



SSML/SE/2022-2023

28<sup>th</sup> June, 2022

To

BSE Limited, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, BKC, Bandra (East), Mumbai – 400 051
<b>Scrip Code: 503811</b>	<b>Company Symbol: SIYSIL</b>

**Sub: Submission of Integrated Annual Report for the Financial Year 2021-22 including Notice of the 44<sup>th</sup> Annual General Meeting.**

As required under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Integrated Annual Report of the Company for the Financial Year 2021-22 along with the Notice convening the 44<sup>th</sup> Annual General Meeting of the Company scheduled to be held on 23<sup>rd</sup> July, 2022 at 11:00 a.m. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

The Annual Report including Notice is uploaded on the Company's Website and can be accessed at [www.siyaram.com](http://www.siyaram.com)

We request you to kindly take on record and oblige.

Thanking you,

Yours faithfully,  
For Siyaram Silk Mills Limited

William Fernandes  
Company Secretary

Enclosed: a\ a

Cc: To,

<b>Central Depository Services (India) Ltd.</b> 25 <sup>th</sup> Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 13.	<b>National Securities Depository Ltd.</b> Trade World, 4 <sup>th</sup> Floor Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-13	<b>TSR Consultants Private Ltd</b> 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E Moses Road, Mahalaxmi, Mumbai-11
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Corporate office: B - 5, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 (India)

Phone : 3040 0500, Fax: 3040 0599 Email: [william.fernandes@siyaram.com](mailto:william.fernandes@siyaram.com)

Internet: [www.siyaram.com](http://www.siyaram.com) CIN : L17116MH1978PLC020451

Registered Office: H – 3/2, MIDC, A – Road, Tarapur, Boisar, Palghar – 401 506 (Mah.)

**SIYARAM SILK MILLS LIMITED**

CIN: L17116MH1978PLC020451

Regd. Off.: H-3/2, MIDC, A - Road, Tarapur, Boisar, Dist: Palghar- 401 506, Maharashtra. Tel.: 7506794051  
Corp. Off. : B-5, Trade World, 5th Floor, Kamala City, Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel (W), Mumbai – 400 013.

Website: www.siyaram.com Email: sharedept@siyaram.com

**NOTICE**

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **Siyaram Silk Mills Limited (“Company”)** will be held on Saturday, 23<sup>rd</sup> July, 2022 at 11.00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To confirm Interim Dividends paid on Equity Shares and declare Final Dividend of Rs.3.20 per share (160%) on Equity Shares of the Company for the Financial Year ended 31<sup>st</sup> March, 2022.
3. To appoint a Director in place of Shri. Ramesh D. Poddar (DIN:00090104), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as amended from time to time, M/s. Jayantilal Thakkar & Co., Chartered Accountants (FRN 104133W), be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. D S M R & CO (formerly known as Songira & Associates) Chartered Accountants (FRN 128085W), to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 49th AGM of the Company to be held in the year 2027, on such remuneration as may be fixed by the Board of Directors of the Company, in consultation with the Statutory Auditors.”

**SPECIAL BUSINESS:**

5. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**  
“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, framed thereunder, as amended from time to time and subject to such other permissions as may be necessary, M/s. Bhuta & Associates, Cost Accountants (FRN 100817), who were appointed as the Cost Auditors by the Board of Directors

of the Company to conduct audit of the cost records, be paid remuneration for the Financial Year ending 31<sup>st</sup> March, 2023, of Rs.5,50,000/- (Rupees Five Lakhs Fifty Thousand Only) plus applicable tax, reimbursement of travelling and other out-of-pocket expenses incurred by them in connection with the said Audit.”

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other applicable approvals, permissions and sanctions, as may be required, if any, consent of the Company be and is hereby accorded for the re-appointment of Shri. Gaurav P. Poddar (DIN 03230539) as President and Executive Director of the Company, for a further period of 5 (five) years from 1<sup>st</sup> August, 2022 to 31<sup>st</sup> July, 2027 on the terms, conditions and remuneration as set out below:-

1. **Salary:**

Basic Salary: Rs.14,00,000/- per month

2. **Commission:**

Commission as may be decided by the Board of Directors of the Company, subject to overall ceiling stipulated under the provisions of the Act.

3. **Perquisites:**

In addition to the salary and commission, the following perquisites shall also be allowed:

- a) **Housing:**

The Company shall provide fully furnished residential accommodation along with all amenities, facilities and utilities. In case no accommodation is provided, he shall be entitled for house rent allowance to the extent of 60% of the basic salary.

- b) **Medical Reimbursement:**

Reimbursement of medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and the attendant will also be paid by the Company.

- c) **Leave Travel Concession:**

Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of self and family, whether in India or abroad.

- d) **Club Membership Fees:**  
Fees of Clubs including admission and life membership.
- e) **Personal Accident Insurance:**  
The actual premium paid.
- f) **Provident Fund, Superannuation Fund and Annuity Fund:**  
Contribution to Provident Fund, Superannuation Fund and Annuity Fund shall be payable as per the rules of the Company.
- g) **Gratuity:**  
Gratuity shall be payable at half month's salary for each completed year of service.
- h) **Leave and encashment of Leave:**  
The President and Executive Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave as per rules of the Company.
- i) **Use of Car with driver:**  
The Company shall provide fully maintained car with driver.
- j) **Free telephone, facsimile and other communication facilities:**  
The Company shall provide free telephone, facsimile and other communication facilities at the appointee's residence.  
For the purpose of perquisites, family shall mean the spouse, dependent children and dependent parents of the appointee.

#### 4. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the President and Executive Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Schedule V of the Act (including any statutory modification or re-enactment thereof) as minimum remuneration.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6) (e)(ii) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) or modification(s) or re-enactment(s) thereof), approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Shri. Gaurav P. Poddar, President and Executive Director together with all the other Promoter Whole Time Directors in excess of 5% of the Net Profit but upto 10% of the Net Profit of the Company for each year calculated as per the provisions of section 198 and other applicable provisions of the Act during the term of his re-appointment upto year ending 31<sup>st</sup> March, 2028.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) be and is hereby authorized to alter and vary the terms and conditions of re-appointment and/ or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V and other applicable provisions, if any, of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, expedient and proper to give effect to the above Resolution."

- 7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other applicable approvals, permissions and sanctions, as may be required, if any, consent of the Company be and is hereby accorded for the re-appointment of Shri. Ramesh D. Poddar (DIN 00090104) as Chairman and Managing Director of the Company, for a further period of 5 (five) years from 1<sup>st</sup> November, 2022 to 31<sup>st</sup> October, 2027 on the terms, conditions and remuneration as set out below:-

- 1. **Salary:**  
Basic Salary: Rs.16,00,000/- per month
- 2. **Commission:**  
Commission as may be decided by the Board of Directors of the Company, subject to overall ceiling stipulated under the provisions of the Act.
- 3. **Perquisites:**  
In addition to the salary and commission, the following perquisites shall also be allowed:
  - a) **Housing:**  
The Company shall provide fully furnished residential accommodation along with all amenities, facilities and utilities. In case no accommodation is provided, he shall be entitled for house rent allowance to the extent of 60% of the basic salary.
  - b) **Medical Reimbursement:**  
Reimbursement of medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and the attendant will also be paid by the Company.
  - c) **Leave Travel Concession:**  
Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of self and family, whether in India or abroad.
  - d) **Club Membership Fees:**  
Fees of Clubs including admission and life membership.
  - e) **Personal Accident Insurance:**  
The actual premium paid.
  - f) **Provident Fund, Superannuation Fund and Annuity Fund:**  
Contribution to Provident Fund, Superannuation Fund and Annuity Fund shall be payable as per the rules of the Company.

**g) Gratuity:**

Gratuity shall be payable at half month's salary for each completed year of service.

**h) Leave and encashment of Leave:**

The Chairman and Managing Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave as per rules of the Company.

**i) Use of Car with driver:**

The Company shall provide fully maintained car with driver.

**j) Free telephone, facsimile and other communication facilities:**

The Company shall provide free telephone, facsimile and other communication facilities at the appointees' residence.

For the purpose of perquisites, family shall mean the spouse, dependent children and dependent parents of the appointee.

**4. Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the Chairman and Managing Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Schedule V of the Act (including any statutory modification or re-enactment thereof) as minimum remuneration.

**RESOLVED FURTHER THAT** pursuant to section 196(3) read with Schedule V and other applicable provisions of the Act and the Rules framed thereunder consent of the Members of the Company be and is hereby accorded for continuation of holding of office of Chairman and Managing Director by Shri. Ramesh D. Poddar upon attaining the age of 70 years on 8<sup>th</sup> November, 2022 on the terms, conditions and remuneration as contained hereinabove.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6) (e)(ii) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) or modification(s) or re-enactment(s) thereof), approval of the Members of the Company be and is hereby accorded for the payment of remuneration to Shri. Ramesh D. Poddar, Chairman and Managing Director together with all the other Promoter Whole Time Directors in excess of 5% of the Net Profit but upto 10% of the Net Profit of the Company for each year calculated as per the provisions of section 198 and other applicable provisions of the Act during the term of his re-appointment upto year ending 31<sup>st</sup> March, 2028.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) be and is hereby authorized to alter and vary the terms and conditions of re-appointment and/ or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V and other applicable provisions, if any, of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, expedient and proper to give effect to the above Resolution."

**8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other applicable approvals, permissions and sanctions, as may be required, if any, consent of the Company be and is hereby accorded for the re-appointment of Shri. Shrikishan D. Poddar (DIN 00160323) as Executive Director of the Company, for a further period of 5 (five) years from 1<sup>st</sup> November, 2022 to 31<sup>st</sup> October, 2027 on the terms, conditions and remuneration as set out below:-

**1. Salary:**

Basic Salary : Rs.15,00,000/- per month

**2. Commission:**

Commission as may be decided by the Board of Directors of the Company, subject to overall ceiling stipulated under the provisions of the Act.

**3. Perquisites:**

In addition to the salary and commission, the following perquisites shall also be allowed:

**a) Housing:**

The Company shall provide fully furnished residential accommodation along with all amenities, facilities and utilities. In case no accommodation is provided he shall be entitled for house rent allowance to the extent of 60% of the basic salary.

**b) Medical Reimbursement:**

Reimbursement of medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges and premium for medical insurance incurred for self and family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for the patient and the attendant will also be paid by the Company.

**c) Leave Travel Concession:**

Reimbursement of actual travelling expenses for proceeding on leave once in a year in respect of self and family, whether in India or abroad.

**d) Club Membership Fees:**

Fees of Clubs including admission and life membership.

**e) Personal Accident Insurance:**

The actual premium paid.

**f) Provident Fund, Superannuation Fund and Annuity Fund:**

Contribution to Provident Fund, Superannuation Fund and Annuity Fund shall be payable as per the rules of the Company.

**g) Gratuity:**

Gratuity shall be payable at half month's salary for each completed year of service.

**h) Leave and encashment of Leave:**

The Executive Director shall be entitled to leave with full pay as per the rules of the Company and will be entitled to encash the accumulated leave as per rules of the Company.

**i) Use of Car with driver:**

The Company shall provide fully maintained car with driver.

**j) Free telephone, facsimile and other communication facilities:**

The Company shall provide free telephone, facsimile and other communication facilities at the appointees' residence.

For the purpose of perquisites, family shall mean the spouse, dependent children and dependent parents of the appointee.

**4. Minimum Remuneration:**

In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the Executive Director shall be paid remuneration by way of salary, perquisites, allowance and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Schedule V of the Act (including any statutory modification or re-enactment thereof) as minimum remuneration.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(6) (e)(ii) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) or modification(s) or re-enactment(s) thereof), approval of the members of the Company be and is hereby accorded for the payment of remuneration to Shri. Shrikishan D. Poddar, Executive Director together with all the other Promoter Whole Time Directors in excess of 5% of the Net Profit but upto 10% of the Net Profit of the Company for each year calculated as per the provisions of section 198 and other applicable provisions of the Act during the term of his re-appointment upto year ending 31<sup>st</sup> March, 2028.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) be and is hereby authorized to alter and vary the terms and conditions of re-appointment and/ or remuneration, subject to the same not exceeding the limits specified under section 197, read with Schedule V and other applicable provisions, if any, of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, expedient and proper to give effect to the above Resolution."

**9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and relevant Rules framed thereunder or any amendment or re-enactment thereof, if any and subject to such approvals, permissions and sanctions of appropriate authorities as may be required, consent of the Company be and is hereby accorded for the payment of remuneration to one or more of the Non-Executive Directors of the Company (other than the Managing Director and Whole-time Directors) for a period of 5 (five) years, commencing 1st April, 2022, of a sum not exceeding 1% of the net profits of the Company for each of the said financial years, calculated in accordance with the provisions of section 198 and other applicable provisions of the Act, in addition to the fee payable to them for attending the meetings of the Board of Directors or any Committee(s) thereof or reimbursement of expenses, if any, to be paid and distributed amongst the Non-Executive Directors as aforesaid in such amounts or proportions and in such manner as the Board of Directors may, from time to time, determine and in default of such determination, equally.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company ("the Board") which term shall be deemed to include any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without it being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

By Order of the Board  
For Siyaram Silk Mills Limited

Place: Mumbai  
Date: 7<sup>th</sup> May, 2022.

(William Fernandes)  
Company Secretary

**NOTES:**

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and Circular No.20/2020 dated 5<sup>th</sup> May, 2020, and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/2020/79 dated 12<sup>th</sup> May, 2020 and other related circulars issued from time to time (the said Circulars) had permitted the sending of the Notice of Annual General Meeting (AGM) along with the Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories as well as conducting the AGM through VC/OAVM.

MCA by Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 has extended the above exemptions till 31<sup>st</sup> December, 2022 and accordingly in compliance with applicable provisions of the Companies Act, 2013 ("the Act") and the said Circulars (a) Notice of 44<sup>th</sup> AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. (b) 44<sup>th</sup> AGM of the Members will be held through VC/OAVM.

2. As the Members can attend and participate in the AGM through VC/OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM and hence the Proxy Form, Attendance Slip and Road Map are not annexed to this Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Explanatory Statement, as required by section 102(1) of the Act in respect of special business mentioned in the Notice is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 5<sup>th</sup> July, 2022 to Thursday, 7<sup>th</sup> July, 2022 (both days inclusive) for the purpose of the AGM and payment of Dividend.
6. Dividend, if declared at the AGM will be paid on or after 27<sup>th</sup> July, 2022, in respect of shares held in physical form to those Members whose names appear in the Register of Members of the Company as on close of business hours on 4<sup>th</sup> July, 2022 and in respect of shares held in electronic form to those 'Deemed Members' whose names appear in the statement of beneficial ownership furnished by the National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd.(CDSL) as on that date.

7. Members seeking any information with regard to the accounts or on any item of business to be transacted at the AGM are requested to write to the Company on or before 16<sup>th</sup> July, 2022 through email on [sharedept@siyaram.com](mailto:sharedept@siyaram.com). The same will be replied by the Company suitably.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/ Company.

9. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, NECS mandates, nomination, power of attorney, change of address, etc., to their Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the Members.

Members holding shares in physical form are requested to intimate all changes with respect to their bank details, change of address, etc. to the Company's Registrar and Share Transfer Agent.

10. Members who have not registered their e-mail address, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their email addresses by sending their details to the Registrar and Share Transfer Agents, TSR Consultants Private Limited ("TCPL") for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.

11. Members may note that pursuant to Finance Act 2020, dividend income is now taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / TCPL (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by sending an email to RTA's email ID [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e.

No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to RTA's email ID [csg-unit@tcplindia.co.in](mailto:csg-unit@tcplindia.co.in).

12. In terms of provisions of section 125 of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred shares in respect of which dividend has not been paid or claimed continuously for seven preceding years to the Investor Education and Protection Fund (IEPF) Authority after following the due procedure. Details of the aforesaid shares are available on the website of the Company. The aforesaid Rules also prescribe the procedure for claiming back the said shares from IEPF Authority.

The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration, is required to be transferred to the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the financial year 2013-14 to the IEPF Authority. Members who have not encashed their dividend warrants for the financial year 2014-15 and onwards are requested to make their claims to the Company immediately. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html>.

Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below: -

Financial year ended	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEP Fund
31/03/2015	18/07/2015	23/08/2022	22/09/2022
31/03/2016	09/03/2016-Interim	14/04/2023	13/05/2023
31/03/2017	09/09/2017	15/10/2024	14/11/2024
31/03/2018	27/11/2017-Interim	02/01/2025	01/02/2025
31/03/2018	14/08/2018	19/09/2025	18/10/2025
31/03/2019	13/11/2018- Interim	19/12/2025	18/01/2026
31/03/2019	25/07/2019	30/08/2026	29/09/2026
31/03/2020	19/10/2019- Interim	24/11/2026	23/12/2026
31/03/2020	07/03/2020- Interim	12/04/2027	11/05/2027
31/03/2021	31/07/2021-Final Dividend	16/09/2028	15/10/2028
31/03/2022	26/10/2021-1st Interim Dividend	01/12/2028	31/12/2028
31/03/2022	29/01/2022-2nd Interim Dividend	07/03/2029	06/04/2029

13. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received

for transmission and transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, TCPL for assistance in this regard.

14. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 44<sup>th</sup> AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's Website [www.siyaram.com](http://www.siyaram.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
15. The business as set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means through NSDL. Instructions and other information relating to remote e-voting are given under Note No.18.
16. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
17. Pursuant to the provisions of section 108 of the Act read with the Rules framed thereunder and regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically i.e. using an electronic voting system from a place other than venue of the AGM (remote e-voting), through the e-voting services provided by National Securities Depository Limited (NSDL), on all the Resolutions set forth in this Notice. Members who have cast their votes by remote e-voting prior to the AGM may attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their votes again at the AGM.
18. Instructions for remote e-voting and joining the AGM are as follows:

The remote e-voting period commences on Tuesday, 19<sup>th</sup> July, 2022 (9.00 a.m. IST) and ends on Friday, 22<sup>nd</sup> July, 2022 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 16<sup>th</sup> July, 2022 i.e. cut off date, may cast their vote electronically. The voting right of the Members shall be in proportion to their share in the paid-up capital of the Company as on the cut-off date i.e. 16<sup>th</sup> July, 2022.

The details of the process and manner for remote e-voting are explained herein below: -

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

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



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

**A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>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>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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



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

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

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

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

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

**4. Your User ID details are given below:-**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

**5. Your password details are given below:-**

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered with the Company/Depository, please follow the instructions mentioned below in **process for those shareholders whose email ids are not registered**, in this notice.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:-**

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

- (i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (ii) After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

- (iii) Select "EVEN" of the Company which is 120109 to cast your vote during the remote e-voting period and for casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting."
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (vi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the Resolution, you will not be allowed to modify your vote.

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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [naithanipcs@gmail.com](mailto:naithanipcs@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [sharedept@siyaram.com](mailto:sharedept@siyaram.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [sharedept@siyaram.com](mailto:sharedept@siyaram.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/member may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms with SEBI circular dated 9<sup>th</sup> December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.

Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at [sharedept@siyaram.com](mailto:sharedept@siyaram.com) from 10<sup>th</sup> July, 2022 (9.00 a.m. IST) to 16<sup>th</sup> July, 2022 (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### Other Instructions

- i. The remote e-voting period commences on Tuesday, 19<sup>th</sup> July, 2022 (9.00 a.m. IST) and ends on Friday, 22<sup>nd</sup> July, 2022 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 16<sup>th</sup> July, 2022 i.e. cut off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
  - ii. The voting rights of Members shall be in proportion to their shares on the paid up equity share capital of the Company as on 16<sup>th</sup> July, 2022 i.e. cut off date.
  - iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
  - iv. Shri. Prasen Naithani, Practising Company Secretary (Membership No. FCS 3830) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - v. The Scrutinizer shall, after conclusion of voting at the AGM, 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 make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or person authorized by him who shall countersign the same and declare the results of the voting forthwith.
- vi. The Results will be declared within 48 hours of conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.siyaram.com](http://www.siyaram.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
19. Appointment / Re-appointment of Directors:  
At the ensuing Annual General Meeting, Shri. Ramesh D. Poddar, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment. Resolution for his re-appointment is proposed for approval of the Members at item no. 3 of the Notice of the AGM. Resolution for re-appointment of Shri. Gaurav P. Poddar as President and Executive Director, Shri. Ramesh D. Poddar, as Chairman and Managing Director and Shri. Shrikishan D. Poddar as Executive Director of the Company is proposed at item no. 6, 7 and 8 of the Notice of the AGM for approval of the Members.

#### ANNEXURE TO THE NOTICE

#### Explanatory statement pursuant to section 102 of the Companies Act, 2013 ("Act") in respect of special business.

##### Item No. 4.

The Members at the 39<sup>th</sup> Annual General Meeting (AGM) held on 9<sup>th</sup> September, 2017 had approved appointment of M/s. D S M R & CO (formerly known as Songira & Associates) Chartered Accountants (FRN 128085W) as Statutory Auditors of the Company to hold office from the conclusion of the 39<sup>th</sup> AGM till the conclusion of the 44<sup>th</sup> AGM . The term of office of the Statutory Auditors, M/s. D S M R & CO, Chartered Accountants, expires at the conclusion of the 44<sup>th</sup> AGM and would hence be retiring. However, M/s. D S M R & CO, Chartered Accountants, have conveyed their intention not to seek re-appointment as Statutory Auditors of the Company on conclusion of their present term.

Based on the recommendation of the Audit Committee, the Board of Directors at its Meeting held on 7<sup>th</sup> May, 2022 had approved appointment of M/s. Jayantilal Thakkar & Co., Chartered Accountants (FRN 104133W), as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the 44<sup>th</sup> AGM till the conclusion of the 49<sup>th</sup> AGM, in place of retiring Auditors, M/s. D S M R & CO, Chartered Accountants, subject to the approval of the Members of the Company in the ensuing AGM.

After considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, etc., M/s. Jayantilal Thakkar & Co., have been

recommended for appointment as Statutory Auditors of the Company.

M/s. Jayantilal Thakkar & Co., is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") founded in 1933 and is engaged in Taxation and Audit, Consultancy & Advisory Services relating to Foreign Exchange Management Act (FEMA) and International Taxation to its clients.

The terms of appointment of M/s. Jayantilal Thakkar & Co., covers statutory audit of standalone financial statements and consolidated financial statements in accordance with the Act, financial results in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other verification and certification requirements as per various regulatory guidelines.

Pursuant to Section 139 of the Act and the Rules framed thereunder, the Company has received written consent from M/s. Jayantilal Thakkar & Co., and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the Listing Regulations, M/s. Jayantilal Thakkar & Co., have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The audit fee payable to M/s. Jayantilal Thakkar & Co., Chartered Accountants, shall be as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested financially or otherwise in the Resolution at item no.4 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item no.4 of the Notice for approval by the Members.

#### **Item No. 5.**

In accordance with the provisions of section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014 ("Rules"), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On recommendation of the Audit Committee, the Board at its meeting held on 7<sup>th</sup> May, 2022 had approved the appointment of M/s. Bhuta & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2022-23 at a remuneration of Rs.5,50,000/- plus goods and service tax and reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is to be ratified by the Members in accordance with the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the Resolution at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item no.5 of the Notice for approval by the Members.

#### **Item No. 6.**

Keeping in view the experience of Shri. Gaurav P. Poddar, especially in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and

responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 7<sup>th</sup> May, 2022 approved the re-appointment of Shri. Gaurav P. Poddar as President and Executive Director for a further period of 5 years w.e.f. 1<sup>st</sup> August, 2022 to 31<sup>st</sup> July, 2027, on the terms, conditions and remuneration as mentioned in the Resolution, subject to approval of the Members and other permissions and sanctions as may be applicable, if any.

As per Regulation 17(6)(e)(ii) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s) or modification(s) or re-enactment(s) thereof), approval of the shareholders of the Company by way of a Special Resolution is required for payment of fees or compensation to all Executive Directors who are Promoters or Members of the Promoter Group where the aggregate annual remuneration to all such Directors exceeds 5 per cent of the net profits of the Company. It is further provided that approval under this provision shall be valid only till the expiry of the term of such Director. The Special Resolution at item no.6 covers payment of remuneration to Shri. Gaurav P. Poddar, President and Executive Director along with other Executive Directors who are Promoters or Members of the Promoter Group of the Company in excess of 5 per cent of the net profits of the Company till the expiry of his term of re-appointment i.e. till year ending 31<sup>st</sup> March, 2028.

Shri. Gaurav P. Poddar is the Chairman of the Risk Management Committee of the Company.

A brief resume of Shri Gaurav P. Poddar as required under the Listing Regulations is given in annexure hereto.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Gaurav P. Poddar himself, Shri Ramesh D. Poddar, Shri. Pawan D. Poddar and Shri Shrikishan D. Poddar, being relatives of Shri. Gaurav P. Poddar, are concerned or interested, financially or otherwise in the Resolution at item no.6 of the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri. Gaurav P. Poddar under section 190 of the Act.

The Board recommends the Special Resolution as set out at Item no. 6 of the Notice for approval by the Members.

#### **Item No. 7.**

Keeping in view the vast and rich experience of Shri. Ramesh D. Poddar, especially in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 7<sup>th</sup> May, 2022 approved the re-appointment of Shri. Ramesh D. Poddar as Chairman and Managing Director for a further period of 5 (five) years w.e.f. 1<sup>st</sup> November, 2022 to 31<sup>st</sup> October, 2027, on the terms, conditions and remuneration as mentioned in the Resolution, subject to approval of the Members and other permissions and sanctions as may be applicable, if any.

In terms with section 196(3) of the Act, read with Part -1

of Schedule V, no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Members by way of a Special Resolution. Now, as Shri. Ramesh D. Poddar will turn 70 years on 8<sup>th</sup> November, 2022, during this term of his tenure, Members consent is being sought by way of Special Resolution as proposed at item no. 7 of the notice.

As per Regulation 17(6)(e)(ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s) or modification(s) or re-enactment(s) thereof) approval of the shareholders of the Company by way of a Special Resolution is required for payment of fees or compensation to all Executive Directors who are Promoters or Members of the Promoter Group where the aggregate annual remuneration to all such Directors exceeds 5 per cent of the net profits of the Company. It is further provided that approval under this provision shall be valid only till the expiry of the term of such Director. The Special Resolution at item no.7 covers payment of remuneration to Shri. Ramesh D. Poddar, Chairman and Managing Director along with other Executive Directors who are Promoters or Members of the Promoter Group of the Company in excess of 5 per cent of the net profits of the Company till the expiry of his term of re-appointment i.e. till year ending 31<sup>st</sup> March, 2028.

Shri. Ramesh D. Poddar is the Chairman of the Corporate Social Responsibility Committee, Finance Committee and Allotment Committee. He is also a member of the Stakeholders Relationship Committee and Share Transfer Committee.

A brief resume of Shri Ramesh D. Poddar as required under the Listing Regulations is given in annexure hereto.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Ramesh D. Poddar himself, Shri. Pawan D. Poddar, Shri Shrikishan D. Poddar and Shri. Gaurav P. Poddar, being relatives of Shri. Ramesh D. Poddar, are concerned or interested financially or otherwise in the Resolution at item no.7 of the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri. Ramesh D. Poddar under section 190 of the Act.

The Board recommends the Special Resolution as set out at Item no. 7 of the Notice for approval by the Members.

#### **Item No. 8.**

Keeping in view the vast and rich experience of Shri. Shrikishan D. Poddar, especially in the Textile Industry, his overall performance and contribution to the growth of the Company, his duties and responsibilities, the prevailing managerial remuneration in the industry and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 7<sup>th</sup> May, 2022 approved the re-appointment of Shri. Shrikishan D. Poddar as Executive Director for a further period of 5 years w.e.f. 1<sup>st</sup> November, 2022 to 31<sup>st</sup> October, 2027, on the terms, conditions and remuneration as mentioned in the Resolution, subject to approval of the Members and other permissions and sanctions as may be applicable, if any.

As per Regulation 17(6)(e)(ii) of Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s) or modification(s) or re-enactment(s) thereof) approval of the shareholders of the Company by way of a Special Resolution is required for payment of fees or compensation to all Executive Directors who are Promoters or Members of the Promoter Group where the aggregate annual remuneration to all such Directors exceeds 5 per cent of the net profits of the Company. It is further provided that approval under this provision shall be valid only till the expiry of the term of such Director. The Special Resolution at item no.8 covers payment of remuneration to Shri. Shrikishan D. Poddar, Executive Director along with other Executive Directors who are Promoters or Members of the Promoter Group of the Company in excess of 5 per cent of the net profits of the Company till the expiry of his term of re-appointment i.e. till year ending 31<sup>st</sup> March, 2028.

Shri Shrikishan D. Poddar is a member of the Share Transfer Committee and Finance Committee.

A brief resume of Shri Shrikishan D. Poddar as required under the Listing Regulations is given in annexure hereto.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Shri Shrikishan D. Poddar himself, Shri. Ramesh D. Poddar, Shri. Pawan D. Poddar and Shri. Gaurav P. Poddar, being relatives of Shri. Shrikishan D. Poddar, are concerned or interested financially or otherwise in the Resolution at item no.8 of the Notice.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri. Shrikishan D. Poddar under section 190 of the Act.

The Board recommends the Special Resolution as set out at Item no. 8 of the Notice for approval by the Members.

#### **Item No.9.**

The Members at the 39<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September, 2017 had approved payment of commission of not exceeding 1% of the net profit of the Company for 5 (five) years with effect from 1<sup>st</sup> April, 2017 till 31<sup>st</sup> March, 2022.

The Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as textile technology, finance legal and corporate strategy. The Board is of the view that it is necessary that adequate remuneration be given to the Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Members approval is sought by way of Ordinary Resolution for payment of commission to Non-Executive Directors of the Company of a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of section 198 and other applicable provisions of the Act for further 5(five) years with effect from 1<sup>st</sup> April, 2022.

The Resolution shall remain in force for a period of 5 years but may be renewed from time to time by another Resolution for further periods of not more than 5 years at a time.

The Board has therefore proposed the passing of a Resolution for authorising the payment of remuneration to Non-Executive Directors which shall be in addition to the sitting

fees payable to them for attending meetings of the Board and Committees thereof as mentioned in the Resolution at item no. 9.

The 5(five) Independent Directors of the Company namely Smt. Mangala R. Prabhu, Shri. Sachindra N. Chaturvedi, Shri. Ashok N. Desai, Shri. Deepak R. Shah and Shri. Chetan S. Thakkar being Non-Executive Directors are interested in the Resolution at item no.9 of the Notice.

None of the other Directors or Key Managerial Personnel or their relatives are in any way interested or concerned, financially

or otherwise in this Resolution at item no.9 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 9 of the notice for approval by the Members.

By Order of the Board  
For Siyaram Silk Mills Limited

Place: Mumbai  
Date: 7<sup>th</sup> May, 2022.

(William Fernandes)  
Company Secretary

**Annexure to Item nos. 3, 6, 7 and 8 of the Notice**

Details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting (In pursuance of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of the Director and number of shares held in the Company	Date of Birth	Date of Appointment on the Board	Qualifications	Expertise in specific functional area	List of other Companies (excluding Private Companies) in which Directorships and Committee Chairmanships/ Memberships, if any.	Relationship with other Directors and other Key Managerial Personnel of the Company
Shri. Gaurav P. Poddar (DIN 03230539) 20,42,310 Equity Shares	04/02/1985	01/08/2012	B. Sc., MBA	Industrialist with experience in the Textile Industry.	Directorship None.	Related to Shri.Ramesh D. Poddar, Chairman and Managing Director, Shri. Pawan D. Poddar, Joint Managing Director and Shri. Shrikishan D. Poddar, Executive Director
Shri. Ramesh D. Poddar (DIN 00090104) 18,50,115 Equity Shares	08/11/1952	24/01/1989	B.Sc.	Industrialist with vast experience in the Textile / Rubber Industry	Directorship None.	Related to Shri.Pawan D. Poddar, Joint Managing Director, Shri. Shrikishan D. Poddar, Executive Director and Shri. Gaurav P. Poddar, President and Executive Director
Shri. Shrikishan D. Poddar (DIN 00160323) 17,17,620 Equity Shares	09/08/1963	27/10/1989	B. Com	Industrialist with vast experience in the Textile Industry	Directorship None.	Related to Shri.Ramesh D. Poddar, Chairman and Managing Director, Shri. Pawan D. Poddar, Joint Managing Director and Shri. Gaurav P. Poddar, President and Executive Director

P.S.: For other details such as number of meetings of the Board/Committees attended during the year and remuneration drawn please refer to the Corporate Governance Report which is part of this Annual Report.



**Siyaram's**

**44<sup>th</sup>**

# **Annual Report 2021-22**

**SIYARAM SILK MILLS LIMITED**  
[www.siyaram.com](http://www.siyaram.com)



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Annual Report 2021-22





वक्रतुंड महाकाय सूर्यकोटिसमप्रभ  
निर्विघ्नं कुरु मे देव सर्वकार्येषु सर्वदा

## Corporate Information

### Board of Directors Executive Directors

Ramesh D. Poddar  
*Chairman and Managing Director*

Pawan D. Poddar  
*Joint Managing Director*

Shrikishan D. Poddar  
*Executive Director*

Gaurav P. Poddar  
*President and Executive Director*

Ashok M. Jalan  
*Senior President cum Director*

### Non Executive Directors

Sachindra N. Chaturvedi  
*Independent Director*

Mangala R. Prabhu  
*Independent Director*

Deepak R. Shah  
*Independent Director*

Ashok N. Desai  
*Independent Director*

Chetan S. Thakkar  
*Independent Director*

Surendra S. Shetty  
*Chief Financial Officer*

William V. Fernandes  
*Company Secretary*

### Bankers

Bank of Baroda  
Union Bank of India

### Statutory Auditors

D S M R & CO  
(Formerly known as Songira & Associates)  
*Chartered Accountants*

### Internal Auditors

K. M. Garg & Co.  
*Chartered Accountants*

### Cost Auditors

Bhuta & Associates  
*Cost Accountants*

### Secretarial Auditors

GMJ & Associates  
*Company Secretaries*

### Corporate Office

B-5, Trade World,  
Kamala City,  
Senapati Bapat Marg,  
Lower Parel (W), Mumbai - 400 013.  
Tel. : (91-22) 68330500 / 501

### Registered Office

H-3/2, MIDC, A-Road,  
Tarapur, Boisar,  
Dist. Palghar - 401 506.  
Maharashtra.

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## About Us

# Siyaram Silk Mills Limited



### Who we are

Siyaram Silk Mills Limited is amongst India's most renowned manufacturers and marketers of fabrics, readymade garments, and other textiles products. The Company is famous for its high-quality fabrics and apparel using a variety of blends made from of poly viscose, cotton, wool, linen, bamboo and stretch. In addition, the Company operates and franchises a chain of retail stores, which offer menswear fashion fabrics and apparel, and accessories.



### Validated Business Model

The Company's 'asset-light' business model has given Siyaram the mettle to continuously strengthen its balance sheet over the years and ensure business permanence. It is backed by highly integrated and state-of-the-art manufacturing and retailing capabilities.



### Iconic Brands

Today, the Company benefits from having the longest surviving and resilient serving portfolios of brands within India. The Company sells its products under multiple brands that enjoy high recall value with consumers. They include brand names such as Siyaram , J. Hampstead, Oxemberg, and Cadini.

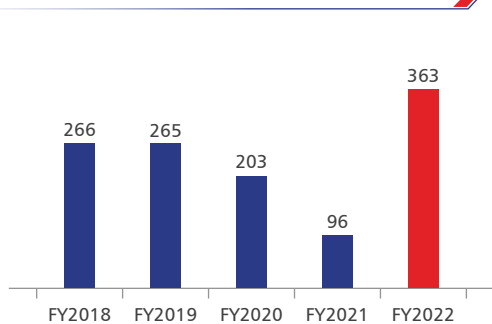


### Extensive Pan India Reach

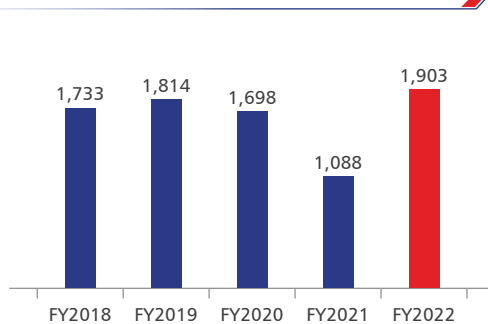
The Company was incorporated in 1978 and is headquartered in Mumbai, India. The Company has an extensive distribution network that permeates India, giving an aspiring yet underserved vast population ready access to high-quality fabrics at attractive price points. This makes Siyaram's brands the preferred choice in India's fast-growing yet untapped market.

## Financial Highlights (based on Standalone Financials)

EBITDA\* (₹ crore)

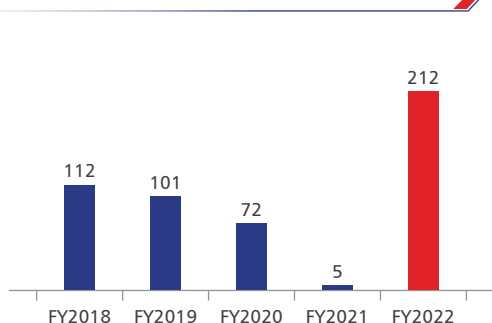


Revenue (₹ crore)

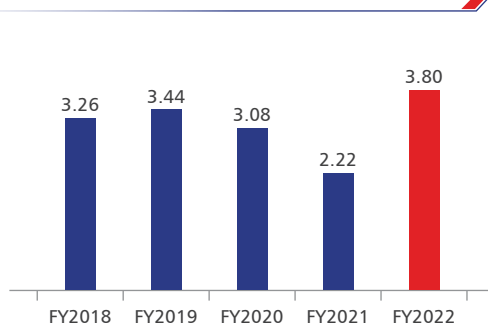


\*Including other income

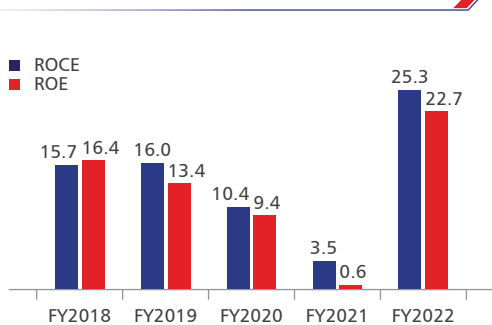
PAT (₹ crore)



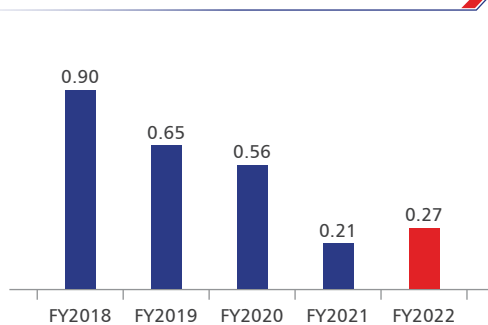
Asset Turnover (x)



ROCE & ROE (%)



Debt Equity (x)



## Message

# Chairman's Message to Shareholders



I am pleased to inform you that your Company delivered record breaking performance in FY2022, mirroring the business trends we were experiencing before Covid struck.

