b>			474.22		295.21
<b>Cash flows from investing activities</b>					
(Increase)/Decrease in investments		(78.00)		(14.40)	
(Increase)/Decrease in Property, Plant & Equipment		(49.80)		(47.80)	
Deposit Given/(Released)		0.47		-	
Long Term Loans Recovered/(Given)		(18.39)		11.00	
<b>Net cash used in investing activities</b>			(145.72)		(51.20)
<b>Cash flow from financing activities</b>					
Issue of Warrants			-		-
Proceeds From long Term Borrowing (Net)		(109.11)		(76.71)	
Increase/(decrease) in non current liabilities		(6.21)			
Interest paid		(197.00)		(158.12)	
<b>Net cash from financing activities</b>			(312.32)		(234.83)
<b>Net increase (decrease) in cash and cash equivalents</b>			16.18		9.18
<b>Cash and cash equivalents at the beginning of the year</b>			-		-
<b>Cash and cash equivalents at end of the year</b>			16.18		9.18
Cash and cash equivalents comprise;					
Balances with Banks in current accounts			8.74		2.90
Cash on hand			7.44		6.28
<b>Total cash and bank balances at the end of the period</b>			16.18		9.18

Note -  
1. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7, Statement of Cash Flows as specified in the Companies (Indian Accounting Standards), Rules, 2015 (as amended).  
2. Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition).

Summary of significant accounting policies 1  
The accompanying notes are integral part of these financial statements

In terms of our report attached

For and on behalf of the Board of Directors

For N B T and Co

Chartered Accountants  
FRN - 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No-165017  
UDIN No:23165017BGXEZF3397

-Sd-  
**Prem Aggarwal**  
Managing Director  
DIN: 02050297

-Sd-  
**Aditya Aggarwal**  
Chief Financial Officer

-Sd-  
**Shikha Aggarwal**  
Whole Time Director  
DIN: 03373965  
  
-Sd-  
**K. Lakshmi Priya**  
Company Secretary  
Membership No: A36135

Place: Mumbai  
Date : 25/05/2023

Place: Tirupur  
Date : 25/05/2023



**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : L18101TZ2011PLC017586)

**Standalone Statement of Changes in Equity for the year ended March 31, 2023**

(Amount in Lakhs unless otherwise stated)

	As at		As at	
	31 March, 2023		31 March 2022	
<b>(A) Equity Share Capital</b>				
Balance at the beginning of the year		1,003.84		1,003.84
Changes in Equity Share Capital during the year		-		-
<b>Balance at the end of the year</b>		<b>1,003.84</b>		<b>1,003.84</b>
<b>(B) Other equity</b>				
Particulars	Equity Instruments through Other Comprehensive	Reserves and Surplus		
		Securities Premium Reserve	Retained Earnings	TOTAL
Balance as at March 31, 2021	111.80	1,260.00	807.87	2,179.66
Profit for the year 2021-22	-	-	148.80	148.80
Other Comprehensive Income for the year 2021-22	120.67	-	-	120.67
<b>Balance as at March 31, 2022</b>	<b>232.47</b>	<b>1,260.00</b>	<b>956.68</b>	<b>2,449.13</b>
Profit for the year 2022-23	-	-	43.88	43.88
Other Comprehensive Income for the year 2022-23	110.67	-	-	110.67
Previous year adjustment	-	-	-	(4.01)
<b>Balance as at March 31, 2023</b>	<b>343.14</b>	<b>1,260.00</b>	<b>1,000.56</b>	<b>2,599.68</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101T2011PLC017586)  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs unless otherwise stated)

**Note 2**  
**Property, Plant and Equipment**

Particulars	Buildings	Furniture & fixtures	Plant and Equipment	Vehicles	Computer & Software License	Miscellaneous Assets	Total
	Owned	Owned	Owned	Owned	Owned	Owned	
<b>Gross Block</b>							
At cost or fair value as at March 31, 2021	248.58	115.64	45.00	71.00	15.05	0.05	495.31
Additions	31.33	6.66	3.01	5.29	1.85	0.19	48.32
Disposals	-	-	-	(8.91)	-	-	(8.91)
At cost or fair value as at March 31, 2022	279.91	122.30	48.00	67.38	16.90	0.23	534.73
Additions	24.99	14.46	0.26	-	9.82	-	49.53
Disposals	-	-	-	0.06	-	-	0.06
At cost or fair value as at March 31, 2023	304.90	136.75	48.26	67.32	26.72	0.23	584.19
<b>Depreciation Block</b>							
Accumulated depreciation as at March 31, 2021	61.26	42.05	19.75	39.13	6.49	0.04	168.71
Depreciation for the year	7.06	11.59	2.43	10.52	1.22	0.02	32.84
Disposals	-	-	-	(8.46)	-	-	(8.46)
Accumulated depreciation as at the March 31, 2022	68.31	53.64	22.18	41.19	7.71	0.06	193.10
Depreciation for the year	9.05	13.73	3.23	7.50	2.74	-	36.26
Disposals	-	-	-	-	-	-	-
Accumulated depreciation as at the March 31, 2023	77.37	67.37	25.42	48.69	10.45	0.06	229.36
<b>Net Block</b>							
As at March 31, 2022	211.60	68.65	25.82	26.19	9.19	0.17	341.63
As at March 31, 2023	227.53	69.38	22.85	18.63	16.27	0.17	354.83

**Title Deeds of Immovable Property not held in the Name of Company.**

Particular	Description of Item of Property	Gross Carrying Value	Whether the title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of company
There is no immovable property who's title deed are not held in the name of company					

**Benami Property**

There is no Proceeding have been initiated or Pending against the company for holding any benami property under Benami Transaction (Prohibition) Act 1988 (45 of 1988).

**Note:-**

- a) In accordance with the Indian Accounting Standard (Ind AS 36 ) on " Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS . On the basis of review carried out by the management, there was no impairment loss on property, plant and equipment during the year ended 31st March, 2023
- b) The carrying value (Gross Block less accumulated depreciation and amortisation) as on 1st April, 2019 of the Property, plant and equipment is considered as a deemed cost on the date of transition.

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L181017201PLCO17596)  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

**Note 3**  
**Investments - Non Current**

(Amount in Lakhs, unless otherwise stated)

Name of the Body Corporate	Subsidiaries/ Associates/ Joint Ventures/ Structured Entities / Others	No. of Shares and Face Value of Shares		No. of Shares and Face Value of Shares		Value of Investment	
		As at March 31, 2023		As at March 31, 2022		As at	
		No.	Face Value (Rs.)	No.	Face Value (Rs.)	March 31, 2023	March 31, 2022
Investments Measured at Fair Value Through OCI (FV/TOCI)							
(i) Jannat Fabrics and Apparel P Ltd.,	Subsidiary	2,468,829	10	2,268,800	10	1,207.40	1,025.30
(ii) Twenty Twenty Trading LLP	Subsidiary	4,276,405	NA	4,276,405	NA	127.51	121.09
(iii) Silver Articles	Others	NA	NA	NA	NA	13.74	13.74
<b>Other Investments (Carried at cost)</b>	Others	1,775	10	1,775	10	35.10	35.10
(i) Neelji Apparel Park							
						1,383.76	1,195.20
						1,383.76	1,195.20

**GARMENT MANTRA LIFESTYLE LIMITED**  
**(CIN : L18101TZ2011PLC017586)**  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, unless otherwise stated)

**Note 4**

**Loans & Advances - Non Current**

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good - Long Term	52.84	34.45
<b>Total</b>	<b>52.84</b>	<b>34.45</b>

(i) There is no loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties during the year.

**(ii) Out of which recievables from related parties;**

Group Entity	-	1.00
Proportion	0.00%	2.90%

**Note 5**

**Other Financial Assets - Non Current**

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits, unsecured, considered good - To Others	0.17	0.64
<b>Total</b>	<b>0.17</b>	<b>0.64</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
**(CIN : L18101TZ2011PLC017586)**  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

**Note 6**

**Inventories**

(Amount in Lakhs, unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022	Mode of Valuation
a. Raw Materials and components	621.61	346.32	Cost or NRV whichever is lower
	621.61	346.32	
b. Work-in-progress		289.34	
	-	289.34	
c. Finished goods	1,864.82	1,906.98	
	1,864.82	1,906.98	
<b>Total</b>	<b>2,486.43</b>	<b>2,542.64</b>	

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, unless otherwise stated)

**Note 7**

**Trade Receivables - Current**

Particulars	As at March 31, 2023	As at March 31, 2022
- From Related Parties	-	0.12
- From Others	2,558.97	2,376.62
<b>Total</b>	<b>2,558.97</b>	<b>2,376.74</b>
<b>Break-up for security details:</b>		
Secured, considered good	-	-
Unsecured, considered good	2,558.97	2,376.74
Less : Loss Allowance	-	3.00
<b>Total</b>	<b>2,558.97</b>	<b>2,373.74</b>

**As at March 31, 2023**

Particulars/ Period	Less Than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	3 Years or More	Total
(i) Undisputed Trade Receivable - Considered Good	2,488.70	10.54	59.72	-	-	2,558.97
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-

**As at March 31, 2022**

Particulars/ Period	Less Than 6 Months	6 Months to 1 Year	1-2 Years	2-3 Years	3 Years or More	Total
(i) Undisputed Trade Receivable - Considered Good	2,361.06	3.32	12.36	-	-	2,376.74
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-

**Note 8**

**Cash and Cash Equivalents**

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks in current accounts	8.74	2.90
Cash on hand	7.44	6.28
<b>Total</b>	<b>16.18</b>	<b>9.18</b>

**Note 9**

**Loans and Advances - Current Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Unsecured, considered good</b>		
Loans and advances to employees	9.53	8.19
Advance to suppliers	12.15	100.33
Other Advance	-	37.89
<b>Total</b>	<b>21.68</b>	<b>146.41</b>

**Out of which receivables from related parties;**

Group Entity	-	99.53
Proportion	0.00%	67.98%

**Note 10**

**Other Current Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with Revenue Authority	69.32	103.34
Prepaid Expense	2.39	1.97
Other current assets	1.52	1.52
<b>Total</b>	<b>73.23</b>	<b>106.82</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in Lakhs, unless otherwise stated)

**Note 11**

A. Equity Share Capital	As at March 31, 2023		As at March 31, 2022	
	No.	Amount	No.	Amount
Authorised Share Capital	110,000,000	1,100.00	110,000,000	1,100.00
Issued Subscribed and Paid-up Share Capital	100,384,050	1,003.84	100,384,050	1,003.84
Subscribed Share Capital	100,384,050	1,003.84	100,384,050	1,003.84
Fully Paid-up Share Capital	100,384,050	1,003.84	100,384,050	1,003.84
Subscribed but not fully paid-up	-	-	-	-

**a) Reconciliation of Shares outstanding at the beginning and at the end of the year**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No.	Amount	No.	Amount
Balance at the beginning of the year	100,384,050	1,003.84	100,384,050	1,003.84
Issued during the year	-	-	-	-
Balance at the end of the year	100,384,050	1,003.84	100,384,050	1,003.84

**b) Terms/Rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs. 1 per share. Each holder of equity share is entitled to one vote per equity share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 to their shareholding.

**c) Shares in the Company held by each shareholder holding more than five per cent shares**

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No.	% of Holding	No.	% of Holding
Shri.Prem Dinanath Aggarwal	37,594,596	37.45%	37,143,300	37.00%
Shikha Aggarwal Prem	12,312,043	12.26%	12,180,000	12.13%
<b>Total</b>	<b>49,906,639</b>	<b>49.72%</b>	<b>49,323,300</b>	<b>49.13%</b>

**d) Shareholding of Promoters at the end of the period**

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No.	% of Holding	No.	% of Holding
Shri.Prem Dinanath Aggarwal	37,594,596	37.45%	37,143,300	37.00%
Shikha Aggarwal Prem	12,312,043	12.26%	12,180,000	12.13%

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

e) There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

f) There is no dividend paid or proposed during the year and during the previous year.

g) There has been stock split in the ratio of 1:10 on May 19, 2022, accordingly the EPS has been restated for the same for previous periods as well.

B. Other Equity	Equity Instruments through Other Comprehensive Income	Changes in Own Credit Risk of Financial Liabilities measured at FVPL	Reserves and Surplus		
			Securities Premium Reserve	Retained Earnings	Total
Balance as at April 1, 2021	111.80	-	1,260.00	807.87	2,179.66
Profit for the year 2021-2022	-	-	-	148.80	148.80
Other Comprehensive Income for the year 2021-2022	120.67	-	-	-	120.67
Balance as at March 31, 2022	232.47	-	1,260.00	956.68	2,449.13
Profit for the year 2022-2023	-	-	-	43.88	43.88
Previous year adjustment	-	-	-	-	(4.01)
Other Comprehensive Income for the year 2022-2023	110.67	-	-	-	110.67
Balance as at March 31, 2023	343.14	-	1,260.00	1,000.56	2,599.68

In terms of our report attached

For N B T and Co  
Chartered Accountants  
FRN - 140489W

For and on behalf of the Board of Directors

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No-165017  
UDIN  
No:23165017BGXEZF3397 Place:  
Mumbai  
Date : 25/05/2023

-Sd-  
**Prem Aggarwal**  
Managing Director  
DIN: 02050297  
Place: Tirupur  
Date : 25/05/2023

-Sd-  
**Shikha Aggarwal**  
Whole Time Director  
DIN: 03373965

-Sd-  
**Aditya Aggarwal**  
Chief Financial Officer

-Sd-  
**K. Lakshmi Priya**  
Company Secretary  
Membership No: A36135

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, unless otherwise stated)

**Note 12**

**Borrowings - Non-Current**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
From Banks	232.42	341.54
From Others	-	-
Loans and advances from Directors	-	-
	232.42	341.54
<b>In case of continuing default as on the balance sheet date in</b>		
1. Period of default	-	-
2. Amount	-	-
<b>Unsecured</b>		
From Banks	-	-
From Financial Institutions	-	-
From Directors	2.00	2.00
	2.00	2.00
<b>In case of continuing default as on the balance sheet date in</b>		
1. Period of default	-	-
2. Amount	-	-
<b>Total</b>	234.42	343.54

Terms and Condition Attached to borrowings

**Bank Borrowings**

Rate of Interest 8.00% 8.00%

Repayable in Equated Monthly Installments

Secured Against stock and book debts

Collaterally Secured against hypothecation of the property of company and promoter

**Note 13**

**Deferred Tax Liabilities (Net)**

Particulars	As at March 31, 2023	As at March 31, 2022
The balance comprises temporary differences attributable to:		
Depreciation and amortisation expense	(0.03)	(5.57)
Disallowance under Section 43B and 40(a) (ia) of the Income Tax Act, 1961	(2.11)	(1.70)
Provision for Gratuity	(6.07)	(18.24)
Provision for Bonus	3.59	-
<b>Total</b>	(4.62)	(25.51)
Deferred Tax (Liability)/Assets Impact	(1.16)	(6.42)
<b>Reflected in the Balance Sheet as follows:</b>		
Deferred Tax Liabilities(Net)	0.91	2.07
<b>Reconciliation of Deferred Tax Liabilities</b>		
At the start of the year	2.07	0.45
Change/(Credit) to Statement of Profit and Loss	(1.16)	1.62
<b>Net deferred tax assets / liabilities</b>	0.91	2.07

\* Earlier Year Effect has been given in current year

**Note 14**

**Provision - Non Current**

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity Provision	12.75	18.96
<b>Total</b>	12.75	18.96

**Note 15**

**Borrowings - Current**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
From banks		
(a) Loans repayable on demand (Secured by hypothecation of inventories, book debts and machineries) (of the above, entire amount is guaranteed by Directors and/or others)	1,883.73	1,875.94
(b) Term Loans	50.51	-
(c) Current Maturities of Long Term Debt	123.88	166.59
	2,058.13	2,042.53
<b>In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to above</b>		
1. Period of default	-	-
2. Amount	-	-
<b>Total</b>	2,058.13	2,042.53



Terms and Condition Attached therewith ;

**Bank Borrowings :**

Rate of Interest 8.00% 8.00%

Repayable on Demand

Secured Against stock and book debts

Collaterally Secured against hypothecation of the property of company and promoter

The company regular in filing quarterly returns or statements of current assets with bank or financial institutions and are in agreement with the books of accounts.

Company has submitted the Monthly Stock statements for the Period ended March 31, 2023: -

Particulars	As per Stock Statement	As per Financials	Difference	Reason
Inventory	2,449.50	2,486.43	(36.93)	Difference is due to valuation adjustments and proper quantification as the time of preparation of Financials.
Book Debts	2,551.07	2,558.97	(7.90)	

**Note 16**

**Trade Payables**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>1. Total outstanding dues of micro enterprises and small enterprises</b>	-	-
<b>2. Total outstanding dues of Other than micro enterprises and small enterprises</b>		
(i) Creditors for Goods		
Payables within next 12 months	961.06	755.14
Payables after 12 months	-	-
(ii) Creditors for Expenses		
Payables within next 12 months	-	50.17
Payables after 12 months	-	-
(iv) Creditors for others		
Payables within next 12 months	-	-
Payables after 12 months	-	-
<b>Total</b>	<b>961.06</b>	<b>805.31</b>

**Ageing as on March 31, 2023**

Particulars	Outstanding for Following periods from the due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Other	396.71	564.36	-	-	961.06
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

Note : (i) There is no Unbilled and not Due trade payables are outstanding at the period ended

(ii) No Amount due in respect of MSME

**Ageing as on March 31, 2022**

Particulars	Outstanding for Following periods from the due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Other	805.31	-	-	-	805.31
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

**Note 17**

**Other Current Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Advances from Customers	12.00	21.26
Statutory Dues Payable	6.63	2.22
<b>Total</b>	<b>18.63</b>	<b>23.48</b>

**Note 18**

**Provisions- Current**

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Provision for employee benefits	3.75	3.67
(b) Others (Specify nature)	-	-
- Provision for Taxation	29.70	45.88
- Provision for Audit Fees	2.00	1.25
- Provision for Gratuity	23.22	11.05
<b>Total</b>	<b>58.67</b>	<b>61.85</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in Lakhs unless otherwise stated)

**Note 19**  
**Revenue from Operations**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Sales</b>		
Sales of Products		
-Domestic	10,663.42	10,392.07
-Export	53.43	-
Sales of Services		
-Domestic Sales	-	16.83
-Export Sales	-	-
<b>Other Operating Revenue</b>	-	3.10
Less: Discount	54.02	20.11
<b>Total</b>	<b>10,662.83</b>	<b>10,391.89</b>

**Note 20**  
**Other Income**

Particulars	Year EndedMarch 31, 2023	Year EndedMarch 31, 2022
Commission Income	20.35	-
Rental Income	6.00	13.20
Other Income	3.74	5.46
<b>Total</b>	<b>30.09</b>	<b>18.66</b>

**Note 21**  
**Cost of Material consumed**

Particulars	Year EndedMarch 31, 2023	Year EndedMarch 31, 2022
<b>Raw Materials and Stores</b>		
Opening Stock	346.32	308.32
Purchase	9,569.68	9,686.75
Less- Closing stock of materials meant for consumption	621.61	346.32
<b>Total</b>	<b>9,294.39</b>	<b>9,648.75</b>

**Note 22**  
**Changes in inventories of finished goods and stock-in-trade**

Particulars	Year EndedMarch 31, 2023	Year EndedMarch 31, 2022
<b>Stock-in-Trade</b>		
Opening Stock of Work in Progress	289.34	253.73
Opening Stock of Finished Goods	1,906.98	1,566.55
	2,196.33	1,820.28
Closing Stock of Work in progress	-	289.34
Closing Stock of Finished Goods	1,864.82	1,906.98
	1,864.82	2,196.33
<b>Total</b>	<b>331.51</b>	<b>(376.05)</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

**Note 23**  
**Employee Benefits Expense**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
(A) Salaries, Wages And Incentives Incl Bonus	111.26	121.55
(B) Contributions To		
(i) Provident Fund		
(ii) Superannuation Scheme	0.73	0.72
(C) Gratuity Fund Contributions	6.07	10.17
(D) Staff Welfare Expenses	28.61	23.37
<b>Total</b>	<b>146.68</b>	<b>155.81</b>
<b>Defined Contribution Plans</b>		
recognised as expense for the year is as under		
Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Employer's Contribution to Provident Fund	0.73	0.72
<b>Defined Benefit Plan</b>		
<b>(i) Reconciliation of opening and closing balances of Defined</b>		
Defined Benefit Obligation at beginning of the year	30.00	48.25
Interest Cost	2.05	3.02
Current Service Cost	4.02	7.15
Liability Transferred In/ Acquisitions	-	0.44
(Liability Transferred Out/ Divestments)	-	(1.68)
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	(0.62)	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	0.51	(0.62)
Actuarial (Gains)/Losses on Obligations - Due to Experience Adjustment	-	(26.56)
	-	-
<b>Present Value of Benefit Obligation at the End of the Period</b>	<b>35.96</b>	<b>30.00</b>
<b>(ii) Expenses Recognized in the Statement of Profit or Loss for Current Period</b>		
Current Service Cost	4.02	7.15
Net Interest Cost	2.05	3.02
Past Service Cost - Recognized	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
<b>Expenses Recognized in the Statement of Profit or Loss</b>	<b>6.07</b>	<b>10.17</b>
<b>(ii) Expenses Recognized in the Statement of Other Comprehensive Income for Current Period</b>		
Actuarial (Gains)/Losses on Obligation For the Period	(0.11)	(27.18)
<b>Expenses Recognized in the Statement of OCI</b>	<b>(0.11)</b>	<b>(27.18)</b>
<b>Actuarial Assumptions</b>		
Expected Return on Plan Assets	-	NA
Rate of Discounting	7.39%	6.84%
Rate of Salary Increase	7.00%	7.00%
Rate of Employee Turnover	10.00%	10.00%
Retirement Age		
Mortality Rate During Employment	Indian Assured Lives Mortality (2012-14) Ultimate	
Mortality Rate After Employment	NA	NA

**Note 24**  
**Finance Costs**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest Expense	191.14	157.07
Other Borrowing Costs	5.86	1.04
<b>Total</b>	<b>197.00</b>	<b>158.12</b>

**Note 25**  
**Depreciation and Amortization Expense**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Depreciation	36.26	32.84
Amortization	-	-
<b>Total</b>	<b>36.26</b>	<b>32.84</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)

**NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**Note 26**  
**Other Expenses**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Administrative and General Expenses</b>		
Corporate Social Responsibility	8.32	8.50
Directors Remuneration	48.00	33.75
Discount	4.81	6.93
Freight and forwarding Charges	39.33	21.46
Insurance Expenses	5.73	4.23
Miscellaneous Expenses	37.79	25.09
Other Maintenance Expense	1.72	29.01
Jobwork Expense	59.54	70.21
Postage and Telephone Expense	6.98	5.89
Power and Fuel	19.68	17.82
Printing and Stationery	3.11	3.86
Professional and Consultancy	74.07	47.26
Provision for Impairment Loss on Debtors	1.22	3.00
Rent	48.21	37.42
Rates and Taxes	2.12	5.74
Repairs To Buildings	6.28	26.71
Repairs To Machinery (Electrical Maintenance)	8.81	8.62
Repair to Factory	8.68	-
Sundry Balances Written off	-	96.77
Vehicle Maintenance	7.11	3.79
Water Charges To Nap	3.15	2.68
<b>Selling and Distribution Expenses</b>		
Advertisement Expense	26.79	31.02
Business Promotion Expense	20.53	2.76
Commission Expense	95.60	67.44
Travelling and Conveyance	48.57	33.65
<b>Auditor's Remuneration:</b>		
(i) For audit	0.75	0.75
(ii) For taxation matters	0.50	0.50
<b>Total</b>	<b>587.41</b>	<b>594.86</b>

**Note 27**  
**Exceptional Items**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Profit on sale of Fixed Assets	0.34	0.07
<b>Total</b>	<b>0.34</b>	<b>0.07</b>

**Note 28**  
**Tax Expense**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Current tax expense	29.70	45.88
Deferred Tax	(1.16)	(1.62)
Adjustment in respect of Previous Year	27.59	-
<b>Total</b>	<b>56.13</b>	<b>44.26</b>
<b>Income tax expense attributable to:</b>		
Profit from Continuing Operations	43.88	148.80
Profit from Discontinuing Operations	-	-
<b>Total</b>	<b>43.88</b>	<b>148.80</b>
<b>Total current tax expense comprises of the following:</b>		
Current Tax relating to current reporting period	29.70	45.88
<b>Total Deferred Tax expense / (benefits) comprises of the following:</b>		
Amount of deferred tax expense (income) relating to origination and reversal of temporary differences	(1.16)	1.62

**Note 29**  
**Other Comprehensive Income**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>a) Items that will not be reclassified to Profit or Loss</b>		
i) Re-measurement gains/ (losses) on defined	0.11	28.41
ii) Fair value gains/ (losses) on equity instruments	110.56	92.26
<b>Total</b>	<b>110.67</b>	<b>120.67</b>

(Amount in Lakhs, unless otherwise stated)

30	<b>Contingent Liabilities and Capital Commitment</b>
(i)	There is no contingent liabilities as at 31st March, 2023 except to Corporate Guarantee provided for the Loan to its Wholly Owned Subsidiary Jannat Fabrics and Apparels Private Limited and no contingent liabilities as at 31st March, 2022 except to Corporate Guarantee provided for the Loan to its Wholly Owned Subsidiary Jannat Fabrics and Apparels Private Limited.
(ii)	<b>Capital Commitments</b> There is no capital commitments as at 31st March, 2023 and as at 31st March, 2022.

31	<b>Earnings Per Share:</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	Net Profit after tax attributable to Equity Shareholders for Basic	43.88	148.80
		<b>43.88</b>	<b>148.80</b>
	Weighted Average Number of Equity Shares (Face Value Rs. 10/-)	1,003.84	100.38
	Earning Per Share in Rupees - Basic and diluted	0.04	1.48
	Face Value of per Equity Share (in Rs.)	10.00	10.00

32	<b>Employee Benefit Expenses:</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	(A) Salaries, Wages And Incentives Incl Bonus	111.26	121.55
	(B) Contributions To		
	(i) Provident Fund(ii) Superannuation Scheme	0.73	0.72
	(C) Gratuity Fund Contributions	6.07	10.17
	(D) Staff Welfare Expenses	28.61	23.37
	<b>Total</b>	<b>146.68</b>	<b>155.81</b>

33	<b>Segment Information:</b> No separate disclosure for Segment Reporting to be made in the financial statements of the Company.
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34	<b>Related Party Disclosure:</b> Parties which significantly influence / are influenced by the company (either individually or with others) -		
	(i) <b>Key Management Personnel</b>	<b>Designation</b>	
	a Miss. K. Lakshmi Priya	Company Secretary	
	b Mr. Aditya Aggarwal	CFO	
	c Mr. Prem Dinanath Aggarwal	Managing Director	
	d Miss Shikha Aggarwal	Wholetime Director	
	e Ms. Ashmita Aggarwal	Director	
	f Mr. Thangamuthu Muthiah	Independent Director	
	g Mr. Subramanian Thirumurugan	Independent Director	
	h Mr. Ramasubramaniam Senthilrajagopal	Independent Director	
	(ii) <b>Companies/Entities under the Control of Key Management Personnel</b>		
	a Jannat Fabrics and Apparels Private Limited		
	b Beattle Apparels		
	c Twenty Twenty LLP		
	Note: Related party transaction with related parties during the year ended on March 31, 2023		
	(iii) <b>Transactions</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	1 Loan Taken	-	98.88
	2 Loans Repaid	-	175.38
	3 Remuneration to Key Management Personnel	65.40	68.52
	4 Rent	18.15	7.00
	5 Purchases	2,471.49	1,573.63
	6 Sales	20.14	-
	7 Rent Received	6.00	13.20
	8 Rent Deposit	13.50	-
	Outstanding Balances	-	-
	Unsecured Loans	2.00	2.00
	Trade Payable	127.85	(50.04)

\* Negative Balance Exhibits Debit Balance Outstanding

(iv)	<b>Details of Transactions</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	1 <b>Loan Taken</b>		
	Mr. Prem Aggarwal	-	58.09
	Mrs. Shikha Aggarwal	-	28.09
	Mr. Aditya Aggarwal	-	-
	Ms. Ashmita Aggarwal	-	12.70
	2 <b>Loans Repaid</b>		
	Mr. Prem Aggarwal	-	97.09
	Mrs. Shikha Aggarwal	-	28.09
	Mr. Aditya Aggarwal	-	-
	Ms. Ashmita Aggarwal	-	50.20
	3 <b>Remuneration</b>		
	Mr. Prem Aggarwal	24.00	16.88
	Mrs. Shikha Aggarwal	12.00	16.88
	Mr. Aditya Aggarwal	12.00	10.25
	Miss. K. Lakshmi Priya	5.40	5.40
	Ms. Ashmita Aggarwal	12.00	10.12
	Ms. Tanvi Aggarwal	-	9.00
	4 <b>Rent</b>		
	Mr. Prem Aggarwal	5.25	7.00
	Mrs. Shikha Aggarwal	5.25	-
	Mr. Aditya Aggarwal	5.25	-
	Jannat Fabrics and Apparels Private Limited	2.40	-
	5 <b>Purchases</b>		
	Jannat Fabrics and Apparels Private Limited	1,649.59	801.83
	Twenty Twenty Trading LLP	150.31	548.54
	Beattle Apparels	671.60	223.27
	6 <b>Sales</b>		
	Twenty Twenty Trading LLP	20.14	-
	7 <b>Rent Received</b>		
	Twenty Twenty Trading LLP	6.00	13.20
	8 <b>Rent Deposit</b>		
	Mr. Aditya Aggarwal	13.50	-