## Dear Shareowners,

FY2022 was a year for the economy to gradually recover from a highly impacted FY2021, with the textile Industry also staging a steady comeback. At Siyaram, we made the best of given conditions and worked extremely hard to revert to pre-covid business levels. Despite the stops and starts of multiple waves and uneven performance through the four quarters, we nevertheless posted respectable full-year numbers across all metrics. This resilient display demonstrated by your Company is the result of our people's perseverance and dedicated efforts. FY2022 showed how unrelenting determination could yield a successful record breaking performance, despite marketplace unpredictability, global volatility in commodities, surging prices for crude, and a challenging logistics environment.

Learning from our experience of FY2021, our response to Covid-19 continued to be uncompromising in FY2022. We complied with all necessary compliances and safety protocols. Strict standard operating procedures were developed, which enabled us to work at near maximum capacity while ensuring employees' safety. In the absence of any readymade blueprint to deal with the Covid scenario, we nevertheless established standards for shutdown protocols, personal screening for people entering our operations, social distancing applications, the use of COVID-19 specific PPEs, and treatment gameplans for confirmed cases. Administering vaccinations to all our employees and their relatives was our top defence in this battle. Thanks to the strong leadership of our Government and the universal

cooperation extended by India's vast population as a whole, the Indian economy staged a steady recovery, with the resumption of pent-up demand witnessed in most sectors. All these factors collectively indicate a better post-Covid era.

## Financial Overview

I am pleased to inform you that your Company delivered an all time high performance in FY2022, mirroring the business trends we were experiencing before Covid struck. We could achieve all time best for our revenues and earnings through further operational efficiency, cost optimisation initiatives, an improved product mix and rationalised marketing initiatives. We posted ₹ 1,903.07 crore in Revenues, up by 75% YoY, to produce ₹ 212.52 crore in Profit after Tax, up by 39x YoY,

for FY2022. Our EBITDA remained healthy at 19% of our Revenue, and higher by 280% YoY, thanks to more efficient marketing strategies and positioning.

During FY2022, both our Fabric and Apparels businesses collectively contributed to reviving business momentum. The Fabric division faced robust growth and a strong demand revival from a compromised FY2021. We introduced various new and fresh designs per market fashion trends and uplifted sentiments. Both Trade and Retail have witnessed an encouraging trend led by higher secondary sales as well as strong retail footfalls in MBO's. At 81% of our total business in FY2022, we experienced higher pent-up demand from Tier II and Tier III cities, in which we focused on capturing further market share from the unorganised market.

Our balance sheet continued to remain strong with relatively low gearing for a business like ours. Our debt as on 31<sup>st</sup> March, 2022 stood at ₹ 253 crore, with a Debt:Equity ratio of 0.27 as on 31<sup>st</sup> March, 2022. We intend to continue to fund our growth plans supported by our strong internal accruals.

## Operational Overview

At Siyaram, customer-centricity is at our core and is followed both in thinking and practice. All our initiatives, strategies, and plans are framed with the ideology of having a satisfied and happy customer. During

FY2022, our team worked rigorously to translate customer feedback into our portfolio. This involved producing high-demand products and launching modern designs that suited the taste and preferences of our customer's wardrobes. We continued to be squarely focused on providing the best clothing experience to the customer.

During FY2022, all our business processes were reviewed to eliminate inefficiencies and improve our overall operational dynamics. Efforts were also made to strengthen the value chain and reduce the time gap between dispatch and delivery. We also strengthened our geographical reach and vast distribution network to penetrate Tier II and Tier III cities.

## ESG driven

Our values, ethics, and governance are always paramount, and profitability is the by-product of it. We are also highly aware of the resources we are consuming and our responsibility toward society in general. As our contribution, we comply with corporate social responsibility, ensure business sustainability, and keep our business ethical and transparent. We have always followed the sustainability approach rather than just focusing on the top line. The Company has committed itself to reducing greenhouse gas emissions through several measures, including changes to our infrastructure and implementing new technologies. We also intend to mitigate the different implications of climate change and other ESG-related factors across our business operations.

## Gratitude

The Company has ensured profitability each year since its incorporation and has always come out strong through various business cycles over multiple decades. FY2022 was no exception. To achieve this result, all our employees coalesced together as one team, and I would like to thank each one of them for their commitment. I would also like to thank the Board members, Lenders and Shareholders for their contribution and dedication to our journey to be a leading value creator in the textiles space. I sincerely appreciate every team member for showing relentless effort during the year.

Sincerely,

**Rameshkumar Poddar**  
*Chairman and Managing Director*

## Management Discussion & Analysis



The Indian Textile and Apparel production market stood at \$ 106 billion as of FY2021, with 70% of demand driven by the domestic market.

**16%** CAGR

Sector growth expected over the next 5 years.

**\$ 106** billion

Indian Textile and Apparel production Market for FY2021.

### Economy Overview

While many indicators pointed to green shoots of recovery after leaving the worst of the COVID-19 pandemic behind, the unexpected all-out war in Eastern Europe towards the end of the financial year has brought tremendous human suffering, massive volatility to prices of crude oil and gas, and great uncertainty to the integrated supply chain affecting most of the commodities and especially metals, plastics and paper for the Company. The Covid-19 pandemic and the resultant national restrictions had already cast their spell on two crucial business periods during the fiscal period. However, the largely



vaccinated population reinforced with booster doses is expected to substantially contain any future impact of health risks.

According to the IMF's World Economic Outlook, April 2022, the economic damage from the Eastern European conflict is expected to contribute to a significant slowdown in global growth in 2022 and add to fuel and food inflation. Global growth is projected to slow from an estimated 6.1% in 2021 to 3.6% in 2022. As with all emerging economies, India, too, has been affected by these external shocks. Companies are continuously faced with challenges in sourcing raw

materials and components due to global supply chain constraints and spiralling commodity costs.

While India's pathway to sustain high single-digit growth has become more complicated, its underlying robust economic fundamentals, dovetailed with governmental thrust on self-sustaining development, are expected to insulate its long-term outlook from the current short-term turbulence.

### Industry Overview and Opportunities

Industry reports suggest that, like many other industries, the textile industry was also adversely impacted by the COVID-19 disruptions over the last two years. Nevertheless, the Indian Textile and Apparel production market stood at \$ 106 billion as of FY2021, with 70% of demand driven by the domestic market. Between FY2019 to FY2021, cotton and cotton yarn exports from India have also been growing handsomely at 34% CAGR, a trend that shows no signs of slowing going forward. Estimates indicate that given India's solid economic and consumption fundamentals, the overall sector can grow by 16% CAGR over the next 5 years. The Indian textile market is gaining its global share of business as buyers from several countries are strategically replacing China as their primary suppliers by adding additional sourcing countries to their outsourcing portfolios. Indian players are ideally suited competitively to capture a good portion of this global shift.

From allowing 100% FDI in the Indian textile sector to launching

various schemes from time to time, the Government of India intends an overall improvement within the Textile Industry. Schemes such as the Indian Technical Textile Mission were launched to hasten the growth of the textile industry for the period 2020-21 to 2023-24. The Production linked Incentive (PLI) Scheme for the textile industry aims to promote the production of higher-value man-made fabrics, garments, and technical textiles. Furthermore, the Government launched the Technology Upgrading Scheme to provide capital subsidies for the better development of the textile industry.

Apart from Central Government initiatives, the various State Governments are also encouraging the companies with multiple schemes, tax waivers, and benefits. The Maharashtra Government, for example, has launched subsidy schemes for the further development and expansion of the textile industry within the State.

Several fundamental and long-term macro drivers and opportunities are influencing the industry's growth and evolution. Due to the Covid-19 interruptions, the shortage of skilled labour, and uncertainty in the raw material supply chain, many less prepared players are finding it challenging to maintain their respective market shares. Only the fittest players with solid balance sheets and agile management have survived through these challenges relatively unscathed. Going forward, these stronger players have the upper hand to further grow their respective market shares within a consolidating industry.



## Management Discussion & Analysis

### Company Overview

Siyaram Silk Mills Limited is amongst India's most renowned fabric and branded readymade garment players. The Company is famous for its high-quality fabrics and apparel using a variety of blends made from poly viscose, cotton, wool, linen, bamboo and stretch. In addition, the Company operates a chain of franchised operated retail shops, which offer menswear, fashion fabrics and apparel, and accessories.

The Company sells its products under multiple brands that enjoy high recall value with consumers. They include brands such as Siyaram, J Hampstead, Oxemberg, and Cadini. The Company's extensive distribution network permeates India, allowing an aspiring yet underserved vast population access to high-quality fabrics and apparel at attractive price points. This makes Siyaram's brands the preferred choice in India's fast-growing yet untapped market. It is backed by highly integrated and state-of-the-art manufacturing and retailing capabilities.

The Company's 'asset-light' business model has given Siyaram the mettle to continuously strengthen its balance sheet over the years and ensure business permanence. The Company was incorporated in 1978 and is headquartered in Mumbai, India.

### Siyaram's Advantage

- 1. Well recognised brand with excellent brand recall value** – “Coming home to Siyaram” is a well-known tagline in all Indian households. Siyaram is a well-established brand closely associated with the Indian landscape with immense brand recall value.
- 2. Low Debt profile** – The Company firmly believes in keeping its debt under control and following the path of organic and sustainable growth. The Company has always been profitable since its inception. It has successfully navigated and come out strong through the past economic cycles that have eliminated many players from the textile industry.
- 3. Excellent track record in a highly competitive market** – The Company is successfully growing organically by following a prudent fiscal management approach, consistently producing sound results, and delivering sustainable value for its various stakeholders. Despite competition from players within the industry, the Company has been able to stand its ground to provide steady and balanced growth consistently.
- 4. Asset light model** – The Company opted to adopt an asset-light model in the manufacturing and distribution front, allowing it to moderate its capital investment and continually improve its ROCE (Return on Capital Employed). For FY2022, the ROCE for the Company stood at 25.3%. This means that for every Rupee invested in capital, the Company generated 25.3 paise in operating income during FY2022.
- 5. Well-Balanced Luxury and Affordable Portfolio** – The Company's product portfolio is a well-balanced mix of affordable and luxury products, appealing to both the mass and the premium consumer segments. Brands such as Siyaram are targeted at the masses, while those such as Cadini and J.Hampstead are targeted at premium customers.

**6. Well-balanced Indian Market Penetration** - The Company's market penetration strategy gives great importance to Tier II and Tier III cities. Establishing a solid presence in inner India is a gainful move, as the Company is able to root itself in a fragmented and under-penetrated market, which is beginning to grow well. The Company is targeting to capture the share from the unorganised players in Tier II and Tier III cities, who cover a considerable percentage of the Indian textile market.

**7. Strong Distribution and Franchise Network** – The Company has a powerful distribution and franchisee network through which it is targeting the sizeable unorganised market of the country.

**8. Growing E-Commerce Channels** – The physical presence of the Company's brands is well established based on mature marketing strategies and a well-proven distribution network. The Company is now steadily strengthening its online platform while better using leading third-party online channels.

**9. Leader in branded Polyviscose** – Siyaram is one of the leading players in Polyviscose within India. While most competitors use cotton as a primary raw material, Siyaram uses Polyviscose as a substitute raw material, which is less expensive and more durable than cotton. This alternative is generally well-received by consumers in the marketplace and insulates the Company from the price volatility of cotton.

**10. Good governance** – Good governance is one of the Company's fundamental principles. Siyaram is a values-based company and believes in working ethically. The Company aims to keep a high level of transparency and accountability at all levels of its operations. It takes pride in being a well-managed and well-governed Company that takes responsibility toward society, Government, the environment, and the stakeholders seriously.

**11. Strong Management and experience in leadership** – Siyaram was incorporated in 1978 as a family-owned business with a professional Management. This Management has decades of experience in the textile sector and running such a business. With a strong lineage and experienced professionals, the Company is flourishing and reaching new heights. Experienced professional and proven leadership ensure the Company's transparency, compliance, and good governance.

The Company is successfully growing organically by following a prudent fiscal management approach, consistently producing sound results, and delivering sustainable value for its various stakeholders.

## Key Strategies in Play

The areas of action and execution that are differentiating the Company from its peers and driving value creation for its stakeholders are:



1. **Building knowledge to enhance the consumer experience:** The Company conducts continuous surveys to understand customer behaviour more accurately and adapt its product portfolio accordingly. The Company believes in innovation and tries to attract customers with new blends and designs. The fashion industry is competitive, and the Company is making all the efforts to be on the top in the customer's preference list.



2. **Marketing:** The Company's traditional marketing strategy received a good response in the domestic market. Its marketing strategy has helped the Company develop a vast network and penetrate the domestic market, especially tier-I and tier-II cities. Now it is targeting the digital space to attract online shoppers.



3. **Redefining the sales strategy:** The Company derisked its sales and collection cycle by changing its sales strategy from consignment sales to net sales. Now the Company books the net sales and there remains no provision for return and replacement of the sold goods. This strategy avoids blockage of working capital, saves management bandwidth and presents a clear picture of the order book.



- 4. Improving the market dynamics:** Siyaram focuses on enhancing the market dynamics by improving the receivable and payables terms and reducing its working capital cycle. The production team has reduced the number of SKUs and concentrated mainly on fast-moving products and the most preferred designs to avoid inventory blockage and dead stock, thus enhancing its receivables and profitability.



- 5. Accelerating Digital Adoption:** Digitalisation is the new norm, and Siyaram is welcoming the in-house digitalisation in the internal day-to-day workings of the Company to improve efficiency. Frequent training programmes are arranged for employees to cope with various digital transformation initiatives.

## Financial Highlights: (based on Standalone Financials)

Profit and Loss Summary	FY2022	FY2021	Inc/Dec*
Revenues	1903.06	1087.51	75%
EBITDA	363.41	95.57	280%
% of Revenue	19	9	1030bps
Profit After Tax	212.52	5.33	3885%
% of Revenue	11	0.4	1067bps

Balance Sheet Summary	FY2022	FY2021	Inc/Dec*
Long Term Debt	78.46	105.38	(26%)
Current Maturities of Long-Term Debt	29.06	35.75	(19%)
Short Term Debt	145.64	19.50	647%

Key Ratios	FY2022	FY2021
Debt Equity Ratio	0.27	0.21
ROCE	25.36%	3.56%
ROE	22.67%	0.69%

\* As FY2021 was an outlier year heavily impacted by the Covid-19 Pandemic, comparisons between FY2022 and FY2021 are not meaningful.

## Finance:

The Company's financial discipline, strong corporate governance, and astute risk management have helped uphold its sturdy Balance Sheet for the Company. Siyaram enjoys solid financial fundamentals with a gearing ratio of 0.27 at the end of FY2022. With relatively low gearing, the Company is financially fit to comfortably service its debts, which the Company's EBIT well covers.

The Company has once again generated strong internal accruals of ₹ 221/- crore, braving out the turbulence of severe cost inflation and covid-affected demand hindrances. As a result, the Company could clock an ROCE of 25.36%;

a Current Ratio of 2.11 and Profit After Tax of 11.17% to Revenue. The solid year-on-year cash-generating capability of the Company ensures that it has sufficient accruals and reserves to support its growth without raising any further long-term debt.

## Capital Expenditure:

The Company has incurred a total capital expenditure of ₹ 83.81 crore. This expenditure was incurred towards installing the Plant and Machinery for manufacturing knitted fabrics, processing and dyeing, and other balancing equipment for woven fabrics. It is being funded through a Term Loan from the bank of ₹ 40 crore under the TUF Scheme

supported by both the State and Central Governments of India and balance through internal accruals.

## Risk and Risk Management

Risks and threats are precursors to corporate crisis situations. Some risks are universal and threaten every Company, while others are relative and depend on an organisation's business or industry. No matter which risks or threats apply to a company, it is essential that they have an up-to-date crisis management plan in place to deal with the crisis when the risk becomes a reality.

### 1. Political and environmental risks:

Siyaram operates in a wide range of markets and is exposed to changing economic, regulatory, social and political developments that may impact consumer demand, disrupt operations and impact profitability. Adverse macroeconomic conditions or country-specific changes to the operating or regulatory environment, natural disasters, global health emergencies or civil unrest may impact the spending habits of key consumer groups and lead to increased operational costs.

### Risk Mitigation:

The Company continually monitors external macroeconomic and regulatory changes and is supported by insights from the treasury and strategy teams into macroeconomic trends.

## Management Discussion & Analysis

### 2. Reputational Risk:

Product Duplicates and Counterfeits constitute a significant concern for textile companies. Textile is one of the most affected industries due to product duplicates and Counterfeits. It causes substantial losses to both buyers and sellers of the original product. Duplicates not only damage the brand value but also hurt the sentiments of the buyer of the original product, who are paying premium prices for authentic products.

#### Risk Mitigation:

Siyaram's brands have a high recall value and a strong customer following. The Company is well known for its brand reputation and takes great effort to protect it. It is continually making efforts to reduce the reputation risk by constantly educating dealers, distributors, and customers about the originality of its products and how to differentiate the original product from duplicates. The Company mitigates the risk of counterfeits through trademark registrations and the use of technology.

### 3. Slow-down in demand/ change in fashion:

The Company's performance also depends upon the demand situation. Any slowdown in demand may lead to a decline in production/ sales and thus impact profitability. Considering the multiple segments in which the Company operates and the challenges of understanding

The Company's financial discipline, strong corporate governance, and astute risk management have helped uphold its sturdy Balance Sheet for the Company.

these markets, the responsibility to understand and cater to the customer's needs is a substantial risk.

#### Risk Mitigation:

The Company has a robust research and development team and is leveraging the same to thrive during these times. The Company constantly interacts with the customers and dealers for customer insights. From time to time survey is done to understand the trend in customer demand and shift in preferences. All the efforts are made to use the customer insights in optimizing the product range and implementing the customer demand shift in our product portfolio.

### Human Resource

Your Company treats its Human Resources as an essential asset and believes in its contribution to the overall growth of your Company. Your Company takes steps, from time to time, to upgrade and enhance the quality of this asset and strives to maintain it in an agile and responsive form. Your Company is

an equal opportunity employer and practices fair employment policies. Your Company is confident that its Human Capital will effectively contribute to the long-term value enhancement of the organization. Your Directors further state that during the year under review, no cases were filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Industrial relations with staff and workers during the year under review continued to be cordial.

### Information Technology

Siyaram Silk Mills Limited uses a sophisticated state-of-art ERP software called SAP. It is integrated software that covers all areas from Purchase, Production, Inventory management, Sales and Accounting processes. Entries posted in SAP are posted seamlessly across relevant modules without duplication of effort.

The system is flexible enough to handle changing business requirements and easily adaptable. It also has a provision to build required checks and controls to ensure the accuracy of data captured and the dissemination of useful information.

## Management Discussion & Analysis

It follows the world's best practices and is updated regularly to cater to changing requirements of statutes and other compliances. The system is also robust enough to ward off the unauthorized entry and has built-in security features to ensure the sanctity of data and information therein.

Siyaram Silk Mills Limited uses this software to cater to its ever-growing business and informational requirement and has implemented relevant best practices. It ensures the sanctity of data with compelling security features like access control, firewalls and user authentication. Trained users access this software, and all the accounting and statutory information related to its business operations are sourced from it.

### CSR and Environment

The Company has worked towards carving out a meaningful, highly effective, and socially impactful Corporate Social Responsibility (CSR) programme with actions on the ground that include:

- Women Empowerment and Education - providing better facilities at Girl's School.
- Healthcare - mask distribution, vaccination to the community, and undertaking medical treatment for critical illness for weaker sections of society.
- Eradicating hunger through meal distribution to underprivileged sections of society.
- Tree Plantation for environment protection.

- Ensuring the healthcare of the underprivileged sector of society.

The Company has also undertaken green energy and greening initiatives that include:

- Installing the Solar Energy project at Silvassa and Daman.
- Planting Trees at various plants located at Tarapur, Amravati, Silvassa and Daman.

### Internal Control

Your Company has an adequate internal financial control system commensurate with the size and complexity of its operations. Necessary checks and controls are in place to ensure that all assets are safeguarded, to detect and prevent errors and frauds and that the transactions are appropriately verified, adequately authorized, correctly recorded and properly reported. The Internal Auditors of the Company conduct Audit of various departments to ensure that internal controls are in place and submit Quarterly Reports to the Audit Committee. The Audit Committee regularly reviews these Reports, and the Company, when needed, takes corrective actions. The Internal Auditors also audit the effectiveness of the Company's internal financial control system. No significant inefficiencies were reported.

### Cautionary Note

Certain information outlined in this report contains "forward-looking information", including "future-oriented financial information" and "financial outlook", under applicable

securities laws (collectively referred to herein as forward-looking statements). Except for statements of historical fact, the information contained herein may constitute some forward-looking statements. Such statements are provided to allow potential investors to understand Management's beliefs and opinions in respect of the future so that they may use such beliefs and opinions as one factor in evaluating an investment.

These statements are not guaranteed future performance, and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause actual performance and financial results in future periods to differ materially from any future performance projections or results expressed or implied by such forward-looking statements.

Although forward-looking statements in this report are based upon what Management of the Company believes are reasonable assumptions, there can be no assurance that forward-looking statements will prove accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or Management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.

# Statutory Reports & Financial Statements



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**DIRECTORS' REPORT:**

To the Members,

Your Directors have pleasure in presenting the 44th Annual Report of the Company along with Audited Financial Statements for the year ended 31st March, 2022.

**1. STANDALONE FINANCIAL RESULTS:** (₹ in Lakhs)

Particulars	2021-22	2020-21
Net Turnover and other Income	1,93,752	1,12,821
Profit before Depreciation, Exceptional Item and Tax	35,066	6,599
Less: Depreciation	5,854	6,076
Profit before Exceptional Item and Tax	29,212	523
Less : Exceptional Item	529	-
Profit before Tax	28,683	523
Less: Tax Expense		
Current Tax	7,545	430
Deferred Tax	(114)	(290)
Income Tax related to earlier year	-	(151)
	7,431	(11)
Profit after Tax	21,252	534
Add/(Less): Other Comprehensive Income (net of taxes)	54	160
Total Comprehensive Income for the year	21,306	694

**2. OPERATIONS:**

During the year under review, the Total Income of your Company was ₹1,93,752 Lakhs as compared to ₹1,12,821 Lakhs in the previous year. The net profit for the year stood at ₹21,306 Lakhs against ₹694 Lakhs in the previous year.

**3. DIVIDEND:**

Your Directors are pleased to recommend a Final Dividend of ₹3.20 (160%) per Equity Share of ₹2/- each for the year 2021-22. During the year the Company had paid 1st Interim Dividend of ₹3/- (150%) per Equity Share and also 2nd Interim Dividend of ₹3/- (150%) per Equity Share of ₹2/- each. The aggregate Dividend for the year is ₹9.20 (460%) per Equity Share (previous year Dividend of ₹4.60 (230%) per Equity Share of ₹ 2/- each), with a total outlay of ₹4,312.04 Lakhs as against ₹2,156.02 Lakhs for the previous year.

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"/ "Listing Regulations"), the Board of Directors of the Company ("the Board") has approved and adopted the Dividend Distribution Policy and the same is available on the Company's website at the link [https://www.siyaram.com/investers\\_relations/policy](https://www.siyaram.com/investers_relations/policy).

**4. SHARE CAPITAL:**

The Paid-up Share Capital of the Company as on 31st March, 2022 was ₹ 937.40 Lakhs.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31st March, 2022, none of the Directors of the Company hold convertible instruments in the Company.

**5. RE-CLASSIFICATION UNDER REGULATION 31A OF SEBI (LODR) REGULATIONS, 2015.**

During the year under review, the Board of Directors at its meeting held on 10th August, 2021 had approved the request received from certain Promoters ("Outgoing Promoters") for reclassifying them from "Promoter and Promoter Group" category to "Public" category shareholders of the Company.

Accordingly, BSE Limited and National Stock Exchange of India Limited vide their respective letter dated 16th February, 2022 had approved the Re-classification of Outgoing Promoters to "Public" category in terms with the provisions of Regulation 31A of Listing Regulations. The summary of the Shareholding Pre-Reclassification & Post Re-classification are as follows :-

Re-classification	Promoter Holding		Public Holding	
	Shares Held	% age	Shares Held	% age
Pre- Reclassification	31494343	67.19	15375737	32.81
Post-Reclassification	31489313	67.18	15380767	32.82

**6. RESERVES:**

The Company has transferred ₹20,000 Lakhs to General Reserves during the year under review.

**7. MANAGEMENT DISCUSSION AND ANALYSIS:**

A separate section on Management Discussion and Analysis Report ("MD&A") is included in the Annual Report as required under Regulation 34(2)(e) of the Listing Regulations.

**8. CORPORATE GOVERNANCE:**

A report on Corporate Governance as stipulated in the Listing Regulations, together with Certificate from the Auditors of the Company confirming compliance of conditions of Corporate Governance as stipulated under the aforesaid regulations, forms part of the Annual Report.

**9. DIRECTORS:****Directors appointment / re-appointment.**

Shri. Ramesh D. Poddar, Director, retires by rotation and being eligible, offers himself for re-appointment. Your Directors commend his re-appointment.

The Board has approved the re-appointment and remuneration of Shri. Gaurav P. Poddar, as President and Executive Director, for a further period of 5 years from 1<sup>st</sup> August, 2022 to 31<sup>st</sup> July, 2027, Shri. Ramesh D. Poddar as Chairman and Managing Director and Shri. Shrikishan D. Poddar as Executive Director for a further period of 5 years from 1<sup>st</sup> November, 2022 to 31<sup>st</sup> October, 2027. Necessary resolutions have been put up in the Notice of the ensuing Annual General Meeting (AGM) for approval of the members. Your Directors commend the resolutions.

Brief resume of Directors being appointed/ re-appointed as required by the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings are provided in the Annexure to the notice convening the AGM of the Company.

#### Declaration from Independent Directors.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulation 16(1)(b) of SEBI (LODR) Regulations, 2015.

#### Company's Policy on appointment and remuneration of Directors.

##### Appointment of Independent Directors.

All Independent Directors of the Company are appointed for a term of 5 years. Accordingly, the Independent Directors viz. Smt. Mangala R. Prabhu holds office upto 24<sup>th</sup> March, 2024 and Shri. Sachindra N. Chaturvedi, Shri. Deepak R. Shah, Shri. Ashok N. Desai, and Shri. Chetan S. Thakkar hold office upto 31<sup>st</sup> July, 2024.

##### Criteria for appointment of Independent Directors.

The Independent Directors shall be of high integrity with relevant experience and expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management, so as to have a diverse Board.

##### Criteria for appointment of Managing Directors/ Whole Time Directors.

The Nomination and Remuneration Committee shall identify persons of integrity who possess relevant experience and expertise particularly in the Textile Industry, leadership qualities required for the position and shall take into consideration recommendations, if any, received from any member of the Board.

##### Remuneration Policy.

The Company follows a policy on remuneration for Directors and Senior Management Employees, details of the same are given in the Corporate Governance Report.

##### Performance Evaluation.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of Individual Directors, the Board as a whole and also the Secretarial Department. Evaluation of performance is undertaken annually.

The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors at a separately convened meeting held on 25<sup>th</sup> March, 2022 at which the performance of the Board as a whole was also evaluated and the performance of the Secretarial Department was also reviewed. The Company has implemented a system of evaluation on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects. The performance evaluation of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated).

The Directors expressed their satisfaction with the evaluation process.

#### 10. NUMBER OF BOARD MEETING:

The Board of Directors met 4(four) times during the year, the details of which are provided in the Corporate Governance Report.

#### 11. COMMITTEES OF THE BOARD:

The Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Finance Committee
6. Share Transfer Committee
7. Risk Management Committee
8. Allotment Committee.

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

#### 12. DIRECTORS' RESPONSIBILITY STATEMENT:

As stipulated under Section 134(3)(c) of the Companies Act, 2013, your Directors confirm as under:-

- i) that in the preparation of the accounts for the financial year ended 31<sup>st</sup> March 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2022 and of the profit of the Company for the year under review;
- iii) that the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the accounts for the financial year on going concern basis.
- v) the Directors have laid down internal financial controls, which are adequate and operating effectively.
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 13. INTERNAL FINANCIAL CONTROL SYSTEM:

Your Company has in place an adequate internal financial control system, commensurate with the size and complexity of its operations. Necessary checks and controls are in place to ensure that all assets are safeguarded, to detect and prevent errors and frauds and that the transactions are properly verified, adequately authorized, correctly recorded and properly reported. The Internal Auditors of the Company conduct Audit of various departments to ensure that internal controls are in place and submit Quarterly Reports to the Audit Committee. The Audit Committee regularly reviews these Reports and the Company when needed takes corrective actions.



The Internal Auditors also audit the effectiveness of the Company's internal financial control system. No major inefficiencies were reported.

#### 14. HUMAN RESOURCES / INDUSTRIAL RELATIONS:

Your Company treats its Human Resources as its important asset and believes in its contribution to the all-round growth of your Company. Your Company takes steps, from time to time, to upgrade and enhance the quality of this asset and strives to maintain it in agile and responsive form. Your Company is an equal opportunity employer and practices fair employment policies. Your Company is confident that its Human Capital will effectively contribute to the long term value enhancement of the organization.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Industrial relations with staff and workmen during the year under review continued to be cordial.

#### 15. KEY FINANCIAL RATIOS:

Ratios	2022	2021	Change
Debtors Turnover	5.89	3.62	62.51%
Inventory Turnover	2.73	1.86	47.15%
Interest Coverage Ratio	17.17	1.18	1358.52%
Current Ratio	2.11	2.27	-7.29%
Debt Equity Ratio	0.27	0.21	30.14%
Operating Profit Margin %	14.05%	-2.79%	-
Net Profit Margin %	11.17%	0.49%	2174.22%
Return on Net Worth %	22.67%	0.69%	3186.01%

Note (1) Above ratios are based on Standalone Financials of the Company.

(2) Higher Interest Coverage Ratio, Operating Profit Margin, Net Profit Margin and Return on Net Worth is due to higher profitability during the year. The year 2020-21 was a Covid-19 pandemic affected year, hence the ratios are not comparable.

#### 16. ANNUAL RETURN:

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copy of the Annual Return of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 may be accessed on the Company's website at the link [https://www.siyaram.com/investers\\_relations/agm\\_2022](https://www.siyaram.com/investers_relations/agm_2022).

#### 17. FIXED DEPOSITS:

During the year under review, your Company has not accepted any fixed deposits and there were no unclaimed deposits or interest thereon as on 31<sup>st</sup> March, 2022.

#### 18. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, are provided in the notes to the Standalone Financial Statements.

#### 19. SUBSIDIARY COMPANIES:

##### Cadini S.R.L.

The Company has a wholly owned foreign subsidiary, namely Cadini S.R.L., Italy. Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of the subsidiary is given in Form AOC-I and forms part of the Annual Report.

#### 20. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Indian Accounting Standard issued by the Institute of Chartered Accountants of India and forms part of the Annual Report.

#### 21. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has framed a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Policy are given in the Corporate Governance Report and the Policy is posted on the Company's website at the link [https://www.siyaram.com/uploads/1579851974\\_Final\\_Whistle\\_Blower\\_Policy.pdf](https://www.siyaram.com/uploads/1579851974_Final_Whistle_Blower_Policy.pdf)

#### 22. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were in the ordinary course of business and were on an arm's length basis. There are no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company at large. During the year, the Company has not entered into related party transactions which could be considered as material in accordance with the Policy on Related Party Transactions of the Company. Accordingly, the disclosure of related party transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC -2 is not applicable to your Company.

All related party transactions for the year are placed before the Audit Committee as well as before the Board for approval. The transactions entered into with related parties are reviewed on a quarterly basis by the Audit Committee.

The Policy on Related Party Transactions as approved by the Audit Committee and Board is uploaded on the Company's website at the link [https://www.siyaram.com/uploads/1654181577\\_Policy\\_on\\_Materiality\\_of\\_Related\\_Party\\_Transactions.pdf](https://www.siyaram.com/uploads/1654181577_Policy_on_Materiality_of_Related_Party_Transactions.pdf)

Members can refer to Note No.42 to the Standalone Financial Statements which sets out related party disclosures.

#### 23. RISK MANAGEMENT:

In line with the regulatory requirements, the Company has framed a Risk Management Policy to identify and assess the key business risk areas and to put in place a mechanism for mitigation of risk. A detailed exercise is being carried out at regular intervals to identify, evaluate, manage and monitor all business risks. The Board periodically reviews the risks and suggests steps

to be taken to control and mitigate the same through a properly defined framework.

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

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**25. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT:**

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

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

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is given in Annexure –I to this Report.

**27. CORPORATE SOCIAL RESPONSIBILITY:**

The brief outline on the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure –II to this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Policy is available on the Company's website at the link [https://www.siyaram.com/uploads/1575468807\\_Social\\_Responsibility\\_Policy-SSML.pdf](https://www.siyaram.com/uploads/1575468807_Social_Responsibility_Policy-SSML.pdf)

**28. AUDITORS:**

**a. Statutory Auditors:**

In the 39th AGM held on 9th September, 2017, M/s. D S M R & CO, (formerly known as Songira & Associates) Chartered Accountants, (FRN.128085W), were appointed as Statutory Auditors of the Company for a period of 5(five) years from the conclusion of the 39th AGM till the conclusion of the 44th AGM of the Company to be held in the year 2022.

M/s. D S M R & CO, Chartered Accountants, will complete their present term on conclusion of this AGM in terms of the said approval and as per Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014.

M/s. D S M R & CO, Chartered Accountants, have expressed their intention not to seek re-appointment as Statutory Auditors of the Company on the conclusion of the present term. The Audit Committee and the Board of Directors at their meeting held on 7th May, 2022 took note of the above and accepted their request.

The Board of Directors placed on record its appreciation for the services rendered by M/s. D S M R & CO, Chartered Accountants, to the Company.

Further, the Report of the Statutory Auditors, M/s. D S M R & CO, Chartered Accountants, forms part

of the Annual Report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

It is proposed to appoint M/s. Jayantilal Thakkar & Co., Chartered Accountants (FRN104133W), as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 49th AGM to be held in the year 2027. As required under section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Jayantilal Thakkar & Co., Chartered Accountants, that their appointment, if made, would be in conformity with the limits specified in the said section. Resolution for their appointment is placed before the Members of the Company at the ensuing AGM. Members are requested to approve their appointment as Statutory Auditors and to fix their remuneration.

**b. Cost Auditors:**

As per the provisions of section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder, the Cost Audit of the cost records of the Company for the F.Y. 2021-22 was carried out by M/s. Bhuta & Associates, Cost Accountants and the related Report will be filed on or before 27<sup>th</sup> September, 2022. The Cost Audit Report for the F.Y. 2020-21 was filed on 29<sup>th</sup> October, 2021.

The Board of Directors have re-appointed M/s. Bhuta & Associates, Cost Accountants, as Cost Auditors to audit cost records of the Company for the F.Y. 2022-23. A resolution seeking members' approval for the remuneration payable to them forms part of the Notice convening the AGM.

**c. Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. GMJ & Associates, Company Secretaries to undertake Secretarial Audit for the F.Y. 2021-22. The Secretarial Audit Report is annexed herewith as Annexure – III. There is no secretarial audit qualification for the year under review.

**29. PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197(12) of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as Annexure -IV. In terms of the provisions of Section 197(12) of the Act read with sub-rule (2) and (3) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the norms and other particulars of employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Report. However, having regard to the provisions of the first proviso to section 136(1) of the Companies Act, 2013 the details are excluded from the Report sent to members. The required information is



available for inspection at the registered office/ corporate office and the same shall be furnished on request.

### 30. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of your Company during the year under review.

### 31. BUSINESS RESPONSIBILITY REPORT:

The Business Responsibility Report as required by Regulation 34(2)(f) of the SEBI (LODR), Regulations, 2015 is annexed as Annexure – V and forms part of this Report.

### 32. APPRECIATION:

Your Company is grateful for the continued co-operation

and support extended to it by the Government and Semi-Government Authorities, Shareholders, Financial Institutions, Banks, Customers and Vendors. Your Directors also express their warm appreciation for the dedicated and sincere services rendered by the Employees of the Company.

For and on behalf of the Board of Directors

**RAMESH D. PODDAR**

Chairman and Managing Director

DIN - 00090104

Place: Mumbai

Dated: 7<sup>th</sup> May, 2022.

## ANNEXURE - I

### Details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014.

#### A) CONSERVATION OF ENERGY:

i) The steps taken or impact on conservation of energy:

(a) Electrical Energy:

- Reducing the maximum demand by evenly distributing the loads throughout the day and increasing efficiency of plant and equipments.
- Improving power factor by optimum choice of power factor improvement capacitors.
- Monitoring the overall energy consumption by reducing losses and improvement of efficiency of all Class A utilities.