35	<p><b>Operating Leases :</b> The Company has taken certain premises under cancellable lease which are upto one year . The rental expense under such operating leases during the year Rs. 48.21 Lakhs (Previous Year Rs. 37.42 Lakhs).</p>																																																																																																			
36	<p>In accordance with the India Accounting Standards (AS-2) "Valuation of Inventories", in relation to Raw materials, work in progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value.</p>																																																																																																			
37	<p><b>A. Financial risk management</b></p> <p>The Company's activities are exposed to a variety of market risk (including foreign currency risk and interest risk), credit risk and liquidity risk. The Company's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.</p> <p><b>i. Market Risk</b></p> <p>Market risk is the risk that arises from changes in market prices, such as commodity prices, foreign exchange rates, interest rates etc. and will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising returns.</p> <p><b>a. Interest Rate Risk</b></p> <p>Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Currently company not take any loan facility and use own fund for its business so interest risk is very low.</p> <p><b>b. Foreign Currency Exchange Rate Risk</b></p> <p>Company not do any transaction in foreign currency so company has no risk.</p> <p><b>ii. Credit Risk</b></p> <p>Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.</p> <p>The Company performs on-going credit evaluation of its counterparties' financial conditions. The Company's major classes of financial assets are cash and bank balances, trade receivables, Security deposits, Advances to Suppliers and Employees, Unbilled Revenues and prepayments.</p> <p>As at the reporting date, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.</p> <p>As at the reporting date, substantially all the cash and bank balances as detailed in Note 8 to the financial information are held in major Banks which are regulated and located in the India, which management believes are of high credit quality.</p> <p>Summary of the company's exposure to credit risk by age of the outstanding from various customers is as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2">Trade Receivable Particulars</th> <th>As at</th> <th>As at</th> </tr> <tr> <th>31 March 2023</th> <th>31 March 2022</th> </tr> </thead> <tbody> <tr> <td>Unsecured</td> <td></td> <td></td> </tr> <tr> <td>-Considered good</td> <td style="text-align: right;">2,558.97</td> <td style="text-align: right;">2,376.74</td> </tr> <tr> <td>Less: Loss Allowance</td> <td style="text-align: right;">-</td> <td style="text-align: right;">3.00</td> </tr> <tr> <td>Net Trade Receivables</td> <td style="text-align: right;"><u>2,558.97</u></td> <td style="text-align: right;"><u>2,373.74</u></td> </tr> </tbody> </table> <p>On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss. The Company computes the expected credit loss allowance as per simplified approach for trade receivables based on available external and internal credit risk factors such as the ageing of its dues, market information about the customer and the Company's historical experience for customers. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is based on the ageing of the receivable days and the rates as given in the provision matrix.</p> <p><b>ii) Loans and financial assets measured at amortized cost</b></p> <p>Loans and advances given comprises of inter Company loans hence the risk of default from these companies are remote. The Company monitors each loans and advances given and makes any specific provision wherever required.</p> <p><b>iii. Cash and bank balances</b></p> <p>The Company held cash and cash equivalent and other bank balance of INR 16.18 Lakhs at March 31, 2023 (March 31, 2022: INR 9.19 Lakhs). The same are held with bank and financial institution counterparties with good credit rating.</p> <p><b>iv. Others</b></p> <p>Apart from trade receivables , the Company has no other financial assets which carries any significant credit risk.</p> <p><b>(B) Liquidity risk</b></p> <p>Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.</p> <p><b>(f) Maturities of financial liabilities</b></p> <p>The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments.</p> <table border="1"> <thead> <tr> <th rowspan="2">Contractual maturities of financial liabilities</th> <th rowspan="2">1 year or less</th> <th rowspan="2">1-3 years</th> <th rowspan="2">More than 3 years</th> <th rowspan="2">Total</th> </tr> <tr> <th colspan="5">31 March 2023</th> </tr> </thead> <tbody> <tr> <td>Long Term Borrowings</td> <td></td> <td style="text-align: right;">232.42</td> <td style="text-align: right;">2.00</td> <td style="text-align: right;">234.42</td> </tr> <tr> <td>Short Term Borrowings</td> <td style="text-align: right;">2,058.13</td> <td></td> <td></td> <td style="text-align: right;">2,058.13</td> </tr> <tr> <td>Trade Payable</td> <td style="text-align: right;">961.06</td> <td></td> <td></td> <td style="text-align: right;">961.06</td> </tr> <tr> <td></td> <td style="text-align: right;"><u>3,019.19</u></td> <td style="text-align: right;"><u>232.42</u></td> <td style="text-align: right;"><u>2.00</u></td> <td style="text-align: right;"><u>3,253.61</u></td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th rowspan="2">Contractual maturities of financial liabilities</th> <th rowspan="2">1 year or less</th> <th rowspan="2">1-3 years</th> <th rowspan="2">More than 3 years</th> <th rowspan="2">Total</th> </tr> <tr> <th colspan="5">31 March 2022</th> </tr> </thead> <tbody> <tr> <td>Long Term Borrowings</td> <td></td> <td style="text-align: right;">341.54</td> <td style="text-align: right;">2.00</td> <td style="text-align: right;">343.54</td> </tr> <tr> <td>Short Term Borrowings</td> <td style="text-align: right;">2,042.53</td> <td></td> <td></td> <td style="text-align: right;">2,042.53</td> </tr> <tr> <td>Trade Payable</td> <td style="text-align: right;">805.31</td> <td></td> <td></td> <td style="text-align: right;">805.31</td> </tr> <tr> <td></td> <td style="text-align: right;"><u>2,847.84</u></td> <td style="text-align: right;"><u>341.54</u></td> <td style="text-align: right;"><u>2.00</u></td> <td style="text-align: right;"><u>3,191.38</u></td> </tr> </tbody> </table> <p><b>(ii) Interest rate risk</b></p> <p>Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th>As at</th> <th>As at</th> </tr> <tr> <th>31 March 2023</th> <th>31 March 2022</th> </tr> </thead> <tbody> <tr> <td>Variable rate borrowings</td> <td style="text-align: right;">2,166.67</td> <td style="text-align: right;">2,217.48</td> </tr> <tr> <td>Fixed rate borrowings</td> <td style="text-align: right;">2.00</td> <td style="text-align: right;">2.00</td> </tr> </tbody> </table> <p><b>Sensitivity:</b> A change of 100 basis points in interest rates would have following impact on profit before tax and equity -</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th>As at</th> <th>As at</th> </tr> <tr> <th>31 March 2023</th> <th>31 March 2022</th> </tr> </thead> <tbody> <tr> <td>Interest rates - increase by 100 basis points</td> <td style="text-align: right;">16.03</td> <td style="text-align: right;">16.41</td> </tr> <tr> <td>Interest rates - decrease by 100 basis points</td> <td style="text-align: right;">(16.03)</td> <td style="text-align: right;">(16.41)</td> </tr> </tbody> </table> <p><b>(iii) Price Risk</b></p> <p>The Company's exposure to Silver Articles is exposed to price risk and classified in the balance sheet at fair value through OCI. 100 bps increase in price of silver would increase profit before tax by approximately INR 0.14 Lakhs as at 31 March 2023 (31 March 2022: INR 0.14 Lakhs). A similar percentage decrease would have resulted equivalent opposite impact.</p>	Trade Receivable Particulars	As at	As at	31 March 2023	31 March 2022	Unsecured			-Considered good	2,558.97	2,376.74	Less: Loss Allowance	-	3.00	Net Trade Receivables	<u>2,558.97</u>	<u>2,373.74</u>	Contractual maturities of financial liabilities	1 year or less	1-3 years	More than 3 years	Total	31 March 2023					Long Term Borrowings		232.42	2.00	234.42	Short Term Borrowings	2,058.13			2,058.13	Trade Payable	961.06			961.06		<u>3,019.19</u>	<u>232.42</u>	<u>2.00</u>	<u>3,253.61</u>	Contractual maturities of financial liabilities	1 year or less	1-3 years	More than 3 years	Total	31 March 2022					Long Term Borrowings		341.54	2.00	343.54	Short Term Borrowings	2,042.53			2,042.53	Trade Payable	805.31			805.31		<u>2,847.84</u>	<u>341.54</u>	<u>2.00</u>	<u>3,191.38</u>	Particulars	As at	As at	31 March 2023	31 March 2022	Variable rate borrowings	2,166.67	2,217.48	Fixed rate borrowings	2.00	2.00	Particulars	As at	As at	31 March 2023	31 March 2022	Interest rates - increase by 100 basis points	16.03	16.41	Interest rates - decrease by 100 basis points	(16.03)	(16.41)
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38	Capital Risk Management The Company manages its capital to ensure that the Company will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholder value. To achieve this objective, the Company may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of debt to shareholders or issuing new shares. Currently, Company have no debt in company and use own capital and reserve and surplus. The Company's adjusted net debt to equity ratio is as follows -		
		As at 31 March 2023	As at 31 March 2022
	<b>Particulars</b>		
	<b>Borrowings</b>		
	Long term and Short term borrowings	2,292.55	2,386.07
	Less: cash and cash equivalents	16.18	9.18
	<b>Adjusted net debt</b>	<b>2,276.37</b>	<b>2,376.89</b>
	Total Equity	3,603.52	3,452.98
	<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.63</b>	<b>0.69</b>

39	<b>Financial Instruments measurements and disclosures</b>				
		FVTPL	FVOCI	Amortised	Total carrying
a)	<b>Financial Instruments by Category</b>				
	<b>As on March 31, 2023</b>				
	<b>Financial Assets:</b>				
	<b>Measured at Fair Value</b>				
	<b>Investments</b>				
	Unquoted Equity Share	-	1,334.92	-	1,334.92
	Other Unquoted Investments	-	13.74	-	13.74
	<b>Not Measured at Fair Value</b>				
	Unquoted Equity Share	-	-	35.10	35.10
	Long Term Advances	-	-	52.84	52.84
	Trade Receivables	-	-	2,558.97	2,558.97
	Cash and cash equivalents	-	-	16.18	16.18
	Deposits	-	-	0.17	0.17
	Short Term Advances	-	-	21.68	21.68
	<b>Total</b>	-	<b>1,348.66</b>	<b>2,684.94</b>	<b>2,684.94</b>
	<b>Financial Liabilities:</b>				
	<b>Not measured at fair value</b>				
	Long Term Borrowings	-	-	234.42	234.42
	Short Term Borrowings	-	-	2,058.13	2,058.13
	Trade Payable	-	-	961.06	961.06
	<b>Total</b>	-	-	<b>3,253.61</b>	<b>3,253.61</b>
	<b>Financial Instruments by Category</b>				
	<b>As on March 31, 2022</b>				
	<b>Financial Assets:</b>				
	<b>Measured at Fair Value</b>				
	<b>Investments</b>				
	Unquoted Equity Share	-	1,146.35	-	1,146.35
	Other Unquoted Investments	-	13.74	-	13.74
	<b>Not Measured at Fair Value</b>				
	Unquoted Equity Share	-	-	35.10	35.10
	Long Term Advances	-	-	34.45	34.45
	Trade Receivables	-	-	2,373.74	2,373.74
	Cash and cash equivalents	-	-	9.18	9.18
	Deposits	-	-	0.64	0.64
	Short Term Advances	-	-	146.41	146.41
	<b>Total</b>	-	<b>1,160.10</b>	<b>2,599.52</b>	<b>3,759.61</b>
	<b>Financial Liabilities:</b>				
	<b>Not measured at fair value</b>				
	Long Term Borrowings	-	-	343.54	343.54
	Short Term Borrowings	-	-	2,042.53	2,042.53
	Trade Payable	-	-	805.31	805.31
	<b>Total</b>	-	-	<b>3,191.38</b>	<b>3,191.38</b>
b)	<b>Fair value hierarchy</b>				
	The following table presents the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis. It also includes the financial instruments which are measured at amortised cost for which fair values are disclosed.				
	<b>As on March 31, 2023</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
					Rs. In Lakhs
	<b>Financial Assets:</b>				
	<b>Measured at Fair Value</b>				
	<b>Investments</b>				
	Equity Share	-	-	1,334.92	1,334.92
	Other Unquoted Investments	13.74	-	-	13.74
	<b>Not Measured at Fair Value (Refer Footnotes)</b>				
	<b>Total</b>	<b>13.74</b>	<b>-</b>	<b>1,334.92</b>	<b>1,348.66</b>
	<b>As on March 31, 2022</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
					Rs. In Lakhs
	<b>Financial Assets:</b>				
	<b>Measured at Fair Value</b>				
	<b>Investments</b>				
	Equity Share	-	-	1,146.35	1,146.35
	Other Unquoted Investments	13.74	-	-	13.74
	<b>Not Measured at Fair Value (Refer Footnotes)</b>				
	<b>Total</b>	<b>13.74</b>	<b>-</b>	<b>1,146.35</b>	<b>1,160.10</b>
c)	<b>Fair value hierarchy:</b>				
	The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:				
	<b>Level 1:</b> Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.				
	<b>Level 2:</b> Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/ debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 1.				
	<b>Level 3:</b> If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.				
d)	<b>Valuation technique used to determine fair value</b>				
	Specific valuation techniques used to value financial instruments include:				
	a) the use of quoted market prices for the equity instruments				
	b) the fair value of the unlisted shares are determined based on the income approach or the comparable mark approach. For these unquoted investments categorised under Level 3, their respective cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair value within that range.				
	c) the fair value of the remaining financial instruments is determined using the discounted cash flow analysis				

40	<p><b>Gratuity And Other Post-Employment Benefit Plans</b></p> <p>The Company operates gratuity plan in a way wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. Company only provides from provision and when a sum is payable is paid immediately, No such fund has been created for the purpose of Gratuity Payment.</p> <p>The Company provides for provision based on the actuarial valuation report.</p> <p>The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and Balance Sheet :</p> <p>Net benefit expense recognised through the Statement of Profit and Loss</p>		
	<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	Current Services Cost	4.02	7.15
	Interest Cost	2.05	3.02
	Actuarial Losses/(Gains)	(0.11)	(27.18)
	<b>Total</b>	<b>5.96</b>	<b>(17.01)</b>
	Expense Recognized in Profit & Loss	6.07	10.17
	Expense Recognized Through OCI	(0.11)	(27.18)
	Changes in the present value of the Defined Benefit Obligations (DBO) are as follows:		
	<b>Particulars</b>	<b>Year EndedMarch 31, 2023</b>	<b>Year EndedMarch 31, 2022</b>
	Opening defined benefit obligation	30.00	48.25
	Interest Cost	2.05	3.02
	Current Service Cost	4.02	7.15
	Actuarial (gain)/ loss on account of:		
	Changes in demographic assumptions	(0.62)	-
	Changes in financial assumptions	0.51	(0.62)
	Experience adjustments	-	(26.56)
	Net Liability/(Asset) Transfer In/Out	-	(1.23)
	Present Value of Benefit Obligation at the End of the Period	35.96	30.00
	Balance Sheet Reconciliation		
	Opening Net Liability	30.00	48.25
	Expense Recognized in Statement of Profit or Loss	6.07	10.17
	Expense Recognized in Other Comprehensive Income	(0.11)	(27.18)
	Net Liability/(Asset) Transfer In/Out	-	(1.23)
	Benefit Paid	-	-
	Net Liability/(Asset) Recognized in the Balance Sheet	35.96	30.00

41	<p>i. Non-current assets All non-current assets of the company are located in India.</p> <p>ii Going Concern- The annual financial statement have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realization of assets and settlement of liabilities, contingent obligations will occur in ordinary course of business</p> <p>iii Events after the reporting period- There are no events after the balance sheet date that require disclosures.</p> <p>iv. Approval of financial statements These financial statements were approved by the board of directors and authorised for issue on 25th May, 2023.</p>
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42 Other Disclosures

- (i) The Company has not been declared as a Willful Defaulter by any bank or financial institution or government or any government authority
- (ii) **No relationship with the Struck off Companies**  
The Company has attempted to discover whether there has been any transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 but it has not found any of its vendor/client whose name has been struck off by MCA.
- (iii) **Compliance with number of layers of companies:** The company has complied with the number of layers prescribed under the companies Act, 2013
- (iv) **Statement of unhedged foreign currency exposure:**  
The Company's has no foreign currency exposure.
- (v) **Regrouping and Classification:**  
Previous year figures have been regrouped/ reclassified, where necessary, to conform to this year's classification
- (vi) **Key management personnel compensation:**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
KMP Remuneration: Salaries and Allowances	65.40	68.52

Key managerial personnel who are under the employment of the Company are entitled to post employment benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are amounts provided on the basis of actuarial valuation, the same is not included above. Gratuity has been computed for the Company as a whole and hence excluded.

- (vii) The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(viii)

Following Ratios to be disclosed-	Numerator	Denominator	Ratio for the Year ended 31 March 2023	Numerator	Denominator	Ratio for the Year ended 31 March 2022	Change	Explanation for change in the ratio by more than 25% as compared to the previous year
Current Ratio= Current assets/ Current liabilities	5156.49	3096.49	1.67	5178.79	2,933.17	1.77	-5.68%	NA
Debt-Equity Ratio= Total Borrowings/ Shareholder's equity	2292.55	3603.52	0.64	2386.07	3,452.98	0.69	-7.93%	NA
Debt Service Coverage Ratio = Earnings available for debt service/ Debt service	333.27	197.00	1.69	387.26	158.12	2.45	-30.93%	Reduction in Profit resulted in change in the ratio
Return on Equity Ratio = Net Profits after taxes/ Average shareholder's equity	43.88	3528.25	0.01	148.804	3,318.24	0.04	-72.27%	Reduction in Profit resulted in change in the ratio
Inventory turnover ratio = Revenue from operations/ Average inventory	10662.83	2514.53	4.24	10391.89	2,335.62	4.45	-4.69%	NA
Trade Receivables turnover ratio = Net credit revenue from operations/ Average trade receivables	10662.83	2466.36	4.32	10391.89	2,401.56	4.33	-0.09%	NA
Trade payables turnover ratio = Net credit purchases/ Average trade payables	9569.68	883.19	10.84	9686.75	785.35	12.33	-12.15%	NA
Net capital turnover ratio = Revenue from operations/ Working capital	10662.83	2060.00	5.18	10391.89	2245.62	4.63	11.85%	NA
Net profit ratio = Net profit/ Revenue from operations	43.88	10662.83	0.00	148.80	10,391.89	0.01	-71.26%	Reduction in Profit resulted in change in the ratio
Return on Capital employed = EBIT/ Capital employed (Average Total Equity + Debts)	297.01	3837.94	0.08	354.42	3,796.51	0.09	-17.10%	NA

Note: The company shall explain the items included in numerator and denominator for computing the above ratios. Further explanation shall be provided for any change in the ratio by more than 25% as compared to the preceding year.

**Note - 1****Notes to Standalone Financial Statements****Company Background**

Garment Mantra Lifestyle Limited formerly known as Junction Fabrics and Apparels Limited (the 'Company') is a listed public limited Company incorporated under the Indian Companies Act 1956. The Company is engaged in the business of manufacturing, selling and distribution of fabrics, hosiery garments and providing of related services.

The registered office of the Company is located at No.15, Murthy's Plaza Kariagounder Street, Khaderpet Tirupur Erode, Tamilnadu – 641601, India.

The financial statements were approved and authorized for issue in accordance with the resolution of the Company's Board of Directors on 25<sup>th</sup> May, 2023.

**Significant Accounting Policies****1. Basis of preparation of financial statements****(a) Basis of Accounting:**

The financial statements have been prepared and presented under the historical cost convention except for following assets and liabilities which have been measured at fair value;

1. Certain Financial Assets and Liabilities (including derivative instruments),
2. Defined Benefit Plans

The Financial Statements are prepared on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time.

The Company's Financial Statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest rupee except when otherwise indicated.

**(b) Use of Estimates:**

In the application of accounting policy, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:

## i. Property, Plant and Equipment:



Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Specified in Schedule II to the Companies Act, 2013.

ii. Income Taxes:

Significant judgment is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

iii. Inventories:

Inventory Obsolescence is based on assessment of the future uses. In all cases, inventory is carried at the lower of cost and net realizable value.

iv. Impairment of Non-Financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is higher of assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. Where carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flow are discounted to their present value using pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

v. Impairment of Financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**(c) Current/Non Current Classification:**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

A. An assets treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months after a reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after a reporting period.

All other assets are classified as non-current.

**B. Liability is current when:**

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

**C. Deferred tax asset and liabilities are classified as non-current assets and liabilities.**

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

**2. Property, Plant and Equipment**

The Company has elected to continue with the carrying value of property, Plant and Equipment ('PPE') recognized as of 1st April 2019 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost include purchase price after deducting trade discount / rebate, import duty, non-refundable taxes, cost of replacing the component parts, borrowing cost and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

An item of PPE is derecognized on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when asset is de-recognized.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognized till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognized.

Depreciation is charged so as to allocate the cost of assets less their residual values, if any, over their estimated useful lives, using the written down value method except intangible assets. Depreciation on intangible assets is provided on straight line basis. The following useful lives are considered for the depreciation of property, plant and equipment:

**Description of the Asset Estimated Useful Life**

Furniture & fixtures	10 Years
Buildings	60 Years
Office Equipment	5 Years
Air Conditioner	10 Years
Electricity Fittings	10 Years



If there is an indication that there has been a significant change in useful life or residual value of an asset, the depreciation of that asset is revised accordingly to reflect the new expectations.

The residual values, useful lives and methods of depreciation of properties, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Investment properties:**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized 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 of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

On disposal of an investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

**Intangible assets under development:**

The amount disclosed as 'Intangible asset under development' represents assets purchased/acquired and not available for use, as at the date of Statement of Financial Position.

An item of Intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from de-recognition of an intangible asset measured as the difference between the net disposals proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is de-recognized.

**Impairment of Tangible (PPE) and Intangible Assets:**

At each reporting date, property, plant and equipment and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets where it is not possible to estimate the recoverable amount of an individual asset), is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognized immediately in Statement of Profit and Loss.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

If an impairment loss subsequently reverses, the carrying amount of the asset (or group of related assets) is increased to the revised estimate of its recoverable amount (selling price less costs to complete and sell, in the case of inventories), but not in excess of the amount that would have been determined had no impairment loss been recognized for the asset (or group of related assets) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.



### 3. Revenue Recognition

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

The specific recognition criteria described below must also be met before the revenue is recognized.

#### **Sale of Goods:**

Revenue from the sale of goods is recognized when the significant risk and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Sale is recognized when no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

#### **Dividend Income:**

Dividend is recognized when right to receive is established, which is generally when shareholders approve the dividend.

#### **Interest Income:**

Interest income on financial assets measured at amortized cost is recognized on time proportion basis, using effective interest method.

### 4. Lease Accounting

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

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased items (i.e. PPE), are generally capitalized at the inception of the lease at the fair value of the leased assets or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between finance charges and a reduction in lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance cost in the Statement of Profit and Loss.

Lease in which significant portion of the risks and rewards of ownership are not transferred to the Company as lessee is classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss over the period of lease on straight line basis other than those cases where the escalation are linked to expected general inflation in which case they are charged on contractual terms.

### 5. Inventory

(a) Raw materials, work in progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if



the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by item basis. Damaged, unserviceable and inert stocks are valued at net realizable value.

(b). In determining cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, weighted average cost methods used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

(c) Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, inappropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

## **6. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

### **Financial assets:**

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial assets of the Company comprise trade receivables. Cash and cash equivalents, bank balances, investment in equity shares of Companies, investment other than in equity shares, loans / advances to employees / related parties / others, security deposit, claims recoverable etc.

### **Initial recognition and measurement**

All financial assets are recognized initially at 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. When transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

### **Subsequent measurement**

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial asset measured at amortised cost
- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

**Financial assets measured at amortized cost**

Financial assets are measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss in finance costs.

**Financial assets at fair value through OCI (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the other comprehensive income (OCI). On Derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognized in OCI is reclassified to income statements.

**Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of profit and loss.

**De-recognition of financial assets**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds receivables.

**Impairment of financial assets**

The Company assesses impairment based on expected credit loss (ECL) model on the following:  
Financial assets that are measured at amortized cost.

Financial assets measured at fair value through other comprehensive income (FVTOCI)  
ECL is measured through a loss allowance on a following basis:-





The 12 month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within 12 months after the reporting date)

Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognized during the period is recognized as expense/income in the statement of profit and loss.

#### **Financial liabilities and equity instruments:**

##### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

##### **Financial liabilities**

The Company's financial liabilities include loans and borrowings including bank overdraft, trade payable, accrued expenses and other payables.

##### **Initial Recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognized in the Statement of Profit and Loss or in the "Expenditure Attributable to Construction" if another standard permits inclusion of such cost in the carrying amount



of an asset over the period of the borrowings using the effective rate of interest.

#### **Subsequent measurement**

Subsequent measurement of financial liabilities depends upon the classification as described below: -

#### **Financial Liabilities classified at Amortized Cost:**

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the Effective Interest Rate. Interest expense that is not capitalized as part of cost of assets is included as Finance costs in the Statement of Profit and Loss.

#### **Financial Liabilities at Fair value through profit and loss (FVTPL)**

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

#### **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

#### **Offsetting of financial instruments**

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

### **7. Transactions in Foreign Currency**

#### **(a) Initial recognition:**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

#### **(b). Measurement of foreign currency items at the Balance Sheet date:**

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

**(c). Forward exchange contracts:**

The Company had not entered into any forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company had not entered into any derivative instruments for trading or speculative purposes.

**8. Trade receivables**

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value (at carrying value) and subsequently measured at amortised cost using the effective interest method, less provision for impairment if require.

**9. Employee Benefits****A. Short Term Employee Benefits:**

All employee benefits payable wholly within twelvemonths of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

**B. Post-employment benefits:****(a) Defined contribution plans**

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

**(b) Defined benefit plans****(c) Provident fund scheme**

The Company makes specified monthly contributions towards Employee Provident Fund scheme, for the eligible employees.

**(d) Gratuity scheme**

The Company has created provision for gratuity based on the report issued by Actuaries.

**10. Research and Development**

Research and Development expenditure of a revenue nature is expensed out under the respective heads of account in the year in which it is incurred. Fixed assets utilized for research and development are capitalized and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

**11. Provision for Taxation**

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realization.

**12. Provisions and Contingencies**

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

**13. Earnings per Share**

The Basic and Diluted Earnings per Share ("EPS") is computed by dividing the profit after tax for the year by weighted average number of equity shares outstanding during the year.

**14. Borrowing Cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

**15. Cash and Cash Equivalents**

Cash and cash equivalents include cash and cheques in hand, bank balances, demand deposits with banks and other short-term highly liquid investments where the original maturity is three months or less.

**16. Government Grants and Subsidies**

The Company is not entitled to any subsidy from government authorities in respect of manufacturing units located in specified regions: Grants in the nature of subsidy which are nonrefundable are credited to the Statement of Profit and Loss, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them. Grants in the nature of subsidy which are refundable are shown as Liabilities in the Balance Sheet.

**17. Measurement of EBITDA**

The Company has opted to present earnings before interest (finance cost), tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations.

**18. Segment Reporting****i) Business Segment**

- a. The business segment has been considered as the primary segment.
- b. The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- c. The Company's primary business comprises of manufacturing of knitted garments and trading of fabrics and since it is the only reportable segment as envisaged in Accounting Standard 17. 'Segment Reporting'. Accordingly, no separate disclosure for Segment Reporting to be made in the financial statements of the Company.

**ii) Geographical Segment**

A geographical segment is a distinguishable component of an enterprise that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments. The company provides products or services only through single establishment. Accordingly, no separate disclosure for Segment Reporting to be made in the financial statements of the Company.

**19. Details of Shareholders holding more than 5% equity shares in the Company**

Name of the share holders	As on March 31, 2023		As on March 31, 2022	
	Number of Equity Shares	Percentage of holding	Number of Equity Shares	Percentage of holding
Prem Dinanath Aggarwal	37,594,596	37.45	37,143,300	37.00
Shikha Aggarwal Prem	12,312,043	12.26	12,180,000	12.13
<b>Total</b>	<b>49,906,639</b>	<b>49.72</b>	<b>49,323,300</b>	<b>49.13</b>

**20. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2022-23, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.**

(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act) Principal amount due to micro and small enterprise Rs. Nil (PY- Nil) and Interest due on above- Nil (PY- Nil)

(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period Nil (During 2021-22 Nil)

(iii) Interest due and payable for the period of delay in making payment (which have been paid but



beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 Nil (During 2021-22 Nil)

(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year Nil (During 2021-22 Nil)

(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises Nil (During 2021-22 Nil)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

21. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification

**INDEPENDENT AUDITOR'S REPORT****To the Members of M/s. Garment Mantra Lifestyle Limited****Report on the Consolidated Financial Statements****Opinion**

We have audited the accompanying Consolidated financial statements of Garment Mantra Lifestyle Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year ended.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Consolidated 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 Consolidated financial statements under the provisions of the Companies Act, 2013 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 Consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's report, but does not include the Consolidated



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financial statements and our auditors' report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

### **Responsibilities of management and those charged with governance for the Consolidated financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated 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. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

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

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.





- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' 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 Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in



the Annexure "B" 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:

- i) 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.
- j) 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
- k) The Balance Sheet, the Statement of Profit and Loss (including 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.
- l) In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- m) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- n) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- o) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- p) 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:
  - v. The Company does not have any pending litigations which would impact its financial position
  - vi. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - vii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - viii. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds)



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by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

**For N B T & Co.**  
Chartered Accountants  
Firm Registration No.: 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No. 165017

Place: Mumbai  
Date : 25/05/2023  
UDIN: 23165017BGXEZE2369

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF GARMENT MANTRA LIFESTYLE LIMITED**

**Report on the Internal Financial Controls 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 **GARMENT MANTRA LIFESTYLE LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial



controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors' Responsibility**

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

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

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

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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



that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 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 N B T & Co.**  
Chartered Accountants  
Firm Registration No. : 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No. 165017

Place: Mumbai  
Date : 25/05/2023  
UDIN: 23165017BGXEZE2369

**“Annexure B” to the Independent Auditors’ Report**

(Referred to in our report of even date to the members of **GARMENT MANTRA LIFESTYLE LIMITED** as at and for the year ended 31<sup>st</sup> March, 2023).

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

(xxi) According to the information and explanations given to us, in respect of the following companies incorporated in India and included in the consolidated financial statements:

Name of Entities	CIN	Subsidiary/Associate
Jannat Fabrics and Apparels Private Limited	U18101TZ2013PTC019376	Subsidiary

The report Issued by the Auditor does not contain any qualification or adverse remark.

**For N B T & Co.**  
Chartered Accountants  
Firm Registration No.: 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No. 165017

Place: Mumbai  
Date – 25/05/2023  
UDIN - 23165017BGXEZE2369

<b>GARMENT MANTRA LIFESTYLE LIMITED</b> (CIN : L18101TZ2011PLC017586) <b>CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2023</b> (Amount in Lakhs, Unless otherwise mentioned)			
Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
a) Property, Plant and Equipments	2	694.96	687.17
b) Financial Assets			
(i) Investments	3	66.59	66.59
(ii) Loans and Advances	4	70.44	79.65
(iii) Other Financial Assets	5	10.17	25.78
c) Deferred Tax Assets (net)	14	21.80	23.66
<b>Total Non-Current Assets</b>		<b>863.96</b>	<b>882.85</b>
<b>(2) Current Assets</b>			
a) Inventories	6	4,535.37	5,320.60
b) Financial Assets			
(i) Trade Receivables	7	4,349.52	3,183.75
(ii) Cash and Cash Equivalents	8	33.09	265.54
(iii) Loans and Advances	9	25.73	304.13
c) Other Current Assets	10	162.02	155.35
<b>Total Current Assets</b>		<b>9,105.72</b>	<b>9,229.37</b>
<b>TOTAL ASSETS</b>		<b>9,969.69</b>	<b>10,112.22</b>
<b>EQUITY AND LIABILITIES</b>			
<b>I. Equity</b>			
a) Equity Share Capital	11	1,003.84	1,003.84
b) Other Equity	12	2,454.46	2,428.99
c) Non Controlling Interest	12	44.81	161.00
<b>Total Equity</b>		<b>3,503.11</b>	<b>3,593.83</b>
<b>II. Liabilities</b>			
<b>(1) Non-Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	13	488.28	818.50
b) Other Non-Current Liabilities	15	25.57	38.84
<b>Total Non-Current Liabilities</b>		<b>513.85</b>	<b>857.33</b>
<b>(2) Current Liabilities</b>			
a) Financial Liabilities			
(i) Borrowings	16	3,605.20	3,545.96
(ii) Trade Payables due to:	17		
- Micro and Small Enterprises		1,740.19	1,891.88
- Other than Micro and Small Enterprises		-	-
b) Other Current Liabilities	18	516.97	50.70
c) Provisions	19	90.37	172.51
<b>Total Current Liabilities</b>		<b>5,952.73</b>	<b>5,661.06</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>9,969.69</b>	<b>10,112.22</b>
Summary of significant accounting policies 1			
The accompanying notes are integral part of these financial statements			
In terms of our report attached		<b>For and on behalf of the Board of Directors</b>	
<b>For N B T and Co</b>			
Chartered Accountants			
FRN - 140489W			
-Sd-	-Sd-	-Sd-	
<b>Ashutosh Biyani</b>	<b>Prem Aggarwal</b>	<b>Shikha Aggarwal</b>	
Partner	Managing Director	Whole Time Director	
Membership No-165017	DIN: 02050297	DIN: 03373965	
UDIN No:23165017BGXEZE2369	-Sd-	-Sd-	
	<b>Aditya Aggarwal</b>	<b>K. Lakshmi Priya</b>	
	Chief Financial Officer	Company Secretary	
		Membership No: A36135	
Place: Mumbai	Place: Tirupur		
Date : 25/05/2023	Date : 25/05/2023		

**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : L18101TZ2011PLC017586)

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

Particulars	Note No.	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Income</b>			
I Revenue from Operations	20	17,197.43	20,389.88
II Other Income	21	25.40	21.57
<b>III Total Income (I + II)</b>		<b>17,222.83</b>	<b>20,411.45</b>
<b>IV Expenses</b>			
Cost of material consumed	22	14,331.08	17,016.11
Purchase of Stock in Trade	23	169.35	1,273.74
Changes in inventories of Finished Goods and Stock-in-Trade	24	886.79	8.60
Employee Benefit Expenses	25	293.11	312.65
Finance Costs	26	377.01	357.58
Depreciation and Amortisation Expenses	2	89.19	96.42
Other Expenses	27	913.40	890.36
<b>Total Expenses (IV)</b>		<b>17,059.93</b>	<b>19,955.46</b>
<b>V Profit (Loss) Before Exceptional Items and Tax (III-IV)</b>		<b>162.90</b>	<b>455.99</b>
VI Exceptional items	28	0.34	0.07
<b>VII Profit (Loss) Before Tax (V+VI)</b>		<b>163.24</b>	<b>456.06</b>
<b>VIII Tax Expense</b>	29		
(1) Current Tax		46.95	92.08
(2) Deferred Tax		(1.11)	(3.62)
(3) Short/(Excess) provision for Income Tax of earlier year		25.11	9.12
<b>Total Tax Expenses (VIII)</b>		<b>70.95</b>	<b>97.58</b>
<b>IX Profit (Loss) for the Year (VII-VIII)</b>		<b>92.29</b>	<b>358.48</b>
<b>X Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Profit or Loss	30	1.98	28.41
<b>XI Total Comprehensive Income for the Year (IX+X)</b>		<b>94.27</b>	<b>386.89</b>
<b>Profit/ (loss) attributable to</b>			
- Owners of the Company		91.70	328.79
- Non-controlling interest		2.57	58.10
- Pre Acquisition Profits		-	-
<b>XII Earnings Per Equity Share of Rs 10 Each (Basic And Diluted)</b>		<b>0.09</b>	<b>0.39</b>

Summary of significant accounting policies

1

The accompanying notes are integral part of these financial statements

In terms of our report attached

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

**For N B T and Co**

Chartered Accountants

FRN - 140489W

-Sd-

**Ashutosh Biyani**

Partner

Membership No-165017

UDIN No:23165017BGXEZE2369

-Sd-

**Prem Aggarwal**

Managing Director

DIN: 02050297

-Sd-

**Shikha Aggarwal**

Whole Time Director

DIN: 03373965

-Sd-

**Aditya Aggarwal**

Chief Financial Officer

-Sd-

**K. Lakshmi Priya**

Company Secretary

Membership No: A36135

Place: Mumbai

Date : 25/05/2023

Place: Tirupur

Date : 25/05/2023



**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

Particulars	Note No.	Year Ended March 31, 2023		Year Ended March 31, 2022	
<b>Cash flow from operating activities</b>					
<b>Net Profit before Tax</b>			163.24		456.06
Discontinued operations					-
<b>Profit before income tax including discontinued operations</b>			163.24		456.06
<b>Adjustments for</b>					
Depreciation and amortisation expense		89.19		96.42	
Provision for Gratuity		7.82		16.32	
Finance Cost		377.01	474.03	357.58	470.32
<b>Operating Profit before Working Capital Changes</b>			637.27		926.38
(Increase)/Decrease in trade receivables		(1,165.77)		111.86	
(Increase)/Decrease in inventories		785.23		(369.04)	
(Increase)/decrease in other current assets		(6.67)		(34.45)	
Increase/ (Decrease) in short Term borrowings		59.24		(194.52)	
Increase/ (Decrease) in trade payables		(151.69)		641.42	
Increase/(decrease) in provision		(82.14)		(137.05)	
Decrease/(Increase) in Current Advances		90.79		60.58	
Increase in other current liabilities		466.27		51.07	
<b>Cash generated from operations</b>			(4.74)		129.87
Income taxes paid			72.07		305.95
<b>Net cash inflow from operating activities</b>			560.46		750.30
<b>Cash flows from investing activities</b>					
(Increase)/Decrease in investments		-		(13.74)	
(Increase)/Decrease in Property, Plant & Equipment		(97.24)		136.60	
Deposit Given/(Released)		15.61		(25.14)	
Long Term Loans Recovered/(Given)		9.21		51.71	
<b>Net cash used in investing activities</b>			(72.42)		(123.76)
<b>Cash flow from financing activities</b>					
Issue of Warrants		-			
Proceeds From long Term Borrowing (Net)		(330.22)		(142.11)	
(Increase)/Decrease in other non current liabilities		(13.27)			
Interest paid		(377.01)		(357.58)	
<b>Net cash from financing activities</b>			(720.50)		(499.69)
<b>Net increase (decrease) in cash and cash equivalents</b>			(232.46)		126.85
<b>Cash and cash equivalents at the beginning of the year</b>			265.54		138.67
<b>Cash and cash equivalents at end of the year</b>			<b>33.09</b>		<b>265.54</b>

Note -

1. The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7, Statement of Cash Flows as specified in the Companies (Indian Accounting Standards), Rules, 2015 (as amended).

2. Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition).

In terms of our report attached

For and on behalf of the Board of Directors

**For N B T and Co**  
Chartered Accountants  
FRN - 140489W

-Sd-  
**Ashutosh Biyani**  
Partner  
Membership No-165017  
UDIN No:23165017BGXEZE2369

-Sd-  
**Prem Aggarwal**  
Managing Director  
DIN: 02050297

-Sd-  
**Shikha Aggarwal**  
Whole Time Director  
DIN: 03373965

-Sd-  
**Aditya Aggarwal**  
Chief Financial Officer

-Sd-  
**K. Lakshmi Priya**  
Company Secretary  
Membership No: A36135

Place: Mumbai  
Date : 25/05/2023

Place: Tirupur  
Date : 25/05/2023

**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : LI18101TZ2011PLC017586)

**Standalone Statement of Changes in Equity for the year ended March 31, 2023**

(Amount in Lakhs unless otherwise stated)

	As at			
	31 March 2023	31 March 2022		
<b>(A) Equity share capital</b>				
Balance at the beginning of the period	1,003.84	1,003.84		
Changes in Equity Share capital during the period	-	-		
<b>Balance at the end of the period</b>	<b>1,003.84</b>	<b>1,003.84</b>		
<b>(B) Other equity</b>				
Particulars	Equity Instruments through Other Comprehensive Income	Reserves and Surplus		
		Securities Premium Reserve	Retained Earnings	Total
<b>Balance as at March 31, 2021</b>	(21.37)	1,260.00	861.57	2,100.20
Profit for the year 2021-2022			300.38	300.38
- Excess Amount Paid for Acquisition			-	-
- Pre Acquisition Profits			-	-
Add - Premium Received on Issue of Shares	-		-	-
Less: Bonus Issue		-	-	-
Other Comprehensive Income for the year 2021-2022	-	-	28.41	28.41
<b>Balance as at March 31, 2022</b>	<b>(21.37)</b>	<b>1,260.00</b>	<b>1,190.36</b>	<b>2,428.99</b>
Excess amount paid adjustment				(66.23)
Profit for the year 2022-2023			89.72	89.72
Other Comprehensive Income for the year 2022-2023			1.98	1.98
<b>Balance as at March 31, 2023</b>	<b>(21.37)</b>	<b>1,260.00</b>	<b>1,282.06</b>	<b>2,454.46</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 2**  
**Property, Plant and Equipment**

Particulars	Buildings		Furniture & fixtures		Plant and Equipment		Vehicles		Computer		Miscellaneous Assets		Goodwill		Software		Office Equipments		Total	
	Owned		Owned		Owned		Owned		Owned		Owned		Owned		Owned		Owned			
<b>Gross Block</b>																				
At cost or fair value as at March 31, 2021	510.40		234.10		179.28		122.27		27.31		1.11		78.25		5.73		5.00		1,163.42	
Additions	65.51		54.67		5.29		5.33		4.10		0.19		-		1.50		-		136.60	
Disposals	-		-		-		(9.53)		-		-		-		-		-		(9.53)	
At cost or fair value as at March 31, 2022	575.91		288.77		184.57		118.07		31.41		1.29		78.25		7.23		5.00		1,290.49	
Additions	25.83		22.69		33.09		1.16		12.77		-		-		-		2.06		97.60	
Disposals	-		-		-		(0.06)		-		-		-		(0.76)		(0.09)		(0.91)	
At cost or fair value as at March 31, 2023	601.74		311.46		217.66		119.17		44.18		1.29		78.25		6.47		6.97		1,387.18	
<b>Depreciation Block</b>																				
Accumulated depreciation as at March 31, 2021	199.24		109.58		116.98		71.49		15.34		0.90		-		1.09		0.76		515.37	
Depreciation for the year	40.14		25.19		10.26		16.29		3.27		0.02		-		1.24		-		96.42	
Disposals	-		-		-		(8.46)		-		-		-		-		-		(8.46)	
Accumulated depreciation as at March 31, 2022	239.39		134.77		127.24		79.32		18.61		0.92		-		2.33		0.76		603.33	
Depreciation for the year	32.70		26.59		9.59		11.59		5.44		-		-		1.32		1.96		89.19	
Disposals	-		-		-		-		-		-		-		(0.29)		(0.01)		(0.30)	
Accumulated depreciation as at March 31, 2023	272.09		161.36		136.83		90.91		24.05		0.92		-		3.36		2.71		692.22	
<b>Net Block</b>																				
As at March 31, 2022	329.65		150.10		80.83		28.26		20.13		0.38		78.25		3.11		4.25		694.96	
As at March 31, 2023	336.53		154.00		57.33		38.75		12.80		0.38		78.25		4.91		4.24		687.17	

**Title Deeds of Immovable Property not held in the Name of Company**

Particular	Description of Item of Property	Gross Carrying Value	Whether the title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of company
	There is no immovable property who's title deed are not held in the name of company				

**Benami Property**

There is no Proceeding have been initiated or Pending against the company for holding any benami property under Benami Transaction (Prohibition) Act 1988 (45 of 1988).

**Note:-**

a) In accordance with the Indian Accounting Standard (Ind AS 36) on " Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS . On the basis of review carried out by the management, there was no impairment loss on property, plant and equipment during the year ended 31st March, 2023

b) The carrying value (Gross Block less accumulated depreciation and amortisation) as on 1st April, 2019 of the Property, plant and equipment is considered as a deemed cost on the date of transition.

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 3**

**Investments - Non Current**

Name of the Body Corporate	Subsidiaries / Associates / Joint Ventures / Structured Entities / Others	No. of Shares and Face Value of Shares		No. of Shares and Face Value of Shares		Value of Investment	
		As at March 31, 2023		As at March 31, 2022		As at March 31, 2023	As at March 31, 2022
		Nos.	Face Value (Rs.)	Nos.	Face Value (Rs.)		
Investments measured at Amortised Cost		-	-	-	-	-	-
Investments Measured at Fair Value Through Profit and Loss (FVTPL)		-	-	-	-	-	-
Investments Measured at Fair Value Through OCI (FVTOCI)							
(i) Silver Articles	Others	NA	NA	NA	NA	13.74	13.74
Other Investments (Carried at cost)							
(i) Nctaji Apparel Park	Others	3,550	10	3,550	10	52.85	52.85
<i>Aggregate amount of unquoted investments</i>						66.59	66.59
<i>Aggregate amount of quoted investments</i>						-	-
<i>Aggregate market value amount of quoted investments</i>						-	-
						<b>66.59</b>	<b>66.59</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
**(CIN : L18101TZ2011PLC017586)**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 4**

**Loans and Advances - Non Current**

Particulars	As at March 31, 2023	As at March 31, 2022
Secured, considered good		
Unsecured, considered good	70.44	79.65
<b>Total</b>	<b>70.44</b>	<b>79.65</b>

There is no loans or advances in the nature of loans are granted to promoters, directors, KMPs and the related parties during the year.

**Note 5**

**Other Financial Assets - Non Current**

Particulars	As at March 31, 2023	As at March 31, 2022
Security Deposits	10.17	25.78
<b>Total</b>	<b>10.17</b>	<b>25.78</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
**(CIN : L18101TZ2011PLC017586)**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 6**  
**Inventories**

Particulars	As at March 31, 2023	As at March 31, 2022	Mode of Valuation
	Value	Value	
a. Raw Materials and components	954.18	852.62	Cost or NRV whichever is lower
Kgs	954.18	852.62	
b. Work-in-progress	179.64	400.57	
Kgs	179.64	400.57	
c. Finished goods	3,401.55	4,067.41	
Pieces	3,401.55	4,067.41	
<b>Total</b>	<b>4,535.37</b>	<b>5,320.60</b>	

**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : L18101TZ2011PLC017586)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31-03-2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 7**

**Trade Receivables - Current**

Particulars	As at March 31, 2023	As at March 31, 2022
- From Related Parties	-	0.12
- From Others	4,349.52	3,183.63
<b>Total</b>	<b>4,349.52</b>	<b>3,183.75</b>
<b>Break-up for security details:</b>		
Secured, considered good	-	-
Unsecured, considered good	4,349.52	3,183.75
Trade receivables, which have significant increase in credit risk	-	-
Credit impaired	-	-
<b>Impairment allowance</b>		
Credit Impaired	-	-
<b>Ageing</b>		
Not Exceeding Six Months	4,349.52	3,168.07
Exceeding Six Months	-	15.68
<b>Total</b>	<b>4,349.52</b>	<b>3,183.75</b>

**Ageing as at March 31, 2023**

Particulars/ Period	Less than 6 Month	6 Months to 1 year	1-2 Year	2-3 Year	3 year or more	Total
(i) Undisputed Trade Receivable - Considered Good	4,349.52	-	-	-	-	4,349.52
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-

**Ageing as at March 31, 2022**

Particulars/ Period	Less than 6 Month	6 Months to 1 year	1-2 Year	2-3 Year	3 year or more	Total
(i) Undisputed Trade Receivable - Considered Good	3,168.07	3.32	12.36	-	-	3,183.75
(ii) Undisputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivable - Considered Good	-	-	-	-	-	-
(iv) Disputed Trade Receivable - Considered Doubtful	-	-	-	-	-	-

**Note 8**

**Cash and Cash Equivalents**

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with Banks in current accounts (of the nature of cash and cash equivalents);	22.85	250.07
Cash on hand	10.24	15.46
<b>Total</b>	<b>33.09</b>	<b>265.54</b>

**Note 9**

**Loans and Advances - Current**

Particulars	As at March 31, 2023	As at March 31, 2022
Loans and advances to employees	-	-
Secured, considered good	-	-
Unsecured, considered good	25.73	304.13
<b>Total</b>	<b>25.73</b>	<b>304.13</b>

**Note 10**

**Other Current Assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to Supplies	-	4.81
Deposits with Revenue Authorities	138.40	150.54
Prepaid Expenses	3.91	-
Other current assets	19.71	-
<b>Total</b>	<b>162.02</b>	<b>155.35</b>

**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : L18101TZ2011PLC017586)

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 11**

A. EQUITY SHARE CAPITAL	As at March 31, 2023		As at March 31, 2022	
	No.	Amount	No.	Amount
Authorized Share Capital	110,000,000	1,100.00	110,000,000	1,100.00
Issued Subscribed and Paid-up Share Capital	100,384,050	1,003.84	100,384,050	1,003.84
Subscribed Share Capital	100,384,050	1,003.84	100,384,050	1,003.84
Fully Paid-up Share Capital	100,384,050	1,003.84	100,384,050	1,003.84
Subscribed but not fully paid-up	-	-	-	-

**a) Reconciliation of Shares outstanding at the beginning and at the end of the year**

Particulars	As at March 31, 2023		As at March 31, 2022	
	No.	Amount	No.	Amount
Balance at the beginning of the year	100,384,050	1,003.84	100,384,050	1,003.84
Issued during the year	-	-	-	-
Balance at the end of the year	100,384,050	1,003.84	100,384,050	1,003.84

**b) Terms/Rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs. 1 per share. Each holder of equity share is entitled to one vote per equity share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. 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 to their shareholding.

**c) Shares in the Company held by each shareholder holding more than five per cent shares**

Name of the Shareholder	As at March 31, 2023		As at March 31, 2022	
	No.	% of Holding	No.	% of Holding
Sri Prem Dinanath Aggarwal	37,594,596	37.45%	37,143,300	37.00%
Shikha Aggarwal Prem	12,312,043	12.26%	12,180,000	12.13%
<b>Total</b>	<b>49,906,639</b>	<b>49.72%</b>	<b>49,323,300</b>	<b>49.13%</b>

As per the Companies Act, 2013, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

e) There is no dividend paid or proposed during the year and during the previous year.

f) There has been stock split in the ratio of 1:10 on May 19, 2022, accordingly the EPS has been restated for the same for previous periods as well.

**B. OTHER EQUITY**

	Equity Instruments through Other Comprehensive Income	Changes in Own Credit Risk of Financial Liabilities measured at FVPL	Securities Premium Reserve	Reserves and Surplus	
				Retained Earnings	Total
<b>Balance as at April 1, 2019</b>	-	-	6,000,000	36,342,028	42,342,028
Other Comprehensive Income for the year 2018-19	-	-	-	-	-
Restated balance as at April 1, 2019	-	-	6,000,000	36,342,028	42,342,028
Other Comprehensive Income for the year 2019-2020	(1,001,033)	-	-	(1,001,033)	(1,001,033)
<b>Balance as at March 31, 2021</b>	<b>(21.37)</b>	-	<b>1,260.00</b>	<b>861.57</b>	<b>2,100.20</b>
Profit for the year 2021-2022	-	-	-	300.38	300.38
Other Comprehensive Income for the year 2021-2022	-	-	-	28.41	28.41
Transferable Subsidiary Reserves to Non Controlling Interest	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>(21.37)</b>	-	<b>1,260.00</b>	<b>1,190.36</b>	<b>2,428.99</b>
Profit for the year 2022-2023	-	-	-	89.72	89.72
- Pre Acquisition Profits	-	-	-	(66.23)	(66.23)
- Excess Amount Paid for Acquisition	-	-	-	-	-
Premium Received on Issue of Shares	-	-	-	-	-
Bonus Issue	-	-	-	-	-
Other Comprehensive Income for the year 2022-2023	(21.37)	-	1,260.00	1.98	1.98
<b>Balance as at 31st March, 2023</b>	<b>(42.74)</b>	-	<b>1,260.00</b>	<b>1,262.06</b>	<b>2,454.46</b>

**Nature and Purpose of Reserve**

1. Securities Premium Reserve: Securities Premium reserve is created on issue of equity share capital. The reserve will be utilised in accordance with provisions of the Companies Act, 2013.