(b) Fuel Oil Consumption:

- The Company is carrying out at all its plants regular maintenance of steam lines/stem traps and user equipments to ensure high efficiency levels throughout the year. The new improvements are reviewed regularly and implemented wherever found suitable.

ii) The steps taken by the Company for utilizing alternate sources of energy:

- The Company has taken various initiatives for utilizing alternate energy efficient sources like Tubelight with LED and high efficiency motor.

iii) The Capital investment on energy conservation equipments:

- The Company is reviewing various proposals for reduction in consumption of energy, mainly by way of replacement of existing equipments by modern and energy efficient equipments.

#### B) TECHNOLOGY ABSORPTION:

i) Efforts made in technology absorption:

- a) The Company has an in-house Research and Development Department (R & D) which carries out activities such as product and quality improvement, development of new designs, new products, cost control and energy conservation.
- b) The Company has been developing in-house modifications/improvements in process technology in its various manufacturing sections which, when found suitable, are integrated into the regular manufacturing operation.

ii) The benefits derived as a result of the above: -

- a) Quality improvement
- b) Energy Conservation
- c) The R & D activities have resulted into development of new designs and products.

iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year): Not Applicable.

iv) Expenditure incurred on R & D : -

- a) Capital – ₹Nil
- b) Recurring – ₹407.06 Lakhs

#### C) FOREIGN EXCHANGE EARNINGS AND OUTGO: (₹ In Lakhs)

- a) Foreign Exchange Used – ₹15,955.31
- b) Foreign Exchange Earned – ₹12,686.37

For and on behalf of Board of Directors

**Ramesh D. Poddar**

Chairman and Managing Director

DIN- 00090104

Place: Mumbai

Date: 7<sup>th</sup> May, 2022.

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY(CSR)  
ACTIVITIES FOR FINANCIAL YEAR ENDED 31ST MARCH, 2022.**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Companies  
(Corporate Social Responsibility) Rules, 2021]

1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company was approved by the Board of Directors at its Meeting held on 12<sup>th</sup> November, 2014. A gist of the Policy and the projects and programs that the Company can undertake under the CSR Policy is mentioned below:-

We at Siyaram have a vision to become an active partner in the Social Development of the Community and to protect and maintain the environment so as to ensure that the Next Generation gets sufficient education opportunities, proper healthcare facilities and to enjoy a clean and green environment. In order to meet its vision Siyaram will carry out CSR Activities as under:-

- Promotion of education to the needy children.
- Promoting healthcare including preventive healthcare.
- To improve Sanitation and develop Infrastructure facilities.
- To reduce Social and Economic Inequalities.
- To protect our environment.
- Any other activity as enumerated in Schedule VII of the Companies Act, 2013 as amended from time to time and approved by the CSR Committee.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri. Ramesh D. Poddar	Chairman and Managing Director	4	4
2.	Shri. Pawan D. Poddar	Joint Managing Director	4	4
3.	Shri. Deepak R. Shah	Independent Director	4	4
4.	Shri. Ashok M. Jalan	Senior President cum Director	4	4

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 : [https://www.siyaram.com/investers\\_relations/policy](https://www.siyaram.com/investers_relations/policy)
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report): : Not Applicable
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 : Not Applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in Lakhs)	Amount required to be set- off for the financial year, if any (₹ in Lakhs)
NOT APPLICABLE			

6. Average net profit of the company as per section 135(5). : ₹8,241.79 Lakhs
7. (a) Two percent of average net profit of the company as per section 135(5). : ₹164.84 Lakhs
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : Not Applicable
- (c) Amount required to be set off for the financial year, if any : NIL
- (d) Total CSR obligation for the financial year (7a+7b-7c). : ₹164.84 Lakhs
8. (a) CSR amount spent or unspent for the financial year : ₹117.99 Lakhs spent and ₹46.85 Lakhs is unspent for the Financial Year ended 31st March, 2022 which has been deposited in a separate bank account as mentioned below.

Total Amount Spent for the Financial Year. (₹ in Lakhs)	Amount Unspent (in ₹ Lakhs) : Not Applicable				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
₹117.99	₹47.00	28.04.2022	N.A.	N.A.	N.A.

(b) Details of CSR amount spent against **ongoing projects** for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	
				State	District					Name	CSR Registration number.
NOT APPLICABLE											

(c) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No).	Location of the project		Amount spent for the project (₹ in Lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR registration number.
1.	SHREE RAMRIKHIDAS PODDAR BALIKA VIDYAMANDIR FATEHPUR SCHOOL	(ii)	Yes	Rajasthan	Sikar	₹63.00	Yes	N.A.	N.A.
2.	MANAV SEVA CHARITABLE TRUST RAJASTHAN SCHOOL	(ii)	Yes	Rajasthan	Baran	₹5.00	Yes	N.A.	N.A.
3.	M.I.D.C. POLICE STATION	(xii)	Yes	Maharashtra	Palghar	₹1.99	Yes	N.A.	N.A.



4.	SAREX FOUNDATION	(i)	Yes	Maharashtra	Mumbai	₹32.00	Yes	N.A.	N.A.
5.	CII FOUNDATION	(i)	Yes	West Bengal	Howrah	₹11.00	Yes	N.A.	N.A.
6.	DISTRICT DISASTER MITIGATION FUND COLLECTOR AMRAVATI	(xii)	Yes	Maharashtra	Amaravati	₹5.00	Yes	N.A.	N.A.
	TOTAL					₹117.99			

- (d) Amount spent in Administrative Overheads : Nil
- (e) Amount spent on Impact Assessment, if applicable : N.A.
- (f) Total amount spent for the Financial Year(8b+8c+8d+8e) : ₹117.99 Lakhs
- (g) Excess amount for set off, if any

Sl. No.	Particular	Amount (₹ in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	₹164.84
(ii)	Total amount spent for the Financial Year	₹117.99
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	N.A.

9 (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Lakhs)	Amount spent in the reporting Financial Year (in ₹ Lakhs)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (₹ in Lakhs)
				Name of the Fund	Amount (₹ in Lakhs)	Date of transfer	
NOT APPLICABLE							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project	Financial Year in which the project was commenced.	Project duration	Total amount allocated for the project (₹ in Lakhs)	Amount spent on the project in the reporting Financial Year (₹ in Lakhs)	Cumulative amount spent at the end of reporting Financial Year (₹ in Lakhs)	Status of the project - Completed /Ongoing
NOT APPLICABLE								

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

- (a) Date of creation or acquisition of the capital asset(s). : As given below
- (b) Amount of CSR spent for creation or acquisition of capital asset. : As given below
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : As given below

- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : As given below

**Asset Wise Details of Creation or Acquisition of Capital Asset under CSR Activities of the Company :-**

Sr. No.	Description of Capital Asset	Date of creation or Acquisition	Amount Spent (₹ in Lakhs)	Name and Address of Entity/Beneficiary	Location of Capital Asset
1.	Oxygen Generators	17.05.2021	₹32.00	SAREX FOUNDATION	Maharashtra
2.	25 Nos Lenovo Desktop along with 25 Nos LCD Monitors	19.08.2021	₹12.78	SHREE RAMRIKHDAS PODDAR BALIKA VIDYAMANDIR FATEHPUR SCHOOL	Shree Ramrikhdas Poddar B.V.M. SR. Sec School, Near Chhatriyar Roadways, Bus Stand Fatehpur, Shekhawati, Sikar-332301
3.	3 Dell Laptop, 2 Desktop and 2 Printers	28.10.2021	₹1.99	M.I.D.C. POLICE STATION	Tarapur, Boisar, Palghar

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : Due to COVID 19 pandemic and lockdown, the activities as planned could not be completed. However, the Company deposited unspent amount of the ongoing project related to CSR, in a separate bank account.

**Ramesh D. Poddar**  
Chairman of CSR Committee/Chairman and Managing Director  
DIN- 00090104

**Pawan D. Poddar**  
Joint Managing Director  
DIN- 00090521

Place: Mumbai.

Date: 7<sup>th</sup> May, 2022.

**FORM NO.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022**

[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,**  
**Siyaram Silk Mills Limited**  
 H-3/2, MIDC A Road,  
 Tarapur, Boisar,  
 Palghar - 401 506.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Siyaram Silk Mills Limited** (hereinafter 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<sup>st</sup> March, 2022 complied with the statutory provisions of the applicable Acts listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") viz:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

- Regulations, 2015;
- d) 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;
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; [**Not applicable during the period of audit**].
- f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share based Employee Benefits) Regulations, 2014; [**Not applicable during the period of audit**].
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [**Not applicable during the period of audit**].
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [**Not applicable during the period of audit**].
- i) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; [**Not applicable during the period of audit**].
- vi. We have relied on the representation made by the Company and its Officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations which are mentioned as under:
  - a) The Factories Act, 1948 and Rules made thereunder;
  - b) The Industries (Development and Regulation) Act, 1951
  - c) Labour laws and other incidental laws related to labour and employees appointed by the Company;
  - d) Acts and Rules prescribed under prevention and control of pollution;
  - e) Acts and Rules relating to environmental protection, energy conservation and hazardous substances and chemicals;
  - f) Acts and Rules relating to boilers, electricity explosives, fire, etc.;
  - g) Acts as prescribed under Direct and Indirect Tax and Goods and Service Tax;
  - h) The Trade Marks Act, 1999 and The Copy Right Act, 1957;
  - i) The Legal Metrology Act, 2009;
  - j) Acts as prescribed under Shops and Establishment Act of various local authorities.



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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that -

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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, Board Committee Meetings, agenda and detailed notes on agenda were sent well 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. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that based on the information provided and the representation made by the Chief Financial Officer/ Company Secretary and taken on record by the Board of Directors of the Company, in our opinion 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.

As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period under review, the Company has not undertaken any event/action(s) having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**For GMJ & ASSOCIATES  
Company Secretaries**

**[CS PRABHAT MAHESHWARI]  
PARTNER  
M. No. : FCS 2405  
COP No.: 1432  
UDIN: F002405D000305719**

**PLACE: MUMBAI  
DATE: 7<sup>TH</sup> MAY, 2022**

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

### 'Annexure I' to Secretarial Audit Report

**To,  
The Members,  
Siyaram Silk Mills Limited  
H-3/2, MIDC A Road,  
Tarapur, Boisar,  
Palghar - 401 506.**

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

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

**For GMJ & ASSOCIATES  
Company Secretaries**

**[CS PRABHAT MAHESHWARI]  
PARTNER  
M. No. : FCS 2405  
COP No.: 1432  
UDIN: F002405D000305719**

**PLACE: MUMBAI  
DATE: 7<sup>TH</sup> MAY, 2022**

**DISCLOSURE OF MANAGERIAL REMUNERATION**

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employee of the Company for the financial year 2021-22 and comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company is as under :-

Sr. No.	Name of the Director	Designation	Remuneration of Directors / KMP for Financial Year 2021-22 (₹ in Lakhs)	% Increase in Remuneration in the Financial Year 2021-22	Ratio of remuneration of each Director/ to median remuneration of employees 2021-22	Comparison of the remuneration of the KMP against the performance of the Company
1	Shri Ramesh Poddar	Chairman & Managing Director	698.08	367.32	452.01	Remuneration of the KMP's increased by 297.94%. Total Revenue increased by 71.73% and profit after tax increased by 3879.71%
2	Shri Pawan Poddar	Joint Managing Director	641.34	370.91	415.26	
3	Shri Shrikishan Poddar	Executive Director	623.01	353.66	403.40	
4	Shri Gaurav Poddar	President and Executive Director	505.53	343.92	327.33	
5	Shri Ashok Jalan	Sr. President cum Director	78.30	74.83	33.70	
6	Smt Mangala R. Prabhu	Non Executive & Independent Director	9.00	260.00	5.83	
7	Shri Sachindra N. Chaturvedi	Non Executive & Independent Director	9.50	280.00	6.15	
8	Shri Deepak R. Shah	Non Executive & Independent Director	9.25	184.62	5.99	
9	Shri Ashok N. Desai	Non Executive & Independent Director	7.25	480.00	4.69	
10	Shri Chetan S. Thakkar	Non Executive & Independent Director	9.00	260.00	5.83	
11	Shri Surendra Shetty	Chief Financial Officer	74.00	32.19	42.10	
12	Shri William Fernandes	Company Secretary	38.57	30.08	22.30	

- ii) The median remuneration of employees of the Company during the financial year was ₹1.54 Lakhs.
- iii) In the financial year, there was increase of 33.14% in the median remuneration of the employee.
- iv) There were 3254 permanent employees on the rolls of the Company as on 31st March, 2022.
- v) Relationship between average increase in remuneration and Company performance: Total Revenue increased by 297.94%, Profit after Tax increased by 3879.71% for the financial year 31st March, 2022, whereas average increase in median remuneration was in line with the performance of the Company.
- vi) Total Remuneration of Key Managerial Personnel increased by around 297.94% in F.Y. 2021-22, whereas total Revenue increased by 71.73%. Profit after tax increased by 3879.71%.
- a. Variation in Market Capitalisation of the Company: The Market Capitalisation as on 31st March, 2022 was ₹2223.75 Crore (₹872.72 Crore as on 31st March, 2021).
- b. Price earnings ratio of the Company was ₹10.46 as at 31st March, 2022 and was ₹163.33 as at 31st March, 2021.
- c. The Company has not made any public offer in the recent past and accordingly, comparison of Public offer price and the current market price of the Company's shares will not be applicable.
- vii) Average percentage increase made in the salaries of employees other than managerial personnel in the last financial year was 8% whereas increase in managerial remuneration for the same financial year was 297.94%.
- viii) The key parameters for the variable component of remuneration availed by the Directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Director, Key Managerial Personnel and other Employees.
- ix) The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year is not applicable and
- x) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

### BUSINESS RESPONSIBILITY REPORT

Securities Exchange Board of India (SEBI) vide SEBI Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") (as amended from time to time) has mandated top 1000 listed companies of India by market capitalization to publish a Business Responsibility Report (BRR).

Siyaram Silk Mills Limited (Siyaram) is pleased to present its 4<sup>th</sup> BRR for the financial year 2021-22. Siyaram Silk Mills Limited was established in the year 1978, with business interests in Textile & Apparel sectors.

#### SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company:	L17116MH1978PLC020451
2.	Name of the Company	Siyaram Silk Mills Limited
3.	Registered address:	H-3/2, MIDC, A- Road, Tarapur, Boisar, Dist. Palghar – 401 506, Maharashtra
4.	Website	www.siyaram.com
5.	Email ID	sharedept@siyaram.com
6.	Financial Year reported	2021-22
7.	Sector (s) that the Company is engaged in (industrial activity code-wise)	Textile – NIC Code: 131
8.	List three key products/services that the Company manufactures/provides (as in balance sheet):	(a) Fabrics (b) Readymade Garments. (c) Dyed Yarn.
9.	Total number of locations where business activity is undertaken by the Company:	(a) No. of International Locations -1( Subsidiary) (b) No. of National Locations- All India

10. **Markets served by the Company** – Abu Dhabi, Australia, Bahrain, Bangladesh, Cambodia, Canada, Chile, China, Colombia, Doha, Egypt, France, Hongkong, Indonesia, Italy, Kuwait, Malaysia, Mexico, Muscat, Myanmar, Netherlands, New Zealand, Oman, Pakistan, Qatar, Republic De Panama, Saudi Arabia, Singapore, South Korea, Spain, Sri Lanka, Taiwan, UAE, Vietnam, Bangalore SEZ, United Kingdom, USA and India.

#### SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. **Paid up Capital(INR)** : ₹9.37 Crores
2. **Total Turnover(INR)** : ₹1,903.07 Crores
3. **Total profit after taxes (INR)**: ₹213.06 Crores
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax:-**

The Company's total spending on CSR activities for the year ended 31<sup>st</sup> March, 2022 was ₹1.18 Crores which is 0.55% of the Standalone PAT.

5. **List of activities in which expenditure in 4 above has been incurred:-**

(₹ in Crores)

Sr. No.	Category of CSR activity	Amount (₹)
1.	Health Care Services	0.48
2.	Education	0.68
3.	Public Services	0.02
	<b>Total</b>	<b>1.18</b>

#### SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/ Companies?**

As on 31<sup>st</sup> March, 2022 the Company has 1(one) foreign subsidiary by the name CADINI S.R.L., Italy.

2. **Do the Subsidiary Company/ Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)**

The Subsidiary is a separate entity and hence it will follow BR Initiatives as per the rules and regulations applicable to it.

3. **Do any other entity /entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**

The Company has not mandated any supplier, distributor etc., to participate in BR initiatives of the Company. It is difficult to establish the extent of their support in Company's BR initiative.

#### SECTION D: BR INFORMATION

1. **Details of Director/Directors responsible for BR**

- (a) **Details of the Director/Director responsible for implementation of the BR policy/policies**

Sr. No.	Name	DIN	Designation
1.	Shri. Ashok Jalan	00456869	Sr. President cum Director

- (b) **Details of the BR head**

Sr. No.	Particulars	Details
1.	DIN	00456869
2.	Name	Shri. Ashok Jalan
3.	Designation	Sr. President cum Director
4.	Telephone No.	022 6833 0500
5.	Email ID	<a href="mailto:sharedept@siyaram.com">sharedept@siyaram.com</a>

2. Principle-wise (as per NVGs) BR Policy/Policies

(a) Details of compliance (Reply Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
		Ethics*	Product Life Cycle Sustainability*	Employee Well-being*	Stakeholder Engagement*	Human Rights*	Environment*	Policy Advocacy*	Community Development*	Customer Value*
1	Do you have a policy/policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/International standards? If yes, specify? (50 words)	The Policies conforms to the principles of National Voluntary Guidelines (NVGs) for Business Responsibility Report.								
4	Has the policy been approved by the Board? If yes, has it been signed by MD/Owner/CEO appropriate Board of Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the Implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	<a href="http://www.siyaram.com">http://www.siyaram.com</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the Company have in-house structure to Implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the Company carried out independent audit/ Evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

\*Revisited and revised regularly

(b) If answer to the question at Serial Number 1(a) against any principle, is 'No', please explain why:(Tick upto 2 options):

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The Company has not understood the Principles	Not Applicable								
2	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The Company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									



### 3. Governance related to BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company.
- Within 3 months, 3-6 months, Annually, More than 1 year.

The BR performance of the Company will be assessed annually by the Management.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Business Responsibility Report is part of the Annual Report. It will be published every year, if applicable. This report is available on the website of the Company viz. [www.siyaram.com](http://www.siyaram.com)

### SECTION E – PRINCIPLE-WISE PERFORMANCE

#### Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/ Joint Ventures/ Suppliers/ Contractors / NGOs/ others?

The Policy relating to ethics, bribery and corruption covers Siyaram Silk Mills Limited and its employees. Siyaram considers Corporate Governance as an integral part of effective management. As a result, the Company has adopted a Code of Conduct and Ethics ('the Code') which covers the Board of Directors and Senior Management of the Company. The members of the Board of Directors and the members of the Senior Management of the Company are required to affirm annually compliance of this Code. The Code is available on the Company's website viz [www.siyaram.com](http://www.siyaram.com)

This Code requires the Directors and employees of the Company to act honestly, fairly, ethically and with integrity. This Code helps the Directors and employees to conduct themselves in a professional, courteous and respectful manner and also to ensure that their independent judgement is not subordinated.

The Corporate Governance framework is further supported by a Whistle Blower Policy which serves as a mechanism for its directors and employees to report any genuine concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct without fear of reprisal, and hence to help ensure the Company continues to uphold its high standards.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the Management? If so, provide details thereof, in about 50 words or so.

The Company's stakeholders include investors, clients, employees, vendors/partners and local communities. The Company endeavors to resolve the complaints received from the stakeholders. The details of investors complaints

received and resolved during the past financial year are given in the Corporate Governance Report.

#### Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

1. List upto 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company manufactures products which by their nature are environment friendly. The Company understands its obligations relating to social and environmental concerns, risks and opportunities. The Company ensures fulfillment of compliance obligations that relate to its products, environmental aspects and occupational health and safety.

The three products are:

- i. Fabrics
  - ii. Readymade Garments.
  - iii. Dyed Yarn.
2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

- a. Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?

The Company is committed to environmental sustainability. The Company works towards reduction and optimal utilization of energy, water, raw material, logistics etc. by incorporating new techniques and innovative ideas.

As consumption per unit depends on the product mix, there are no specific standards to ascertain reduction achieved at each product level.

- b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

The Company's products do not have any broad-based impact on energy and water consumption by consumers. However, the Company on a continuous basis takes several measures to conserve the consumption of energy and water. The Company is committed to reduction of waste, conservation of raw material and pursuing zero pollution through various initiatives, technological upgradation and improvement projects.

Details of measures taken by the Company for conservation of energy is given in Annexure –I of the Directors' Report.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

- a. If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.



Yes, the Company endeavours to focus on protection of environment, stakeholders interest and cost effectiveness while procuring any raw material or goods. The main raw materials wool, polyester fibre and viscose are procured from manufacturers/producers who are well reputed keeping in mind the need for quality and consistency. Adequate steps are taken for safety during transportation and optimization of logistics which in turn help to mitigate the impact on climate.

**4. Has the company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work?**

**a. If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

Yes, the Company encourages local procurement of goods and services around its plants proximity and region. Several community development and training initiatives are regularly conducted by the Individual plant's HR team in order to educate the local vendors, improve their capability, enhance their skills, raise their scope for employment and their standard of living.

**5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The Company endeavours to manage the environmental impacts of organizational activities, products and services. The percentage of recycling of products and waste falls in the range of less than 5%.

**Principle 3: Businesses should promote the well-being of all employees**

1. Please indicate the Total number of employees. – **5530**
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis –**2276**
3. Please indicate the Number of permanent women employees. –**501**
4. Please indicate the Number of permanent employees with disabilities. - **3**
5. Do you have an employee association that is recognized by management?–**Yes**
6. What percentage of your permanent employees is member of this recognized employee association? **0.96%**
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year: **NIL**

Category	No. of Complaints filed during the Financial Year	No. of Complaints pending as on end of the Financial Year
Child labour/forced labour /involuntary labour	NIL	N.A.
Sexual Harassment	NIL	N.A.
Discriminatory Employment	NIL	N.A.

What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

- (a) Permanent Employees – **67.50%**
- (b) Permanent Women Employees – **81.75%**
- (c) Casual/Temporary/Contractual Employees – **66.25%**
- (d) Employees with Disabilities – **100%**

**Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized**

**1. Has the company mapped its internal and external stakeholders? Yes/No**

Yes, the Company has mapped its key internal as well as external stakeholders to the extent possible.

**2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?**

The Company is committed to the welfare of marginalized and vulnerable sections of the society. The Company engages with its stakeholders on an ongoing basis. The Company has also identified specific areas like educating and training underprivileged/vulnerable stakeholders which help them to improve their standard of living. The Company has contributed for providing vocational training to Special Children and training and upbringing guidance to their parents.

**3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.**

The Company has various initiatives along the lines of providing assistance to needy and poor students, sponsoring their fees and boarding and lodging expenses.

The Company has also contributed to the construction of 2 floors for use as accommodation by cancer patients and their family during treatment. The Company also provides medical assistance and free medical check-up for needy and poor people through NGOs. The Company has also contributed for providing medical equipment required in order to provide quality care and treatment to cancer patients.



## Principle 5: Businesses should respect and promote Human Rights

1. Does the policy of the company on human rights cover only the company or extend to the Group / Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?

The Company remains committed to respect and protect human rights. The Company's Code of Business Conduct & Ethics and the human resource practices cover most of the aspects and the group is voluntarily complying with the same. The Company does not hire child labour, forced labour or involuntary labour.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No complaints relating to human rights were received in the past financial year.

## Principle 6: Business should respect, protect and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures / Suppliers /Contractors/NGOs/others?

Yes, the Company's policy is extended to the entire group and their subsidiaries follow and adopt the practices/policies of the Company. The Company ensures that it is implemented at all these levels.

2. Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for web page etc.

No, the Company has limited global operations.

In line with the Company's commitment towards conservation of energy, all its units continue with their efforts to reduce wastage, optimize consumption and also to improve energy efficiency through innovative measures.

3. Does the Company identify and assess potential environmental risks ?Y/N

Yes, the Company has a mechanism to identify and assess risks including environmental risks.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Yes. The Company is a member of Tarapur Environment Protection Society, through which it has contributed to the setting up of a Common Effluent Treatment Plant in Tarapur for treatment of effluents, which helps in reducing the pollution level in the area where it operates.

5. Has the Company undertaken any other initiatives on clean technology, energy efficiency, renewable energy, etc? Y/N. If yes, please give hyperlink for webpage etc.

For cleaner technology, the Company has installed RO

and MEE systems for reuse of effluent water, ESP for air pollution control and online monitoring system. All the chemical and dyes dispensing systems are automated.

The Company has undertaken various initiatives in energy efficiency like waste heat recovery, VFDs on various machines, replacement of Tubelight with LED and high efficiency motor.

6. Are the Emissions / Waste generated by the company within the permissible limits given by CPCB /SPCB for the financial year being reported?

Yes, the emissions /waste generated by the Company is within the permissible limits given by MPCB/ GPCB.

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

During the Financial Year 2021-22, there were no unresolved show cause/ legal notices received from MPCB / GPCB.

## Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- a. Bombay Chamber of Commerce and Industry.
- b. Confederation of Indian Industries.
- c. Federation of Textile Manufacturers Association.
- d. Federation of Indian Export Organisation.
- e. Chamber of Textile Trade and Industry.
- f. Clothing Manufacturers Association of India.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Yes, the Company has been raising various issues like tariff hike, policy for Textile Industry, energy issues etc. through the above mentioned associations.

## Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes, the Company has a well-defined CSR policy which is in line with the Companies Act, 2013. The Company has taken various CSR initiatives for the support and development of society. The report on the CSR projects carried by the Company is annexed with the Directors' Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?

The Company has undertaken various CSR projects directly as well as through NGOs/ external agencies. All the projects are monitored by various specific teams constituted by the Company.

3. Have you done any impact assessment of your initiative?

A report on each project and its impact on society is taken from NGO's/ Trusts which is reviewed by the internal team from time to time as well as the CSR Committee. The internal teams also ensure the implementation of the projects undertaken.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

The Company has spent ₹1.18 crores on the CSR Activities during the financial year 2021-22. The amount was spent on areas as mentioned in Annexure-II to the Directors' Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Yes. The Company has a dedicated team of employees to drive and monitor the CSR activities by doing necessary spade work for identifying suitable projects, obtaining monthly reports, carrying out follow-up field visits, telephonic and email communications on a regular basis.

**Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

As on the end of the financial year, there was negligible percentage of unresolved complaints.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information)

Yes, the Company displays product information on the products label as required by law.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year? If so, provide details thereof, in about 50 words or so.

No case has been filed against the Company for unfair trade practices, irresponsible advertising and anti-competitive behaviour for the past five years.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

Yes, Consumer Satisfaction Surveys are being conducted periodically to assess the consumer satisfaction levels and consumer's trends. The Company also requests the customers to put complaints and suggestions in the complaint box maintained at various retail outlets /stores to enable the Company provide better service to them.

## CORPORATE GOVERNANCE REPORT

[As required under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015  
("SEBI (LODR) Regulations, 2015"/ "the Listing Regulations")]

### I. Company's Philosophy

Siyaram's philosophy on corporate governance is to attain the highest level of transparency, accountability and equity in all facets of its operations with the objective to enhance the long term shareholders' value, while at the same time protect the interest of other stakeholders. The Company believes that proper Corporate Governance facilitates effective management and control of business. The Company recognizes that good Corporate Governance is a continuing exercise and is committed to follow the best practices in the overall interest of the stakeholders.

The Company endeavors to adopt best practices of Corporate Governance and adherence of the same in a spirit which goes beyond mere regulatory compliance. The Company has a strong legacy of fair, transparent and ethical governance practices.

### II. Board of Directors

#### Composition:

The Board of Directors of the Company has an optimum combination of Executive, Non Executive and Independent Directors. As on 31<sup>st</sup> March, 2022, the Board comprises of 10(ten) Directors, out of which 5(five) are Executive and Non Independent Directors and 5(five) are Non-Executive and Independent Directors. The Chairman is an Executive Director as well as a Promoter of the Company.

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meetings, as also the number of Directorships held in other public companies and Committee Chairmanship/ Memberships held by them in all listed companies as on 31<sup>st</sup> March, 2022 are given below:

Name of Director	Category of Director	Attendance		Directorship in other Public Companies*	Committee Positions**	
		Board	Last AGM		Chairman	Member
Shri. Ramesh D. Poddar DIN: 00090104	Chairman and Managing Director – Promoter	4/4	Yes	-	-	1
Shri. Pawan D. Poddar DIN: 00090521	Joint Managing Director – Promoter	4/4	Yes	-	-	1
Shri. Shrikishan D. Poddar DIN: 00160323	Executive Director – Promoter	4/4	Yes	-	-	-
Shri. Ashok M. Jalan DIN: 00456869	Senior President cum Director	4/4	Yes	-	-	2
Shri. Gaurav P. Poddar DIN: 03230539	President and Executive Director – Promoter	4/4	Yes	-	-	-
Smt. Mangala R. Prabhu DIN: 06450659	Non-Executive & Independent Director	4/4	Yes	8	2	1
Shri. Sachindra N. Chaturvedi DIN:00553459	Non-Executive & Independent Director	4/4	Yes	1	1	1
Shri. Deepak R. Shah DIN:06954206	Non-Executive & Independent Director	4/4	Yes	2	1	2
Shri. Ashok N. Desai DIN:03609419	Non-Executive & Independent Director	4/4	Yes	2	-	2
Shri. Chetan S. Thakkar DIN:03273267	Non-Executive & Independent Director	4/4	Yes	1	1	-

\*The Directorship held by Directors as mentioned above, do not include Alternate Directorships and Directorships in foreign companies, companies registered under section 25 of the Companies Act, 1956/section 8 of the Companies Act, 2013 ("Act") and private limited companies.

\*\*Memberships/ Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all listed public limited companies have been considered.

Notes:

1. Shri. Ramesh D. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar and Shri. Gaurav P. Poddar are related to each other. None of the other Directors are related to any other Director on the Board.
2. None of the Non- Executive / Independent Directors hold any shares or convertible instruments of the Company.

**Details of Directorship of the Directors of the Company**

Sr. No.	Name of Director	Name of other Listed Entities in which Directorship held	Category of Directorship
1	Shri. Ramesh D. Poddar	Nil	N.A.
2	Shri. Pawan D. Poddar	Nil	N.A.
3	Shri. Shrikishan D. Poddar	Nil	N.A.
4	Shri. Gaurav P. Poddar	Nil	N.A.
5	Shri. Ashok M. Jalan	Nil	N.A.
6	Smt. Mangala R. Prabhu	Ladderup Finance Ltd	Director
		Aspira Pathlab & Diagnostics Ltd	Independent Director
		Kesoram Industries Limited	Independent Director
7	Shri. Sachindra N. Chaturvedi	N. R. Agarwal Industries Ltd	Independent Director
8	Shri. Deepak R. Shah	Ruby Mills Ltd.	Non Executive and Non Independent Director
		Marathon Nextgen Realty Ltd	Independent Director
9	Shri. Ashok N. Desai	Hindoostan Mills Ltd	Independent Director
		Pranavaditya Spinning Mills Ltd.	Independent Director
10	Shri. Chetan S. Thakkar	Nil	N.A.

**List of Core Skills/Expertise/Competencies of the Directors of the Company:**

Sr. No.	Core Skills/Expertise/Competencies of the Directors of the Company	Name of Director possessing the Skills/Expertise/Competencies
1	Accounting and Financial Management	All Directors
2	Direct and Indirect Taxation	Smt. Mangala R. Prabhu, Shri. Sachindra N. Chaturvedi and Shri. Deepak R. Shah
3	Capital and Financial Market	Shri. Sachindra N. Chaturvedi and Shri. Chetan S. Thakkar
4	Legal and Real Estate Management	Shri. Sachindra N. Chaturvedi and Shri. Chetan S. Thakkar
5	Human Resources Management and Development	Shri. Ramesh D. Poddar and Shri. Ashok M. Jalan
6	Yarn, Fabrics (Shirting and Suiting) and Readymade Garments, Production, Marketing and Selling Knowledge	Shri. Ramesh D. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar, Shri. Gaurav P. Poddar, Shri. Ashok M. Jalan and Shri. Ashok N. Desai
7	Knowledge of International Markets	Shri. Ramesh D. Poddar, Shri. Shrikishan D. Poddar and Shri. Gaurav P. Poddar
8	Products Research and Development	Shri. Ramesh D. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar, Shri. Gaurav P. Poddar, Shri. Ashok M. Jalan and Shri. Ashok N. Desai
9	Supply Chain Management	Shri. Ramesh D. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar, Shri. Gaurav P. Poddar and Shri. Ashok M. Jalan.
10	General Operations and Administration	Shri. Ramesh D. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar, Shri. Gaurav P. Poddar and Shri. Ashok M. Jalan.
11	Project Implementation	Shri. Ramesh D. Poddar, Shri. Pawan D. Poddar, Shri. Shrikishan D. Poddar, Shri. Gaurav P. Poddar and Shri. Ashok M. Jalan.



Pursuant to the provisions of section 149 of the Act and regulation 16(1)(b) of SEBI (LODR) Regulations, 2015, Smt. Mangala R. Prabhu, Shri. Sachindra N. Chaturvedi, Shri. Deepak R. Shah, Shri. Ashok N. Desai and Shri. Chetan S. Thakkar are Independent Directors of the Company. They have submitted a declaration that each of them meet the criteria of independence, which was considered and taken on record by the Board of Directors of the Company. The Board confirms that in its opinion all the Independent Directors of the Company fulfill the conditions of independence as specified in section 149 of the Act and regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and are independent of the Management.

#### Board Meetings:

During the year, 4(four) Board Meetings were held on 27<sup>th</sup> May, 2021, 10<sup>th</sup> August, 2021, 26<sup>th</sup> October, 2021 and 29<sup>th</sup> January, 2022. The Annual General Meeting was held on 31<sup>st</sup> July, 2021.

#### Board procedures:

The Agenda is circulated well in advance to the Board members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Schedule II Part A of SEBI (LODR) Regulations, 2015, the Board is also kept informed of major events/items and approvals taken wherever necessary. The Managing Director(s)/Executive Director(s), at the Board Meetings, keep the Board apprised of the overall performance of the Company.

### III. Audit Committee

#### Terms of Reference:

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

#### Audit Committee Composition:

The Audit Committee consists of 3 (three) Independent Directors and 1 (one) Executive Director having requisite knowledge of Finance, Accounts and Company Law. The composition of the Audit Committee meets with the requirements of Section 177 of the Act and Regulation 18(1) of SEBI (LODR) Regulations, 2015. The Company Secretary, Shri. William V. Fernandes acts as the Secretary of the Committee. The Chairman of the Committee was present at the last AGM.

#### Audit Committee Meetings:

During the year under review, the Committee met 4(four) times on 27<sup>th</sup> May, 2021, 10<sup>th</sup> August, 2021, 26<sup>th</sup> October, 2021 and 29<sup>th</sup> January, 2022.

#### Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meetings attended
Shri. Sachindra N. Chaturvedi	Chairman	4/4
Smt. Mangala R. Prabhu	Member	4/4
Shri. Deepak R. Shah	Member	4/4
Shri. Ashok M. Jalan	Member	4/4

### IV. Nomination and Remuneration Committee:

#### Terms of Reference:

Terms of reference of the Committee, includes considering the matters relating to the Company's Policies on remuneration payable and determining the package to the Managing Directors, Executive Directors and Whole-Time Directors, commission to be paid to the Directors and other matters specified in section 178 of the Act and as set out in Part D of Schedule II of SEBI (LODR) Regulations, 2015 (as amended from time to time).

#### Nomination and Remuneration Committee Composition:

The Committee consists wholly of Non-Executive and Independent Directors. The Chairman of the Committee is an Independent Director. The Chairman of the Committee was present at the last AGM.

**Meetings:**

During the year the Committee met 3(three) times on 27<sup>th</sup> May, 2021, 26<sup>th</sup> October, 2021 and 29<sup>th</sup> January, 2022.

**Name of the Committee Members along with their attendance is given below:**

Name of the Member	Designation	No. of meetings attended
Shri. Sachindra N. Chaturvedi	Chairman	3/3
Smt. Mangala R. Prabhu	Member	3/3
Shri. Chetan S. Thakkar	Member	3/3

**Remuneration Policy:**

The Company follows a policy on remuneration of Directors and Senior Management Employees as enumerated below:

**Remuneration of Non Executive Directors:**

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/ Committee meetings and commission as approved by the Board within the limits previously approved by the members.

**Remuneration of Managing Directors/ Whole Time Directors:**

1. The remuneration to Managing Director(s)/ Whole Time Director(s), shall be as mutually agreed between the Company (which includes the Nomination and Remuneration Committee and the Board of Directors) and the Managing Director(s)/ Whole Time Director(s) within the overall limits prescribed under the Act and in compliance with the Listing Regulations.
2. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
3. The remuneration of the Managing Director(s) & CEO/ Whole Time Director(s) is broadly divided into salary, allowances, perquisites, amenities, retirement benefits and commission(subject to availability of profits).
4. In determining the remuneration the Nomination and Remuneration Committee shall ensure/consider the following :-
  - a. The relationship of remuneration and performance benchmark is clear.
  - b. Responsibility required to be shouldered by the Managing Director(s)/ Whole Time Director(s), the industry benchmarks and the current trends.
  - c. The Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs/KPIs.

**Remuneration of Senior Management Employees:**

1. In determining the remuneration of the Senior Management employees i.e. KMPs, the Nomination and Remuneration Committee shall ensure/ consider the following :
  - a. The relationship of remuneration and performance benchmark is clear.
  - b. The remuneration including annual increment is decided based on the criticality of the roles and responsibilities the Company's performance vis-à-vis the annual budget achievement, individual performance vis-à-vis KRAs/ KPIs industry benchmark and current compensation trends in the market.