In terms of our report attached

For N B T and Co

Chartered Accountants

FRN - 140489W

For and on behalf of the Board of Directors

**-Sd-**

**Ashroth Bhani**

Partner

Membership No.-165017

UDIN No-23165017BGXZEE2369

Place: Mumbai

Date : 25/05/2023

**-Sd-**

**Prem Aggarwal**

Managing Director

DIN: 02050297

Place: Timgur

Date : 25/05/2023

**-Sd-**

**Shikha Aggarwal**

Whole Time Director

DIN: 03373965

Place: Timgur

Date : 25/05/2023

**-Sd-**

**Aditya Aggarwal**

Chief Financial Officer

Membership No: A36135

Place: Timgur

Date : 25/05/2023

**-Sd-**

**K. Lakshmi Priya**

Company Secretary

Membership No: A36135

Place: Timgur

Date : 25/05/2023



**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 12**

**Non Controlling Interest**

Particulars	As at March 31, 2023	As at March 31, 2022
Jannat Fabrics and Apperals Private Limited	-	100.99
Twenty Twenty Trading LLP	44.81	60.01
Less -		
Profit on Upstream Transaction	-	-
<b>Total</b>	<b>44.81</b>	<b>161.00</b>

**Note 13**

**Borrowings - Non Current**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
From Banks	336.40	816.50
From Others		-
Loans and advances from Directors		-
	336.40	816.50
<b>In case of continuing default as on the balance sheet date in repayment</b>		
1. Period of default		-
2. Amount		-
<b>Unsecured</b>		
From Banks		-
From Financial Institutions		-
From Directors	141.00	2.00
From Others	10.88	
Terms of Repayment has not been entered into between the parties		-
From Other Related Parties		-
(None of the above, is guaranteed by Directors and / or others)		
Terms of Repayment has not been entered into between the parties		-
	151.88	2.00
<b>In case of continuing default as on the balance sheet date in repayment</b>		
1. Period of default		-
2. Amount		-
<b>Total</b>	<b>488.28</b>	<b>818.50</b>

**Note 14**

**Deferred Tax Assets (Net)**

Particulars	As at March 31, 2023	As at March 31, 2022
The balance comprises temporary differences attributable to:		
At the start of the year	23.66	20.05
Change/(Credit) to Statement of Profit and Loss	(1.86)	3.62
<b>Total</b>	<b>21.80</b>	<b>23.66</b>

**Note 15**

**Other Non Current Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Gratuity Provision	25.57	38.84
<b>Total</b>	<b>25.57</b>	<b>38.84</b>

**Note 16**  
**Borrowings - Current**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Secured</b>		
From banks		
(a) Loans repayable on demand (Secured by hypothecation of inventories, book debts and machineries (of the above, entire amount is guaranteed by Directors and/or others)	3,360.33	2,856.69
(b) Term Loans 'Terms of Repayment: 33 months' (of the above, "entire amount is guaranteed by Directors and / or others)	50.51	537.92
From other parties		
From Director/Related Parties		
Current Maturities of Long Term Debt	194.36	151.35
	<b>3,605.20</b>	<b>3,545.96</b>
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to above		
1. Period of default		-
2. Amount		-
<b>Unsecured</b>		
From banks		-
From other parties		-
From Director/Related Parties		-
	-	-
In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)		
1. Period of default		-
2. Amount		-
<b>Total</b>	<b>3,605.20</b>	<b>3,545.96</b>

**Note 17**  
**Trade Payables - Current**

Particulars	As at March 31, 2023	As at March 31, 2022
(i) Total outstanding dues of micro enterprises and small enterprises -		-
(ii) Creditors for Goods		
Payables within next 12 months	1,740.19	1,841.71
Payables after 12 months		
(iii) Creditors for Expenses		50.17
Payables within next 12 months	-	-
Payables after 12 months		-
(iv) Creditors for others		
Payables within next 12 months		
Payables after 12 months		
<b>Total</b>	<b>1,740.19</b>	<b>1,891.88</b>

**Ageing as on March 31, 2023**

Particulars	Outstanding for Following periods from the due date of paymer				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	1,740.19	-	-	-	1,740.19
Other	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

Note : (i) There is no Unbilled and not Due trade payables are outstanding at the period ended  
(ii) No Amount due in respect of MSME in this FY year

**Ageing as on March 31, 2022**

Particulars	Outstanding for Following periods from the due date of paymer				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	1,891.88	-	-	-	1,891.88
Other	-	-	-	-	-
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

**Note 18**  
**Other Current Liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Advances from Contractors & Suppliers	498.02	48.48
Statutory Dues Payable	18.53	2.22
Other payable	0.42	-
<b>Total</b>	<b>516.97</b>	<b>50.70</b>

**Note 19**  
**Provisions- Current**

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Provision for employee benefits	3.75	28.27
(b) Others (Specify nature)		
- Provision for Taxation	46.95	70.48
- Provision for Audit Fees	3.50	2.25
- Provision for Bonus	2.50	-
- Provision for Gratuity	33.67	71.51
<b>Total</b>	<b>90.37</b>	<b>172.51</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

(Amount in Lakhs, Unless otherwise mentioned)

**Note 20**

**Revenue from Operations**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Sales</b>		
Sales of Products		
-Domestic	17,198.02	20,390.06
-Export	53.43	-
Sales of Services		
-Domestic	-	16.83
-Export	-	-
<b>Other Operating Revenue</b>	-	3.10
Less: Discount	54.02	20.11
<b>Total</b>	<b>17,197.43</b>	<b>20,389.88</b>

**Note 21**

**Other Income**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Rental Income	(1.20)	14.40
Commission Income	20.35	-
Other Income	6.25	7.17
<b>Total</b>	<b>25.40</b>	<b>21.57</b>

**Note 22**

**Cost of Material consumed**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Raw Materials and Stores</b>		
Opening Stock	852.62	474.99
Purchase	13,995.83	16,578.42
Add Manufacturing Expense	436.80	815.33
Less: Closing stock of materials meant for consumption	954.17	852.62
<b>Total</b>	<b>14,331.08</b>	<b>17,016.11</b>

**Note 23**

**Purchase of Stock In Trade**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Purchases	169.35	1,273.74
<b>Total</b>	<b>169.35</b>	<b>1,273.74</b>

**Note 24**

**Changes in inventories of finished goods and stock-in-trade**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Stock-in-Trade</b>		
Opening Stock of Work in Progress	400.57	462.06
Opening Stock of Finished Goods	4,067.41	4,014.51
Closing Stock of Work in progress	179.64	400.57
Closing Stock of Finished Goods	3,401.55	4,067.41
<b>Total</b>	<b>886.79</b>	<b>8.60</b>

**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : L18101TZ2011PLC017586)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**Note 25**

**Employee Benefits Expenses**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
(A) Salaries, Wages And Incentives Incl Bonus	219.99	231.84
(B) Contributions To -		
(i) Provident Fund		
(ii) Superannuation Scheme	2.27	1.77
(C) Gratuity Fund Contributions	11.65	16.32
(D) Staff Welfare Expenses	59.20	62.73
<b>Total</b>	<b>293.11</b>	<b>312.65</b>

**Note 26**

**Finance Costs**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Interest Expense	340.70	324.44
Other Borrowing Costs	36.31	27.05
Interest on Lease Liabilities	-	6.09
Chit Discounts		
<b>Total</b>	<b>377.01</b>	<b>357.58</b>

**Note 27**

**Other Expenses**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
<b>Administrative and General Expenses</b>		
Advertisement and Sales promotion	60.72	6.49
Corporate Social Responsibility	8.32	8.50
Commission & Discount	159.80	17.64
Director's/Partner's Remuneration	97.20	82.43
Freight and forwarding Charges	45.96	49.92
Insurance Expenses	8.66	8.81
Jobwork Expenses	74.80	51.06
Labour	4.40	17.84
Non Recoverable Deposit	23.98	
Office Expenses	-	26.78
Other Administrative Charges	46.19	40.52
Packing Expense	-	4.44
Preliminary & Pre Operative Expenses written off	1.32	3.87
Printing and Stationery	3.11	-
Professional & Consultancy Fee	93.57	88.34
Power and Fuel Expense	44.81	40.72
Rates and Taxes	2.88	26.98
Rent	75.27	107.81
Repairs & Maintenance	82.36	129.02
Telephones & Mobile Charges	7.79	1.36
Travelling and Conveyance	65.90	171.83
Water Charges	3.61	3.75
<b>Auditor's Remuneration:</b>		
(i) For audit	2.25	1.50
(ii) For taxation matters	0.50	0.75
<b>Total</b>	<b>913.40</b>	<b>890.36</b>

**Note 28**

**Exceptional Items**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Profit on sale of Fixed Assets	0.34	0.07
<b>Total</b>	<b>0.34</b>	<b>0.07</b>

**GARMENT MANTRA LIFESTYLE LIMITED**

(CIN : L18101TZ2011PLC017586)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**

**Note 29**

**Tax Expense**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
Current tax expense	46.95	92.08
Deferred Tax	(1.11)	(3.62)
Adjustment in respect of Previous Year	25.11	9.12
<b>Total</b>	<b>70.95</b>	<b>97.58</b>
<b>Income tax expense attributable to:</b>		
Profit from Continuing Operations	92.29	358.48
Profit from Discontinuing Operations		-
<b>Total</b>		<b>358.48</b>
<b>Total current tax expense comprises of the following:</b>		
Current Tax relating to current reporting period	46.95	92.08
<b>Total Deferred Tax expense / (benefits) comprises of the following:</b>		
Amount of deferred tax expense (income) relating to origination and reversal of temporary differences		-

**Note 30**

**Other Comprehensive Income**

Particulars	Year Ended March 31, 2023	Year Ended March 31, 2022
a) Items that will not be reclassified to Profit or Loss		
i) Re-measurement gains/ (losses) on defined benefit	1.98	28.41
ii) Fair value gains/ (losses) on equity instruments	-	-
<b>Total</b>	<b>1.98</b>	<b>28.41</b>

**GARMENT MANTRA LIFESTYLE LIMITED**  
(CIN : L18101TZ2011PLC017586)  
Notes to the Consolidated Financial Statements as at March 31, 2023

(Amount in Lakhs, unless otherwise stated)

<b>31</b>	<b>Contingent Liabilities and Capital Commitment</b>		
	(i) There is no contingent liabilities as at 31st March, 2023 and as at 31st March, 2022.		
	(ii) <b>Capital Commitments</b> There is no capital commitments as at 31st March, 2023 and as at 31st March, 2022.		
<b>32</b>	<b>Earnings Per Share:</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	Net Profit after tax attributable to Equity Shareholders for Basic	94.27	386.89
		<b>94.27</b>	<b>386.89</b>
	Weighted Average Number of Equity Shares (Face Value Rs. 1/-)	1,003.84	1,003.84
	Earning Per Share in Rupees - Basic and diluted	0.09	0.39
	Face Value of per Equity Share (in Rs.)	1.00	1.00
<b>33</b>	<b>Employee Benefit Expenses:</b>		
	<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	(A) Salaries, Wages And Incentives Incl Bonus	219.99	231.84
	(B) Contributions To -		
	(I) Provident Fund	2.27	1.77
	(C) Gratuity Fund Contributions	11.65	16.32
	(D) Social Security And Other Benefit Plans For Overseas Employees	-	-
	(E) Expense On Employee Stock Option Scheme (Eaop) And Employee Stock Purchase Plan (Eapp),	-	-
	(F) Staff Welfare Expenses	59.20	62.73
	<b>Total</b>	<b>293.11</b>	<b>312.65</b>
<b>34</b>	<b>Segment Information:</b>		
	No separate disclosure for Segment Reporting to be made in the financial statements of the Company.		
<b>35</b>	<b>Provisions:</b>		
	<b>Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-</b>		
	<b>Movement in Provisions:</b>		
	<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
	Provision during the year		
	Income Tax Provision:	46.95	70.48
	Provision for employee benefits	3.75	28.27
	Provision for Bonus	2.50	-
	Provision for Audit Fees	3.50	2.25
	Provision for Gratuity	33.67	71.51
	<b>Total</b>	<b>90.37</b>	<b>172.51</b>
<b>36</b>	<b>Related Party Disclosure:</b>		
	Parties which significantly influence / are influenced by the company (either individually or with others) -		
	<b>(i) Key Management Personnel</b>		
	<b>a</b>	<b>Miss. K. Lakshmi Priya</b>	<b>Company Secretary</b>
	<b>b</b>	<b>Mr. Aditya Aggarwal</b>	<b>CFO</b>
	<b>c</b>	<b>Mr. Prem Dinesh Aggarwal</b>	<b>Managing Director</b>
	<b>d</b>	<b>Miss Shikha Aggarwal</b>	<b>Director</b>
	<b>e</b>	<b>Ms. Ashmita Agarwal</b>	<b>Director</b>
	<b>f</b>	<b>Mr. Thangamuthu Muthiah</b>	<b>Independent Director</b>
	<b>g</b>	<b>Mr. Subramaniam Thirumurugan</b>	<b>Independent Director</b>
	<b>h</b>	<b>Mr. Ramasubramaniam Senthilrajagopal</b>	<b>Independent Director</b>
	<b>(ii) Companies/Entities under the Control of Key Management Personnel</b>		
	<b>a</b>	Bestle Apparels	
	Note:- Related party transaction with related parties during the year ended on 31.03.2023		
	<b>(iii) Transactions</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	1 Loan Taken	140.66	309.94
	2 Loans Repaid	246.91	684.75
	3 Remuneration	119.40	154.33
	4 Rent	16.50	10.50
	5 Purchases	1,036.98	896.72
	6 Interest	-	28.04
	7 Salary	-	22.80
	8 Professional Fees	5.40	-
	<b>Outstanding Balances as at March 31, 2023</b>		
	Unsecured Loans	141.00	2.00
	Trade Payable	13.70	(50.04)

\* Negative Balance Exhibits Debit Balance Outstanding

(iv)	Details of Transactions	Year Ended	Year Ended
		March 31, 2023	March 31, 2022
	1 <b>Loan Taken</b>		
	Mr. Prem Aggarwal	131.46	123.77
	Mrs. Shikha Aggarwal	0.20	77.48
	Mr. Aditya Aggarwal	-	66.34
	Ms. Ashmita Aggarwal	9.00	42.35
	2 <b>Loans Repaid</b>		
	Mr. Prem Aggarwal	67.96	310.35
	Mrs. Shikha Aggarwal	29.70	120.50
	Mr. Aditya Aggarwal	47.75	179.72
	Ms. Ashmita Aggarwal	101.50	74.18
	3 <b>Remuneration</b>		
	Mr. Prem Aggarwal	33.00	16.88
	Mrs. Shikha Aggarwal	30.00	16.88
	Mr. Aditya Aggarwal	33.00	10.25
	Miss. K. Lakshmi Priya	5.40	5.40
	Ms. Ashmita Aggarwal	18.00	10.12
	Ms. Tanvi Aggarwal	-	9.00
	4 <b>Rent</b>		
	Mr. Prem Aggarwal	5.25	7.00
	Mr. Aditya Aggarwal	5.25	3.50
	Mrs. Shikha Aggarwal	6.00	-
	5 <b>Purchases</b>		
	Beate Apparels	1,036.98	223.27
	6 <b>Interest paid</b>		
	Mr. Prem Aggarwal	-	7.54
	Mr. Aditya Aggarwal	-	11.13
	Mrs. Shikha Aggarwal	-	4.04
	Mr. Ashmita Aggarwal	-	5.33
	8 <b>Professional Fees</b>		
	Ms. Ashmita Aggarwal	1.20	-
	Mrs. Shikha Aggarwal	3.00	-
	Ms. Tanvi Aggarwal	1.20	-

37	<b>Operating Leases :</b> The Company has taken certain premises under cancellable lease which are upto one year. The rental expense under such operating leases during the year Rs. 75.27 Lakhs (Previous Year Rs. 107.81 Lakhs).
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38	In accordance with the India Accounting Standards (AS-2) "Valuation of Inventories", in relation to Raw materials, work in progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value.
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39	<p><b>A. Financial risk management</b></p> <p>The Company's activities are exposed to a variety of market risk (including foreign currency risk and interest risk), credit risk and liquidity risk. The Company's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.</p> <p><b>i. Market Risk</b></p> <p>Market rate is the risk that arises from changes in market prices, such as commodity prices, foreign exchange rates, interest rates etc. and will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising returns.</p> <p><b>a. Interest Rate Risk</b></p> <p>Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Currently company not take any loan facility and use own fund for its business so interest risk is very low.</p> <p><b>b. Foreign Currency Exchange Rate Risk</b></p> <p>Company not do any transaction in foreign currency so company has no risk.</p> <p><b>ii. Credit Risk</b></p> <p>Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.</p> <p>The Company performs on-going credit evaluation of its counterparties' financial conditions. The Company's major classes of financial assets are cash and bank balances, trade receivables, Security deposits, Advances to Suppliers and Employees, Unbilled Revenues and prepayments.</p> <p>As at the reporting date, the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.</p> <p>As at the reporting date, substantially all the cash and bank balances as detailed in Note 8 to the financial information are held in major Banks which are regulated and located in the India, which management believes are of high credit quality.</p> <p>Summary of the company's exposure to credit risk by age of the outstanding from various customers is as follow</p> <table border="1"> <thead> <tr> <th colspan="3"><b>Trade Receivable</b></th> </tr> <tr> <th>Particulars</th> <th>As at 31 March 2023</th> <th>As at 31 March 2022</th> </tr> </thead> <tbody> <tr> <td>Unsecured</td> <td></td> <td></td> </tr> <tr> <td>-Considered good</td> <td>4,353.39</td> <td>3,183.75</td> </tr> <tr> <td>Less: Loss Allowance</td> <td>-</td> <td>-</td> </tr> <tr> <td><b>Net Trade Receivables</b></td> <td></td> <td><b>3,183.75</b></td> </tr> </tbody> </table> <p>On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss. The Company computes the expected credit loss allowance as per simplified approach for trade receivables based on available external and internal credit risk factors such as the ageing of its dues, market information about the customer and the Company's historical experience for customers. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is based on the ageing of the receivable days and the rates as given in the provision matrix.</p>	<b>Trade Receivable</b>			Particulars	As at 31 March 2023	As at 31 March 2022	Unsecured			-Considered good	4,353.39	3,183.75	Less: Loss Allowance	-	-	<b>Net Trade Receivables</b>		<b>3,183.75</b>
<b>Trade Receivable</b>																			
Particulars	As at 31 March 2023	As at 31 March 2022																	
Unsecured																			
-Considered good	4,353.39	3,183.75																	
Less: Loss Allowance	-	-																	
<b>Net Trade Receivables</b>		<b>3,183.75</b>																	

4,353.39

**ii) Loans and financial assets measured at amortized cost**

Only inter loans and advances given hence the risk of default of these loan and advances are remote. The Company monitors each loans and advances given and makes any specific provision wherever required.