**Details of Directors' Remuneration \* for the year 2021-22 is given below:-**

(₹ in Lakhs)

Name of Director	Salary & Other Perquisites	Sitting Fees	Commission	Total Remuneration
Shri. Ramesh D. Poddar	227.08	Nil	471.00	698.08
Shri. Pawan D. Poddar	194.34	Nil	447.00	641.34
Shri. Shrikishan D. Poddar	191.01	Nil	432.00	623.01
Shri. Ashok M. Jalan	63.30	Nil	15.00	78.30
Shri. Gaurav P. Poddar	154.53	Nil	351.00	505.53
Smt. Mangala R. Prabhu	Nil	3.00	6.00	9.00
Shri. Sachindra N. Chaturvedi	Nil	3.50	6.00	9.50
Shri. Deepak R. Shah	Nil	3.25	6.00	9.25
Shri. Ashok N. Desai	Nil	1.25	6.00	7.25
Shri. Chetan S. Thakkar	Nil	3.00	6.00	9.00
<b>Total</b>	<b>830.26</b>	<b>14.00</b>	<b>1746.00</b>	<b>2590.26</b>

\* Remuneration includes Salary, Allowance, Commission, Perquisites, Company's contribution to Provident Fund, Superannuation Fund, Gratuity Fund, Provision for Gratuity and Leave Salary.



### Pecuniary relationship or transaction

There were no other pecuniary relations or transactions of Non-Executive Directors vis-à-vis the Company. The Company has not granted any stock option to any of its Non-Executive Directors or Executive Directors.

### Service Contract, Notice Period and Severance Fees

The Managing Director(s)/Executive Director(s)/Whole-Time Director(s) are generally appointed for a period of 5(five) years with a notice period of 3(three) months from either party for resigning/ terminating the services. No severance fee has been paid or payable by the Company.

## V. Stakeholders Relationship Committee:

### Terms of Reference:

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

### Stakeholders Relationship Committee Meetings:

During the year the Stakeholders Relationship Committee met 4 (four) times on 27<sup>th</sup> May, 2021, 10<sup>th</sup> August, 2021, 26<sup>th</sup> October, 2021 and 29<sup>th</sup> January, 2022.

Name of the Committee Members along with their attendance is given below:-

Name of the Member	Designation	No. of meetings attended
Shri. Ramesh D. Poddar	Member	4/4
Shri. Pawan D. Poddar	Member	4/4
Shri. Chetan S. Thakkar	Chairman- Non-Executive & Independent Director	4/4
Shri. Ashok M. Jalan	Member	4/4

### Stakeholders Grievance Redressal:

During the year ended 31<sup>st</sup> March, 2022, 2 (two) Shareholder Complaints were received which were resolved during the year. For effective and efficient grievance management, the Company has dedicated E-mail ID [sharedept@siyaram.com](mailto:sharedept@siyaram.com).

The Company Secretary, Shri. William V. Fernandes, has been designated as Compliance Officer.

## VI. Corporate Social Responsibility Committee.

### Terms of Reference:

The Committee is formed with the object:-

- To frame and review the CSR Policy and to indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- To implement and monitor the CSR activities undertaken by the Company.

### CSR Committee Composition, Meetings held and Attendance:

#### Composition:

The CSR Committee is comprised of 4(four) directors including one Independent Director.

#### Meetings:

During the year the Committee met 4 (four) times on 27<sup>th</sup> May, 2021, 10<sup>th</sup> August, 2021, 26<sup>th</sup> October, 2021 and 29<sup>th</sup> January, 2022.

Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meetings attended
Shri. Ramesh D. Poddar	Chairman	4/4
Shri. Pawan D. Poddar	Member	4/4
Shri. Deepak R. Shah	Member- Non-Executive and Independent Director	4/4
Shri. Ashok M. Jalan	Member	4/4



## VII. Risk Management Committee.

### Terms of Reference:

The Committee is formed with the object to monitor and review risk management plan of the Company, cyber security and such other functions as may be included in SEBI (LODR) Regulations, 2015 as amended from time to time.

### Risk Management Committee Composition, Meetings held and Attendance:

#### Composition:

The Risk Management Committee is comprised of 4(four) members, 3(three) directors including one Independent Director and senior executive of the Company.

#### Meetings:

During the year the Committee met 2(two) times on 28<sup>th</sup> September, 2021 and 24<sup>th</sup> March, 2022.

#### Name of the Committee Members along with their attendance is given below-

Name of the Member	Designation	No. of meetings attended
Shri Gaurav P. Poddar	Chairman – Director	2/2
Shri. Ashok M. Jalan	Member – Director	2/2
Shri. Surendra S. Shetty	Member- CFO	2/2
Shri. Sachindra N. Chaturvedi*	Member – Independent Director	2/2

\* Appointed w.e.f. 27<sup>th</sup> May, 2021.

## VIII. Other Committees:

### Share Transfer Committee:

#### Terms of Reference:

The Share Transfer Committee deals with all matters relating to transfer/transmission of shares, issue of duplicate/ new shares, sub-divided and consolidated share certificates, demat / remat, etc.

The above said Committee has met 15 times during the financial year ended 31<sup>st</sup> March, 2022.

#### Name of the Committee Members along with their attendance is given below-

Name of the Member	Designation	No. of Meetings attended
Shri Pawan D. Poddar	Chairman	15/15
Shri Ramesh D. Poddar	Member	15/15
Shri Shrikishan D. Poddar	Member	15/15
Shri Ashok M. Jalan	Member	15/15

### Finance Committee:

#### Terms of Reference:

The Finance Committee deals with matters relating to exercising borrowing powers delegated by the Board and opening/ closing bank accounts and other banking matters.

#### Finance Committee Meetings:

During the year the Committee met 4(four) times on 7<sup>th</sup> July, 2021, 18<sup>th</sup> September, 2021, 10<sup>th</sup> December, 2021 and 7<sup>th</sup> March, 2022.

#### Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meetings attended
Shri. Ramesh D. Poddar	Chairman	4/4
Shri. Pawan D. Poddar	Member	4/4
Shri. Shrikishan D. Poddar	Member	4/4
Shri. Ashok M. Jalan	Member	4/4


**Allotment Committee:**
**Terms of Reference:**

The Allotment Committee deals with matters relating to issue and allotment of Equity Shares, Preferences Shares, Commercial Papers and any other securities.

**Allotment Committee Meetings:**

During the year the Committee met 3(three) times on 29<sup>th</sup> June, 2021, 29<sup>th</sup> September, 2021 and 30<sup>th</sup> December, 2021.

Name of the Committee Members along with their attendance is given below:

Name of the Member	Designation	No. of meetings attended
Shri. Ramesh D. Poddar	Chairman	3/3
Shri. Pawan D. Poddar	Member	3/3
Shri. Ashok M. Jalan	Member	3/3

**IX. Information on Annual General Meetings:**

Financial Year	Date	Time	Venue
2018-19	25 <sup>th</sup> July, 2019	11.00 a.m	Plot No.G-4/1(A),MIDC, Tarapur, Boisar, Dist.Palghar-401506.
2019-20	5 <sup>th</sup> September, 2020	11.00 a.m.	Through Video Conferencing/ Other Audio Visual Means.
2020-21	31 <sup>st</sup> July, 2021	11.00 a.m.	Through Video Conferencing/ Other Audio Visual Means.

No Extra-ordinary General Meeting was held in the last 3 financial years.

**Details of Special Resolutions passed at the last three A.G.Ms/ by Postal Ballot:**

**2018-2019:** Payment of remuneration to all Promoter Directors of the Company in excess of 5% of the Net Profit but upto 10% of the Net Profit of the Company during the next 3 (three) financial years ending 31<sup>st</sup> March, 2020 to 31<sup>st</sup> March, 2022.

Adoption of new set of Articles of Association of the Company.

**2019-2020:** No special resolution passed.

**2020-2021:** Special Resolution for re-appointment of Shri. Pawan D. Poddar, as Joint Managing Director for a further period of 3 years w.e.f. 1<sup>st</sup> August, 2021 to 31<sup>st</sup> July, 2024.

**No Special Resolution was passed in the last year through Postal Ballot.**

**X. Means of Communication:**

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual results and announces forthwith results to all the Stock Exchanges, where the shares are listed. The same are published in one English daily newspaper and one Marathi newspaper (Mumbai edition) and displayed on the Company's website-[www.siyaram.com](http://www.siyaram.com).

**XI. General Shareholder Information:**

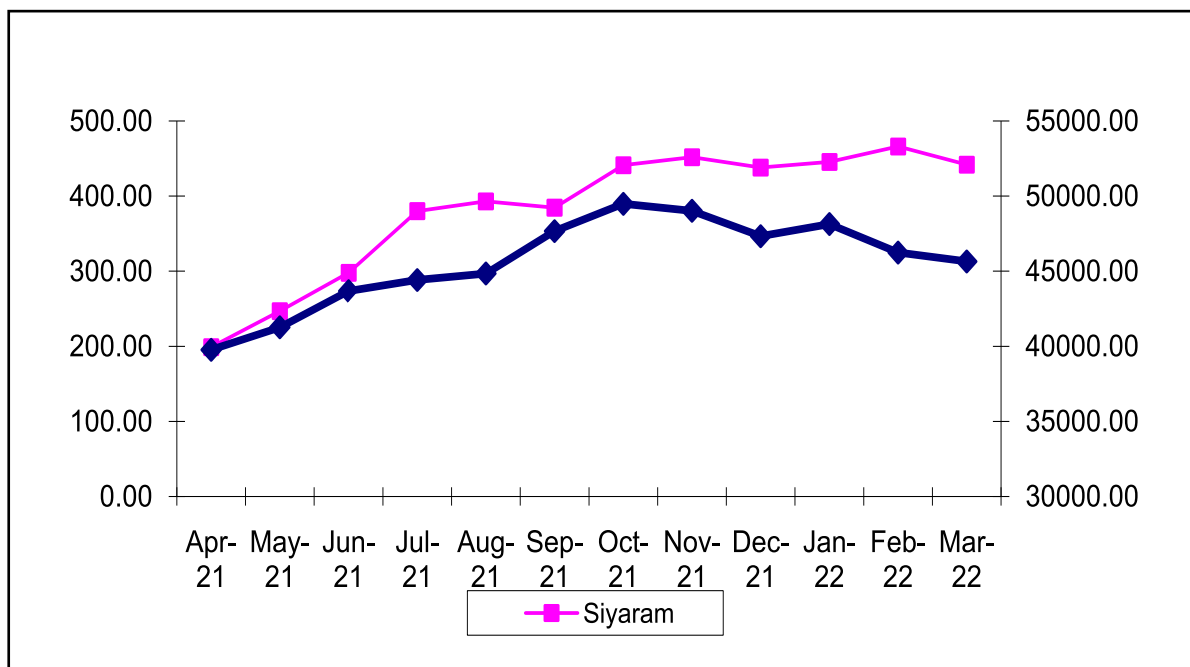
1.	<b>Annual General Meeting :</b> Day/ Date: Time :	Saturday, 23 <sup>rd</sup> July, 2022 11.00 a.m. Through Video Conferencing ("VC"/Other Audio Visual Means ("OAVM").
2.	<b>Financial Calendar (Tentative)</b>	
	Financial Year of the Company	1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023.
	Results for the Quarter ending: June 30, 2022 September 30, 2022 December 31, 2022 March 31, 2023	On or before 14 <sup>th</sup> August, 2022. On or before 14 <sup>th</sup> November, 2022. On or before 14 <sup>th</sup> February, 2023. On or before 15 <sup>th</sup> May, 2023 (Unaudited) On or before 30 <sup>th</sup> May, 2023(Audited).
3.	<b>Date of Book Closure:</b>	Tuesday, 5 <sup>th</sup> July, 2022 to Thursday, 7 <sup>th</sup> July, 2022 (both days inclusive).
4.	<b>Dividend</b>	The Dividend if declared will be paid on or after 27 <sup>th</sup> July, 2022.
5.	<b>Listing of Equity Shares on the Stock Exchanges:</b>	1. BSE Ltd. P. J. Towers Dalal Street, Fort, Mumbai 400 001 2. National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 Listing Fees as applicable have been paid.

**6. Stock Code/Symbol :**

(a) Stock Exchange	Stock Code/ Symbol
1. BSE Ltd. 2. National Stock Exchange of India Ltd.	503811 SIYSIL
(b) Demat ISIN Number in NSDL & CDSL for Equity Shares	INE 076B01028

**7. Stock Market Price Data:**

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April-2021	217.00	180.65	217.30	182.00
May-2021	297.90	195.65	298.40	196.00
June-2021	333.33	262.50	333.70	262.50
July-2021	454.40	305.25	456.00	305.00
Aug-2021	456.05	330.00	456.00	329.10
Sep-2021	410.20	358.55	410.00	357.25
Oct-2021	516.95	365.20	517.80	367.65
Nov-2021	484.50	419.20	502.70	416.85
Dec-2021	478.00	398.00	478.95	398.00
Jan-2022	497.00	393.90	499.00	394.35
Feb-2022	531.30	401.00	531.60	410.00
Mar-2022	474.45	409.30	474.75	409.40

**8. Performance of Siyaram Silk Mills Limited share price in comparison to BSE SENSEX**


### 9. Registrar and Transfer Agents:

<b>Name &amp; Address:</b> TSR Consultants Pvt. Ltd., C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhorli (West), Mumbai -400083.	<b>Telephone No.:</b> 91 (022) 66568484 <b>Fax No. :</b> 91 (022) 66568494 <b>E-mail :</b> <a href="mailto:csg-unit@tcplindia.co.in">csg-unit@tcplindia.co.in</a> <b>Website :</b> <a href="http://www.tcplindia.co.in">www.tcplindia.co.in</a>
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### 10. Share Transfer System:

The shares received for transfers duly completed in all respect in physical form are registered and dispatched normally within three weeks. Demat confirmations are normally sent within two weeks. All transfer requests received are processed and approved by the Share Transfer Committee.

#### Unclaimed Dividend/ Share

In terms of provisions of section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred shares in respect of which dividend has not been paid or claimed continuously for seven preceding years to the Investor Education and Protection Fund (IEPF) Authority after following the due procedure. Details of the aforesaid shares are available on the website of the Company. The aforesaid Rules also prescribe the procedure for claiming back the said shares from IEPF Authority.

The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration, is required to be transferred to the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the financial year 2013-14 to the IEPF Authority. Members who have not encashed their dividend warrants for the financial year 2014-15 and onwards are requested to make their claims to the Company immediately. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e. <http://iepf.gov.in/IEPFA/refund.html>. Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below:-

Financial year ended	Date of Declaration of Dividend	Last date for claiming unpaid dividend	Due date for transfer to IEPF Fund
31/03/2015	18/07/2015	23/08/2022	22/09/2022
31/03/2016	09/03/2016-Interim	14/04/2023	13/05/2023
31/03/2017	09/09/2017	15/10/2024	14/11/2024
31/03/2018	27/11/2017-Interim	02/01/2025	01/02/2025
31/03/2018	14/08/2018	19/09/2025	18/10/2025
31/03/2019	13/11/2018-Interim	19/12/2025	18/01/2026
31/03/2019	25/07/2019	30/08/2026	29/09/2026
31/03/2020	19/10/2019-Interim	24/11/2026	23/12/2026
31/03/2020	07/03/2020-Interim	12/04/2027	11/05/2027
31/03/2021	31/07/2021-Final Dividend	16/09/2028	15/10/2028
31/03/2022	26/10/2021-1 <sup>st</sup> Interim Dividend	01/12/2028	31/12/2028
31/03/2022	29/01/2022-2 <sup>nd</sup> Interim Dividend	07/03/2029	06/04/2029

#### Nodal Officer

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

### 11. Distribution of Shareholding as on 31<sup>st</sup> March, 2022.

Sr. No.	No of shares	Holding	Amount (₹)	% to Capital	No of Holders	%to Total Holders
1	1 to 500	2009469	4018938	4.29	25466	87.86
2	501 to 1000	1260390	2520780	2.69	1680	5.80
3	1001 to 2000	1405700	2811400	3.00	976	3.37
4	2001 to 3000	798436	1596872	1.70	319	1.10
5	3001 to 4000	534588	1069176	1.14	151	0.52
6	4001 to 5000	403742	807484	0.86	88	0.30
7	5001 to 10000	877034	1754068	1.87	124	0.43
8	10001 and above	39580721	79161442	84.45	181	0.62
	<b>TOTAL</b>	<b>46870080</b>	<b>93740160</b>	<b>100.00</b>	<b>28985</b>	<b>100.00</b>

**12. Shareholding Pattern as on 31<sup>st</sup> March, 2022.**

Sr. No.	Category	No of shares held	Percentage of Shareholding
1.	Promoters	31489313	67.18
2.	Banks/Financial Institutions	9757	0.02
3.	FII/OCBs/Foreign Companies	1712349	3.66
4.	Private Corporate Bodies	1895168	4.04
5.	Mutual Funds/Insurance Cos/ Trust	1976256	4.22
6.	Non Residents Individuals	234277	0.50
7.	IEPF Account	328750	0.70
8.	Indian Public	9224210	19.68
	<b>Grand Total</b>	<b>46870080</b>	<b>100.00</b>

**13. Dematerialization of shares and liquidity:**

98.47% of the Company's paid up Equity Share Capital is held in dematerialized form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd., (CDSL) as on 31<sup>st</sup> March, 2022.

**14. Outstanding GDRs / ADRs / Warrants or any Convertible instruments:**

As of date the Company has not issued these types of securities.

**15. Plant Locations:**
**Weaving**

H-3/2, MIDC, A- Road, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra.

D- 23/1, MIDC, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra.

E/125, MIDC, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra.

Survey No.367, P.O. Saily, Silvassa (U.T.) – 396230.

J-177,178, 193, G-81 & 82, MIDC, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra.

**Yarn**

G-1/1, MIDC, Tarapur, Boisar, Dist. Palghar-401506, Maharashtra.

**Readymade Garments**

481/1-2, Dabhel, Daman, Daman & Diu (U.T.) – 396210.

Plot No.722, Dabhel, Daman, Daman & Diu (U.T.) – 396210.

**Cutting and Packing**

G -4/1, MIDC, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra.

Bldg No. AD, Shree Rajlaxmi Commercial Complex, Kalher Village, Agra Road, Tal. Bhiwandi, Dist. Thane – 421306, Maharashtra.

**Dyeing**

H 3/1, MIDC 'A' Road, Tarapur, Boisar, Dist. Palghar – 401506, Maharashtra.

**Indigo Yarn Dyeing**

Plot No. T-9, Addl. MIDC, Nandgaon Peth, Textile Part, Amravati – 444901, Maharashtra.

**16. Address for Correspondence:**

SIYARAM SILK MILLS LIMITED		REGISTRAR & SHARE TRANSFER AGENT
Registered Office H-3/2, MIDC, A - Road, Tarapur, Boisar, Dist. Palghar – 401 506, Maharashtra. Tel: 7506794051 Fax : 02525 – 272475 Website: <a href="http://www.siyaram.com">www.siyaram.com</a>	Corporate Office B-5, Trade World, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013 Tel: 022-30400500/501 Email : <a href="mailto:sharedept@siyaram.com">sharedept@siyaram.com</a>	<b>TSR Consultants Pvt. Ltd.</b> C-101, 1 <sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhorli (West), Mumbai – 400083 Tel : 022-66568484, Fax : 022-66568494 <b>E-mail : <a href="mailto:csg-unit@tcplindia.co.in">csg-unit@tcplindia.co.in</a></b> <b>Website: <a href="http://www.tcplindia.co.in">www.tcplindia.co.in</a></b>

**XII. Other Disclosures:**

- (1) Disclosures on materially significant related party transactions.

There were no material related party transaction during the year under review. Transactions entered into with related parties were in the ordinary course of business and at arm's length basis. None of the transactions with any of the related parties were in conflict with the interest of the Company.

Necessary disclosures are made in Note No.42 to the Standalone Financial Statements.

- (2) No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- (3) Whistle Blower Policy and Vigil Mechanism.

The Company has in place a Whistle Blower Policy for Directors and Employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct and Ethics. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The protected disclosure should be made to the Chairman of the Audit Committee to the email ID: [snchaturvedi@gmail.com](mailto:snchaturvedi@gmail.com).

- (4) The Company has complied with all the mandatory requirements of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015.

- (5) Non-Mandatory Requirements.

The Company has complied with the following non-mandatory requirements of SEBI(LODR) Regulations, 2015.

- The Company continues to adopt best practices to ensure regime of unqualified financial statements.

- The Internal Auditor reports to the Audit Committee on a quarterly basis at Audit Committee meeting.

- (6) All mandatory Accounting Standards have been followed in preparation of financial statements and no deviation has been made in following the same.

- (7) Policy for determining of material subsidiaries.

The Board has approved Policy for determining of material subsidiaries which is uploaded on the website of the Company at the following link [https://www.siyaram.com/uploads/1575468931\\_SSML-Policy-for-determining-material-subsidiaries.pdf](https://www.siyaram.com/uploads/1575468931_SSML-Policy-for-determining-material-subsidiaries.pdf)

- (8) Policy on Dealing with Related Party Transactions.

The Board has approved Policy on Dealing with Related Party Transactions which is uploaded on the website of the Company at the following link viz [https://www.siyaram.com/uploads/1575468646\\_Related-Party-Transaction-Policy.pdf](https://www.siyaram.com/uploads/1575468646_Related-Party-Transaction-Policy.pdf)

- (9) Commodity price risk or foreign exchange risk and hedging activities.

The Company is exposed to limited risk of price fluctuation of raw material as the Company is in a buyer's market. The Company mitigates finished goods risk of price fluctuations through robust marketing strategies as well as by proper inventory management. The Company has over the years built a strong brand image and reputation which goes a long way in mitigating risk of price fluctuation.

As regards foreign exchange risk the Company hedges the risk through appropriate forward contract booking and regular monitoring by the Management.

- (10) The Company has a well defined Risk Management Policy covering identifying business risks of the Company and laying procedures for minimizing the risk.

- (11) No money was raised by the Company through public issue, rights issue, preferential issues etc., in the last financial year.

- (12) Familiarization Programme for Independent Directors:

The Company familiarizes its Independent Directors with their roles, responsibilities in the Company, nature of the industry in which the Company operates, etc., through various programs. These include orientation program upon induction of new Directors, as well as other initiatives to update the Directors on an ongoing basis. Further, the Company also makes periodic presentations at the Board and Committee meetings on various aspects of the Company's business, strategy, operations and functions. The familiarization program during the year included participation in the virtual handing over of medical instruments/systems to Tata Memorial Hospital under the Company's CSR activities and presentation on the operation, current scenario and future prospects of the Subsidiary of the Company.

(13) Code of Conduct:

The code of conduct for the Directors and the Employees of the Company has been laid down by the Board and it is internally circulated and necessary declaration has been obtained. The said code is uploaded on the website of the Company at the following link viz. [https://www.siyaram.com/uploads/1575470813\\_SSML-CODE-OF-CONDUCT-Directors-Sr.Mgt-Revised.pdf](https://www.siyaram.com/uploads/1575470813_SSML-CODE-OF-CONDUCT-Directors-Sr.Mgt-Revised.pdf). Declaration regarding compliance by Board Members and Senior Management with the said code is given in Annexure-A to this Report.

(14) Prohibition of Insider Trading:

The Company has framed a Code of Conduct for Prevention of Insider Trading based on SEBI (Insider Trading) Regulations, 2015. The Code is applicable to all the Directors and Designated Employees. The Code also aims to prevent dealing in the shares by persons having access to unpublished price sensitive information. This policy also provides for periodical disclosures from the designated person as well as pre-clearances of transactions by such persons.

In compliance with the provisions of SEBI (Prohibition of Insider Trading Regulations) 2015, as amended from time to time, to preserve the confidentiality and prevent misuse of unpublished price sensitive information (UPSI)/Leak of UPSI, the Company has adopted a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Codes are available on the website of the Company at [www.siyaram.com](http://www.siyaram.com).

(15) Subsidiary Companies:

The Company has only one wholly owned foreign subsidiary, Cadini S.R.L., Italy, incorporated under the guidelines of the Chamber of Commerce, Italy on 4<sup>th</sup> August, 2017.

As required by SEBI (LODR) Regulations, 2015, the Minutes of the Shareholders Meetings, the Financial Statements and Investments made by the Subsidiary are placed before the Board/ Audit Committee of the Company for review. The other requirements of SEBI (LODR) Regulations, 2015 relating to subsidiary are complied with.

(16) The Management Discussions and Analysis Report forms part of the Annual Report.

(17) Credit Rating :

Details of credit rating and its revisions are given below : -

Instrument	Rating Agency	Rating	Revision
Long Term Borrowing	CRISIL	AA-/Stable	Reaffirmed
Short Term Borrowing	CRISIL	A1+	Reaffirmed
Commercial Paper	CRISIL	A1+	Reaffirmed

(18) The Company has obtained a certificate from M/s. GMJ & Associates, Company Secretaries that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of Companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.

(19) Details of total fees payable to the Statutory Auditors, M/s. D S M R & CO. Chartered Accountants (formerly known as M/s. Songira & Associates) is given in Note No. 41(a) to the Standalone Financial Statements.

For and on behalf of the Board of Directors

**RAMESH D. PODDAR**

Chairman and Managing Director

DIN 00090104

Place: Mumbai,  
Date: 7<sup>th</sup> May, 2022.

**Annexure – A**  
**Declaration**

I, Ramesh D. Poddar, Chairman and Managing Director hereby declare that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2022.

For **SIYARAM SILK MILLS LIMITED**

**Ramesh D. Poddar**

Chairman and Managing Director

DIN 00090104

Place: Mumbai  
Date: 7<sup>th</sup> May, 2022.

**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD**

We, the undersigned certify that:

- (a) We have reviewed financial statements and cash flow statement for the year and that to the best of our knowledge and belief :
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements give a true and fair view of the state of affairs of Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept overall responsibility for the Company's internal control system for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all levels of management and statutory auditors, and report significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.
- (d) We indicate to the Auditors and to the Audit Committee :
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements;
  - iii) instances of significant fraud of which we have become aware of and which involve management or other employees who have a significant role in the Company's internal control system over the financial reporting. However, during the year there were no such changes or instances.

For **SIYARAM SILK MILLS LIMITED**  
**Ramesh D. Poddar**  
Chairman and Managing Director  
DIN 00090104

For **SIYARAM SILK MILLS LIMITED**  
**Surendra S. Shetty**  
Chief Financial Officer

Place: Mumbai  
Date: 7<sup>th</sup> May, 2022.



## INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

### To the Members of SIYARAM SILK MILLS LIMITED

1. The Corporate Governance Report prepared by **Siyaram Silk Mills Limited** ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended 31<sup>st</sup> March, 2022. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

### Management's Responsibility for compliance with the conditions of SEBI Listing Regulations

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

### Auditor's Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulation.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI') and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures include but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

### Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 1 above.

### Other matters and restriction on use

10. This Report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For D S M R & CO.**

Chartered Accountants  
(Firm Reg. No. 128085W)

**Dharmendra S. Songira**  
Partner

Membership No. 113275  
UDIN:22113275AIPJHR8825

Place: Mumbai  
Date: 7th May, 2022

## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
SIYARAM SILK MILLS LIMITED**  
**Report on the Audit of the Standalone Financial Statements**

### Opinion

We have audited the accompanying standalone financial statements of **Siyaram Silk Mills Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2022, and the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2022, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report

Key Audit Matters	How our audit addressed the key audit matter
<p><b>Revenue Recognition</b> (as described in note 1 (i) of the standalone Ind AS financial statements)</p>	<p><b>Principal audit procedures</b></p>
<p>For the year ended March 31, 2022 the Company has recognized revenue from contracts with customers amounting to ₹1,90,307 lakhs.</p> <p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that as principal, it typically controls the goods or services before transferring them to the customer.</p> <p>The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the correct period.</p> <p>Revenue is measured net of returns and allowances, cash discounts, trade discounts and volume rebates (collectively 'discount and rebates'). There is a risk that these discount and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'.</li> <li>• Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates.</li> <li>• Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples checked that the revenue has been recognized as per the shipping terms.</li> <li>• To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods.</li> <li>• Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents.</li> </ul>

Revenue is also an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred.

Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.

**Claims against the company not acknowledged as debts** As at 31st march, 2022, the company has exposures to litigation relating to various matters as set out in note no. 40(a). Significant management judgement is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognised, or a disclosure should be made. The management judgement is supported with legal advice in certain cases as considered appropriate. At the ultimate outcomes of the matters are uncertain and the position taken by the management are based on application of their best judgement, related legal advice including those relating to interpretation of laws/regulations, it is considered to be a key audit matter.

#### Principal audit procedures

Our audit procedures included the following substantive procedures:

- We understood, assessed and tested the design and operating effectiveness of key controls surrounding assessment of litigations relating to relevant laws and regulations.
- Obtained details of all the claims against the Company for the year ended 31st March, 2022 from the management.
- Read and analysed key correspondences, legal opinion and consultations by the management.
- Discussed with the appropriate senior management and evaluated management's estimate of the possible outcome of the disputed cases.

Based on the above procedures, management's assessment in respect of litigations and related disclosures relating to contingent liabilities/other significant litigations in the Standalone Financial Statements are considered to be reasonable.

#### Information other than the Financial Statements and auditor's report thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual 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.

#### Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the

Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 and Board of Directors 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.

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

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

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 auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our 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.

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

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

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

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - 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 Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at 31<sup>st</sup> March, 2022 on its financial position in its standalone financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. a) The Management has represented that, to the best of its knowledge and belief as disclosed in note 58(vii) to the standalone financial statements, 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 persons or entities, including foreign entities ("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 as disclosed in note 58(viii) to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act

**For D S M R & CO**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**  
**Dharmendra S. Songira**  
**Partner**  
**Membership No.-113275**  
**UDIN: 22113275AIPZM4019**

**Place: Mumbai**  
**Date: 07<sup>th</sup> May, 2022**

## Annexure – "A" to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March 2022, we report that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
  - B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As explained to us, physical verification of these Property, Plant and Equipment is being conducted in a phased programme by the management designed to cover all the assets over a period of three to four years, which in our opinion is reasonable having regard to the size of the Company and the nature of assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) disclosed in the financial statements are held in the name of the Company as at the Balance Sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right- of-use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) As explained to us physical verification of inventory has been conducted at reasonable intervals by the management, the coverage and procedure of such verification by the management is appropriate, and discrepancies (which is less than 10% in the aggregate for each class of inventory) noticed on such physical verification between physical stocks and book records were not material considering the operations of the Company and the same have been properly dealt with in the books of account.
- (b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets; the quarterly returns or statements filed by the company with such bank are in agreement with the books of account of the Company.
- (iii) The company has made investment and granted unsecured loans to employees during the year, in respect of which:
  - (a) The Company has not provided any loans(other than loan to employees) or advances in the nature of loans during the year

- (b) In our opinion, the investments made and the terms and conditions of loans to employees, during the year are, prima facie, not prejudicial to the Company's interest.
- (c) In respect of loans to employees granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are regular as per stipulation.
- (d) In respect of loans to employees granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan to employees 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 to employees, either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to loans, investments and guarantees made. Hence reporting under clause (v) of the order is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit within the meaning of Section 73 to 76 of the Act, and the rules framed thereunder.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where, pursuant to the Rules made by the Central Government, the maintenance of cost records have been prescribed under Section 148 (1) of the Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.
- (vii) (a) According to the records of the Company and the information and explanations given to us, the Company has generally been regularly depositing with the appropriate authorities undisputed statutory dues including Goods and Service Tax, 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 applicable to it. There are no undisputed statutory dues as referred to above as at 31<sup>st</sup> March, 2022 outstanding for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, the dues in respect of Income Tax, Goods and Service Tax (GST), Sales Tax, Duty of Customs, Excise Duty, Service Tax, Cess and other statutory dues that have not been deposited with the appropriate authorities on account of dispute and the forum where the disputes are pending are given below: -

Name of Statute	Nature of Dues	Amount	Period to which the Amount Relates	Forum where dispute is pending
		(Rs.in lakhs)		
Income Tax Act	Income Tax (excluding interest)	166.17	A.Y.2012-13	Assessing Authority of Income tax
		183.38	A.Y. 2013-14	
		125.87	A.Y. 2014-15	
		36.12	A.Y. 2015-16	
		149.31	A.Y. 2017-18	
		204.77	A.Y. 2018-19	
Brihan Mumbai MahanagarPalika	Property Tax	87.89	April 2010 to March 2018	Bombay High Court
Textile Committee Act	Cess	15.92	1998-2000	Bombay High Court
Central Excise And Service Tax Act	Excise Duty/ Service tax (Including Interest and Penalty)	106.96	1992-94	Assessing authority
		751.26	1998-00	Assessing authority
		4.87	2003-04	Assessing authority

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- (ix) (a) Based on our audit procedures and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The term loans obtained during the year by the Company have been applied for the purposes 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 subsidiary.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (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 up to the date of this report.
- (c) As represented by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian 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 and accordingly reporting under clause 3(xviii) of the order is not applicable to the Company.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (x) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act.
- (b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

**For D S M R & CO**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**  
**Dharmendra S. Songira**  
**Partner**  
**Membership No.-113275**  
**UDIN:22113275AIPZM4019**

**Place: Mumbai**  
**Date: 07<sup>th</sup> May, 2022**

## Annexure - B to the Independent Auditors' Report 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 **Siyaram Silk Mills Limited** ("the Company") as of 31<sup>st</sup> March, 2022 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors' Responsibility

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 ICAI 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2022, 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 D S M R & CO  
Chartered Accountants  
(Firm Reg. No. 128085W)  
Dharmendra S. Songira  
Partner  
Membership No.-113275  
UDIN:22113275AIPZM4019

Place: Mumbai  
Date: 07<sup>th</sup> May, 2022



**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2022**

(₹ in Lakhs)

	Note No.	As at March 31, 2022	As at March 31, 2021
<b>I ASSETS</b>			
1) <b>Non-Current Assets</b>			
a) Property, Plant and Equipment	2	47,277.66	44,747.26
b) Capital Work-in-Progress	3	237.69	273.12
c) Investment Properties	4	1,495.96	1,717.90
d) Goodwill	5	-	-
e) Other Intangible Assets	5	51.52	84.08
f) Right of use Assets	6	957.84	2,106.57
g) Investment in Subsidiary	7	1,094.39	1,452.80
h) Financial Assets			
i) Investments	7	1,700.00	1,700.00
ii) Loans	8	183.61	178.90
iii) Other Non- Current Financial Assets	9	1,231.80	1,129.57
i) Other Non Current Assets	10	314.42	1,819.34
<b>Total Non Current Assets</b>		<b>54,544.89</b>	<b>55,209.54</b>
2) <b>Current Assets</b>			
a) Inventories	11	40,299.65	25,286.84
b) Financial Assets			
i) Current Investment	7	2,064.86	2,001.92
ii) Trade Receivables	12	38,639.48	26,028.71
iii) Cash and Cash Equivalents	13	351.73	414.93
iv) Bank Balance Other Than Cash & Cash Equivalents	14	102.54	91.98
v) Loans	15	112.80	65.43
vi) Other Current Financial Assets	16	585.86	776.70
c) Current Tax Assets (Net)	17	3,059.88	2,906.57
d) Other Current Assets	18	11,786.39	8,896.98
<b>Total Current Assets</b>		<b>97,003.19</b>	<b>66,470.06</b>
<b>TOTAL ASSETS</b>		<b>1,51,548.08</b>	<b>1,21,679.60</b>
<b>II EQUITY AND LIABILITIES :</b>			
1) <b>Equity</b>			
a) Equity Share Capital	19	937.40	937.40
b) Other Equity	20	92,792.15	76,454.31
<b>Total Equity</b>		<b>93,729.55</b>	<b>77,391.71</b>
2) <b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	21	3,681.60	5,928.41
ii) Lease Liability	22	726.31	1,959.63
iii) Other Financial Liabilities	23	4,165.98	4,609.61
b) Provisions	24	995.42	852.60
c) Deferred Tax Liabilities (Net)	17	1,073.21	1,169.20
d) Other Non-Current Liabilities	25	1,133.58	518.00
<b>Total Non Current Liabilities</b>		<b>11,776.10</b>	<b>15,037.45</b>
<b>Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	26	17,470.11	5,525.39
ii) Lease Liability	22	394.34	516.05
iii) Trade Payables	27		
Total outstanding dues of Micro Enterprises and Small Enterprises		736.15	725.09
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		20,590.41	16,893.10
iv) Other Financial Liabilities	28	163.94	185.03
b) Other Current Liabilities	29	6,341.20	5,033.24
c) Provisions	30	346.28	372.54
<b>Total Current Liabilities</b>		<b>46,042.43</b>	<b>29,250.44</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,51,548.08</b>	<b>1,21,679.60</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

1

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

 For D S M R & CO  
 Chartered Accountants  
 ( Firm Registration No.128085W )

 (Dharmendra S. Songira)  
 Partner  
 Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

 R.D.PODDAR  
 Chairman and Managing Director  
 DIN 00090104

 P.D.PODDAR  
 Joint Managing Director  
 DIN 00090521

 S. S. SHETTY  
 Chief Financial Officer

 W.V. FERNANDES  
 Company Secretary

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022**

(₹ in Lakhs)

	Note No.	Current Year	Previous Year
<b>I Income</b>			
a) Revenue from Operations	31	1,90,306.97	1,08,751.92
b) Other Income	32	3,445.14	4,069.47
<b>Total Income</b>		<b>1,93,752.11</b>	<b>1,12,821.39</b>
<b>II Expenses:</b>			
a) Cost of Materials Consumed		83,107.86	37,358.68
b) Purchases of Stock-in-Trade		17,365.40	8,560.09
c) Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade	33	(10,902.02)	17,250.80
d) Employee Benefits Expense	34	15,953.98	12,299.34
e) Finance Costs	35	1,806.60	2,958.59
f) Depreciation and Amortization Expense	36	5,853.77	6,076.61
g) Other Expenses	37	51,354.92	27,794.56
<b>Total Expenses</b>		<b>1,64,540.51</b>	<b>1,12,298.67</b>
<b>III Profit Before Exceptional Item and Tax</b>		<b>29,211.60</b>	<b>522.72</b>
<b>IV Exceptional Item</b>	49	529.26	-
<b>V Profit Before Tax</b>		<b>28,682.34</b>	<b>522.72</b>
<b>VI Tax Expense:</b>	17		
a) Current Tax		7,545.00	430.00
b) Deferred Tax		(114.29)	(289.74)
c) Income Tax Related to Earlier Years		-	(151.54)
<b>Total Tax Expense</b>		<b>7,430.71</b>	<b>(11.28)</b>
<b>VII Profit for the year</b>		<b>21,251.63</b>	<b>534.00</b>
<b>VIII Other Comprehensive Income</b>			
A. Item that will not be reclassified to Profit & Loss			
i) Remeasurement of defined benefit Plan	44	72.75	214.32
ii) Income Tax related to items no. (i) above		(18.31)	(53.94)
Other Comprehensive Income (OCI), net of tax expenses		54.44	160.38
<b>IX Total Comprehensive Income for the year</b>		<b>21,306.07</b>	<b>694.38</b>
<b>X Earning per equity share nominal value of Share ₹ 2 each</b>			
<b>Basic &amp; Diluted Earning Per Share in (₹)</b>	38	<b>45.34</b>	<b>1.14</b>
<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</b>	1		
The accompanying notes are an integral part of the standalone financial statements.			