**iii. Cash and bank balances**

The Company held cash and cash equivalent and other bank balance of INR 33.09 Lakhs at March 31, 2023 (March 31, 2022: INR 265.54 Lakhs). The same are held with bank and financial institution counterparties with good credit rating. Also, Company invests its short term surplus funds in bank fixed deposit which carry no market risks for short duration, therefore does not expose the Company to credit risk.

**iv. Others**

Apart from trade receivables, loans and cash and bank balances, the company has no other financial assets which carry any significant credit risk.

**(B) Liquidity risk**

Liquidity risk arises from the company's management of working capital. It is the risk that company will encounter difficulty in meeting its financial obligations as they fall due.

The Company has obtained fund based and non-fund based working capital credit facility from various banks. Company policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. the principal liabilities of the company arise in respect of the trade and other payables. Trade and other payables with in 12 months.

The company manage liquidity risk by maintaining adequate surplus, banking, facility and reserve borrowing facilities by continuously monitoring forecast and actual cash flows.

The company has a system of regularly forecasting cash inflows and outflows and all liquidity requirements are planned.

Forecast for trade and other payables is regularly monitored to ensure timely funding.

All Payments are made within due dates.

The board receives cash flow projections on regular basis as well as information on cash balances.

**(i) Interest rate risk**

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates.

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	As at 31		As at	
	March 2023		31 March 2022	
Variable rate borrowings	336.40		816.50	
Fixed rate borrowings	151.88		2.00	

**Sensitivity:**

A change of 100 basis points in interest rates would have following impact on profit before tax and equity -

Particulars	As at 31		As at	
	March 2023		31 March 2022	
Interest rates – increase by 100 basis points	2.49		6.04	
Interest rates – decrease by 100 basis points	(2.49)		(6.04)	

**(ii) Price Risk**

The Company's exposure to Silver Articles is exposed to price risk and classified in the balance sheet at fair value through OCI. 100 bps increase in price of silver would increase profit before tax by approximately INR 0.14 Lakh 31 March 2023 (31 March 2022: INR 0.14 Lakh). A similar percentage decrease would have resulted equivalent opposite impact.

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**Capital Risk Management**

The Company manages its capital to ensure that the Company will be able to maintain an optimal capital structure so as to support its businesses and maximise shareholder value. To achieve this objective, the Company may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

Currently, Company have no debt in company and use own capital and reserve and surplus. The Company's adjusted net debt to equity ratio is as follows -

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Borrowings</b>		
Long term and Short term borrowing:	4,093.48	4,364.46
Less: cash and cash equivalents	33.09	265.54
<b>Adjusted net debt</b>	<b>4,060.39</b>	<b>4,098.92</b>
Total Equity	3,503.11	3,593.83
<b>Adjusted net debt to adjusted equity ratio</b>	<b>1.16</b>	<b>1.14</b>



## Financial Instruments measurements and disclosures

Financial Instruments by Category	FVTPL	FVOCI	Amortised cost	Total carrying value
<b>a) As on March 31, 2023</b>				
<b>Financial Assets:</b>				
<b>Measured at Fair Value</b>				
<b>Investments</b>				
Unquoted Equity Share	-	-	-	-
Other Unquoted Investments	-	13.74	-	13.74
<b>Not Measured at Fair Value</b>				
Unquoted Equity Share	-	-	52.85	52.85
Long Term Advances	-	-	70.44	70.44
Trade Receivables	-	-	4,349.52	4,349.52
Cash and cash equivalents	-	-	33.09	33.09
Deposits	-	-	10.17	10.17
Short Term Advances	-	-	25.73	25.73
<b>Total</b>	<b>-</b>	<b>13.74</b>	<b>4,541.80</b>	<b>4,555.54</b>
<b>Financial liabilities:</b>				
<b>Not measured at fair value</b>				
Long Term Borrowings	-	-	488.28	488.28
Short Term Borrowings	-	-	3,605.20	3,605.20
Trade Payable	-	-	1,740.19	1,740.19
<b>Total</b>	<b>-</b>	<b>-</b>	<b>5,833.67</b>	<b>5,833.67</b>
<b>As on March 31, 2022</b>				
<b>Financial Assets:</b>				
<b>Measured at Fair Value</b>				
<b>Investments</b>				
Unquoted Equity Share	-	-	-	-
Other Unquoted Investments	-	13.74	-	13.74
<b>Not Measured at Fair Value</b>				
Unquoted Equity Share	-	-	52.85	52.85
Long Term Advances	-	-	79.65	79.65
Trade Receivables	-	-	3,183.75	3,183.75
Cash and cash equivalents	-	-	265.54	265.54
Deposits	-	-	25.78	25.78
Short Term Advances	-	-	304.13	304.13
<b>Total</b>	<b>-</b>	<b>13.74</b>	<b>3,911.69</b>	<b>3,925.43</b>
<b>Financial liabilities:</b>				
<b>Not measured at fair value</b>				
Long Term Borrowings	-	-	818.50	818.50
Short Term Borrowings	-	-	3,545.96	3,545.96
Trade Payable	-	-	1,891.88	1,891.88
<b>Total</b>	<b>-</b>	<b>-</b>	<b>6,256.34</b>	<b>6,256.34</b>
<b>b) Fair value hierarchy</b>				
<b>The following table</b>				
<b>As on March 31, 2023</b>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial Assets:</b>				
<b>Measured at Fair Value</b>				
<b>Investments</b>				
Equity Share	-	-	-	-
Other Unquoted	13.74	-	-	13.74
<b>Not Measured at Fair Value</b>				
Unquoted Equity Share	-	-	52.85	52.85
Long Term Advances	-	-	70.44	70.44
Trade Receivables	-	-	4,349.52	4,349.52
Cash and cash equivalents	-	-	33.09	33.09
Deposits	-	-	10.17	10.17
Short Term Advances	-	-	25.73	25.73
<b>Total</b>	<b>13.74</b>	<b>-</b>	<b>4,541.80</b>	<b>4,555.54</b>
<b>Financial liabilities:</b>				
<b>Not measured at fair value</b>				
Long Term Borrowings	-	-	488.28	488.28
Short Term Borrowings	-	-	3,605.20	3,605.20
Trade Payable	-	-	1,740.19	1,740.19
<b>Total</b>	<b>-</b>	<b>-</b>	<b>5,833.67</b>	<b>5,833.67</b>
<b>As on March 31, 2022</b>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial Assets:</b>				
<b>Measured at Fair Value</b>				
<b>Investments</b>				
Equity Share	13.74	-	-	13.74
Other Unquoted	-	-	-	-
<b>Not Measured at Fair Value</b>				
Unquoted Equity Share	-	-	52.85	52.85
Long Term Advances	-	-	79.65	79.65
Trade Receivables	-	-	3,183.75	3,183.75
Cash and cash equivalents	-	-	265.54	265.54
Deposits	-	-	25.78	25.78
Short Term Advances	-	-	304.13	304.13
<b>Total</b>	<b>13.74</b>	<b>-</b>	<b>3,911.69</b>	<b>3,925.43</b>
<b>Financial liabilities:</b>				
<b>Not measured at fair value</b>				
Long Term Borrowings	-	-	818.50	818.50
Short Term Borrowings	-	-	3,545.96	3,545.96
Trade Payable	-	-	1,891.88	1,891.88
<b>Total</b>	<b>27.48</b>	<b>-</b>	<b>6,256.34</b>	<b>6,283.82</b>

42	<p><b>Gratuity And Other Post-Employment Benefit Plans</b></p> <p>The Company operates gratuity plan in a way wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. Company only provides from provision and when a sum is payable is paid immediately. No such fund has been created for the purpose of Gratuity Payment.</p> <p>The Company provides for provision based on the actuarial valuation report.</p> <p><b>The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and Balance Sheet :</b></p> <p>Net benefit expense recognised through the Statement of Profit and Loss</p>		
	<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	Current Services Cost	7.81	11.63
	Interest Cost	3.83	4.69
	Actuarial Losses/(Gains)	(1.97)	(28.41)
	<b>Total</b>	<b>9.67</b>	<b>(12.09)</b>
	Expense Recognized in Profit & Loss	11.65	16.32
	Expense Recognized Through OCI	(1.98)	(28.41)
	Changes in the present value of the Defined Benefit Obligations (DBO) are as follows:		
	<b>Particulars</b>	<b>Year Ended March 31, 2023</b>	<b>Year Ended March 31, 2022</b>
	Opening defined benefit obligation	24.65	36.74
	Interest Cost	3.83	4.69
	Current Service Cost	7.81	11.63
	(Benefit Paid Directly by the Employer)	(6.50)	
	Actuarial (gain)/ loss on account of:		
	Changes in demographic assumptions	(0.62)	-
	Changes in financial assumptions	(0.04)	(1.07)
	Experience adjustments	(1.32)	(27.34)
	Present Value of Benefit Obligation at the End of the Period	27.81	24.65
	<b>Balance Sheet Reconciliation</b>		
	Opening Net Liability	71.51	83.60
	Expense Recognized in Statement of Profit or Loss	11.65	16.32
	Expense Recognized in Other Comprehensive Income	(1.98)	(28.41)
	Benefit Paid		-
	Net Liability/(Asset) Recognized in the Balance Sheet	81.18	71.51
43	<p><b>Event after reporting date</b></p> <p>There have been no events after the reporting date that require disclosure in these financial statements.</p>		

**Note 44 Other Disclosures**

- (i) The Company has not been declared as a Wilful Defaulter by any bank or financial institution or government or any government authority
- (ii) **No relationship with the Struck off Companies**  
The Company has attempted to discover whether there has been any transactions with Companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 but it has not found any of its vendor/client whose name has been struck off by MCA.
- (iii) **Compliance with number of layers of companies** The company has complied with the number of layers prescribed under the companies Act,2013
- (iv) **Utilisation of Borrowed funds and share premium:** The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding 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;
- (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, the company shall disclose the following:-
- (v) **Statement of unhedged foreign currency exposure:**  
The Company's has no foreign currency exposure.
- (vi) **Regrouping and Classification:**  
Previous year figures have been regrouped/ reclassified, where necessary, to conform to this year's classification.

(vii) **Key management personnel compensation:**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
KMP Remuneration:		
Salaries and Allowances	119.40	154.33

Key managerial personnel who are under the employment of the Company are entitled to post employment benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are amounts provided on the basis of actuarial valuation, the same is not included above. Gratuity has been computed for the Company as a whole and hence excluded.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

(viii) **Following Ratios to be disclosed:-**

	Numerator	Denominator	Ratio for the Year ended 31 March 2023	Numerator	Denominator	Ratio for the Year ended 31 March 2022	Change	Explanation for change in the ratio by more than 25% as compared to the previous year
Current Ratio= Current assets/ Current liabilities	9105.72	5952.73	1.53	9229.37	5,661.06	1.63	-6.17%	NA
Debt-Equity Ratio=Total Borrowings/ Shareholder's equity	4093.48	3503.11	1.17	4364.46	3,593.83	1.21	-3.78%	NA
Debt Service Coverage Ratio = Earnings available for debt service/ Debt service	629.11	377.01	1.67	909.99	357.58	2.54	-34.43%	Reduction in Profit resulted in change in the ratio
Return on Equity Ratio = Net Profits after taxes/ Average shareholder's equity	92.29	3548.47	0.03	358.48	3,399.85	0.11	-75.33%	Reduction in Profit resulted in change in the ratio
Inventory turnover ratio = Revenue from operations/ Average inventory	17197.43	4927.98	3.49	20389.88	5,136.08	3.97	-12.10%	NA
Trade Receivables turnover ratio = Net credit revenue from operations/ Average trade receivables	17197.43	3766.63	4.57	20389.88	3,239.68	6.29	-27.46%	Reduction in Profit resulted in change in the ratio
Trade payables turnover ratio = Net credit purchases/ Average trade payables	169.35	1816.04	0.09	1273.74	1,960.41	0.65	-85.65%	Reduction in Profit resulted in change in the ratio
Net capital turnover ratio = Revenue from operations/ Working capital	17197.43	3152.99	5.45	20389.88	3568.31	5.71	-4.55%	NA
Net profit ratio = Net profit/ Revenue from operations	92.29	17197.43	0.01	358.48	20389.88	0.02	-69.48%	Reduction in Profit resulted in change in the ratio
Return on Capital employed = EBIT/Capital employed (Average Total Equity + Debts)	540.254	3991.39	0.14	813.57	4412.33	0.18	-26.59%	Reduction in Profit resulted in change in the ratio

Note: The company shall explain the items included in numerator and denominator for computing the above ratios. Further explanation shall be provided for any change in the ratio by more than 25% as compared to the preceding year.

**Note - 1****Notes to Consolidated Financial Statements****Company Background**

Garment Mantra Lifestyle Limited formerly known as Junction Fabrics and Apparels Limited (the 'Company') is a listed public limited Company incorporated under the Indian Companies Act 1956. The Company is engaged in the business of manufacturing, selling and distribution of fabrics, hosiery garments and providing of related services.

The registered office of the Company is located at No.15, Murthy's Plaza Kariagounder Street, Khaderpet Tirupur Erode, Tamilnadu – 641601, India.

The Consolidated financial statements were approved and authorized for issue in accordance with the resolution of the Company's Board of Directors on 30<sup>th</sup> May, 2023.

**Significant Accounting Policies****1. Basis of preparation of Consolidated financial statements****(a) Basis of Accounting:**

The Consolidated financial statements have been prepared and presented under the historical cost convention except for following assets and liabilities which have been measured at fair value;

1. Certain Financial Assets and Liabilities (including derivative instruments),
2. Defined Benefit Plans

The Consolidated Financial Statements are prepared on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Indian Accounting standards ('Ind AS'), including the rules notified under the relevant provisions of the Companies Act, 2013, amended from time to time.

The Company's Consolidated Financial Statements are presented in Indian Rupees, which is also its functional currency and all values are rounded to the nearest rupee except when otherwise indicated.

The Company has adopted for the first time for their annual reporting through their Consolidated financial statements.

**(b) Use of Estimates:**

In the application of accounting policy, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if revision affects only that period or in the period of revision and future periods if the revision affects both current and future periods.

The few critical estimations and judgments made in applying accounting policies are:



**i. Property, Plant and Equipment:**

Useful life of Property, Plant and Equipment and Intangible Assets are as specified in Specified in Schedule II to the Companies Act, 2013.

**ii. Income Taxes:**

Significant judgment is required in determining the amount for income tax expenses. There are many transactions and positions for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome is different from the amount that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

**iii. Inventories:**

Inventory Obsolescence is based on assessment of the future uses. In all cases, inventory is carried at the lower of cost and net realizable value.

**iv. Impairment of Non-financial Assets:**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is higher of assets or CGU's fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other asset or group of assets. Where carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered as impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flow are discounted to their present value using pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

**v. Impairment of Financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**(c) Current/Non-Current Classification:**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

**A. An assets treated as current when it is:**

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within 12 months after a reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for



at least 12 months after a reporting period.

All other assets are classified as non-current.

B. Liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within 12 months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period.

All other liabilities are classified as non-current.

C. Deferred tax asset and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

### 3. Property, Plant and Equipment

The Company has elected to continue with the carrying value of property, Plant and Equipment ('PPE') recognized as of 1st April 2019 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost of the PPE as on the transition date.

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost include purchase price after deducting trade discount / rebate, import duty, non-refundable taxes, cost of replacing the component parts, borrowing cost and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management.

An item of PPE is derecognized on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on de-recognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss when asset is de-recognized.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognized till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale in accordance with Ind AS 105 and the date that the asset is derecognized.