As per our report of even date attached

For **D S M R & CO**  
Chartered Accountants  
( Firm Registration No.128085W )  
**(Dharmendra S. Songira)**  
Partner  
Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman and Managing Director  
DIN 00090104

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**S. S. SHETTY**  
Chief Financial Officer

**W.V. FERNANDES**  
Company Secretary

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022**

(₹ in Lakhs)

	Current Year	Previous Year
<b>A CASH FLOW FROM OPERATING ACTIVITY</b>		
Profit Before Tax as per Statement of Profit and loss	28,682.34	522.72
Adjustments for:		
Depreciation and Amortisation of Expenses	5,853.77	6,076.61
Finance cost	1,806.60	2,958.59
Bad Debt/ Irrecoverable Balances written off	735.76	-
Foreign Exchange Loss/(Gain)(Net)	(391.98)	(237.56)
(Profit)/Loss on Sale of Investments	(6.98)	(60.01)
Mark to Market Gain on Investments	(63.18)	(1.92)
Gain on Extinguishment of Lease Liability and & Covid 19 related Lease Rent Concession(Net)	(318.55)	(369.06)
Impairment of Investment Properties	1.36	9.47
Impairment of Investment in Subsidiary	529.26	-
Provision for expected Credit Loss/doubtful debts	124.14	204.74
Loss/(Profit) on Sale of Fixed Assets (Net)	(468.42)	(85.41)
Interest Income	(1,232.02)	(1,207.95)
Apportioned Income from Government Grant	(270.21)	(191.96)
	6,299.55	7,095.54
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	34,981.89	7,618.26
Adjustments for:		
Trade and Other Receivables	(14,440.55)	8,640.40
Inventories	(15,012.82)	17,488.09
Trade and other Payables	5,725.07	(139.41)
Taxes paid (Net)	(7,698.31)	(441.01)
	(31,426.61)	25,548.07
<b>CASH GENERATED FROM OPERATIONS</b>	3,555.28	33,166.33
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant and Equipment/Intangible Assets	(7,426.06)	(2,097.06)
Investment in Subsidiary	(170.85)	(695.70)
Purchase of Current Investment	(1,000.00)	(12,000.00)
Sale of Current Investment	1,007.22	10,060.01
Sale Proceeds of Property, Plant and Equipments	864.25	590.74
Interest Received	1,231.20	1,197.12
<b>NET CASH USED IN INVESTING ACTIVITIES.</b>	(5,494.24)	(2,944.89)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed from Long Term Borrowings	912.00	-
Repayment of Long Term Borrowing	(4,368.49)	(4,076.75)
Proceed/(Repayment) of Short Term Borrowings (Net)	12,612.72	(22,425.03)
Finance cost	(1,839.43)	(2,789.47)
Payment of Lease Liability	(483.37)	(783.22)
Dividend Paid	(4,957.67)	(26.80)
<b>NET CASH GENERATED/ (USED) IN FINANCING ACTIVITIES.</b>	1,875.76	(30,101.27)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(63.20)	120.17
CASH AND CASH EQUIVALENTS - AS AT THE BEGINNING OF THE YEAR	414.93	294.76
CASH AND CASH EQUIVALENTS - AS AT THE END OF THE YEAR (Refer Note 13)	351.73	414.93

Notes :1) The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flow.

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **D S M R & CO**  
Chartered Accountants  
( Firm Registration No.128085W )

(**Dharmendra S. Songira**)  
Partner  
Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman and Managing Director  
DIN 00090104

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**S. S. SHETTY**  
Chief Financial Officer

**W.V. FERNANDES**  
Company Secretary

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022**

(₹ in Lakhs)

**A EQUITY SHARE CAPITAL**

	Note No.	
As at April 1,2020		937.40
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the current reporting period		937.40
Changes in Equity Share Capital during the year	19	-
<b>As at March 31, 2021</b>		<b>937.40</b>
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the current reporting period		937.40
Changes in Equity Share Capital during the year	19	-
<b>As at March 31, 2022</b>		<b>937.40</b>

**B OTHER EQUITY :**

Particulars	Note	Reserve & Surplus				Total
		Capital Reserve	Share Premium	General Reserve	Retained Earnings	
<b>Balance as at April 1,2020</b>	<b>20</b>	<b>70.18</b>	<b>799.61</b>	<b>70,000.00</b>	<b>4,890.14</b>	<b>75,759.93</b>
Total Comprehensive Income for the year		-	-	-	694.38	694.38
<b>Balance as at 31st March, 2021</b>		<b>70.18</b>	<b>799.61</b>	<b>70,000.00</b>	<b>5,584.52</b>	<b>76,454.31</b>
Balance as at April 1,2021		70.18	799.61	70,000.00	5,584.52	76,454.31
<b>Total Comprehensive Income for the year</b>		-	-	-	21,306.07	21,306.07
Dividend					(4,968.23)	(4,968.23)
<b>Transfer to General Reserve</b>		-	-	<b>20,000.00</b>	<b>(20,000.00)</b>	-
<b>Balance as at March, 31, 2022</b>		<b>70.18</b>	<b>799.61</b>	<b>90,000.00</b>	<b>1,922.36</b>	<b>92,792.15</b>

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For **D S M R & CO**  
Chartered Accountants  
( Firm Registration No.128085W )

**(Dharmendra S. Songira)**  
Partner  
Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman and Managing  
Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

## NOTE -1 STANDALONE SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

### A) General Information

Siyaram Silk Mills Ltd (“the Company”) is a public limited company domiciled in India. The address of registered office is H-3/2, ‘A’ Road, Tarapur, Boisar, Palghar -401506, Maharashtra.

The Company was established in 1978 and is engaged in manufacturing, Branding and marketing of Fabrics, Readymade Garments, Indigo Yarn and Dress Materials.

### B) Basis of preparation

#### (i) Compliance with Ind AS

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘Act’) read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) Certain financial assets and liabilities that are measured at fair value;
- 2) Assets held for sale – measured at lower of carrying amount or fair value less cost to sell;
- 3) Defined benefit plans – plan assets measured at fair value;

#### (iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### (iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### (v) Reclassification consequent to amendments to Schedule III

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021. Consequent to this, the Company has changed the classification/presentation of :

- i) The current maturities of long-term borrowings have now been included in the “Current borrowings” line item. Previously, current maturities of long-term borrowings were included in ‘other financial liabilities’ line item.
- ii) Security Deposit has now been included in Other Non Current financial Assets and Other Current Financial Assets. Previously, Security Deposit was included in other Non- Current Financial Assets and Current Financial Assets.
- iii) Fixed Deposit has now been included in Other Current Financial Assets. Previously it was included in Bank Balances other than cash and cash equivalents.

The Company has reclassified comparative amounts to conform with current year presentation as per the requirements of Ind AS 1. The impact of such classifications is summarised below: (₹ in Lakhs)

Balance Sheet Extract	31 <sup>st</sup> March 2021 (as previously reported)	Increase/ (Decrease)	31 <sup>st</sup> March 2021 (restated)
Borrowings (Current)	1,951.03	3,574.36	5,525.39
Other Financial Liabilities (Current)	3,759.39	(3,574.36)	185.03
Other Non –Current Financial Assets	1.76	1,127.81	1129.57
Other Non-Current Assets	2,911.32	(1,127.81)	1783.51
Other Current Assets	8,948.18	(51.20)	8896.98
Bank Balance other than Cash Equivalents	791.26	(699.28)	91.98
Other Current Financial Assets	26.22	750.48	776.70

**C) Significant accounting judgments, estimates and assumptions:**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

1. Estimation of defined benefit obligation - Refer Note 44
2. Useful lives of fixed assets - Refer Note 1(C) and Note 2
3. Impairment of trade receivables - Refer Note 12

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**D) Property, plant and equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Capital Work in Progress is stated at Cost net of accumulated impairment loss.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Gain or losses arising from disposal of property plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of Profit and Loss where the asset is disposed.

**Depreciation:**

- a) Depreciation is provided as per the straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in case of Leasehold Land and assets at retail shops as stated in b & c below.
- b) Premium on leasehold land is amortized over the residual period of the lease and proportionate amount of premium written off is being charged to Statement of Profit & Loss.
- c) Cost of Furniture and Fixtures and Office Equipment's of retail shops operated on lease basis is written off over the period of lease or within three years whichever is earlier.

**Asset Impairment:**

The Company reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. Impairment loss, if any, is recognized in the year in which impairment takes place.

**E) Intangible Assets:**

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortisation and accumulated impairment, if any.

Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Estimated useful life of intangible assets are as follows:

- a) Computer Software and Trade Mark are amortised using straight line method over a period of three years.
- b) Goodwill is amortized over a period of five years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

## F) Investments 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 at its cost, including related transaction costs and where applicable borrowing costs less accumulated depreciation and accumulated impairment, if any.

Depreciation on building is provided over its useful life using the straight line method.

Useful life considered for calculation of depreciation for assets class are as follows

- Non-Factory Building 60 years

## G) Financial Instruments

### i) Financial Assets

#### Initial Recognition and Measurement

All financial assets are recognised initially at fair value (purchase value plus transaction costs that are attributable to the acquisition of the financial asset), amortized cost or at cost. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### Subsequent measurement

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

- Debt instruments at Amortized Cost.
- Debt instruments at Fair Value Through Other Comprehensive Income (FVTOCI) or Fair Value Through Profit or Loss (FVTPL).
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI) or Fair Value Through Profit or Loss (FVTPL).
- Equity instruments measured at Cost.

#### Debt Instruments at Amortized Cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified date to cash flows that are solely payments of principal and interest (SPPI) on the outstanding principal amount.

After initial measurement, financial assets are subsequently measured at amortized cost using the effective Interest rate (EIR) method. 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 or Loss. The losses arising from impairment are recognized in the Statement of Profit or Loss.

#### Debt Instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

#### Equity Instruments measured at FVTOCI or FVTPL

All equity investments in scope of Ind-AS 109 are measured at Fair Value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss statement.

#### Equity Instruments measured at Cost

Equity instruments / Investments in subsidiaries / Joint Venture/ Associates are accounted at cost less accumulated impairment loss in accordance with Ind AS 27.

### **Derecognition**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### **i) Impairment of Financial Assets**

The Company assesses at each reporting date whether there is any objective evidence that a financial assets or a group of Financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

#### **ii) Financial Liabilities**

Financial liabilities are classified as either Financial Liabilities at fair value through profit or loss" or "Other Financial Liabilities

- (a) Financial liabilities are classified as "Financial Liabilities at fair value through profit or loss if they are held for trading or if they are designated as financial liabilities at fair value through profit or loss. These are measured initially at fair value with subsequent changes recognized in Profit or Loss. Fair value is determined as per IND AS 113 'Fair Value Measurement'.
- (b) Other financial liabilities, including loans and borrowing, are Initially measured at fair value, net of directly attributable transaction costs. Subsequent to initial recognition, these are measured at amortized cost using the EIR method.

#### **iii) Derecognition of Financial Liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. 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 derecognition 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 or loss.

#### **iv) Offsetting of Financial Instruments**

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

### **H) Valuation of Inventories**

Raw materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprise of cost of purchase. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the later being allocated on the basis of normal operating capacity. Cost of inventories also includes all other cost incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on moving weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

### **I) Revenue recognition**

The Company derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts,, Goods and service Tax (GST).

#### **Sale of goods**

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customers and when there are no longer any unfulfilled obligations

The performance obligations in our contract are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

The Company operates a loyalty programme for the customers and franchisees for the sale of goods. The customers accumulate points for purchases made which entitles them to discount on future purchases. A contract liability for the award points is recognized at the time of the sale. Revenue is recognised when the points are redeemed or on expiry. The expenditure of loyalty programme is netted-off to revenue.



## Sales Return-

The Company recognizes provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

## Revenue from services

Revenue from services is recognized in the accounting period in which the services are rendered.

## Other operating revenue – Export incentives

Export Incentives under various schemes are accounted in the year of export.

**Dividend** : Revenue is recognized when the Company's right to receive payment is established, which is generally when shareholders approve the dividend.

## J) Government grants and subsidies:

- i. Grants from the Government are recognized at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.
- ii. When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.
- iii. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of related assets and presented within other income.

## K) Foreign Exchange Transaction:

### i. Functional and presentation currency

The company's financial statements are presented in INR, which is also the Company's functional and presentation currency.

### ii Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency, using the spot exchange rates at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income or expenses in the period which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation, differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

## L) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## M) Segment Reporting :

Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108. The CODM of the Company has identified 'TEXTILE' its only primary reportable segment.

## N) Tax Expenses:

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity, in which case, the tax is also recognized in other comprehensive income or equity.

### - Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

### - Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

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

**O) Leases:**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange from consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Company assesses whether : (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the assets.

**Company as a lessee**

As a lessee, the Company recognizes a right-of-use-assets and a lease liability at the lease commencement date. The right-of-use-assets is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus and initial direct costs incurred and a estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less and lease incentives received. The right-of-use-assets is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life of the right-of-use-assets or the end of the lease term. The estimated useful lives of right-of-use-assets are determined on the same basis as those of property and equipment. In addition, the right-of-use-asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurement of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or , if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payment included in the measurement of the lease liability comprise the fixed payment, including in-substance fixed payment. Lease liability is measured at amortised cost using the effective interest method.

The Company has used number of practical expedients when applying Ind AS 116:- short –term leases, leases of low-value assets and single discount rate.

The Company has elected not to recognize right-of-use-assets and lease liability for short term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payment associated with these leases as an expense on a straight line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar end date.

The company's leases mainly comprise land and building for Shops, warehouse facilities.

**As a Lessor**

Leases for which the Company is a lessor classified as finance or operating lease.

Lease Income from operating leases where the Company is a lessor is recognized in income on a straight-line basis over the lease term unless the receipt are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**P) Exceptional Items**

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Company for the period, the nature and amount of such items is disclosed separately under the head exceptional item.

**Q) Provision and Contingent Liabilities:**

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

**R) Derivatives:**

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

## S) Employee benefits

### (i) Short-term obligations :

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### (ii) Post-employment obligations :

The Company operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity; and
- (b) Defined contribution plans such as provident fund and superannuation fund.

#### a) Gratuity obligations

The liability or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

#### b) Defined contribution plans

The company pays provident fund contributions to publicly administered funds as per local regulations and superannuation fund to LIC. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

## T) Earnings Per Share

### Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

### Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## U) Standards issued but not yet effective

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

## 2) PROPERTY, PLANT AND EQUIPMENTS :

(₹ in Lakhs)

Particulars	Freehold Land	Leasehold Land	Building	Plant & Machinery	Electrical Installation	Furniture & Equipments	Vehicles	Total Amount
Gross Carrying amount								
Cost as at 1st April, 2020	406.08	3,312.55	25,814.05	33,973.28	1,741.18	5,086.29	1,064.18	71,397.61
Addition/Adjustments	-	-	276.41	1,764.31	0.14	35.76	43.32	2,119.94
Disposals	-	19.98	608.30	425.80	1.63	36.55	68.29	1,160.55
<b>Cost As at March 31, 2021</b>	<b>406.08</b>	<b>3,292.57</b>	<b>25,482.16</b>	<b>35,311.79</b>	<b>1,739.69</b>	<b>5,085.50</b>	<b>1,039.21</b>	<b>72,357.00</b>
Addition/Adjustments			2,692.15	4,559.85	83.86	150.49	578.39	8,064.74
Disposals			47.31	662.58	14.88	236.55	116.96	1,078.28
<b>Cost As at March 31, 2022</b>	<b>406.08</b>	<b>3,292.57</b>	<b>28,127.00</b>	<b>39,209.06</b>	<b>1,808.67</b>	<b>4,999.44</b>	<b>1,500.64</b>	<b>79,343.46</b>
Accumulated Depreciation :								
Balance as at 1st April, 2020	-	226.48	2,835.27	16,180.82	831.65	2,449.72	429.75	22,953.69
Depreciation for the year	-	42.97	700.92	3,431.76	158.15	627.62	113.46	5,074.88
Disposals*	-	1.32	25.07	317.70	0.80	21.70	52.24	418.83
<b>Accumulated Depreciation as at March 31, 2021</b>	<b>-</b>	<b>268.13</b>	<b>3,511.12</b>	<b>19,294.88</b>	<b>989.00</b>	<b>3,055.64</b>	<b>490.97</b>	<b>27,609.74</b>
Depreciation for the year		42.75	720.34	3,769.31	158.33	497.69	112.94	5,301.36
Disposals*			5.77	516.34	14.19	218.31	90.69	845.30
<b>Accumulated Depreciation as at March 31, 2022</b>	<b>-</b>	<b>310.88</b>	<b>4,225.69</b>	<b>22,547.85</b>	<b>1,133.14</b>	<b>3,335.02</b>	<b>513.22</b>	<b>32,065.80</b>
Net Carrying amount								
Balance as at 31st March, 2021	406.08	3,024.44	21,971.04	16,016.91	750.69	2,029.86	548.24	44,747.26
<b>Balance as at 31st March, 2022</b>	<b>406.08</b>	<b>2,981.69</b>	<b>23,901.31</b>	<b>16,661.21</b>	<b>675.53</b>	<b>1,664.42</b>	<b>987.42</b>	<b>47,277.66</b>

## Notes:

- Furnitures & Equipments includes office equipments
- Refer note 21 for disclosure of property, plant and equipment pledged as security by the company.
- Addition / Disposal to property plant & equipment and accumulated depreciation includes ₹ Nil (previous year ₹ 66.10 lakhs & ₹ 2.48 lakhs) on account of reclassification of Assets from Property Plant and Equipment to Investment Properties.
- Capitalised borrowing Cost :  
Addition to block of Plant and equipment, Building and CWIP includes borrowing cost of ₹ 138.36 lakhs (Previous year ₹ 14.16 lakhs) .

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in Lakhs)

3) CAPITAL WORK IN PROGRESS :	AS AT 31-03-2022	AS AT 31-03-2021
Balance As At	237.69	273.12

### CWIP ageing Schedule :

Capital Work in Progress	As at 31st March 2022				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress	236.21	1.48	-	-	237.69
Project Temporarily suspended	-	-	-	-	-

Capital Work in Progress	As at 31st March 2021				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress	214.99	58.13	-	-	273.12
Project Temporarily suspended	-	-	-	-	-

### 4) INVESTMENT PROPERTIES :

	AS AT 31-03-2022	AS AT 31-03-2021
<b>Gross Carrying Amount</b>	<b>2,159.68</b>	2,093.58
Addition *	-	66.10
Disposal	211.95	-
	<u>1,947.73</u>	2,159.68
<b>Accumulated Depreciation</b>	<b>329.32</b>	268.94
Addition *	57.73	60.38
Impairment of Assets #	86.23	112.46
Disposal	21.51	-
	<u>451.77</u>	441.78
<b>Net Carrying Amount</b>	<b>1,495.96</b>	1,717.90
<b>Fair Value As At</b>	<b>5,112.70</b>	5,225.52

\* Addition to investment properties and depreciation includes ₹ NIL (previous year ₹ 66.10 lakhs and ₹ 2.48 Lakhs respectively on account of reclassification of Assets from Property Plant and Equipment to Investment Properties.

# During the year the Company has charged ₹ 1.36 Lakhs ( Previous Year ₹ 9.47 lakhs) impairment on its investment in properties on the basis of current market value on the similar properties transacted during the end of the financial year 2021-22.

### Estimation of Fair Value :

The fair valuation is based on current price in active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market in respective area. The fair valuation is based on replacement cost method. The fair value measurement is categorised in level 3 fair value hierarchy

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

Particulars	Year ended	Year ended
	31st March, 2022	31st March, 2021
Rental Income derived from investment properties	523.01	384.38
Direct Operating Expenses (including repairs and maintenance) generating rental income	(43.15)	(51.24)
Income arising from Investment properties before depreciation	479.86	333.14
Depreciation	(57.73)	(60.38)
Income from investment properties (Net)	422.13	272.76

**Premises given on Operating Lease :**

The company has given certain investment properties on operating lease. These lease arrangements range for a period between 2 and 5 years and is of cancellable in nature. Most of the leases are renewable for further period on mutually agreeable terms.

The Total future minimum lease rentals receivables at the balance sheet date is as under :

	31-03-2022	31-03-2021
For a period not later than one year	535.22	335.63
For a period later than one year and not later than five years	1,454.99	739.19
For a period later than five years	-	-

5) INTANGIBLE ASSETS :	Goodwill	Other Intangible Assets		
		Trade Marks	Computer Software	Total
<b>Gross Carrying Amount :</b>				
Cost as at 1st April, 2020	1,607.99	844.02	547.00	1,391.02
Additions	-	-	2.02	2.02
Disposals	-	-	-	-
Cost as at 31st March, 2021	1,607.99	844.02	549.02	1,393.04
Additions	-	-	5.06	5.06
Disposals	-	-	-	-
<b>Cost as at 31st March, 2022</b>	<b>1,607.99</b>	<b>844.02</b>	<b>554.08</b>	<b>1,398.10</b>
<b>Accumulated Amortisation:</b>				
Accumulated Amortisation as at 1st April, 2020	1,607.99	780.16	411.40	1,191.56
Additions	-	54.44	62.96	117.40
Disposals	-	-	-	-
Accumulated Amortisation as at 31st March, 2021	1,607.99	834.60	474.36	1,308.96
Additions	-	-	37.62	37.62
Disposals	-	-	-	-
<b>Accumulated Amortisation as at 31st March, 2022</b>	<b>1,607.99</b>	<b>834.60</b>	<b>511.98</b>	<b>1,346.58</b>
Net Carrying amount				
Balance as at 31st March, 2021	-	9.42	74.66	84.08
<b>Balance as at 31st March, 2022</b>	<b>-</b>	<b>9.42</b>	<b>42.10</b>	<b>51.52</b>

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

### 6) RIGHT OF USE ASSET :-

The Company has lease contracts for various item of buildings in its operation. Lease of building generally have lease term between 1 to 12 years. The Companies obligation under it leases are secured by the lessor title to the lease assets. Generally the Company is restricted from assigning and sub leasing the lease assets. There are no major lease contracts that include extension and termination options and variable lease payments. The effective rate of interest for lease liabilities is 9%.

	(₹ in Lakhs)
	<b>Building</b>
<b>Gross Carrying Amount :</b>	
<b>As at 1st April, 2020</b>	5,529.08
Additions	-
Termination	1,950.89
<b>Cost as at 31st March, 2021</b>	<b>3,578.19</b>
Additions	310.79
Termination	1,964.79
<b>Cost as at 31st March, 2022</b>	<b>1,924.19</b>
<b>Accumulated Depreciation:</b>	
Accumulated Depreciation as at 1st April, 2020	1,092.62
Additions	823.95
Disposals	444.95
<b>Accumulated Depreciation as at 31st March, 2021</b>	<b>1,471.62</b>
Additions	457.06
Disposals	962.33
<b>Accumulated Depreciation as at 31st March, 2022</b>	<b>966.35</b>
<b>Net Carrying amount</b>	
Balance as at 31st March, 2021	2,106.57
<b>Balance as at 31st March, 2022</b>	<b>957.84</b>

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

	As at 31/03/2022	As at 31/03/2021
<b>Gross Carrying Amount (Cost As At)</b>	<b>2,475.68</b>	4,857.49
Additions	-	-
Termination	<b>1,008.85</b>	1,875.00
Accretion of Interest	<b>137.19</b>	276.41
Less: Payments	<b>483.37</b>	783.22
<b>Net Carrying Amount</b>	<b>1,120.65</b>	2,475.68
<b>Current</b>	<b>394.34</b>	516.05
<b>Non-Current</b>	<b>726.31</b>	1,959.63

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

## 7) INVESTMENT :

**I Non- Current Investment**

- a) Investment in Subsidiary Company, (Unquoted) (at Cost)  
Share capital of 1 Million Euro fully paidup in Cadini SRL  
Less : Provision for impairment in value of Investment (Refer Note 54)  
Net Amount of Investment in Cadini SRL

## b) Investment in Others : (Unquoted)

(At fair value through profit &amp; loss ) (FVTPL)

- 17,00,000 Cumulative Redeemable Preference share of ₹ 100/-  
each fully paid up of Balkrishna Paper Mills Ltd  
(Refer note no. 52)

Aggregate amount of unquoted Investment

Aggregate amount of Impairment in the value of Investment

**II Current Investment :**

- a) Investment in Mutual Fund (Quoted)  
i) 99,995 Unit - Trust Mutual Fund - Banking & PSU Debt Fund Direct Plan Growth  
ii) 49,99,750.012 Unit - Bank of Baroda - Banking & PSU Bond Fund- Regular Plan Growth  
iii) 25,227.639 Unit - Union Bank -Liquid Fund Growth-Direct Plan

Aggregate amount of quoted Investment &amp; Market Value thereof

	AS AT 31-03-2022	AS AT 31-03-2021
	1,623.65	1,452.80
	529.26	-
	<u>1,094.39</u>	<u>1,452.80</u>
	<u>1,700.00</u>	<u>1,700.00</u>
	2,794.39	3,152.80
	529.26	-
	1,055.98	1,001.68
	1,008.88	500.21
	-	500.03
	<u>2,064.86</u>	<u>2,001.92</u>
	<u>2,064.86</u>	<u>2,001.92</u>

## 8) NON CURRENT LOANS (UNSECURED, CONSIDERED GOOD) :

## a) Other Loans

- i) Loans to Employees  
ii) Loans to Subsidiary Company

**Break-up :**

Loan considered good- Secured

Loan considered good- Unsecured

Loan which have significant increase in credit risk

Loan-credit impaired

**Total**

Less : Allowance for doubtful Loans

**Total Loans**

	183.61	117.88
	-	61.02
	<u>183.61</u>	<u>178.90</u>
	-	-
	183.61	178.90
	-	-
	-	-
	<u>183.61</u>	<u>178.90</u>
	-	-
	<u>183.61</u>	<u>178.90</u>

## 9) OTHER NON CURRENT FINANCIAL ASSETS : (Unsecured, Considered good)

- a) Fixed Deposit (With more than 12 months Maturity)  
b) Security Deposit

	1.76	1.76
	<u>1,230.04</u>	<u>1,127.81</u>
	<u>1,231.80</u>	<u>1,129.57</u>



## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

10) OTHER NON CURRENT ASSETS :	AS AT 31-03-2022	AS AT 31-03-2021
a) Capital Advances	276.71	748.03
b) Other Loans & Advances		
i) Prepaid Expenses	37.71	24.20
ii) Interest Subsidy Receivable	-	1,047.11
	<u>314.42</u>	<u>1,819.34</u>
<b>11) INVENTORIES :</b>		
(As taken, valued and certified by the Management)		
a) Raw Materials	11,880.90	8,228.05
b) Finished Goods	17,434.74	10,029.23
c) Stock - in - Trade	1,254.22	175.26
d) Goods in Process	7,283.80	4,866.25
e) Stores and Spares	2,445.99	1,988.05
	<u>40,299.65</u>	<u>25,286.84</u>
<b>12) TRADE RECEIVABLES :</b>		
a) Considered Good - Secured	4,128.34	4,609.61
b) Considered Good - Unsecured	34,511.14	21,419.10
c) Credit Impaired	663.90	616.52
	<u>39,303.38</u>	<u>26,645.23</u>
Less : Allowance for doubtful debts	(663.90)	(616.52)
<b>Total Receivables</b>	<u>38,639.48</u>	<u>26,028.71</u>
<b>Movement in the allowances for Doubtful</b>		
Balance at the Beginning of the year	616.52	411.78
Provision/(Reversal) for allowances	47.38	204.74
Balance at the end of the year	<u>663.90</u>	<u>616.52</u>

### Trade Receivable ageing Schedule

Particulars	No Due	Outstanding for following periods from due date of payment - March 31, 2022					Total
		Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Consider Good	22,543.76	15,243.15	684.51	117.68	172.33	117.22	38,878.65
(ii) Disputed Trade Receivables - Consider Good	-	-	-	-	7.59	417.14	424.73
(iii) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>22,543.76</b>	<b>15,243.15</b>	<b>684.51</b>	<b>117.68</b>	<b>179.92</b>	<b>534.36</b>	<b>39,303.38</b>
Less : Allowances for Credit Loss							(663.90)
<b>Net Debtors</b>							<b>38,639.48</b>

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

## Trade Receivable ageing Schedule

Particulars	No Due	Outstanding for following periods from due date of payment - March 31, 2021					Total
		Less than 6 Months	6 months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Consider Good	15,276.89	8,384.82	722.93	1,610.74	90.98	115.94	26,202.30
(ii) Disputed Trade Receivables - Consider Good	-	-	-	0.56	1.60	440.77	442.93
(iii) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>15,276.89</b>	<b>8,384.82</b>	<b>722.93</b>	<b>1,611.30</b>	<b>92.58</b>	<b>556.71</b>	<b>26,645.23</b>
Less : Allowances for Credit Loss							(616.52)
Net Debtors							26,028.71

## Notes :

- Trade receivable from related party refer note no. 42.
- The provision for the impairment of trade receivable has been made on the basis of the expected credit loss method and other cases based on management judgement.

(₹ in Lakhs)

## 13) CASH AND CASH EQUIVALENTS :

	AS AT 31-03-2022	AS AT 31-03-2021
a) Balance with Banks in Current Account	345.09	403.27
b) Cash on hand	6.64	11.66
	<u>351.73</u>	<u>414.93</u>

## 14) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

a) Unclaimed dividend - Earmarked balances with banks	<u>102.54</u>	<u>91.98</u>
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## 15) LOANS (UNSECURED, CONSIDERED GOOD) :

a) Loans to Employees	<u>112.80</u>	<u>65.43</u>
<b>Breakup :</b>		
Loan considered good- Secured	-	-
Loan considered good- Unsecured	112.80	65.43
Loan which have significant increase in credit risk	-	-
Loan-credit impaired	-	-
<b>Total</b>	<u>112.80</u>	<u>65.43</u>
Less : Allowance for doubtful Loans	-	-
<b>Total Loans</b>	<u>112.80</u>	<u>65.43</u>

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

### 16) OTHER CURRENT FINANCIAL ASSETS (UNSECURED, CONSIDERED GOOD) :

	AS AT 31-03-2022	AS AT 31-03-2021
a) Unbilled Revenue	27.04	26.22
b) Security Deposits	-	51.20
c) Fixed Deposit with Banks	558.82	699.28
	<u>585.86</u>	<u>776.70</u>

### 17) CURRENT TAX ASSETS AND DEFERRED TAX :

a) Income Tax paid/TDS (Net of provisions of ₹ 7,975 Lakhs ( At 31st March 2021 ₹ 2,535 Lakhs )	<u>3,059.88</u>	<u>2,906.57</u>
b) Tax expenses recognized in the statement of Profit & Loss	<b>Year Ended 31.03.2022</b>	<b>Year Ended 31.03.2021</b>
<b>Current Tax</b>		
Current tax on taxable income for the year	7,545.00	430.00
Tax in respect of earlier year	-	(151.54)
<b>Deferred Tax</b>		
Deferred Tax charge/(Credit)	(114.29)	(289.74)
<b>Total Income Tax Expense</b>	<u>7,430.71</u>	<u>(11.28)</u>

c) A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below :

Expected Income tax rate in India applicable to the Company	25.168%	25.168%
Profit before tax	28,682.34	522.72
Expected Income tax expenses at statutory Income tax rate	7,218.77	131.56
Income exempt from tax/items not deductible.	(326.23)	146.90
Income expense reported in the statement of Profit and Loss.	7,545.00	278.46
Deferred Tax expense reported in the statement of profit and loss	(114.29)	(289.74)
	<u>7,430.71</u>	<u>(11.28)</u>

Consequent to reconciliation items shown above, the effective tax rate is 25.91% (2020-21 - 2.15%)

d) The movement in deferred tax assets and liabilities during the year ended March 31, 2022 and March 31, 2021.

Particulars	As at 31st March, 2020 Deferred Tax Asset/ Liabilities	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2021 Deferred Tax Asset/ Liabilities	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2022 Deferred Tax Asset/ Liabilities
Depreciation	(1,878.19)	170.01	(1,708.18)	(85.99)	(1,794.17)
Expenses Allowed in the year of Payment	367.70	16.11	383.81	178.60	562.41
Provision for Doubtful Debts	105.49	49.68	155.17	3.38	158.55
Total	(1,405.00)	235.80	(1,169.20)	95.99	(1,073.21)

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

	AS AT 31-03-2022	AS AT 31-03-2021
<b>18) OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOOD) :</b>		
i) Advances for supply of Goods & Services (Refer Note No. 42)	434.04	870.58
ii) Input Tax Refundable/Receivable	8,969.14	6,669.05
iii) Interest Subsidy Receivable	1,047.11	-
iv) Interest Receivable	11.85	11.03
v) Balances with Government Authorities	308.52	187.96
vi) Prepaid Expenses	341.30	336.97
vii) Others	674.43	821.39
	<b>11,786.39</b>	<b>8,896.98</b>

**19) SHARE CAPITAL :****Authorised**

- i) 55000000 Equity Shares of ₹ 2/- each  
ii) 25,000 11% Redeemable Cumulative Preference Shares of ₹ 100/- each  
iii) 750,000 Redeemable Preference Shares of ₹ 10/- each

**Issued**

4,68,70,080 Equity share of ₹ 2/- each.

**Subscribed and Fully Paid Up**

4,68,70,080 Equity share of ₹ 2/- each.

	1,100.00	1,100.00
	25.00	25.00
	75.00	75.00
	<b>1,200.00</b>	<b>1,200.00</b>
	<b>937.40</b>	<b>937.40</b>
	<b>937.40</b>	<b>937.40</b>
	<b>937.40</b>	<b>937.40</b>

- a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	4,68,70,080	937.40	4,68,70,080	937.40
Issued during the year	-	-	-	-
Outstanding at the end of the year	<b>4,68,70,080</b>	<b>937.40</b>	<b>4,68,70,080</b>	<b>937.40</b>

- b) Terms/rights attached to equity :

The company has issued only one class of equity shares having a par value of ₹ 2/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the 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 shareholdings.

- c) Equity Share held by Ultimate /Holding Company and/or their subsidiaries/associates

The Company being ultimate holding Company, there are no share by any other holding, ultimate holding Company and their subsidiaries/associates

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**19) SHARE CAPITAL (Contd):**

d) Shareholder's holding more than 5 % shares in the Company

Name of the Shareholders	As at 31st March, 2022		As at 31st March, 2021	
	No. of Share	% of Holding	No. of Share	% of Holding
PKP Enterprises LLP	1,11,18,935	23.72%	1,11,18,935	23.72%
DSP Blackrock Micro Cap Fund	19,76,246	4.22%	34,91,204	7.45%
Smt. Ashadevi Rameshkumar Poddar	32,27,055	6.89%	32,27,055	6.89%

 e) Details of Share held by Promoters As at March 31, 2022 @  
Equity Share of ₹ 2/- each fully paid

Sr no.	Promotor Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% of Change during the year
1	Ashadevi Rameshkumar Poddar	32,27,055	-	32,27,055	6.89	0.00
2	Vibha Poddar	21,59,555	-	21,59,555	4.61	0.00
3	Ankit Poddar	20,42,310	-	20,42,310	4.36	0.00
4	Gaurav Poddar	20,42,310	-	20,42,310	4.36	0.00
5	Ramesh Kumar Poddar	18,50,115	-	18,50,115	3.95	0.00
6	Anurag Poddar	17,39,805	-	17,39,805	3.71	0.00
7	Avnish Poddar	17,39,805	-	17,39,805	3.71	0.00
8	Shrikishan Poddar	17,17,620	-	17,17,620	3.66	0.00
9	Sangeeta Pramodkumar Poddar	9,92,550	-	9,92,550	2.12	0.00
10	Madhudevi Pawankumar Poddar	8,15,800	-	8,15,800	1.74	0.00
11	Pawankumar Dharaprasad Poddar	7,81,760	-	7,81,760	1.67	0.00
12	Harshit S Poddar	6,00,000	-	6,00,000	1.28	0.00
13	Abhishek S Poddar	5,99,995	-	5,99,995	1.28	0.00
14	Geetadevi Dharaprasad Poddar	10	-	10	0.00	0.00
15	Pkp Enterprises Llp	1,11,18,935	-	1,11,18,935	23.72	0.00
16	Dpp Enterprises Llp	60,408	-	60,408	0.13	0.00
17	Hsp Enterprises Llp	625	-	625	0.00	0.00
18	Gpp Enterprises Llp	500	-	500	0.00	0.00
19	Sanchna Trading & Fin. Ltd.	55	-	55	0.00	0.00
20	S P Finance And Trading Ltd	50	-	50	0.00	0.00
21	Vishal Furnishings Ltd	50	-	50	0.00	0.00
22	Shyamalata Sureshkumar Poddar	1,500	(1,500)	-	0.00	0.00
23	ARVIND KUMAR PODDAR	1,000	(1,000)	-	0.00	0.00
24	Rishabh Sureshkumar Poddar	500	(500)	-	0.00	0.00
25	Rajiv A Poddar	500	(500)	-	0.00	0.00
26	Vijaylaxmi Arvindkumar Poddar	500	(500)	-	0.00	0.00
27	Rap Enterprises Llp	500	(500)	-	0.00	0.00
28	Akp Enterprises Llp	125	(125)	-	0.00	0.00
29	Tmp Enterprises Llp	125	(125)	-	0.00	0.00
30	Vkp Enterprises Llp	125	(125)	-	0.00	0.00
31	S P Investrade (India) Limited	55	(55)	-	0.00	0.00
32	Balgopal Holding & Traders Ltd	50	(50)	-	0.00	0.00
33	Poddar Brothers Investment Private Limited	50	(50)	-	0.00	0.00
	<b>Total</b>	<b>3,14,94,343</b>	<b>(5,030)</b>	<b>3,14,89,313</b>	<b>67.18</b>	<b>(0.01)</b>

@ At the beginning of the FY 2021-22, 5,030 equity shares representing 0.01% were held by 12 Promoters of the Company. During the Year, in terms of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, said 12 Promoters of the Company aggregating to 5,030 equity shares were Re-classified from Category of "Promoter" to the Category of "Public" vide BSE Limited and National Stock Exchange of India Limited approval letter dated 16th February, 2022.