Depreciation is charged so as to allocate the cost of assets less their residual values, if any, over their estimated useful lives, using the written down value method except intangible assets. Depreciation on intangible assets is provided on straight line basis. The following useful lives are considered for the depreciation of property, plant and equipment:

Description of the Asset	Estimated Useful Life
Furniture & fixtures	10 Years
Buildings	60 Years



Office Equipment	5 Years
Air Conditioner	10 Years
Electricity Fittings	10 Years

If there is an indication that there has been a significant change in useful life or residual value of an asset, the depreciation of that asset is revised accordingly to reflect the new expectations.

The residual values, useful lives and methods of depreciation of properties, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### **Investment properties:**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized 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 of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

On disposal of an investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

#### **Intangible assets under development:**

The amount disclosed as 'Intangible asset under development' represents assets purchased/acquired and not available for use, as at the date of Statement of Financial Position.

An item of Intangible asset is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss arising from de-recognition of an intangible asset measured as the difference between the net disposals proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is de-recognized.

#### **Impairment of Tangible (PPE) and Intangible Assets:**

At each reporting date, property, plant and equipment and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets where it is not possible to estimate the recoverable amount of an individual asset), is estimated and compared with its carrying amount. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognized immediately in Statement of Profit and Loss.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risk specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

If an impairment loss subsequently reverses, the carrying amount of the asset (or group of related



assets) is increased to the revised estimate of its recoverable amount (selling price less costs to complete and sell, in the case of inventories), but not in excess of the amount that would have been determined had no impairment loss been recognized for the asset (or group of related assets) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

### **3. Revenue Recognition**

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

The specific recognition criteria described below must also be met before the revenue is recognized.

#### **Sale of Goods:**

Revenue from the sale of goods is recognized when the significant risk and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Sale is recognized when no significant uncertainty exists regarding the amount of consideration that will be derived from the sale of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

#### **Dividend Income:**

Dividend is recognized when right to receive is established, which is generally when shareholders approve the dividend.

#### **Interest Income:**

Interest income on financial assets measured at amortized cost is recognized on time proportion basis, using effective interest method.

### **4. Lease Accounting**

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

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased items (i.e. PPE), are generally capitalized at the inception of the lease at the fair value of the leased assets or, if lower, at the present value of minimum lease payments. Lease payments are apportioned between finance charges and a reduction in lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance cost in the Statement of Profit and Loss.

Lease in which significant portion of the risks and rewards of ownership are not transferred to the Company as lessee is classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss over the period of lease on straight line basis other than those cases where the escalation are linked to expected general inflation in which case they are charged on contractual terms.





## 5. Inventory

(a) Raw materials, work in progress, finished goods, packing materials, stores, spares, components, consumables and stock-in-trade are carried at the lower of cost and net realizable value. However, materials and other items held for use in production of inventories are not written down below cost if the finished goods in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by item basis. Damaged, unserviceable and inert stocks are valued at net realizable value.

(b) In determining cost of raw materials, packing materials, stock-in-trade, stores, spares, components and consumables, weighted average cost methods used. Cost of inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventory to their present location and condition.

(c) Cost of finished goods and work-in-progress includes the cost of raw materials, packing materials, inappropriate share of fixed and variable production overheads, excise duty as applicable and other costs incurred in bringing the inventories to their present location and condition. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

## 6. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

### Financial assets:

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity and a financial liability or equity instrument of another entity. The Company recognizes a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

Financial assets of the Company comprise trade receivables, cash and cash equivalents, bank balances, investment in equity shares of Companies, investment other than in equity shares, loans / advances to employees / related parties / others, security deposit, claims recoverable etc.

### Initial recognition and measurement

All financial assets are recognized initially at 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. When transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognized in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

### Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial asset measured at amortized cost



- Financial asset at fair value through OCI
- Financial assets at fair value through profit or loss

#### **Financial assets measured at amortized cost**

Financial assets are measured at amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financial assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognized in the statement of profit and loss in finance costs.

#### **Financial assets at fair value through OCI (FVTOCI)**

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognized in the other comprehensive income (OCI). On Derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognized in OCI is reclassified to income statements.

#### **Financial assets at fair value through profit or loss (FVTPL)**

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value profit or loss are fair valued at each reporting date with all the changes recognized in the Statement of profit and loss.

#### **De-recognition of financial assets**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds receivables.

#### **Impairment of financial assets**

The Company assesses impairment based on expected credit loss (ECL) model on the following:  
Financial assets that are measured at amortized cost.



Financial assets measured at fair value through other comprehensive income (FVTOCI)

ECL is measured through a loss allowance on a following basis:-

The 12 month expected credit losses (expected credit losses that result from all possible default events on the financial instruments that are possible within 12 months after the reporting date)

Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognized during the period is recognized as expense/income in the statement of profit and loss.

#### **Financial liabilities and equity instruments:**

##### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

##### **Financial liabilities**

The Company's financial liabilities include loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

##### **Initial Recognition and measurement**

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognized in the Statement of Profit and Loss or in the "Expenditure



Attributable to Construction" if another standard permits inclusion of such cost in the carrying amount of an asset over the period of the borrowings using the effective rate of interest.

#### **Subsequent measurement**

Subsequent measurement of financial liabilities depends upon the classification as described below:-

#### **Financial Liabilities classified at Amortized Cost:**

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the Effective Interest Rate. Interest expense that is not capitalized as part of cost of assets is included as Finance costs in the Statement of Profit and Loss.

#### **Financial Liabilities at Fair value through profit and loss (FVTPL)**

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.

#### **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged/cancelled/expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

#### **Offsetting of financial instruments**

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

### **7. Transactions in Foreign Currency**

#### **(a) Initial recognition:**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

#### **(b) Measurement of foreign currency items at the Balance Sheet date:**

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

**(c) Forward exchange contracts:**

The Company had not entered into any forward exchange contracts to hedge against its foreign currency exposures relating to the underlying transactions and firm commitments. The Company had not entered into any derivative instruments for trading or speculative purposes.

**8. Trade receivables**

Trade receivables are amounts due from customers for goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at fair value (at carrying value) and subsequently measured at amortised cost using the effective interest method, less provision for impairment if require.

**9. Employee Benefits****A. Short Term Employee Benefits:**

All employee benefits payable wholly within twelvemonths of rendering the service are classified as short-term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

**B. Post-employment benefits:**

## 1) Defined contribution plans:

Defined contribution plans are employee state insurance scheme and Government administered pension fund scheme for all applicable employees and superannuation scheme for eligible employees. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

## 2) Defined benefit plans

Provident fund scheme

The Company makes specified monthly contributions towards Employee Provident Fund scheme, for the eligible employees.

Gratuity scheme

The Company has created provision for gratuity based on the report issued by Actuaries.

**10. Research and Development**

Research and Development expenditure of a revenue nature is expensed out under the respective heads of account in the year in which it is incurred. Fixed assets utilized for research and development are capitalized and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

**11. Provision for Taxation**

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each Balance Sheet date to reassess realization.

**12. Provisions and Contingencies**

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

**13. Earnings per Share**

The Basic and Diluted Earnings per Share ("EPS") is computed by dividing the profit after tax for the year by weighted average number of equity shares outstanding during the year.

**14. Borrowing Cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

**15. Cash and Cash Equivalents**

Cash and cash equivalents include cash and cheques in hand, bank balances, demand deposits with banks and other short-term highly liquid investments where the original maturity is three months or less.

**16. Government Grants and Subsidies**

The Company is not entitled to any subsidy from government authorities in respect of manufacturing units located in specified regions: Grants in the nature of subsidy which are nonrefundable are credited to the Statement of Profit and Loss, on accrual basis, where there is reasonable assurance that the Company will comply with all the necessary conditions attached to them. Grants in the nature of subsidy which are refundable are shown as Liabilities in the Balance Sheet.



## 17. Measurement of EBITDA

The Company has opted to present earnings before interest(finance cost), tax, depreciation and amortization (EBITDA) as a separate line item on the face of the Statement of Profit and Loss for the year. The Company measures EBITDA on the basis of profit/ (loss) from continuing operations.

## 18. Segment Reporting

### i. Business Segment

- 1) The business segment has been considered as the primary segment.
- 2) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- 3) The Company's primary business comprises of manufacturing of knitted garments and trading of fabrics and since it is the only reportable segment as envisaged in Accounting Standard 17. 'Segment Reporting'. Accordingly, no separate disclosure for Segment Reporting to be made in the Consolidated financial statements of the Company.

### ii. Geographical Segment

A geographical segment is a distinguishable component of an enterprise that is engaged in providing products or services within a particular economic environment and that is subject to risks and returns that are different from those of components operating in other economic environments. The company provides products or services only through single establishment. Accordingly, no separate disclosure for Segment Reporting to be made in the Consolidated financial statements of the Company.

## 19. Details of Shareholders holding more than 5% equity shares in the Company

Name of the share holders	As on March 31, 2023		As on March 31, 2022	
	Number of Equity Shares	Percentage of holding	Number of Equity Shares	Percentage of holding
Prem Dinanath Aggarwal	37,594,596	37.00	37,143,300	37.00
Shikha Aggarwal	12,312,043	12.13	12,180,000	12.13
<b>Total</b>	<b>49,906,639</b>	<b>49.72</b>	<b>49,323,300</b>	<b>49.13</b>

20. Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2022-23, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act.

(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act) Principal amount due to micro and small enterprise Rs. Nil (PY Nil)/- and Interest due on above- Nil (During 2021-22 Nil)

(ii) Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along-with the amount of the payment made to the supplier beyond the appointed day during the period Nil (During 2021-22 Nil)



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2022-23**

(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006 Nil (During 2021-22 Nil)

(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year Nil (During 2021-22 Nil)

(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises Nil (During 2021-22 Nil)

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

24. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification





## Form No. MGT 11 PROXY FORM

Annual Report  
2022-23

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Garment Mantra Lifestyle Limited

CIN: L18101TZ2011PLC017586

Registered Office: No.15, Murthy's Plaza, Karia Gounder Street, Khaderpet, Tirupur – 641 601.

●E-mail: [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in)●Website: [www.garmentmantra.com](http://www.garmentmantra.com)

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: .....

DP ID: .....

I/We, being the member (s) of.....  
shares of the above-named company, hereby appoint.

1. Name: .....E-mail Id: .....

Address: .....

Signature ..... or failing him

2. Name: .....E-mail Id:.....

Address: .....

Signature .....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
12<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on Saturday, the 23<sup>rd</sup> of  
September, 2023 at 11:30 a.m. at Swaad Mantra Hotels and Restaurants, No.8, College  
Road, Tirupur – 641 602 and at any adjournment thereof in respect of such resolutions as  
are indicated below:

S. No	Resolution Item
1	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) as at 31 <sup>st</sup> March 2023 together with the Directors' Report and Auditors' Report thereon.
2	To appoint a Director in the place of Mrs. Shikha Aggarwal Prem, (DIN: 03373965), who retires by rotation and, being eligible offers herself for reappointment.
3	To ratify the remuneration payable to cost auditor of the company for the year 2023-24
4	To obtain Omnibus Approval for Related Party Transactions.



**Affix  
Revenue  
Stamp**

Signed this ..... day of 2023

Signature of member ..... Signature of Proxy holder(s)  
.....

**Note:** *This form of proxy in order to be effective should be duly completed and deposited at Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*



**Garment Mantra Lifestyle Limited**

**CIN: L18101TZ2011PLC017586**

**Registered Office: No.15, Murthy's Plaza, Karia Gounder Street, Khaderpet, Tirupur –  
641 601**

● E-mail: [companysecretary@junctionfabrics.in](mailto:companysecretary@junctionfabrics.in) ● Website: [www.garmentmantra.com](http://www.garmentmantra.com)

**ADMISSION SLIP**

Serial No.	
Folio No./Client ID/ DP Id	
Name of the sole/ first member(s)	
Registered Address	
Name(s) of joint member(s), if any	
No. of shares held	

I certify that I am/ we am/ are Member(s) / Proxy for the Member(s) of the company. Please (v) in the box

Member  Proxy

I/ We hereby record my/ our presence at the 12<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on Saturday, the 23<sup>rd</sup> of September, 2023 at 11:30 a.m at Swaad Mantra Hotels and Restaurants, No.8, College Road, Tirupur – 641 602.

**Name of the Proxy in Block Letters**

**Signature of Member / Proxy attending**

**NOTES:**

- i) Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Admission Slip which should be signed and deposited before entry into the venue.
- ii) Duplicate Admission Slip will not be issued at the venue.

**ELECTRONIC VOTING**

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the AGM, in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please see Notes in the Notice convening the AGM for the procedure with respect to e-voting.

**EVSNO: 119**

**FORM NO: 12 POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration Rules, 2014)

CIN	<b>L18101TZ2011PLC017586</b>		
Name of the Company	Garment Mantra Lifestyle Limited		
Registered Office	No.15, Murthy's Plaza, Karia Gounder Street, Khaderpet, Tirupur – 641 601		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client ID	DP ID		
Number of Equity shares held			

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said Resolution in the following manner:

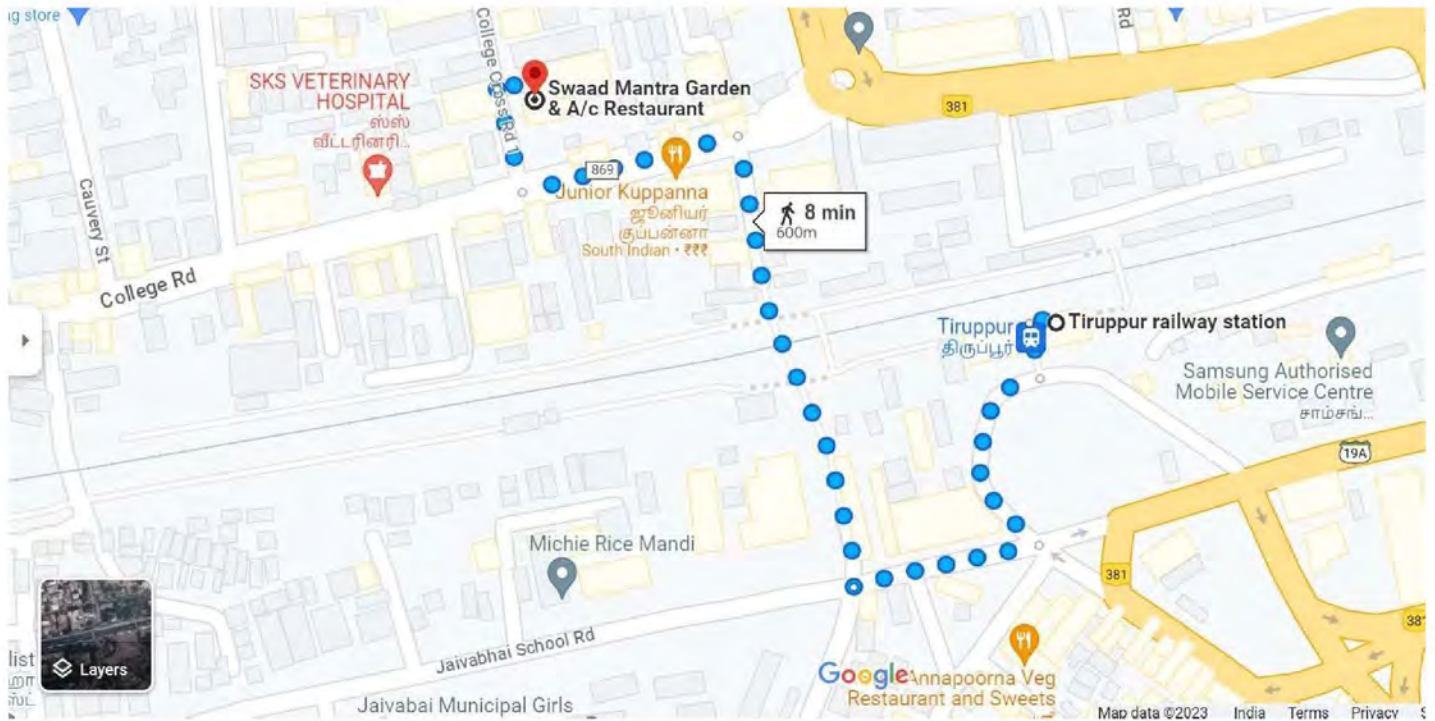
Resolution Number	Description	Optional ( v )	
		For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) as at 31 <sup>st</sup> March 2023 together with the Directors' Report and Auditors' Report thereon.		
2	To appoint a Director in the place of Mrs. Shikha Aggarwal Prem, (DIN: 03373965), who retires by rotation and, being eligible offers herself for reappointment.		
<b>Special Business</b>			
3	To ratify the remuneration payable to cost auditor of the company for the year 2023-24		
4	To obtain Omnibus Approval for Related Party Transactions		

Place:

Date:

**(Signature of the Shareholder)**

**ROUTE MAP TO AGM:**



**VENUE OF THE MEETING**

**Swaad Mantra Hotels and Restaurants  
No.8, College Road, Tirupur – 641 602**