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**19) SHARE CAPITAL (Contd):**

Details of Share held by Promoters As at March 31, 2021  
Equity Share of ₹ 2/- each fully paid

Sr no.	Promotor Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of Total Shares	% of Change during the year
1	Ashadevi Rameshkumar Poddar	32,27,055	-	32,27,055	6.89	0.00
2	Vibha Poddar	21,59,555	-	21,59,555	4.61	0.00
3	Ankit Poddar	20,42,310	-	20,42,310	4.36	0.00
4	Gaurav Poddar	20,42,310	-	20,42,310	4.36	0.00
5	Ramesh Kumar Poddar	18,50,115	-	18,50,115	3.95	0.00
6	Anurag Poddar	17,39,805	-	17,39,805	3.71	0.00
7	Avnish Poddar	17,39,805	-	17,39,805	3.71	0.00
8	Shrikishan Poddar	17,17,620	-	17,17,620	3.66	0.00
9	Sangeeta Pramodkumar Poddar	9,92,550	-	9,92,550	2.12	0.00
10	Madhudevi Pawankumar Poddar	8,15,800	-	8,15,800	1.74	0.00
11	Pawankumar Dharaprasad Poddar	7,81,760	-	7,81,760	1.67	0.00
12	Harshit S Poddar	6,00,000	-	6,00,000	1.28	0.00
13	Abhishek S Poddar	5,99,995	-	5,99,995	1.28	0.00
14	Shyam lata Sureshkumar Poddar	1,500	-	1,500	0.00	0.00
15	ARVIND KUMAR PODDAR	1,000	-	1,000	0.00	0.00
16	Rishabh Sureshkumar Poddar	500	-	500	0.00	0.00
17	Rajiv A Poddar	500	-	500	0.00	0.00
18	Vijaylaxmi Arvindkumar Poddar	500	-	500	0.00	0.00
19	Geetadevi Dharaprasad Poddar	10	-	10	0.00	0.00
20	Pkp Enterprises Llp	1,11,18,935	-	1,11,18,935	23.72	0.00
21	Dpp Enterprises Llp	46,533	13,875	60,408	0.13	0.03
22	Hsp Enterprises Llp	625	-	625	0.00	0.00
23	Gpp Enterprises Llp	500	-	500	0.00	0.00
24	Rap Enterprises Llp	500	-	500	0.00	0.00
25	Akp Enterprises Llp	125	-	125	0.00	0.00
26	Tmp Enterprises Llp	125	-	125	0.00	0.00
27	Vkp Enterprises Llp	125	-	125	0.00	0.00
28	S P Investrade (India) Limited	55	-	55	0.00	0.00
29	Sanchna Trading & Fin. Ltd.	55	-	55	0.00	0.00
30	Balgopal Holding & Traders Ltd	50	-	50	0.00	0.00
31	Poddar Brothers Investment Private Limited	50	-	50	0.00	0.00
32	S P Finance And Trading Ltd	50	-	50	0.00	0.00
33	Vishal Furnishings Ltd	50	-	50	0.00	0.00
	<b>Total</b>	<b>3,14,80,468</b>	<b>13,875</b>	<b>3,14,94,343</b>	<b>67.19</b>	<b>0.03</b>

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

	AS AT 31-03-2022	AS AT 31-03-2021
<b>20) OTHER EQUITY :</b>		
a) Capital Reserve		
- As per last Balance Sheet	70.18	70.18
b) Security Premium		
- As per last Balance Sheet	799.61	799.61
c) General Reserve		
Opening Balance	70,000.00	70,000.00
Add :Transfer from retained earnings	20,000.00	-
Closing Balance	90,000.00	70,000.00
d) Retained Earnings		
Opening Balance	5,584.52	4,890.14
Add : Net profit for the current year	21,306.07	694.38
Less : Dividend	4,968.23	-
Less : Transfer to General Reserve	20,000.00	-
Closing Balance	1,922.36	5,584.52
	<u>92,792.15</u>	<u>76,454.31</u>

- i) **Capital Reserve** : Capital Reserve is utilised in accordance with provision of the Act.
- ii) **Security Premium** : Security Premium Reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provision of the Act.
- iii) **General Reserve** : General reserve is used for strengthening the financial position and meeting future contingencies and losses.
- iv) **Retained Earnings** : Retained earnings are the profit that the Company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.

21) NON CURRENT BORROWINGS :	AS AT 31-03-2022		AS AT 31-03-2021	
	Non Current	Current	Non Current	Current
<b>Secured</b>				
a) Term Loans from Banks				
Rupee Term Loan	1,543.57	842.12	1,641.05	1,482.02
Foreign Currency Loan	2,138.03	2,050.50	4,273.65	2,075.36
<b>Total Secured Loan from Banks</b>	<b>3,681.60</b>	<b>2,892.62</b>	<b>5,914.70</b>	<b>3,557.38</b>
<b>UnSecured</b>				
a) From Government of Maharashtra (Interest free Sales Tax Loan)	-	13.71	13.71	16.95
	<b>3,681.60</b>	<b>2,906.33</b>	<b>5,928.41</b>	<b>3,574.33</b>

Note :

- i) Term loan aggregating to ₹ 912 Lakhs is secured by way of exclusive charge created/ to be created on immovable properties situated at Maharashtra except immovable assets exclusively charged to the lenders and charge on movable fixed assets procured from those term loans. The remaining tenure of loans is 7 years.
- ii) Term loans in foreign currency (ECB) of ₹ 4,188.54 Lakhs and Rupee Term loan of ₹ 1,473.68 Lakhs is secured by way of few office premises situated at Mumbai. The remaining tenure of the Loan is 2 years.
- iii) Interest on above said term loan are ranging from 7.50% to 8.00%.

## 22) Lease Liability

	AS AT 31-03-2022	AS AT 31-03-2021
a) Lease Liability Non -Current	726.31	1,959.63
b) Lease Liability Current (Refer note 6)	394.34	516.05

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

	AS AT 31-03-2022	AS AT 31-03-2021
<b>23) OTHER FINANCIAL LIABILITIES NON CURRENT :</b>		
a) Security Deposit from Dealers / others	4,165.98	4,609.61
<b>24) LONG TERM PROVISIONS :</b>		
a) Provision for Employee benefits (Refer Note 44)	995.42	852.60
<b>25) OTHER NON CURRENT LIABILITIES :</b>		
a) Creditors for Capital Goods	341.98	108.61
b) Government Grant #	791.60	409.39
	1,133.58	518.00
# Represents unamortised amount of duty saved referred to in note 50.		
<b>26) CURRENT BORROWINGS :</b>		
<b>Secured:</b>		
a) Working Capital Loans from Banks *:-		
i) Cash Credit/ Demand Loans	6,750.99	1,927.42
ii) Packing Credit	2,812.79	-
	9,563.78	1,927.42
b) Current Maturity of Long Term Debt (Refer Note No. 20 (i & ii))	2,892.62	3,557.38
<b>Unsecured:</b>		
a) Short Term Loans from Banks (Including Commercial Paper)	5,000.00	23.64
b) Current Maturity of Long Term Debt (Refer Note No. 20 (i & ii))	13.71	16.95
	5,013.71	40.59
	17,470.11	5,525.39
<b>27) TRADE PAYABLES :</b>		
a) Micro and Small Enterprises	736.15	725.09
b) Medium Enterprises		
c) Trade Payable Others	14.02	0.07
d) Amount due to related parties (Refer Note 42)	20,217.77	16,506.14
	358.62	386.89
	20,590.41	16,893.10
	21,326.56	17,618.19

\* Working Capital loans from Banks are secured by hypothecation of stocks, Book debts and second charge created over the few fixed assets of the Company.

**Dues To Micro, Small and medium Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED ACT"). The disclosures pursuant to the said MSMED Act are as follows:

a) The principal amount remaining unpaid to any supplier at the end of the year	736.15	725.16
b) Interest due remaining unpaid to any suppliers at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	1.28
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-



## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

Disclosure of payable to vendors as defined under the Micro Small and Medium Enterprise Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

### Trade Payable ageing schedule

Particulars	No Due	Outstanding for following periods from due date of payment for 31st March 2022				
		Less than one year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	304.98	445.19	-	-	-	750.17
(ii) Others	8,489.35	11,902.46	107.73	42.17	34.68	20,576.39
<b>Total</b>	<b>8,794.33</b>	<b>12,347.65</b>	<b>107.73</b>	<b>42.17</b>	<b>34.68</b>	<b>21,326.56</b>

### Trade Payable ageing schedule

Particulars	No Due	Outstanding for following periods from due date of payment for 31st March 2021				
		Less than one year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	503.31	221.85	-	-	-	725.16
(ii) Others	9,102.17	7,347.62	288.32	92.75	62.17	16,893.03
<b>Total</b>	<b>9,605.48</b>	<b>7,569.47</b>	<b>288.32</b>	<b>92.75</b>	<b>62.17</b>	<b>17,618.19</b>

### 28) OTHER CURRENT FINANCIAL LIABILITIES :

- a) Interest accrued but not due on borrowings
- b) Unpaid Dividend\*

	AS AT 31-03-2022	AS AT 31-03-2021
a) Interest accrued but not due on borrowings	61.40	93.05
b) Unpaid Dividend*	102.54	91.98
	<u>163.94</u>	<u>185.03</u>

\*There are no amount due and outstanding to be credited to Investor Education and Protection Fund.

### 29) OTHER CURRENT LIABILITIES :

- a) Advance Received from Customer
- b) Other Payables
  - i) Statutory Dues
  - ii) Employees Dues
  - ii) Security Deposit
  - iii) Government Grant #
  - iv) Others

	2,423.47	2,710.75
a) Advance Received from Customer	2,423.47	2,710.75
b) Other Payables		
i) Statutory Dues	653.21	453.48
ii) Employees Dues	2,802.74	1,248.18
ii) Security Deposit	139.85	99.21
iii) Government Grant #	307.48	494.61
iv) Others	14.45	27.01
	<u>3,917.73</u>	<u>2,322.49</u>
	<u>6,341.20</u>	<u>5,033.24</u>

# Represents unamortised amount of duty saved referred to in note 50.

### 30) SHORT-TERM PROVISIONS :

- a) Provision for employee benefits :
  - i) Unavailed Leave

	346.28	372.54
a) Provision for employee benefits :		
i) Unavailed Leave	346.28	372.54
	<u>346.28</u>	<u>372.54</u>

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

	Current Year	Previous Year
<b>31) REVENUE FROM OPERATIONS : (Refer Note No. 48)</b>		
a) Sale of Products	1,89,252.60	1,07,379.76
b) Sale of Services (Job Charges Received)	733.13	1,175.66
c) Other operating revenues*	321.24	196.50
	<u>1,90,306.97</u>	<u>1,08,751.92</u>
* Includes Scrap Sales & others.		
<b>32) OTHER INCOME :</b>		
a) Miscellaneous Income	170.79	1,306.14
b) Interest received	1,232.02	1,207.95
c) Rent received	523.01	384.38
d) Profit on Sale of Assets (Net)	468.42	85.41
e) Profit on Sale of Investment (Net)	6.98	60.01
f) Mark to Market Gain on Investment (Net)	63.18	1.92
g) Sundry credit balance written back (Net)	-	225.08
h) Gain on Transfer of Right to use Assets (Net)	203.03	75.06
i) Rent waiver Income	115.52	294.00
j) Exchange Rate of Difference (Net)	391.98	237.56
k) Apportioned Income from Government Grant (Refer Note No.50)	270.21	191.96
	<u>3,445.14</u>	<u>4,069.47</u>
<b>33) CHANGES IN INVENTORIES OF FINISHED GOODS, GOODS IN PROGRESS AND STOCK IN TRADE :</b>		
a) Opening Stock		
Work - in - Progress	4,866.25	5,219.91
Finished Goods	10,029.23	26,023.89
Stock In Trade	175.26	1,077.74
	<u>15,070.74</u>	<u>32,321.54</u>
b) Less : Closing Stock		
Work - in - Progress	7,283.80	4,866.25
Finished Goods	17,434.74	10,029.23
Stock In Trade	1,254.22	175.26
	<u>25,972.76</u>	<u>15,070.74</u>
	<u>(10,902.02)</u>	<u>17,250.80</u>
<b>34) EMPLOYEE BENEFITS EXPENSE</b>		
a) Salaries, Wages, Allowances and Bonus	14,793.29	11,135.22
b) Contribution to Provident, Gratuity and other funds (Refer note 44)	802.01	936.33
c) Workmen and Staff Welfare Expenses	358.68	227.79
	<u>15,953.98</u>	<u>12,299.34</u>
<b>35) FINANCE COST :</b>		
a) Interest Expenses	1,764.12	2,673.63
b) Interest expenses on lease Liability	137.19	276.41
c) Other borrowing costs	43.65	22.71
	<u>1,944.96</u>	<u>2,972.75</u>
Less : Borrowing Cost Capitalised	138.36	14.16
	<u>1,806.60</u>	<u>2,958.59</u>

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

**36) DEPRECIATION AND AMORTISATION EXPENSES :**

	Current Year	Previous Year
a) Depreciation on Property, Plant and Equipments	5,301.36	5,074.88
b) Depreciation on Investment Properties	57.73	60.38
c) Amortization on Intangible Assets	37.62	117.40
d) Depreciation on Right to use Assets	457.06	823.95
	<u>5,853.77</u>	<u>6,076.61</u>

**37) OTHER EXPENSES :**

a) Consumption of Stores and Spare parts	1,762.65	1,037.68
b) Consumption of Packing Material	6,997.68	3,842.75
c) Processing and Labour Charges	17,821.80	7,897.32
d) Power and Fuel	7,191.57	4,205.95
e) Water Charges	283.18	239.92
f) Brokerage and Commission	3,979.63	2,271.63
g) Rent	81.74	87.61
h) Rates and Taxes	214.51	72.53
i) Freight and Forwarding Charges	2,028.73	1,078.07
j) Legal and Professional Charges (Refer Note no.41)	895.59	742.15
k) Directors Sitting Fees	14.00	12.00
l) Commission to Non-Executive Directors	30.00	-
m) Insurance	229.71	340.48
n) Sales Promotion Expenses	1,294.08	593.72
o) Advertisement Expenses	1,436.97	730.17
p) Travelling and Conveyance	1,496.60	1,066.37
q) Donation	-	16.25
r) Impairment of Investment Properties	1.36	9.47
s) Contribution towards CSR activity (Refer Note No.51)	117.99	279.19
t) Provision for Doubtful Debts/Expected Credit Loss	124.14	204.74
u) Bad Debt/ Irrecoverable Balances written off	735.76	-
v) Miscellaneous Expenses	2,077.59	1,607.46
w) Repairs to :	633.14	360.94
i) Building	1,017.14	521.49
ii) Machineries	889.36	576.67
iii) Others	2,539.64	1,459.10
	<u>51,354.92</u>	<u>27,794.56</u>

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

	Current Year	Previous Year
<b>38) EARNING PER SHARE : ["EPS"] COMPUTED IN ACCORDANCE WITH ACCOUNTING STANDARD 20:</b>		
a) Net Profit after tax as per Statement of Profit & Loss	21,251.63	534.00
b) The weighted average number of Equity Shares	4,68,70,080	4,68,70,080
c) Face value per equity share (₹)	2.00	2.00
d) Earnings per share Basic / Diluted (₹)	45.34	1.14
<b>39) DIVIDEND DISTRIBUTION MADE AND PROPOSED :</b>		
<b>a) Dividend on equity shares declared and paid during the year:</b>		
i) Final dividend of ₹ 4.60/- Per share for F.Y. 2020-21 (Previous Year ₹ Nil)	2,156.02	-
ii) 1st Interim dividend of ₹ 3/- Per share for F.Y. 2021-22 (Previous Year ₹ Nil)	1,406.10	-
iii) 2nd Interim dividend of ₹ 3/- Per share for F.Y. 2021-22 (Previous Year ₹ Nil)	1,406.10	-
<b>b) Proposed dividend on equity share not recognised as liability:</b>		
i) Final Dividend of ₹ 3.20 Shares for F.Y 2021-22	1,499.84	-
ii) Final Dividend of ₹ 4.60 Shares for F.Y 2020-21	-	2,156.02
<b>40) CONTINGENT LIABILITIES &amp; COMMITMENTS :</b>		
<b>a) Contingent Liabilities :</b>		
i) Guarantees given by the Company's Bankers	717.95	757.36
ii) Disputed claims for excise,sales tax and property tax	984.36	931.26
iii) Income tax Demand, interest & penalty under dispute **	1,376.76	1,291.26
** Income Tax Department has raised demand aggregating to ₹ 1050.56 Lakhs pertaining to A.Y. 2012-13 to A.Y. 2015-16 on account of disallowances made while doing reassessment of those years due to survey conducted by them. The Company has filed the appeal and confident to get the relief. Hence, no provision have been made the same has been considered as contingent liability. Further, demand of ₹ 161.68 Lakhs for the A.Y. 2017-18, ₹ 79.02 Lakhs for the A.Y. 2018-19 and ₹ 85.50 Lakhs is raised in the regular assessment and the Company is in appeal.		
<b>b) Commitments :</b>		
i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advance)	987.72	2,960.56
<b>41) LEGAL AND PROFESSIONAL EXPENSES INCLUDES AUDITORS REMUNERATION AND EXPENSES :</b>		
<b>a) Statutory Auditors</b>		
i) For Audit Fees	29.00	19.00
ii) For Limited Review	3.00	3.00
iii) For Other Services	6.25	15.69
iv) For Reimbursement of Expenses *	0.55	0.60
	<u>38.80</u>	<u>38.29</u>
* Excluding Goods & Service Tax (GST)		
<b>b) Cost Auditors</b>		
i) Cost Audit Fees	5.00	5.00
ii) For Reimbursement of Expenses *	0.10	0.20
	<u>5.10</u>	<u>5.20</u>

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

### 42) RELATED PARTY DISCLOSURES :

As per Accounting Standard 24, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below.

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

- Key Management Personnel (KMP) :** Shri Ramesh D. Poddar -Chairman & Managing Director, Shri Pawan D. Poddar -Joint Managing Director, Shri Shrikishan Poddar - Executive Director, Shri Gaurav Poddar - President and Executive Director ,Shri Ashok Jalan - Sr. President cum Director, Shri Surendra Shetty - Chief Financial Officer, Shri William Fernandes- Company Secretary
- Relatives of Key Management Personnel (KMP) :** Smt. Ashadevi R. Poddar, Shri Avnish Poddar, Smt Sangeeta Poddar, Smt. Vibha Poddar,Smt. Smriti Poddar, Smt.Anshruta Poddar, Shri Harshit S.Poddar,
- Non Executive Directors and Enterprises over which they are able to exercise significant influence:** Smt.Mangala R.Prabhu, Shri.Ashok N.Desai, Shri.Chetan S.Thakkar, Shri.Deepak R.Shah, Shri.Sachindra N.Chaturvedi.
- Subsidiary:** Cadini S.R.L (100% wholly owned subsidiary, incorporation in Italy)
- Other Related Parties (Enterprises - KMP having significant influence / Owned by Major Shareholders) :**  
Sanchana Trading & Finance Ltd.,S.P. Finance & Trading Ltd, Santiago Textile Mills Ltd., Vishal Furnishing Ltd., Golden Fibres LLP, Beetee Textile Industries Ltd., Oxemberg Fashions Ltd., Balkrishna Paper Mills Ltd.,Vishal Furinishing Singapore, White Lights Food Pvt.Ltd., Tarapur Enviorment Protection Society.,Kanga & Co.,Hindoostan Mills.Ltd.

### (f) Related Party Transactions :

(₹ in Lakhs)

Nature of Transaction	For the Year Ended 31-03-2022				For the Year Ended 31-03-2021			
	Key Management Personnel & Relatives	Subsidiary	Other related Parties	Total	Key Management Personnel & Relatives	Subsidiary	Other related Parties	Total
Managerial Remuneration	2,658.84	-	-	2,658.84	667.20	-	-	667.20
Sitting Fees and Commission	44.00	-	-	44.00	12.00	-	-	12.00
Salary paid	184.42	-	-	184.42	165.18	-	-	165.18
Purchase of Goods/Services	-	-	6,498.88	6,498.88	-	-	2,985.66	2,985.66
Purchase of Fixed Assets	-	-	2,003.88	2,003.88	-	-	-	-
Sale of Fixed Assets	-	-	35.00	35.00	-	-	-	-
Investment in Subsidiary	-	170.84	-	170.84	-	695.70	-	695.70
Sales of Goods/materials	-	-	744.67	744.67	-	-	489.38	489.38
Rent / Property Tax Received	-	-	47.00	47.00	-	-	41.70	41.70
Rent Paid	-	-	2.40	2.40	-	-	7.16	7.16
Interest Received	-	-	-	-	-	14.50	-	14.50
Insurance Maturity Received.	-	-	-	-	1,184.81	-	-	1,184.81
Advance Given	-	-	-	-	-	-	689.00	689.00
Long Term Working Capital Recovered	-	-	-	-	-	70.28	-	70.28
Impairment in Value of Investment	-	529.26	-	529.26	-	-	-	-
Security Deposit Given	-	-	200.00	200.00	-	-	-	-
Commission Paid	-	-	103.79	103.79	-	-	47.22	47.22

Notes : i) Parties identified by the Management and relied upon by the Auditors.

ii) No amount in respect of the related parties have been written off/back or are provided for during the year

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

	AS AT 31-03-2022	AS AT 31-03-2021
<b>g) Balance on account of:</b>		
<b>1. Trade Payable ( other related parties)</b>		
Balkrishna Paper Mills Ltd.	0.51	-
Beetee Textile Industries Ltd.	215.58	44.09
Dhanpriya Textile Pvt.Ltd.	-	114.65
Golden Fibres LLP	-	77.04
Sanchana Trading & Finance Ltd.	-	1.08
Santigo Textile Mills Ltd.	18.59	33.94
Vishal Furnishings Ltd.	123.94	116.09
<b>Total</b>	<b>358.62</b>	<b>386.89</b>
<b>2. Trade Receivable (other related parties )</b>		
Balkrishna Paper Mills Ltd.	-	25.69
Cadini S.R.L	-	61.02
Golden fibers LLP	1.23	-
S.P.Finance & Trading Ltd.	-	0.03
Vishal Furnishing ( Singapore )	-	76.18
White Lights Food Pvt.Ltd	0.24	0.03
<b>Total</b>	<b>1.47</b>	<b>162.95</b>
<b>3. Advance Given</b>		
Beetee Textile Industries Ltd.	-	307.00
Santigo Textile Mills Ltd.	-	52.00
Tarapur Environment protection Society	78.42	85.00
Vishal Furnishings Ltd.	-	255.00
<b>Total</b>	<b>78.42</b>	<b>699.00</b>
<b>4. Deposit Given :</b>		
Beetee Textile Industries Ltd.( Earlier Dhanpriya Textile Pvt.Ltd.)	200.00	200.00
Vishal Furnishings Ltd.	200.00	-
	<b>400.00</b>	<b>200.00</b>
<b>5. Investment in Subsidiary :</b>		
CADINI SRL (net off Impairment loss of ₹ 529.58 Lakhs)	<b>1,094.39</b>	<b>1,452.80</b>
<b>6. Investment in Preference Share</b>		
Balkrishna Paper Mills Ltd	<b>1,700.00</b>	<b>1,700.00</b>

## h ) Disclosure in respect of material transactions with related parties during the Year ( included in 'f' above )

(₹ in Lakhs)

	Current Year	Previous Year		Current Year	Previous Year
<b>Purchase of Goods / Materials/Services.</b>			<b>Purchase of Fixed Assets</b>		
Beetee Textile Industries Ltd.	1,550.54	423.12	Balkrishna Paper Mills Ltd.	1,908.00	-
Dhanpriya textile Pvt.Ltd.	-	825.38	Beetee Textile Industries Ltd.	95.88	-
Golden Fibres LLP.	3,379.32	1,015.11	<b>Sales of Fixed Assets</b>		
Hindustan Mills Ltd.	-	0.44	Golden Fibres LLP.	35.00	-
Kanga & Co.	4.40	-	<b>Sales of Goods / Materials/ Services</b>		
Santigo Textile Mills Ltd.	696.72	361.75	Balkrishna Paper Mills Ltd.	3.19	21.91
Tarapur Environment Protection Soc.	5.58	-	Golden Fibres LLP.	63.59	-
Vishal Furnishings Ltd.	862.32	359.86	Vishal Furnishings Ltd.	642.95	241.49
			Vishal Furnishings Ltd. (Singapore)	34.94	225.98

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

h ) Disclosure in respect of material transactions with related parties during the Year ( included in 'f' above ) (Contd.)

	Current Year	Previous Year
<b>Rent Paid</b>		
Beetee Textile Industries Ltd.	-	4.76
Sanchana Trading & Finance Ltd.	2.40	2.40
<b>Rent Received :</b>		
Balkrishna Paper Mills Ltd.	8.77	8.77
Beetee Textile Industries Ltd.	23.08	2.64
Dhanpriya textile Pvt.Ltd.	-	20.45
Golden Fibres LLP	1.44	1.44
Oxemberg Fashions Ltd.	0.21	0.36
S.P.Finance & Trading Limited	0.38	0.65
Sanchana Trading & Finance Ltd.	0.38	0.65
Santigo Textile Mills Ltd.	2.65	2.65
Vishal Furnishing Ltd.	9.79	3.80
White Lights Food Pvt.Ltd.	0.30	0.30
<b>Investment in Subsidiary:</b>		
Cadini SRL	170.84	695.70
<b>Long Term Working Capital Recovered :</b>		
Cadini SRL	-	70.28
<b>Security Deposit Given :</b>		
Vishal Furnishing Ltd.	200.00	-
<b>Impairment in Value of Investment :</b>		
Cadini SRL	529.56	-
<b>Interest Received:</b>		
Cadini SRL.	-	14.50
<b>Advance Given :</b>		
Beetee Textile Industries Ltd.	-	307.00
Santigo Textile Mills Ltd.	-	52.00
Tarapur Environment Protection Soc.	-	75.00
Vishal Furnishings Ltd.	-	255.00
	-	-

<b>Payment to Key Management Personnel</b>		
Ramesh Poddar	698.08	149.38
Pawan Poddar	641.34	136.19
Shrikishan Poddar	623.01	137.33
Gaurav P Poddar	505.53	113.88
Ashok Kumar Jalan	78.30	44.79
Surendra Shetty	74.00	55.98
William Fernandes	38.58	29.65

	Current Year	Previous Year
<b>Sitting Fees &amp; Commission</b>		
Ashok N.Desai	7.25	1.25
Chetan S.Thakkar	9.00	2.50
Deepak R.Shah	9.25	3.25
Sachindra N.Chaturvedi	9.50	2.50
Smt.Mangala R.Prabhu.	9.00	2.50
<b>Salary to Relatives of KMP.</b>		
Asha Devi Poddar	26.33	23.50
Avnish Poddar	26.65	23.83
Vibha Poddar	26.33	23.49
Smriti Poddar	26.33	23.37
Sangeeta Poddar	26.09	23.43
Harshit S.Poddar.	26.36	23.78
Anshruta Poddar.	26.33	23.78
<b>Insurance Maturity Received</b>		
Ramesh Poddar	-	114.45
Pawan Poddar	-	95.38
Gaurav Poddar	-	208.09
Asha Poddar	-	114.45
Sangeeta Poddar	-	159.11
Vibha Poddar	-	285.24
Avnish P.Poddar	-	208.09
<b>Brokerage/Commission/ Incentive Paid :</b>		
Vishal Furnishings Ltd.	103.79	46.95
Vishal Furnishings Ltd. ( Singapore )	-	0.27

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

## i) Executive Director Compensation :

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
i) Short Term employee benefits *	2,472.42	513.50
ii) Post Employment benefits	73.85	68.07
	<b>2,546.27</b>	<b>581.57</b>

\* During the Financial year 2020-21 no commission was provided on account of inadequate profit.

43) The Company is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

44) **Defined Benefit and Contribution Plan**

Providend Fund and Superannuation Fund are Defined Contribution Plan. Contribution paid for Providend Fund and Superannuation Fund are recognised as expense for the year :

	Year Ended 31-03-2022	Year Ended 31-03-2021
Employer's contribution to Providend Fund/Pension Scheme	1,151.00	831.20
Employer's contribution to Superannuation Fund	17.55	16.49

**Defined Benefit Plan:- Gratuity (Funded)**

The employees' gratuity fund scheme managed by a Trust is a defined benefit fund. The present value of the obligation is determined based on actuarial valuation using the Projected unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	AS AT 31-03-2022	AS AT 31-03-2021
<b>I) Reconciliation of Opening and Closing balances of Defined Benefit Obligation</b>		
Defined Benefit Obligation at Beginning of the year	1,753.35	2,029.50
Liability transferred in/ Acquisitions		
Current Service Cost	192.36	252.76
Interest Cost	120.98	139.42
Actuarial (Gain)/loss	(81.07)	(224.83)
Benefit Paid	(226.68)	(443.50)
Defined Benefit Obligation at the end of the year	1,758.94	1,753.35
<b>II) Reconciliation of Opening and Closing balances of Fair value of plan Assets</b>		
Defined Benefit Obligation at Beginning of the year	900.75	1,116.36
Actual return on plan Assets	53.82	66.19
Employers contribution	35.62	161.70
Benefit Paid	(226.67)	(443.50)
Fair value of plan assets at year end	763.52	900.75
<b>III) Reconciliation of fair value of Assets and Obligations</b>		
Fair value of Plan Assets	852.60	900.75
Present Value of Obligation	1,848.02	1,753.35
Amount Recognised in Balance Sheet ( Surplus)/(Deficit)	(995.42)	(852.60)
<b>IV) Expenses recognised during the year</b>		
<u>In Income Statement</u>		
Current Service Cost	192.36	252.75
Interest Cost	58.83	62.73
Net Cost	251.19	315.48



**44. Defined Benefit and Contribution Plan (Contd)**

	AS AT 31-03-2022	AS AT 31-03-2021
<u>In Other Comprehensive Income</u>	-	-
Actuarial (Gain)/ Loss	(81.07)	(224.83)
Return on Plan Assets	8.32	10.50
Net (Income)/Expense for the period recognised in OCI	(72.75)	(214.33)
<b>V) Investment Details</b>		
Insurance Fund	763.52	900.75
<b>VI) Actuarial Assumption</b>		
Financial Assumptions		
Discount rate	7.31%	6.90%
Salary Escalation Rate #	4.00%	4.00%
Rate of Employee Turnover	3 & 2%	3 & 2%

# The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

**VII) Sensitivity Analysis :**

The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change as compared with the previous period.

Gratuity :	As at 31st March, 2022			As at 31st March, 2021		
	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities
Discount rate	100bps	(107.33)	123.30	100bps	(116.19)	133.66
Salary Escalation Rate	100bps	119.08	(106.51)	100bps	136.26	(120.29)
Attrition Rate	100bps	31.31	(35.43)	100bps	28.18	(32.08)

**VIII) Risk Exposure - Asset Volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.

**45) FAIR VALUE MEASUREMENT**
**Financial Instrument by category and hierarchy**

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

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

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.
3. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

**The Company uses the following hierarchy for determining and disclosing the fair value of financial instrument by valuation technique.**

Level 1 : Quoted (unadjusted) price in active markets for identical assets or liabilities

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

Financial Assets and Liabilities	As at 31st March, 2022				As at 31st March, 2021			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>At Amortised Cost</b>								
<b>Financial Assets</b>								
-Loans	296.41	-	-	296.41	244.33	-	-	244.33
-Trade Receivable	38,639.48	-	-	38,639.48	26,028.71	-	-	26,028.71
-Other Financial Assets	1,817.66	-	-	1,817.66	1,906.27	-	-	1,906.27
-Cash & Cash Equivalents	351.73	-	-	351.73	414.93	-	-	414.93
-Other Bank Balance	102.54	-	-	102.54	91.98	-	-	91.98
	<b>41,207.82</b>	-	-	<b>41,207.82</b>	<b>28,686.22</b>	-	-	<b>28,686.22</b>
<b>At FVTPL</b>								
<b>Financial Assets</b>								
- Investment *	3,764.86			3,764.86	3,701.92			3,701.92
<b>At Amortised Cost</b>								
<b>Financial Liabilities</b>								
Borrowings	21,151.71	-	-	21,151.71	11,453.80	-	-	11,453.80
Other Financial Liabilities	4,329.92	-	-	4,329.92	4,794.64	-	-	4,794.64
Trade Payables	21,326.56	-	-	21,326.56	17,618.19	-	-	17,618.19
Lease Liability	1,120.65	-	-	1,120.65	2,475.68	-	-	2,475.68
	<b>47,928.84</b>	-	-	<b>47,928.84</b>	<b>36,342.31</b>	-	-	<b>36,342.31</b>

\* The above Investments does not include equity investments in subsidiaries, associates and joint ventures which are carried at costs and hence are not required to be disclosed as per Ind AS 107 "Financial Instrument Disclosures.

## Fair value measurements using significant unobservable inputs (level 3)

## 46) FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

In the course of business, the company is exposed to certain financial risk that could have considerable influence on the Company's business and its performance. These include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides service to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The company uses derivative financial instruments to hedge risk exposures in accordance with the Company's policies as approved by the board of directors.

## a) Market Risk - Interest rate risk :

Interest rate risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Sensitivity analysis below has been determined based on the exposures to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability as at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonably possible changes in interest rates.

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**46) FINANCIAL RISKS MANAGEMENT OBJECTIVE AND POLICIES (contd)**
**Exposure to interest rate risk**

(₹ in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Total Borrowings	25,317.69	16,046.46
% of Borrowings out of above bearing variable rate of interest	16.45%	15.85%

**Interest rate sensitivity**

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	As at 31st March, 2022	As at 31st March, 2021
50 bp increase would decrease the profit before tax by	20.83	12.72
50 bp decrease would increase the profit before tax by	(20.83)	(12.72)

**b) Market Risk- Foreign currency risk.**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities. The Company manages its foreign Currency risk by hedging transaction that are expected to occur within a maximum 12 month periods for hedge of forecasted sales and purchases in foreign currency. The hedging is done through foreign currency forward contracts.

**Derivative instruments and unhedged foreign currency exposure**

Market Risk - Foreign Currency Risk:-

**i) Derivative contracts outstanding as at 31st March, 2022**

(₹ in Lakhs)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	USD	USD	USD	USD
Forward Contract to Sell	1,734.43		-	
Forward Contract to Buy	4,167.16		6,314.14	

ii) The following table shows foreign currency exposures in USD, GBP and EUR on financial instruments at the end of the reporting period.

**Foreign Currency Exposure**

(₹ in Lakhs)

Particulars	As at 31st March, 2022			As at 31st March, 2021		
	USD	GBP	EUR	USD	GBP	EUR
Trade and Other Payables	7.06	-	-	167.23	-	-
Foreign Currency Loan	2,788.66	-	-	-	-	-
Trade and Other Receivables	2,573.00	23.98	18.48	1,640.34	25.24	22.34

iii) Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

**Foreign Currency Exposure**

(₹ in Lakhs)

Particulars	As at 31st March, 2022			As at 31st March, 2021		
	USD	GBP	EUR	USD	GBP	EUR
5% Depreciation in INR Impact on P&L	268.44	1.20	0.92	90.38	1.26	1.12
<b>Total</b>	<b>268.44</b>	<b>1.20</b>	<b>0.92</b>	<b>90.38</b>	<b>1.26</b>	<b>1.12</b>
5% Appreciation in INR Impact on P&L	(268.44)	(1.20)	(0.92)	(90.38)	(1.26)	(1.12)
<b>Total</b>	<b>(268.44)</b>	<b>(1.20)</b>	<b>(0.92)</b>	<b>(90.38)</b>	<b>(1.26)</b>	<b>(1.12)</b>

**c) Equity Price Risk**

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the Company's investments exposes the company to equity price risks. At the reporting date, the company do not held any equity securities. Investment in preference share are taken at fair value.

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**46) FINANCIAL RISKS MANAGEMENT OBJECTIVE AND POLICIES (contd)**
**d) Credit Risk**

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence. Trade receivables consist of a large number of customers, spread across geographical areas. Outstanding customer receivables are regularly monitored. The average credit period is in the range of 30 -90 days. However in select cases credit is extended which is backed by security deposit/bank guarantee/letter of credit and other firms. The Company's Trade receivables consist of a large number of customers, across geographies hence the Company is not exposed to concentration risk..

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

**Ageing of Account receivables**

(₹ in Lakhs)

Particulars	As at 31st March, 2022	As at 31st March, 2021
Not Due	22,543.76	14,390.37
0-3 Months	12,541.93	7,217.68
3-6 Months	2,701.22	1,411.11
Beyond more than 180 days	852.57	3,009.55
<b>Total</b>	<b>38,639.48</b>	<b>26,028.71</b>

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

**e) Liquidity Risk**

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital limits from various banks. Furthermore, the Company access to funds from debt markets through commercial paper programs and short term working capital loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

(₹ in Lakhs)

Particulars	Within 1 year	More than 1 year	Total
<b>As on 31st March 2022</b>			
Borrowings	17,470.11	3,681.60	21,151.71
Trade and other Payables	21,326.56	-	21,326.56
Other Financial Liabilities	163.94	4,165.98	4,329.92
Lease Liability	394.34	726.31	1,120.65
<b>As on 31st March 2021</b>			
Borrowings	5,525.39	5,928.41	11,453.80
Trade and other Payables	17,618.19	-	17,618.19
Other Financial Liabilities	185.03	4,609.61	4,794.64
Lease Liability	516.05	1,959.63	2,475.68

**47) Capital Management :**

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's Risk Management Committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**48) Revenue from Operations : Revenue from contracts with customers**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>i) Disaggregated revenue information</b>		
Set out below is the disaggregation of the Company's revenue from contracts with customers:		
<b>a) Revenue from contract with customer</b>		
Revenue from sale of goods	1,89,252.60	1,07,379.76
Revenue from the rendering of services	733.13	1,175.66
	<u>1,89,985.73</u>	<u>1,08,555.42</u>
<b>b) Other Operating revenue</b>		
Revenue from sale of scrap	301.07	189.06
Others	20.17	7.44
	<u>321.24</u>	<u>196.50</u>
<b>Total revenue from operation</b>	<u>1,90,306.97</u>	<u>1,08,751.92</u>
<b>ii) Revenue based on Geography location</b>		
a) India	1,74,377.02	1,00,677.42
b) Rest of the world	15,929.95	8,074.50
<b>Total revenue from operation</b>	<u>1,90,306.97</u>	<u>1,08,751.92</u>

**iii) Reconciling the amount of revenue recognised in the statement of profit and loss account with contracted price**

Revenue as per contracted price	2,48,702.35	1,62,709.05
<b>Adjustment towards</b>		
a) Sales return	7,631.63	10,643.74
b) Sales Incentive, Rebate and Discounts	50,763.75	43,313.39
	<u>58,395.38</u>	<u>53,957.13</u>
Revenue as per statement of profit & loss	<u>1,90,306.97</u>	<u>1,08,751.92</u>

**iv) Contract Balances**

	As at 31st March, 2022	As at 31st March, 2021
Trade Receivables (Contract Asset) (Refer note 12)	38,639.48	26,028.71
Advance from customers (Contract Liability) (Refer note 29)	2,423.47	2,710.75

**49) Financial Ratios**

Particulars	Numerator	Denominator	March, 31,2022	March, 31,2021	% Variance	Remarks for variance more than 25%
Current Ratio	Current Asset	Current Liabilities	2.11	2.27	-7.29%	Not Applicable
Debt - Equity Ratio	Total Debt	Shareholders Equity	0.27	0.21	30.14%	Increased in ratio on account of increase in borrowing
Debt Service Coverage Ratio	Earning available for debt services#	Debt Services **	4.54	1.32	245.05%	Increase in ratio due to improvement in EBIDTA
Return on Equity	Net Profit After Taxes	Average Shareholders Equity	22.67%	0.69%	3186.01%	Increase in ratio due to increase in net profit after tax as compared to previous year
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.73	1.86	47.15%	Increase in ratio due to faster churning of Inventory
Trade receivable Turnover Ratio	Net Sales	Average Trade Receivable	5.89	3.62	62.51%	Increase in ratio due to Increase in turnover
Trade payable Turnover ratio	"Net Purchases"	Average Trade Payable	5.82	2.87	102.82%	Increase in ratio due to faster churning of Inventory and services
Net Capital Turnover Ratio	Net Sales	Working Capital	3.73	2.92	27.81%	Increase in ratio due to increase in turnover
Net Profit Ratio	Net Profit After Tax	Net Sales	11.17%	0.49%	2174.22%	Increase in ratio due to increase in turnover and net profit

**STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**49) Financial Ratios (Contd)**

Particulars	Numerator	Denominator	March, 31,2022	March, 31,2021	% Variance	Remarks for variance more than 25%
Return on Capital Employed Ratio	Earning Before Interest and Taxes	Capital Employed	25.36%	3.56%	612.77%	Increase in ratio due to increase in EBIT
Return on Investment ratio	Non Operating Income from Investment	Average Investment *	3.08%	2.69%	14.71%	Not Applicable

# Net Profit before Taxes + Depreciation and Amortisation + Finance Cost excluding Interest on Lease

\* Investment includes Fixed Deposit

\*\* Finance Cost + Interest on leases+ Borrowing Cost Capitalized + Repayment made

**50) EXPORT PROMOTION CAPITAL GOODS (EPCG)**

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

**51) DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
1	Amount required to be spent by the company during the year	164.84	277.45
2	Amount of expenditure incurred		
	(i) Construction / acquisition of any asset	-	-
	(ii) On purposes other than (i) above	117.99	279.19
3	Shortfall at the end of the year	46.85	-
4	Total of previous years shortfall		
5	Reason for shortfall	Due to COVID 19 pandemic and lockdown, the activities as planned could not be completed. However, the Company deposited unspent amount of the ongoing project related to CSR, in a separate bank account.	
6	Nature of CSR activities	The CSR activity focus area are Education, Health Care and other key allied social initiatives.	
7	Amount unspent, if any;	46.85	-
8	Details of related party transactions	NA	NA
9	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA

52) The Company holds 17,00,000 9% Cumulative Redeemable Preference Shares (9% CRPS) of ₹100/- each aggregating to ₹1700/- lakhs of Balkrishna Paper Mills Ltd. (BPML). These 9% CRPS are non-convertible. The cumulative dividend accrued on the said 9% CRPS aggregating to ₹557.51 lakhs (P.Y. ₹ 404.51 lakhs) has not been declared by BPML and hence the same has not been accounted by the Company. The said investment has been carried at fair value through Statement of Profit and Loss (FVTPL) based on valuation report obtained by the Company from Independent valuer having appropriate qualification. The fair value measurement is categorised as Level 3.

The Company got voting power by virtue of provisions of second proviso to section 47(2) of the Companies Act, 2013 on said 9% CRPS which is equivalent to 47.57% of total voting power of BPML. Accordingly, BPML has become an Associate of the Company. However, the Company did not have any ownership interest (equity) in BPML, hence consolidation of financial account of Associate Company is not applicable.

53) The outbreak of Coronavirus (Covid-19) pandemic has caused significant disturbance and slowdown of economic activity. Consequent to opening of the economic activity in the country during the F.Y. 2021-22, the demand for the Company's products has improved compared to the initial phase of Covid -19 period. In the preparation of these financial statement the company has taken into account both the current situation and likely future development.

## STANDALONE NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

- 54) Exceptional item pertains to impairment of Investment made in 100% wholly owned subsidiary company "Cadini SRL".
- 55) **Event occurring after balance sheet date :**  
The Company has recommended final dividend of ₹ 3.20 (160%) per equity share of ₹ 2/-each, for the financial year 2021-22 (Refer note 39)
- 56) The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette in September 2020 which could impact the contribution by the Company towards certain employment benefits. The effective date from which the changes and rules would become applicable is yet to be notified. Impact of the changes will be assessed and accounted in the relevant period of notification of relevant provisions.
- 57) **Approval of Financial Statements**  
The financial statements were approved for issue by the directors on 07th May, 2022.
- 58) **Other Statutory Information**
- i) The Company does not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami Property.
  - ii) The Company does not have any transaction with companies struck off.
  - iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
  - iv) The company has not traded or invested in Crypto currency or Virtual currency during the financial year.
  - v) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
  - vi) The Company has not been declared as Wilful defaulter by any Banks, Financial institution or Other lenders.
  - vii) 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:
    - a) 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
    - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
  - viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understandin (whether recorded in writing or otherwise) that the Company shall:
    - a) 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
    - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
  - ix) Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts."
  - x) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained."
  - xi) The title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Company as at the balance sheet date.
- 59) a) The Current years figures are not comparable with previous years figures on account of severe impact of Covid-19 pandemic in F.Y. 2020-21.
- b) The previous period figures have been regrouped reclassified, wherever considered necessary.

For **D S M R & CO**  
Chartered Accountants  
( Firm Registration No.128085W )

**(Dharmendra S. Songira)**  
Partner  
Membership No. 113275

Mumbai, 7th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman and Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

## Independent Auditors' Report

To the Members of  
**SIYARAM SILK MILLS LIMITED**  
**Report on the Consolidated Financial Statements**

### Opinion

We have audited the accompanying consolidated financial statements of **Siyaram Silk Mills Limited** (hereinafter referred to as "the Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise of the consolidated balance sheet as at 31<sup>st</sup> March, 2022, and the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of 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 and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI'), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. 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 ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report

Key Audit Matters	How our audit addressed the key audit matter
<b>Revenue Recognition</b> <b>(as described in note 1 (J) of the consolidated Ind AS financial statements)</b>	
<p>For the year ended March 31, 2022 the Group has recognized revenue from contracts with customers amounting to 1,90,496 lakhs.</p> <p>Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that as principal, it typically controls the goods or services before transferring them to the customer.</p> <p>The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the correct period.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'.</li> <li>Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates.</li> <li>Performed sample tests of individual sales transaction and traced to sales invoices, sales orders and other related documents. Further, in respect of the samples checked that the revenue has been recognized as per the shipping terms.</li> <li>To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods.</li> </ul>



<p>Revenue is measured net of returns and allowances, cash discounts, trade discounts and volume rebates (collectively 'discount and rebates'). There is a risk that these discount and rebates are incorrectly recorded as it also requires a certain degree of estimation, resulting in understatement of the associated expenses and accrual.</p> <p>Revenue is also an important element of how the Group measures its performance. The Group focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the consolidated Ind AS financial statements.</p> <p><b>Claims against the Group not acknowledged as debts</b></p> <p>As at 31st march, 2022, the Group has exposures to litigation relating to various matters as set out in note no.40(a). Significant management judgement is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognized, or a disclosure should be made. The management judgement is supported with legal advice in certain cases as considered appropriate.</p> <p>At the ultimate outcomes of the matters are uncertain and the position taken by the management are based on application of their best judgement, related legal advice including those relating to interpretation of laws/ regulations, it is considered to be a key audit matter.</p>	<ul style="list-style-type: none"> <li>Tested the provision calculations related to management incentives, discounts and rebates by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents.</li> </ul> <p><b>Principal audit procedures</b></p> <p>Our audit procedures included the following substantive procedures:</p> <ul style="list-style-type: none"> <li>We understood, assessed and tested the design and operating effectiveness of key controls surrounding assessment of litigations relating to relevant laws and regulations.</li> <li>Obtained details of all the claims against the Group for the year ended 31st March, 2022 from the management.</li> <li>Read and analysed key correspondences, legal opinion and consultations by the management.</li> <li>Discussed with the appropriate senior management and evaluated management's estimate of the possible outcome of the disputed cases.</li> </ul> <p>Based on the above procedures, management's assessment in respect of litigations and related disclosures relating to contingent liabilities/other significant litigations in the Consolidated Financial Statements are considered to be reasonable.</p>
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**Information other than the Financial Statements and Auditor's Report thereon**

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the 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 Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting



records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid. In preparing the consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity 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 entity or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the entities included in the Group is responsible for overseeing the financial reporting process of each entity.

#### **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 entity has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of

consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 Group (Holding company and subsidiaries) 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

## Other Matters

(a) We did not audit the financial statements and financial information in respect of a foreign subsidiary, whose financial statements reflect total assets of ₹836.57 Lakhs as at 31<sup>st</sup> March, 2022, total revenues of ₹189.45 Lakhs, total net loss after tax of ₹157.14 Lakhs, net cash outflows of ₹33.02 Lakhs and total comprehensive income (loss) of ₹ (165.06) Lakhs for the year ended 31<sup>st</sup> March, 2022, as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of such subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
  - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March, 2022 and taken on record by the Board of Directors of Holding Company, none of the directors of the Holding Company is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, refer to our separate report in "Annexure A."
- g) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations as at 31<sup>st</sup> March, 2022 on the consolidated financial position of the Group.
  - ii. The holding Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company during the year ended 31<sup>st</sup> March, 2022.
  - iv. a) The Management has represented that, to the best of its knowledge and belief as disclosed in note 58(vii) to the consolidated financial statements, 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 Holding Company to or in any other persons or entities, including foreign entities ("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 Holding 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 as disclosed in note 58(viii) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
- v. The dividend declared or paid during the year by the Holding Company is in compliance with section 123 of the Act.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For D S M R & CO**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**  
**Dharmendra S. Songira**  
**Partner**  
**Membership No.-113275**  
**UDIN: 22113275AIPJEQ1723**

**Place: Mumbai**  
**Date: 07<sup>th</sup> May, 2022**

#### **Annexure – "A" to the Independent Auditors' Report**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March, 2022, we have audited the internal financial controls over financial reporting of **Siyaram Silk Mills Limited** (hereinafter referred to as '**the Holding Company**') as of that date. The subsidiary company which is part of the Group is incorporated outside India and internal financial

controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") is not applicable to the subsidiary company.

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

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

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

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

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements 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 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 internal financial controls system over financial reporting of the Company.

## Meaning of Internal Financial Controls over Financial Reporting

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

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls,

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

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company, has maintained in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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 D S M R & CO**  
**Chartered Accountants**  
**(Firm Reg. No. 128085W)**  
**Dharmendra S. Songira**  
**Partner**  
**Membership No.-113275**  
**UDIN: 22113275AIPJEQ1723**

**Place: Mumbai**  
**Date: 07<sup>th</sup> May, 2022**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2022**

(₹ in Lakhs)

	Note No.	As at March 31, 2022	As at March 31, 2021
<b>I ASSETS</b>			
1) <b>Non-Current Assets</b>			
a) Property, Plant and Equipment	2	47,303.28	44,780.86
b) Capital Work-in-Progress	3	237.69	273.12
c) Investment Properties	4	1,495.96	1,717.90
d) Goodwill	5	-	-
e) Other Intangible Assets	5	322.57	386.15
f) Right of -Use- Assets	6	957.84	2,106.57
g) Financial Assets			
i) Investments	7	1,700.00	1,700.00
ii) Loans	8	183.61	117.88
iii) Other Non- Current Financial Assets	9	1,237.03	1,134.90
h) Other Non Current Assets	10	314.41	1,819.34
<b>Total Non Current Assets</b>		<b>53,752.39</b>	<b>54,036.72</b>
2) <b>Current Assets</b>			
a) Inventories	11	40,498.73	25,489.97
b) Financial Assets			
i) Current Investment	7	2,064.86	2,001.92
ii) Trade Receivables	12	38,639.49	26,028.70
iii) Cash and Cash Equivalents	13	493.19	524.92
iv) Bank Balance Other Than Cash & Cash Equivalents	14	102.54	91.98
v) Loans	15	112.80	65.43
vi) Other Current Financial Assets	16	585.86	776.70
c) Current Tax Assets (Net)	17	3,069.69	2,916.58
d) Other Current Assets	18	11,970.71	9,116.53
<b>Total Current Assets</b>		<b>97,537.87</b>	<b>67,012.73</b>
<b>TOTAL ASSETS</b>		<b>1,51,290.26</b>	<b>1,21,049.45</b>
<b>II EQUITY AND LIABILITIES :</b>			
1) <b>Equity</b>			
a) Equity Share Capital	19	937.40	937.40
b) Other Equity	20	92,460.89	75,758.82
<b>Total Equity</b>		<b>93,398.29</b>	<b>76,696.22</b>
2) <b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	21	3,681.60	5,928.41
ii) Lease Liability	22	726.31	1,959.63
iii) Other Financial Liabilities	23	4,165.98	4,609.61
b) Provisions	24	995.42	852.60
c) Deferred Tax Liabilities (Net)	17	1,073.21	1,169.20
d) Other Non-Current Liabilities	25	1,133.57	518.00
<b>Total Non Current Liabilities</b>		<b>11,776.09</b>	<b>15,037.45</b>
<b>Current Liabilities</b>			
a) Financial Liabilities			
i) Borrowings	26	17,470.11	5,525.39
ii) Lease Liability	22	394.34	516.05
iii) Trade Payables	27		
Total outstanding dues of Micro Enterprises and Small Enterprises		736.15	725.16
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		20,612.11	16,905.63
iv) Other Financial Liabilities	28	163.94	185.03
b) Other Current Liabilities	29	6,392.95	5,085.98
c) Provisions	30	346.28	372.54
<b>Total Current Liabilities</b>		<b>46,115.88</b>	<b>29,315.78</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,51,290.26</b>	<b>1,21,049.45</b>

**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

1

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

For **D S M R & CO**

Chartered Accountants

( Firm Registration No.128085W )

(Dharmendra S. Songira)

Partner

Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**Chairman and Managing Director  
DIN 00090104**P.D.PODDAR**Joint Managing Director  
DIN 00090521**S. S. SHETTY**

Chief Financial Officer

**W.V. FERNANDES**

Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022**

(₹ in Lakhs)

	Note No.	Current Year	Previous Year
<b>I Income</b>			
a) Revenue from Operations	31	1,90,496.39	1,08,924.57
b) Other Income	32	3,445.17	4,083.98
<b>Total Income</b>		<b>1,93,941.56</b>	<b>1,13,008.55</b>
<b>II Expenses:</b>			
a) Cost of Materials Consumed		83,144.41	37,389.08
b) Purchases of Stock-in-Trade		17,374.02	8,571.08
c) Changes in Inventories of Finished Goods, Goods -in- Progress and Stock- in - Trade	33	(10,896.71)	17,244.98
d) Employee Benefits Expense	34	16,025.69	12,353.28
e) Finance Costs	35	1,806.60	2,996.13
f) Depreciation and Amortization Expense	36	5,891.65	6,116.90
g) Other Expenses	37	51,541.41	27,990.38
<b>Total Expenses</b>		<b>1,64,887.07</b>	<b>1,12,661.83</b>
<b>III Profit Before Tax</b>		<b>29,054.49</b>	<b>346.72</b>
<b>IV Tax Expense:</b>	17		
a) Current Tax		7,545.00	430.00
b) Deferred Tax		(114.29)	(289.74)
c) Income Tax Related to Earlier Years		-	(151.54)
<b>Total Tax Expenses</b>		<b>7,430.71</b>	<b>(11.28)</b>
<b>V Profit for the year</b>		<b>21,623.78</b>	<b>358.00</b>
<b>VI Other Comprehensive Income</b>			
A. Item that will not be reclassified to Profit & Loss			
i) Remeasurement of defined benefit Plan	44	72.75	214.32
ii) Income Tax related to items no. (i) above		(18.31)	(53.94)
		54.44	160.38
B. Item that will be reclassified to Profit & Loss			
i) Gains and loss arising from translating the financial statement of foreign operation		(7.92)	(29.49)
Other Comprehensive Income (OCI), net of tax expenses		46.52	130.89
<b>VII Total Comprehensive Income for the year</b>		<b>21,670.30</b>	<b>488.89</b>
<b>Profit attributable to :</b>			
Owners of the Company		21,623.78	358.00
Non-controlling Interest		-	-
<b>Total Comprehensive Income attributable to :</b>			
Owners of the Company		21,670.30	488.89
Non-controlling Interest		-	-
<b>VIII Earning per equity share nominal value of Share ₹ 2 each</b>			
<b>Basic &amp; Diluted Earning Per Share in (₹)</b>	38	<b>46.14</b>	<b>0.76</b>
<b>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</b>	1		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

 For **D S M R & CO**  
 Chartered Accountants  
 ( Firm Registration No.128085W )

**(Dharmendra S. Songira)**  
 Partner  
 Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**  
 Chairman and Managing Director  
 DIN 00090104

**S. S. SHETTY**  
 Chief Financial Officer

**P.D.PODDAR**  
 Joint Managing Director  
 DIN 00090521

**W.V. FERNANDES**  
 Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2022**

(₹ in Lakhs)

	Current Year	Previous Year
<b>A CASH FLOW FROM OPERATING ACTIVITY</b>		
Profit Before Tax as per Statement of Profit and loss	29,054.49	346.72
Adjustments for:		
Depreciation and Amortisation of Expenses	5,891.65	6,116.90
Finance cost	1,806.60	2,996.13
Bad Debt/ Irrecoverable Balances written off	735.76	-
Foreign Exchange Loss/(Gain)(Net)	(391.98)	(237.56)
(Profit)/Loss on Sale of Investments	(6.98)	(60.01)
Mark to Market Gain on Investments	(63.18)	(1.92)
Gain on Extinguishment of Lease Liability and & Covid 19 related Lease Rent Concession(Net)	(318.55)	(369.06)
Impairment of Investment Properties	1.36	9.47
Provision for expected Credit Loss/doubtful debts	124.14	204.74
Loss/(Profit) on Sale of Fixed Assets (Net)	(468.42)	(85.41)
Interest Income	(1,232.02)	(1,222.46)
Apportioned Income from Government Grant	(270.21)	(191.96)
	<u>5,808.17</u>	<u>7,158.86</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>34,862.66</b>	<b>7,505.58</b>
Adjustments for:		
Trade and Other Receivables	(13,383.97)	8,587.12
Inventories	(15,008.76)	17,490.59
Trade and other Payables	5,708.42	(134.67)
Taxes Paid (Net)	(7,698.11)	(441.34)
	<u>(30,382.42)</u>	<u>25,501.70</u>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>4,480.24</b>	<b>33,007.28</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant and Equipment/Intangible Assets	(7,427.40)	(2,097.06)
Purchase of Current Investment	(1,000.00)	(12,000.00)
Sale of Current Investment	1,007.22	10,060.01
Sale Proceeds of Property, Plant and Equipments	864.25	590.74
Interest Received	1,231.20	1,211.63
	<u>(5,324.73)</u>	<u>(2,234.68)</u>
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	912.00	-
Repayment of Long Term Borrowings	(4,382.21)	(4,076.75)
Proceed/(Repayment) of Short Term Borrowings (Net)	12,612.72	(22,965.06)
Finance cost	(2,886.53)	(2,827.01)
Payment of Lease Liability	(483.37)	(783.22)
Dividend Paid	(4,957.67)	(26.80)
	<u>814.94</u>	<u>(30,678.84)</u>
<b>NET CASH GENERATED/ (USED) IN FINANCING ACTIVITIES.</b>		
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(29.55)</b>	<b>93.76</b>
Exchange Difference on Cash and Cash Equivalents	(2.18)	4.51
<b>CASH AND CASH EQUIVALENTS - AS AT THE BEGINNING OF THE YEAR</b>	<b>524.92</b>	<b>426.65</b>
<b>CASH AND CASH EQUIVALENTS - AS AT THE END OF THE YEAR (Refer Note 13)</b>	<b>493.19</b>	<b>524.92</b>

Notes :1) The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flow.

The accompanying notes are an integral part of the Consolidated financial statements.  
As per our report of even date attached

For **D S M R & CO**  
Chartered Accountants  
( Firm Registration No.128085W )

(**Dharmendra S. Songira**)  
Partner  
Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman and Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022**

(₹ in Lakhs)

**A EQUITY SHARE CAPITAL**

	Note No.	
As at April 1,2020		937.40
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the current reporting period		937.40
Changes in Equity Share Capital during the year	19	-
<b>As at March 31, 2021</b>		<b>937.40</b>
Changes in Equity Share Capital due to prior period errors		-
Restated balance at the beginning of the current reporting period		937.40
Changes in Equity Share Capital during the year	19	-
<b>As at March 31, 2022</b>		<b>937.40</b>

**B OTHER EQUITY :**

Particulars	Note	Reserve & Surplus				Foreign Currency Transation Reserve	Total
		Capital Reserve	Share Premium	General Reserve	Retained Earnings		
Balance as at April 1,2020	20	70.18	799.61	70,000.00	4,437.27	(37.13)	75,269.93
Total Comprehensive Income for the year		-	-	-	518.38	(29.49)	488.89
<b>Balance as at 31st March, 2021</b>		<b>70.18</b>	<b>799.61</b>	<b>70,000.00</b>	<b>4,955.65</b>	<b>(66.62)</b>	<b>75,758.82</b>
Balance as at April 1,2021		70.18	799.61	70,000.00	4,955.65	(66.62)	75,758.82
Total Comprehensive Income for the year		-	-	-	21,678.22	(7.92)	21,670.30
Dividend		-	-	-	(4,968.23)	-	(4,968.23)
Transfer to General Reserve		-	-	20,000.00	(20,000.00)	-	-
<b>Balance as at March, 31, 2022</b>		<b>70.18</b>	<b>799.61</b>	<b>90,000.00</b>	<b>1,665.64</b>	<b>(74.54)</b>	<b>92,460.89</b>

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

 For **D S M R & CO**

Chartered Accountants

( Firm Registration No.128085W )

**(Dharmendra S. Songira)**

Partner

Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**

Chairman and Managing Director

DIN 00090104

**S. S. SHETTY**

Chief Financial Officer

**P.D.PODDAR**

Joint Managing Director

DIN 00090521

**W.V. FERNANDES**

Company Secretary

## NOTE -1 CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

### A) General Information

Siyaram Silk Mills Ltd ("the Company") is a public limited company domiciled in India. The address of registered office is H-3/2, 'A' Road, Tarapur, Boisar, Palghar -401506, Maharashtra.

The Company was established in 1978 and is engaged in manufacturing, Branding and marketing of Fabrics, Readymade Garments and Dress Materials.

### B) Basis of preparation

#### (i) Compliance with Ind AS

The consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

#### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and liabilities that are measured at fair value;
- 2) assets held for sale – measured at lower of carrying amount or fair value less cost to sell;
- 3) defined benefit plans – plan assets measured at fair value;

#### (iii) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per The Group's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### (iv) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### (v) Reclassification consequent to amendments to Schedule III

The Ministry of Corporate Affairs amended the Schedule III to the Companies Act, 2013 on 24 March 2021 to increase the transparency and provide additional disclosures to users of financial statements. These amendments are effective from 1 April 2021. Consequent to this, the Group has changed the classification/presentation of :

- i) The current maturities of long-term borrowings have now been included in the "Current borrowings" line item. Previously, current maturities of long-term borrowings were included in 'other financial liabilities' line item.
- ii) Security Deposit has now been included in Other Non Current financial Assets and Other Current Financial Assets. Previously, Security Deposit was included in other Non- Current Financial Assets and Current Financial Assets.
- iii) Fixed Deposit has now been included in Other Current Financial Assets. Previously it was included in Bank Balances other than cash and cash equivalents.

The Group has reclassified comparative amounts to conform with current year presentation as per the requirements of Ind AS 1. The impact of such classifications is summarised below: (₹ in Lakhs)

Balance Sheet Extract	31 <sup>st</sup> March 2021 (as previously reported)	Increase/ (Decrease)	31 <sup>st</sup> March 2021 (restated)
Borrowings (Current)	1,951.06	3,574.36	5,525.39
Other Financial Liabilities (Current)	3,759.36	(3,574.36)	185.03
Other Non –Current Financial Assets	1.76	1,127.81	1,129.57
Other Non-Current Assets	2,911.32	(1,127.81)	1,783.51
Other Current Assets	9,167.23	(51.20)	9,116.53
Bank Balance other than Cash Equivalents	791.26	(699.28)	91.98
Other Current Financial Assets	26.22	750.48	776.70

**C) Principles of consolidation and equity accounting.**

Subsidiary is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the Holding Group and its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary has been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiary are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

**D) Significant accounting judgments, estimates and assumptions:**

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment

This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgments are:

1. Estimation of defined benefit obligation - Refer Note 44
2. Useful lives of fixed assets - Refer Note 1(C) and Note 2
3. Impairment of trade receivables - Refer Note 12

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

**E) Property, plant and equipment**

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Capital Work in Progress is stated at Cost net of accumulated impairment loss.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

Gain or losses arising from disposal of property plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the statement of Profit and Loss where the asset is disposed.

**Depreciation:**

- a) Depreciation is provided as per the straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in case of Leasehold Land and assets at retail shops as stated in b & c below.
- b) Premium on leasehold land is amortized over the residual period of the lease and proportionate amount of premium written off is being charged to Statement of Profit & Loss.
- c) Cost of Furniture and Fixtures and Office Equipments of retail shops operated on lease basis is written off over the period of lease or within three years whichever is earlier.

**Asset Impairment:**

The Group reviews the carrying values of tangible assets for any possible impairment at each balance sheet date. Impairment loss, if any, is recognized in the year in which impairment takes place.

**F) Intangible Assets:**

Intangible assets purchased are measured at cost as of the date of acquisition less accumulated amortisation and accumulated impairment, if any.

Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Estimated useful life of intangible assets are as follows:

- a) Computer Software and Trade Mark are amortised using straight line method over a period of three years.
- b) Goodwill is amortized over a period of five years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### G) Investments Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by The Group, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment, if any.

- Depreciation on building is provided over it's useful life using the Straight Line Method.
- Useful life considered for calculation of depreciation for assets class are as follows-
- Non-Factory Building 60 years

#### H) Financial Instruments

##### i) Financial Assets

###### Initial Recognition and Measurement

All financial assets are recognised initially at fair value (purchase value plus transaction costs that are attributable to the acquisition of the financial asset), amortized cost or at cost. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

###### Subsequent measurement

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

- Debt instruments at Amortized Cost.
- Debt instruments at Fair Value Through Other Comprehensive Income (FVTOCI) or Fair Value Through Profit or Loss (FVTPL).
- Equity Instruments measured at Fair Value Through Other Comprehensive Income (FVTOCI) or Fair Value Through Profit or Loss (FVTPL).
- Equity instruments measured at Cost.

###### Debt Instruments at Amortized Cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- (a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (b) Contractual terms of the asset give rise on specified date to cash flows that are solely payments of principal and interest (SPPI) on the outstanding principal amount.

After initial measurement, financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. 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 or Loss. The losses arising from impairment are recognized in the Statement of Profit or Loss.

###### Debt Instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

###### Equity Instruments measured at FVTOCI or FVTPL

All equity investments in scope of Ind-AS 109 are measured at Fair Value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the Other Comprehensive Income (OCI). There is no recycling of the

amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss statement.

#### **Equity Instruments measured at Cost**

Equity instruments / Investments in subsidiaries / Joint Venture/ Associates are accounted at cost less accumulated impairment loss in accordance with IND AS 27 .

#### **Derecognition**

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### **i) Impairment of Financial Assets**

The Group assesses at each reporting date whether there is any objective evidence that a financial assets or a group of Financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

#### **ii) Financial Liabilities**

Financial liabilities are classified as either Financial Liabilities at fair value through profit or loss" or "Other Financial Liabilities

- (a) Financial liabilities are classified as "Financial Liabilities at fair value through profit or loss if they are held for trading or if they are designated as financial liabilities at fair value through profit or loss. These are measured initially at fair value with subsequent changes recognized in Profit or Loss. Fair value is determined as per IND AS 113 'Fair Value Measurement'.
- (b) Other financial liabilities, including loans and borrowing, are Initially measured at fair value, net of directly attributable transaction costs. Subsequent to initial recognition, these are measured at amortized cost using the EIR method.

#### **iii) Derecognition of Financial Liabilities**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. 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 derecognition 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 or loss.

#### **iv) Offsetting of Financial Instruments**

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

### **I) Valuation of Inventories**

Raw materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprise of cost of purchase. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the later being allocated on the basis of normal operating capacity. Cost of inventories also includes all other cost incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on moving weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the Group.

### **J) Revenue recognition**

The Group derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts, Goods and service Tax (GST).

### Sale of goods

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customers and when there are no longer any unfulfilled obligations. The performance obligations in our contract are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

The Group operates a loyalty programme for the customers and franchisees for the sale of goods. The customers accumulate points for purchases made which entitles them to discount on future purchases. A contract liability for the award points is recognized at the time of the sale. Revenue is recognised when the points are redeemed or on expiry. The expenditure of loyalty programme is netted-off to revenue.

### Sales Return-

The Group recognizes provision for sales return, based on the historical results, measured on net basis of the margin of the sale.

### Revenue from services

Revenue from services is recognized in the accounting period in which the services are rendered.

### Other operating revenue – Export incentives

Export Incentives under various schemes are accounted in the year of export.

**Dividend** : Revenue is recognised when the Group's right to receive payment is established, which is generally when shareholders approve the dividend.

## K) Government grants and subsidies:

- i. Grants from the Government are recognized at their fair value where there is reasonable assurance that the grant will be received and the group will comply with all attached conditions.
- ii. When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.
- iii. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to Statement of Profit and Loss on a straight-line basis over the expected lives of related assets and presented within other income.

## L) Foreign Exchange Transaction:

### i. Functional and presentation currency

The Group's financial statements are presented in INR, which is also The Group's functional currency and presentation currency.

### ii. Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency, using the spot an exchange rate at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognized as income or expenses in the period which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation, differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

### iii Group Companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at the closing rate at the date of that balance sheet.
- Income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions). On Consolidation, exchange differences arising from the translation of any net investment in foreign entity are recognised in other comprehensive income and all resulting exchange differences are recognised in other comprehensive income.

## M) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## N) Segment Reporting :

Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108. The CODM of the Company has identified 'TEXTILE' its only primary reportable segment.

## O) Tax Expenses:

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity, in which case, the tax is also recognized in other comprehensive income or equity.

### - Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.

### - Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

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

## P) Leases:

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange from consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assesses whether :

(i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the assets.

### Group as a lessee

As a lessee, the Group recognizes a right-of-use-assets and a lease liability at the lease commencement date. The right-of-use-assets is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus and initial direct costs incurred and a estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less and lease incentives received. The right-of-use-assets is subsequently depreciated using the straight line method from the commencement date to the earlier of the end of the useful life of the right-of-use-assets or the end of the lease term. The estimated useful lives of right-of-use-assets are determined on the same basis as those of property and equipment. In addition, the right-of-use-asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurement of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or , if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payment included in the measurement of the lease liability comprise the fixed payment, including in-substance fixed payment. Lease liability is measured at amortised cost using the effective interest method.

The Group has used number of practical expedients when applying Ind AS 116:- short –term leases, leases of low-value assets and single discount rate.

The Group has elected not to recognize right-of-use-assets and lease liability for short term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payment associated with these leases as an expense on a straight line basis over the lease term. The Group applied a single discount rate to a portfolio of leases of similar end date.

The Group's leases mainly comprise land and building for Shops, warehouse facilities.

### As a Lessor

Leases for which the Group is a lessor classified as finance or operating lease.

Lease Income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term unless the receipt are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### Q) Exceptional Items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Group for the period, the nature and amount of such items is disclosed separately under the head exceptional item.

### R) Provision and Contingent Liabilities:

A Provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

### S) Derivatives:

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

### T) Employee benefits

#### (i) Short-term obligations :

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### (ii) Post-employment obligations :

The Group operates the following post-employment schemes:

- (a) Defined benefit plans such as gratuity; and
- (b) Defined contribution plans such as provident fund and superannuation fund.

#### a) Gratuity obligations

The liability or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

#### b) Defined contribution plans

The Group pays provident fund contributions to publicly administered funds as per local regulations and superannuation fund to LIC. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.



## U) Earnings Per Share

### Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of The Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

### Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

## V) Standards issued but not yet effective

The Ministry of Corporate Affairs has vide notification dated 23 March 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective 1 April 2022. These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**2) PROPERTY, PLANT AND EQUIPMENTS :**

(₹ in Lakhs)

Particulars	Freehold Land	Leasehold Land	Building	Plant & Machinery	Electrical Installation	Furniture & Equipments	Vehicles	Total Amount
<b>Gross Carrying amount</b>								
Cost as at 1st April, 2020	406.08	3,312.55	25,814.05	33,973.28	1,741.18	5,144.46	1,064.18	71,455.77
Addition/Adjustments	-	-	276.41	1,764.31	0.14	35.76	43.32	2,119.94
Disposals	-	19.98	608.30	425.80	1.63	36.55	68.29	1,160.55
<b>Cost As at March 31, 2021</b>	<b>406.08</b>	<b>3,292.57</b>	<b>25,482.16</b>	<b>35,311.79</b>	<b>1,739.69</b>	<b>5,143.67</b>	<b>1,039.21</b>	<b>72,415.16</b>
Addition/Adjustments		-	2,692.15	4,559.85	84.77	150.49	578.39	8,065.65
Disposals		-	47.31	662.58	14.88	236.55	116.96	1,078.28
<b>Cost As at March 31, 2022</b>	<b>406.08</b>	<b>3,292.57</b>	<b>28,127.00</b>	<b>39,209.06</b>	<b>1,809.58</b>	<b>5,057.61</b>	<b>1,500.64</b>	<b>79,402.53</b>
<b>Accumulated Depreciation</b>								
Balance as at 1st April, 2020	-	226.48	2,835.27	16,180.82	832.09	2,464.74	429.75	22,969.15
Depreciation for the year	-	43.01	700.91	3,431.76	158.62	636.22	113.46	5,083.98
Disposals*	-	1.32	25.07	317.70	0.80	21.70	52.24	418.83
<b>Accumulated Depreciation as at March 31, 2021</b>	<b>-</b>	<b>268.17</b>	<b>3,511.11</b>	<b>19,294.88</b>	<b>989.91</b>	<b>3,079.26</b>	<b>490.97</b>	<b>27,634.30</b>
Depreciation for the year		42.75	720.34	3,769.31	158.84	506.07	112.94	5,310.25
Disposals*		-	5.77	516.34	14.19	218.31	90.69	845.30
<b>Accumulated Depreciation as at March 31, 2022</b>	<b>-</b>	<b>310.92</b>	<b>4,225.68</b>	<b>22,547.85</b>	<b>1,134.56</b>	<b>3,367.02</b>	<b>513.22</b>	<b>32,099.25</b>
<b>Net Carrying amount</b>								
Balance as at 31st March, 2021	406.08	3,024.40	21,971.05	16,016.90	749.78	2,064.41	548.24	44,780.86
<b>Balance as at 31st March, 2022</b>	<b>406.08</b>	<b>2,981.65</b>	<b>23,901.32</b>	<b>16,661.21</b>	<b>675.02</b>	<b>1,690.59</b>	<b>987.42</b>	<b>47,303.28</b>

**Notes :**

- i) Furnitures & Equipments includes office equipments
- ii) Refer note 21 for disclosure of property, plant and equipment pledged as security by the company.
- iii) Addition / Disposal to property plant & equipment and accumulated depreciation includes ₹ Nil (previous year ₹ 66.10 lakhs & ₹ 2.48 lakhs) on account of reclassification of Assets from Property Plant and Equipment to Investment Properties.
- iv) **Capitalised borrowing Cost :**  
Addition to block of Plant and equipment, Building and CWIP includes borrowing cost of ₹ 138.36 Lakh (Previous year ₹ 14.16 Lakh ).

CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(₹ in Lakhs)

3) CAPITAL WORK IN PROGRESS :

	AS AT 31-03-2022	AS AT 31-03-2021
Balance As At	237.69	273.12

CWIP ageing Schedule :

Capital Work in Progress	As at 31st March 2022				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress	236.21	1.48	-	-	237.69
Project Temporarily suspended	-	-	-	-	-
Capital Work in Progress	As at 31st March 2021				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
Project in Progress	214.99	58.13	-	-	273.12
Project Temporarily suspended	-	-	-	-	-

4) INVESTMENT PROPERTIES :

	AS AT 31-03-2022	AS AT 31-03-2021
<b>Gross Carrying Amount</b>	<b>2,159.68</b>	2,093.58
Addition *	-	66.10
Disposal	211.95	-
	<b>1,947.73</b>	2,159.68
<b>Accumulated Depreciation</b>	<b>329.32</b>	268.94
Addition *	57.73	60.38
Impairment of Assets #	86.23	112.46
Disposal	21.51	-
	<b>451.77</b>	441.78
<b>Net Carrying Amount</b>	<b>1,495.96</b>	1,717.90
<b>Fair Value As At</b>	<b>5,112.70</b>	5,225.52

\* Addition to investment properties and depreciation includes ₹ NIL (previous year ₹ 66.10 Lakhs and ₹ 2.48 Lakhs respectively on account of reclassification of Assets from Property Plant and Equipment to Investment Properties.

# During the year the Company has charged ₹ 1.36 Lakhs ( Previous Year ₹ 9.47 Lakhs) impairment on its investment in properties on the basis of current market value on the similar properties transacted during the end of the financial year 2021-22.

Estimation of Fair Value :

The fair valuation is based on current price in active market for similar properties. The main inputs used are quantum, area, location, demand, restrictive entry to the complex, age of building and trend of fair market in respective area. The fair valuation is based on replacement cost method. The fair value measurement is categorised in level 3 fair value hierarchy.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022**

(₹ in Lakhs)

Particulars	Year ended	
	31st March, 2022	31st March, 2021
Rental Income derived from investment properties	523.01	384.38
Direct Operating Expenses (including repairs and maintenance) generating rental income	(43.15)	(51.24)
Income arising from Investment properties before depreciation	479.86	333.14
Depreciation	57.73	(60.38)
Income from investment properties (Net)	422.13	272.76

**Premises given on Operating Lease :**

The company has given certain investment properties on operating lease. These lease arrangements range for a period between 2 and 5 years and is of cancellable in nature. Most of the leases are renewable for further period on mutually agreeable terms.

The Total future minimum lease rentals receivables at the balance sheet date is as under :

	31-03-2022	31-03-2021
For a period not later than one year	535.22	335.63
For a period later than one year and not later than five years	1,454.99	739.19
For a period later than five years	-	-

**5) INTANGIBLE ASSETS :**

	Goodwill	Other Intangible Assets			Total
		Trade Marks	Computer Software	Other	
<b>Gross Carrying Amount :</b>					
Cost as at 1st April, 2020	1,607.99	844.02	547.00	386.55	1,777.57
Additions	-	-	2.02	-	2.02
Disposals	-	-	-	-	-
Cost as at 31st March, 2021	1,607.99	844.02	549.02	386.55	1,779.59
Additions	-	-	5.06	-	5.06
Disposals	-	-	2.51	8.09	10.60
Cost as at 31st March, 2022	1,607.99	844.02	551.57	378.46	1,774.05
<b>Accumulated Amortisation :</b>					
Accumulated Amortisation as at 1st April, 2020	1,607.99	780.16	426.93	37.76	1,244.85
Additions	-	54.44	63.08	31.07	148.59
Disposals	-	-	-	-	-
Accumulated Amortisation as at 31st March, 2021	1,607.99	834.60	490.01	68.83	1,393.44
Additions	-	-	55.44	11.18	66.62
Disposals	-	-	2.51	6.07	8.58
Accumulated Amortisation as at 31st March, 2022	1,607.99	834.60	542.94	73.94	1,451.48
<b>Net Carrying amount :</b>					
Balance as at 31st March, 2021	-	9.42	59.01	317.72	386.15
Balance as at 31st March, 2022	-	9.42	8.63	304.52	322.57

## CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

### 6) RIGHT OF USE ASSET :

The Company has lease contracts for various item of buildings in its operation. Lease of building generally have lease term between 1 to 12 years. The Companies obligation under it leases are secured by the lessor title to the lease assets. Generally the Company is restricted from assigning and sub leasing the lease assets. There are no major lease contracts that include extension and termination options and variable lease payments. The effective rate of interest for lease liabilities is 9%.

	Building
<b>Gross Carrying Amount :</b>	
As at 1st April, 2020	5,529.08
Additions	-
Disposals	1,950.89
<b>Cost as at 31st March, 2021</b>	<b>3,578.19</b>
Additions	310.79
Disposals	1,964.79
<b>Cost as at 31st March, 2022</b>	<b>1,924.19</b>
<b>Accumulated Depreciation:</b>	
Accumulated Depreciation as at 1st April, 2020	1,092.62
Additions	823.95
Disposals	444.95
<b>Accumulated Depreciation as at 31st March, 2021</b>	<b>1,471.62</b>
Additions	457.06
Disposals	962.33
<b>Accumulated Depreciation as at 31st March, 2022</b>	<b>966.35</b>
<b>Net Carrying amount</b>	
Balance as at 31st March, 2021	2,106.57
<b>Balance as at 31st March, 2022</b>	<b>957.84</b>

Set out below are the carrying amounts of lease liabilities (included under interest-bearing loans and borrowings) and the movements during the period:

	As at 31-03-2022	As at 31-03-2021
<b>Gross Carrying Amount (Cost As At)</b>	<b>2,475.68</b>	4,857.49
Additions	-	-
Termination	1,008.85	1,875.00
Accretion of Interest	137.19	276.41
Less: Payments	483.37	783.22
<b>Net Carrying Amount</b>	<b>1,120.65</b>	2,475.68
Current	394.34	516.05
Non-Current	726.31	1,959.63

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

	As at 31-03-2022	As at 31-03-2021
<b>7) INVESTMENT :</b>		
<b>I) NON CURRENT INVESTMENT :</b>		
a) <b>Investment Others : (Unquoted)</b>		
<b>(At fair value through profit &amp; loss )</b>		
17,00,000 Cumulative Redeemable Preference share of ₹ 100/- each fully paid up of Balkrishna Paper Mills Ltd (Refer note no. 52)	1,700.00	1,700.00
Aggregate amount of unquoted Investment	1,700.00	1,700.00
Aggregate amount of Impairment in the value of Investment	-	-
<b>II) CURRENT INVESTMENT :</b>		
a) <b>Investment in Mutual Fund (Quoted)</b>		
i) 99,995 Unit - Trust Mutual Fund - Banking & PSU Debt Fund Direct Plan Growth	1,055.98	1,001.68
ii) 49,99,750.012 Unit - Bank of Baroda - Banking & PSU Bond Fund- Regular Plan Growth	1,008.88	500.21
iii) 25,227.639 Unit - Union Bank -Liquid Fund Growth-Direct Plan	-	500.03
	<u>2,064.86</u>	<u>2,001.92</u>
Aggregate amount of quoted Investment & Market Value thereof	<u>2,064.86</u>	<u>2,001.92</u>
<b>8) NON CURRENT LOANS ( UNSECURED,CONSIDERED GOOD) :</b>		
a) <b>Other Loans</b>		
i) Loans to Employees	183.61	117.88
<b>Break-up :</b>		
Loan considered good- Secured	-	-
Loan considered good- Unsecured	183.61	117.88
Loan which have significant increase in credit risk	-	-
Loan-credit impaired	-	-
<b>Total</b>	<u>183.61</u>	<u>117.88</u>
Less : Allowance for doubtful Loans	-	-
<b>Total Loans</b>	<u>183.61</u>	<u>117.88</u>
<b>9) OTHER NON CURRENT FINANCIAL ASSETS :</b>		
a) Fixed Deposit (With more than 12 months Maturity)	1.76	1.76
b) Security Deposit	1,235.27	1,133.14
	<u>1,237.03</u>	<u>1,134.90</u>
<b>10) OTHER NON CURRENT ASSETS :</b>		
a) Capital Advances	276.71	748.03
b) Other Loans & Advances		
i) Prepaid Expenses	37.70	24.20
ii) Interest Subsidy Receivable	-	1,047.11
	<u>314.41</u>	<u>1,819.34</u>

## CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

### 11) INVENTORIES :

(As taken, valued and certified by the Management)

- a) Raw Materials
- b) Finished Goods
- c) Stock - in - Trade
- d) Goods in Process
- e) Stores and Spares

	As at 31-03-2022	As at 31-03-2021
	<b>11,981.21</b>	8,327.10
	<b>17,504.26</b>	10,097.96
	<b>1,283.47</b>	210.61
	<b>7,283.80</b>	4,866.25
	<b>2,445.99</b>	1,988.05
	<b>40,498.73</b>	25,489.97

### 12) TRADE RECEIVABLES :

- a) Considered Good - Secured
- b) Considered Good - Unsecured
- c) Credit Impaired

Less : Allowances for doubtful debts

Total Receivables

**Movement in the allowances for Doubtful**

Balance at the Beginning of the year

Provision/(Reversal) for allowances

Balance at the end of the year

	<b>4,128.34</b>	4,609.61
	<b>34,511.15</b>	21,419.09
	<b>663.90</b>	616.52
	<b>39,303.39</b>	26,645.22
	<b>(663.90)</b>	(616.52)
	<b>38,639.49</b>	26,028.70
	<b>616.52</b>	411.78
	<b>47.38</b>	204.74
	<b>663.90</b>	616.52

### Trade Receivable ageing Schedule

Particulars	No Due	Outstanding for following periods from due date of payment - March 31, 2022					Total
		Less than 6 Months	6months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Consider Good	22,543.77	15,243.15	684.51	117.68	172.33	117.22	38,878.66
(ii) Disputed Trade Receivables - Consider Good	-	-	-	-	7.59	417.14	424.73
(iii) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>22,543.77</b>	<b>15,243.15</b>	<b>684.51</b>	<b>117.68</b>	<b>179.92</b>	<b>534.36</b>	<b>39,303.39</b>
Less : Allowances for Credit Loss							(663.90)
<b>Net Debtors</b>							<b>38,639.49</b>

Particulars	No Due	Outstanding for following periods from due date of payment - March 31, 2021					Total
		Less than 6 Months	6months - 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) Undisputed Trade Receivables - Consider Good	15,276.88	8,384.82	722.93	1,610.74	90.98	115.94	26,202.29
(ii) Disputed Trade Receivables - Consider Good	-	-	-	0.56	1.60	440.77	442.93
(iii) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>15,276.88</b>	<b>8,384.82</b>	<b>722.93</b>	<b>1,611.3</b>	<b>92.58</b>	<b>556.71</b>	<b>26,645.22</b>
Less : Allowances for Credit Loss							(616.52)
<b>Net Debtors</b>							<b>26,028.70</b>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

## Notes :

- i) Trade receivable from related party refer note no. 42.  
 ii) The provision for the impairment of trade receivable has been made on the basis of the expected credit loss method and other cases based on management judgement.

(₹ in Lakhs)

	AS AT 31-03-2022	AS AT 31-03-2021
<b>13) CASH AND CASH EQUIVALENTS :</b>		
a) Balance with Banks in Current Account	483.28	512.94
b) Cash on hand	9.91	11.98
	<u>493.19</u>	<u>524.92</u>
<b>14) BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS :</b>		
a) Unclaimed dividend - Earmarked balances with banks	<u>102.54</u>	<u>91.98</u>
<b>15) LOANS (UNSECURED, CONSIDERED GOOD) :</b>		
a) Loans to Employees	<u>112.80</u>	<u>65.43</u>
<b>Break-up :</b>		
Loan considered good- Secured	-	-
Loan considered good- Unsecured	112.80	65.43
Loan which have significant increase in credit risk	-	-
Loan-credit impaired	-	-
<b>Total</b>	<u>112.80</u>	<u>65.43</u>
Less : Allowance for doubtful Loans	-	-
<b>Total Loans</b>	<u>112.80</u>	<u>65.43</u>
<b>16) OTHER CURRENT FINANCIAL ASSETS ( UNSECURED, CONSIDERED GOOD):</b>		
a) Unbilled Revenue	27.04	26.22
b) Security Deposits	-	51.20
c) Fixed Deposit with Bank	558.82	699.28
	<u>585.86</u>	<u>776.70</u>
<b>17) CURRENT TAX ASSETS AND DEFERRED TAX :</b>		
a) Income Tax paid/TDS (Net of provisions of ₹ 7,975 Lakhs ( At 31st March 2021 ₹ 2,535 Lakhs )	<u>3,069.69</u>	<u>2,916.58</u>
b) Tax expenses recognized in the statement of Profit & Loss		
<b>Current Tax</b>		
Current tax on taxable income for the year	7,545.00	430.00
Tax in respect of earlier year	-	(151.54)
<b>Deferred Tax</b>		
Deferred Tax charge/(Credit)	(114.29)	(289.74)
<b>Total Income Tax Expenses</b>	<u>7,430.71</u>	<u>(11.28)</u>



**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

- c) A reconciliation of the income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below :

Expected Income tax rate in India applicable to the Company  
 Profit before Tax  
 Expected Income tax expenses at statutory Income tax rate  
 Income exempt from tax/items not deductible.  
 Income expense reported in the statement of Profit and Loss.  
 Deferred Tax expense reported in the statement of profit and loss

Consequent to reconciliation items shown above, the effective tax rate is 25.58% (2020-21 - 2.15%)

	Year Ended 31.03.2022	Year Ended 31.03.2021
	25.168%	25.168%
	29,054.49	346.72
	7,312.43	87.26
	(232.57)	191.20
	7,545.00	278.46
	(114.29)	(289.74)
	7,430.71	(11.28)

- d) The movement in deferred tax assets and liabilities during the year ended March 31, 2022 and March 31, 2021.

Particulars	As at 31st March, 2020 Deferred Tax Asset/ Liabilities	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2021 Deferred Tax Asset/ Liabilities	Credit / (Charge) in Statement of Profit & Loss	As at 31st March, 2022 Deferred Tax Asset/ Liabilities
Depreciation	(1,878.19)	170.01	(1,708.18)	54.44	(1,653.74)
Expenses Allowed in the year of Payment	367.70	16.11	383.81	(117.00)	266.81
Provision for Doubtful Debts	105.49	49.68	155.17	158.55	313.72
Total	(1,405.00)	235.80	(1,169.20)	95.99	(1,073.21)

**18) OTHER CURRENT ASSETS ( UNSECURED, CONSIDERED GOOD) :**

- i) Advances for supply of Goods & Services (Refer Note No. 42)  
 ii) Input Tax Refundable/Receivable  
 iii) Interest Receivable  
 iv) Interest Subsidy Receivable  
 v) Balances with Government Authorities  
 vi) Prepaid Expenses  
 vii) Others

	AS AT 31-03-2022	AS AT 31-03-2021
	435.02	871.86
	9,145.62	6,878.78
	11.85	11.03
	1,047.11	-
	308.52	187.96
	348.04	345.12
	674.55	821.78
	11,970.71	9,116.53

**19) SHARE CAPITAL :**
**Authorised**

- i) 5,50,00,000 Equity Shares of ₹ 2/- each  
 ii) 25,000 11% Redeemable Cumulative Preference Shares of ₹ 100/- each  
 iii) 7,50,000 Redeemable Preference Shares of ₹ 10/- each

**Issued**

4,68,70,080 Equity share of ₹ 2/- each.

**Subscribed and Fully Paid Up**

4,68,70,080 Equity share of ₹ 2/- each.

	1,100.00	1,100.00
	25.00	25.00
	75.00	75.00
	1,200.00	1,200.00
	937.40	937.40
	937.40	937.40
	937.40	937.40

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

**19) SHARE CAPITAL (Contd):**

a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

	As at 31st March,2022		As at 31st March,2021	
	No.of Shares	Amount	No.of Shares	Amount
At the beginning of the year	4,68,70,080	937.40	4,68,70,080	937.40
Issued during the year	-	-	-	-
Outstanding at the end of the year	4,68,70,080	937.40	4,68,70,080	937.40

b) Terms/rights attached to equity :

The holding company has issued only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per share. The holding company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the 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 holding company after distribution of all preferential amounts, in proportion to their shareholdings.

c) Shareholder's holding more than 5 % shares in the Company

Name of the Shareholder	As at 31st March, 2022		As at 31st March, 2021	
	No. of Share	% of Holding	No. of Share	% of Holding
PKP Enterprises LLP	1,11,18,935	23.72%	1,11,18,935	23.72%
DSP Small / Micro Cap Fund	19,76,246	4.22%	34,91,204	7.45%
Smt. Ashadevi Rameshkumar Poddar	32,27,055	6.89%	32,27,055	6.89%

d) Details of Share held by Promoters As at March 31, 2022 @

Equity Share of Rs 2/- each fully paid

Sr no.	Promotor Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total share	% of Change during the year
1	Ashadevi Rameshkumar Poddar	32,27,055	-	32,27,055	6.89	0.00
2	Vibha Poddar	21,59,555	-	21,59,555	4.61	0.00
3	Ankit Poddar	20,42,310	-	20,42,310	4.36	0.00
4	Gaurav Poddar	20,42,310	-	20,42,310	4.36	0.00
5	Ramesh Kumar Poddar	18,50,115	-	18,50,115	3.95	0.00
6	Anurag Poddar	17,39,805	-	17,39,805	3.71	0.00
7	Avnish Poddar	17,39,805	-	17,39,805	3.71	0.00
8	Shrikishan Poddar	17,17,620	-	17,17,620	3.66	0.00
9	Sangeeta Pramodkumar Poddar	9,92,550	-	9,92,550	2.12	0.00
10	Madhudevi Pawankumar Poddar	8,15,800	-	8,15,800	1.74	0.00
11	Pawankumar Dharaprasad Poddar	7,81,760	-	7,81,760	1.67	0.00
12	Harshit S Poddar	6,00,000	-	6,00,000	1.28	0.00
13	Abhishek S Poddar	5,99,995	-	5,99,995	1.28	0.00
14	Geetadevi Dharaprasad Poddar	10	-	10	0.00	0.00
15	PKP Enterprises LLP	1,11,18,935	-	1,11,18,935	23.72	0.00
16	DPP Enterprises LLP	60,408	-	60,408	0.13	0.00
17	HSP Enterprises LLP	625	-	625	0.00	0.00
18	GPP Enterprises LLP	500	-	500	0.00	0.00
19	Sanchna Trading & Fin. Ltd.	55	-	55	0.00	0.00
20	S P Finance And Trading Ltd	50	-	50	0.00	0.00
21	Vishal Furnishings Ltd	50	-	50	0.00	0.00
22	Shymlata Sureshkumar Poddar	1,500	(1,500)	-	0.00	0.00
23	ARVIND KUMAR PODDAR	1,000	(1,000)	-	0.00	0.00
24	Rishabh Sureshkumar Poddar	500	(500)	-	0.00	0.00
25	Rajiv A Poddar	500	(500)	-	0.00	0.00
26	Vijaylaxmi Arvindkumar Poddar	500	(500)	-	0.00	0.00
27	RAP Enterprises LLP	500	(500)	-	0.00	0.00
28	AKP Enterprises LLP	125	(125)	-	0.00	0.00
29	TMP Enterprises LLP	125	(125)	-	0.00	0.00

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**19) SHARE CAPITAL (Contd):**

Sr no.	Promotor Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total share	% of Change during the year
30	VKP Enterprises LLP	125	(125)	-	0.00	0.00
31	S P Investrade (India) Limited	55	(55)	-	0.00	0.00
32	Balgopal Holding & Traders Ltd	50	(50)	-	0.00	0.00
33	Poddar Brothers Investment Private Limited	50	(50)	-	0.00	0.00
	<b>Total</b>	<b>3,14,94,343</b>	<b>(5,030)</b>	<b>3,14,89,313</b>	<b>67.18</b>	<b>(0.01)</b>

@ At the beginning of the FY 2021-22, 5,030 equity shares representing 0.01% were held by 12 Promoters of the Company. During the year, in terms of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, said 12 Promoters of the Company aggregating to 5,030 equity shares were Re-classified from Category of "Promoter" to the Category of "Public" vide BSE Limited and National Stock Exchange of India Limited approval letter dated 16th February, 2022.

Details of Share held by Promoters As at March 31, 2021:  
Equity Share of Rs 2/- each fully paid

Sr no.	Promotor Name	No. of Shares at the beginning of the year	Change during the year	No. of Shares at the end of the year	% of total share	% of Change during the year
1	Ashadevi Rameshkumar Poddar	32,27,055	-	32,27,055	6.89	0.00
2	Vibha Poddar	21,59,555	-	21,59,555	4.61	0.00
3	Ankit Poddar	20,42,310	-	20,42,310	4.36	0.00
4	Gaurav Poddar	20,42,310	-	20,42,310	4.36	0.00
5	Ramesh Kumar Poddar	18,50,115	-	18,50,115	3.95	0.00
6	Anurag Poddar	17,39,805	-	17,39,805	3.71	0.00
7	Avnish Poddar	17,39,805	-	17,39,805	3.71	0.00
8	Shrikishan Poddar	17,17,620	-	17,17,620	3.66	0.00
9	Sangeeta Pramodkumar Poddar	9,92,550	-	9,92,550	2.12	0.00
10	Madhudevi Pawankumar Poddar	8,15,800	-	8,15,800	1.74	0.00
11	Pawankumar Dharaprasad Poddar	7,81,760	-	7,81,760	1.67	0.00
12	Harshit S Poddar	6,00,000	-	6,00,000	1.28	0.00
13	Abhishek S Poddar	5,99,995	-	5,99,995	1.28	0.00
14	Shyاملata Sureshkumar Poddar	1,500	-	1,500	0.00	0.00
15	ARVIND KUMAR PODDAR	1,000	-	1,000	0.00	0.00
16	Rishabh Sureshkumar Poddar	500	-	500	0.00	0.00
17	Rajiv A Poddar	500	-	500	0.00	0.00
18	Vijaylaxmi Arvindkumar Poddar	500	-	500	0.00	0.00
19	Geetadevi Dharaprasad Poddar	10	-	10	0.00	0.00
20	PKP Enterprises LLP	1,11,18,935	-	1,11,18,935	23.72	0.00
21	DPP Enterprises LLP	46,533	13,875	60,408	0.13	0.03
22	HSP Enterprises LLP	625	-	625	0.00	0.00
23	Gpp Enterprises LLP	500	-	500	0.00	0.00
24	RAP Enterprises LLP	500	-	500	0.00	0.00
25	AKP Enterprises LLP	125	-	125	0.00	0.00
26	TMP Enterprises LLP	125	-	125	0.00	0.00
27	VKP Enterprises LLP	125	-	125	0.00	0.00
28	S P Investrade (India) Limited	55	-	55	0.00	0.00
29	Sanchna Trading & Fin. Ltd.	55	-	55	0.00	0.00
30	Balgopal Holding & Traders Ltd	50	-	50	0.00	0.00
31	Poddar Brothers Investment Private Ltd	50	-	50	0.00	0.00
32	S P Finance And Trading Ltd	50	-	50	0.00	0.00
33	Vishal Furnishings Ltd	50	-	50	0.00	0.00
	<b>Total</b>	<b>3,14,80,468</b>	<b>13,875</b>	<b>3,14,94,343</b>	<b>67.19</b>	<b>0.03</b>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

**20) OTHER EQUITY :**

	AS AT 31-03-2022		AS AT 31-03-2021	
a) <b>Capital Reserve</b>				
- As per last Balance Sheet		70.18		70.18
b) <b>Security Premium</b>				
- As per last Balance Sheet		799.61		799.61
c) <b>General Reserve</b>				
Opening balance	70,000.00		70000.00	
Add : Transferred from Retained earnings	20,000.00		0.00	
Closing balance		90,000.00		70,000.00
d) <b>Retained Earnings</b>				
Opening balance	4,955.65		4437.27	
Add : Net Profit for the current year	21,678.22		518.38	
Less: Dividend	4,968.23		-	
Less: Transfer to General Reserve	20,000.00		-	
Closing balance		1,665.64		4,955.65
e) <b>Foreign Currency Translation Reserve</b>				
Opening balance	(66.62)		(37.13)	
Add : Exchange differences on translation of foreign operations	(7.92)		(29.49)	
Closing balance		(74.54)		(66.62)
		<b>92,460.89</b>		<b>75,758.82</b>

- i) **Capital Reserve** : Capital Reserve is utilised in accordance with provision of the Act.
- ii) **Security Premium** : Security Premium Reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provision of the Act.
- iii) **General Reserve** : General reserve is used for strengthening the financial position and meeting future contingencies and losses.
- iv) **Retained Earnings** : Retained earnings are the profit that the Company has earned till date, less any transfer to general reserve, dividend or other distributions paid to shareholders.
- v) **Foreign Currency Translation Reserve** : Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

**21) NON CURRENT BORROWINGS :**

	AS AT 31-03-2022		AS AT 31-03-2021	
	Non Current	Current	Non Current	Current
<b>Secured</b>				
a) Term Loans from Banks				
Rupee Term Loan	1,543.57	842.12	1,641.05	1,482.02
Foreign Currency Loan	2,138.03	2,050.50	4,273.65	2,075.36
<b>Total Secured Loan from Banks</b>	<b>3,681.60</b>	<b>2,892.62</b>	<b>5,914.70</b>	<b>3,557.38</b>
<b>Unsecured</b>				
a) From Government of Maharashtra (Interest free Sales Tax Loan)	-	13.71	13.71	16.95
	<b>3,681.60</b>	<b>2,906.33</b>	<b>5,928.41</b>	<b>3,574.33</b>

Note :

- i) Term loan aggregating to ₹ 912 Lakhs is secured by way of exclusive charge created/ to be created on immovable properties situated at Maharashtra except immovable assets exclusively charged to the lenders and charge on movable fixed assets procured from those term loans. The remaining tenure of loans is 7 years.
- ii) Term loans in foreign currency (ECB) of ₹ 4,188.54 Lakhs and Rupee Term loan of ₹ 1,473.68 Lakhs is secured by way of few office premises situated at Mumbai. The remaining tenure of the Loan is 2 years.
- iii) Interest on above said term loan are ranging from 7.50% to 8.00%.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

	AS AT 31-03-2022	AS AT 31-03-2021
<b>22) Lease Liability</b>		
a) Lease Liability Non -Current	726.31	1,959.63
b) Lease Liability Current (Refer note 6)	394.34	516.05
<b>23) OTHER FINANCIAL LIABILITIES NON CURRENT :</b>		
a) Security Deposit from Dealers / Others	4,165.98	4,609.61
<b>24) LONG TERM PROVISIONS :</b>		
a) Provision for Employee Benefits (Refer Note 44)	995.42	852.60
<b>25) OTHER NON CURRENT LIABILITIES :</b>		
a) Creditors for Capital Goods	341.98	108.61
b) Government Grant #	791.59	409.39
	1,133.57	518.00
# Represents unamortised amount of duty saved referred to in note 50.		
<b>26) CURRENT BORROWINGS :</b>		
<b>Secured:</b>		
a) Working Capital Loans from Banks :- *		
i) Cash Credit/ Demand Loans	6,750.99	1,927.42
ii) Packing Credit	2,812.79	-
	9,563.78	1,927.42
b) Current Maturity of Long Term Debt (Refer Note No. 20 (i & ii))	2,892.62	3,557.38
<b>Unsecured:</b>		
a) Short Term Loans from Banks (Including Commercial Paper)	5,000.00	23.64
b) Current Maturity of Long Term Debt (Refer Note No. 20 (i & ii))	13.71	16.95
	5,013.71	40.59
	17,470.11	5,525.39
<b>27) TRADE PAYABLES :</b>		
a) Micro and Small Enterprises	736.15	725.16
b) Medium Enterprises	14.02	0.07
c) Trade Payable Others	20,596.86	16,518.67
d) Amount due to related parties (Refer Note 42)	1.23	386.89
	20,612.11	16,905.63
	21,348.26	17,630.79

\* Working Capital loans from Banks are secured by hypothecation of stocks, Book debts and second charge created over the few fixed assets of the Company.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

**27) TRADE PAYABLES (Contd):**
**Dues To Micro, Small and medium Enterprises**

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED ACT"). The disclosures pursuant to the said MSMED Act are as follows:

- The principal amount remaining unpaid to any supplier at the end of the year
- Interest due remaining unpaid to any suppliers at the end of the year
- The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year
- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.
- The amount of interest accrued and remaining unpaid at the end of each accounting year
- The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006

	AS AT 31-03-2022	AS AT 31-03-2021
a)	736.15	725.16
b)	-	-
c)	-	1.28
d)	-	-
e)	-	-
f)	-	-

Disclosure of payable to vendors as defined under the Micro Small and Medium Enterprise Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

**Trade Payable aging schedule**

Particulars	No Due	Outstanding for following periods from due date of payment for 31st March 2022				
		Less than one year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	304.98	445.19	-	-	-	750.17
(ii) Others	8,511.05	11,902.46	107.73	42.17	34.68	20,598.09
<b>Total</b>	<b>8,816.03</b>	<b>12,347.65</b>	<b>107.73</b>	<b>42.17</b>	<b>34.68</b>	<b>21,348.26</b>

**Trade Payable aging schedule**

Particulars	No Due	Outstanding for following periods from due date of payment for 31st March 2021				
		Less than one year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSME	503.31	221.85	-	-	-	725.16
(ii) Others	9,114.77	7,347.62	288.32	92.75	62.17	16,905.63
<b>Total</b>	<b>9,618.08</b>	<b>7,569.47</b>	<b>288.32</b>	<b>92.75</b>	<b>62.17</b>	<b>17,630.79</b>

**28) OTHER CURRENT FINANCIAL LIABILITIES :**

- Interest accrued but not due on borrowings
- Unpaid Dividend \*

	AS AT 31-03-2022	AS AT 31-03-2021
a)	61.40	93.05
b)	102.54	91.98
	<u>163.94</u>	<u>185.03</u>

\* There are no amount due and outstanding to be credited to Investor Education and Protection Fund.

## CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.

(₹ in Lakhs)

	AS AT 31-03-2022	AS AT 31-03-2021
<b>29) OTHER CURRENT LIABILITIES :</b>		
a) Advance Received from Customer	2,470.57	2,722.68
b) Other Payables		
i) Statutory Dues	654.46	456.11
ii) Employees Dues	2,806.00	1,250.89
iii) Security Deposit	139.85	99.21
iv) Government Grant #	307.48	494.61
v) Others	14.59	62.48
	<u>3,922.38</u>	<u>2,363.30</u>
	<u>6,392.95</u>	<u>5,085.98</u>
# Represents unamortised amount of duty saved referred to in note 50.		
<b>30) SHORT-TERM PROVISIONS :</b>		
a) Provision for Employee Benefits :		
i) Unavailed Leave	346.28	372.54
<b>31) REVENUE FROM OPERATIONS : (Refer note 48)</b>	<b>Current Year</b>	<b>Previous Year</b>
a) Sale of Products	1,89,442.02	1,07,552.41
b) Sale of Services (Job Charges Received)	733.13	1,175.66
c) Other operating revenues*	321.24	196.50
	<u>1,90,496.39</u>	<u>1,08,924.57</u>
* Includes Scrap Sales & others		
<b>32) OTHER INCOME :</b>		
a) Miscellaneous Income	170.82	1,306.14
b) Interest received	1,232.02	1,222.46
c) Rent received	523.01	384.38
d) Profit on Sale of Assets (Net)	468.42	85.41
e) Profit on Sale of Investment (Net)	6.98	60.01
f) Mark to Market Gain on Investment (Net)	63.18	1.92
g) Sundry credit balance written back (Net)	-	225.08
h) Gain on Transfer of Right to use Assets (Net)	203.03	75.06
i) Rent waiver Income	115.52	294.00
j) Exchange Rate of Difference (Net)	391.98	237.56
k) Apportioned Income from Government Grant (Refer Note No.50)	270.21	191.96
	<u>3,445.17</u>	<u>4,083.98</u>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

<b>33) CHANGES IN INVENTORIES OF FINISHED GOODS, GOODS IN PROGRESS AND STOCK IN TRADE :</b>	<b>Current Year</b>	<b>Previous Year</b>
a) Opening Stock		
Work - in - Progress	4,866.25	5,219.91
Finished Goods	10,097.96	26,122.15
Stock In Trade	210.61	1,077.74
	<u>15,174.82</u>	<u>32,419.80</u>
b) Less : Closing Stock		
Work - in - Progress	7,283.80	4,866.25
Finished Goods	17,504.26	10,097.96
Stock In Trade	1,283.47	210.61
	<u>26,071.53</u>	<u>15,174.82</u>
	<u>(10,896.71)</u>	<u>17,244.98</u>
<b>34) EMPLOYEE BENEFITS EXPENSE</b>		
a) Salaries, Wages, Allowances and Bonus	14,846.92	11,189.16
b) Contribution to Provident, Gratuity and other funds (Refer note 44)	819.78	936.33
c) Workmen and Staff Welfare Expenses	358.99	227.79
	<u>16,025.69</u>	<u>12,353.28</u>
<b>35) FINANCE COST :</b>		
a) Interest Expenses	1,764.12	2,711.17
b) Interest expenses on lease Liability	137.19	276.41
c) Other borrowing costs	43.65	22.71
	<u>1,944.96</u>	<u>3,010.29</u>
Less : Borrowing Cost Capitalised	138.36	14.16
	<u>1,806.60</u>	<u>2,996.13</u>
<b>36) DEPRECIATION AND AMORTISATION EXPENSES :</b>		
a) Depreciation on Property, Plant and Equipments	5,310.24	5,083.98
b) Depreciation on Investment Properties	57.73	60.38
c) Amortization on Intangible Assets	66.62	148.59
d) Depreciation on Right to use Assets	457.06	823.95
	<u>5,891.65</u>	<u>6,116.90</u>



**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ In Lakhs)

**37) OTHER EXPENSES :**

	Current Year	Previous Year
a) Consumption of Stores and Spare parts	1,762.85	1,038.02
b) Consumption of Packing Material	6,997.68	3,842.75
c) Processing and Labour Charges	17,878.54	7,964.49
d) Power and Fuel	7,191.57	4,205.95
e) Water Charges	283.18	239.92
f) Brokerage and Commission	3,981.19	2,274.00
g) Rent	119.75	150.21
h) Rates and Taxes	215.96	73.81
i) Freight and Forwarding Charges	2,036.44	1,085.17
j) Legal and Professional Charges (Refer Note no.41)	936.58	772.86
k) Directors Sitting Fees	14.00	12.00
l) Commission to Non-Executive Directors	30.00	-
m) Insurance	231.97	340.54
n) Sales Promotion Expenses	1,294.08	593.72
o) Advertisement Expenses	1,458.70	732.89
p) Travelling and Conveyance	1,497.15	1,066.13
q) Donation	-	16.25
r) Impairment of Investment Properties	1.36	9.47
s) Contribution towards CSR activity (Refer Note No.51)	117.99	279.19
t) Provision for Doubtful Debts/Expected Credit Loss	124.14	204.74
u) Bad Debt/ Irrecoverable Balances written off	735.76	-
v) Miscellaneous Expenses	2,091.56	1,549.98
w) Repairs to :		
i) Building	633.14	360.94
ii) Machineries	1,017.14	599.37
iii) Others	890.68	577.98
	<u>2,540.96</u>	<u>1,538.29</u>
	<u>51,541.41</u>	<u>27,990.38</u>

**38) EARNING PER SHARE : ["EPS"] COMPUTED IN ACCORDANCE WITH ACCOUNTING STANDARD 20:**

a) Net Profit After Tax as per Statement of Profit & Loss	21,623.78	358.00
b) The weighted average number of Equity Shares	4,68,70,080	4,68,70,080
c) Face value per equity share (₹)	2.00	2.00
d) Earnings per share Basic / Diluted (₹)	46.14	0.76

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

**39) DIVIDEND DISTRIBUTION MADE AND PROPOSED :**

	Current Year	Previous Year
<b>a) Dividend on equity shares declared and paid during the year:</b>		
i) Final dividend of ₹4.60/- Per share for F.Y. 2020-21 (Previous Year ₹ Nil)	2,156.02	
ii) 1st Interim dividend of ₹3/- Per share for F.Y. 2021-22 (Previous Year ₹ Nil)	1,406.10	-
iii) 2nd Interim dividend of ₹3/- Per share for F.Y. 2021-22 (Previous Year ₹ Nil)	1,406.10	-
<b>b) Proposed Dividend on equity shares not recognised as liability:</b>		
i) Final Dividend of ₹ 3.20 Shares for F.Y 2021-22	1,499.84	-
ii) Final Dividend of ₹ 4.60 Shares for F.Y 2020-21	-	2,156.02

**40) CONTINGENT LIABILITIES & COMMITMENTS :**

<b>a) Contingent Liabilities :</b>		
i) Guarantees given by the Company's Bankers	717.95	757.36
ii) Disputed claims for excise, sales tax and property tax	984.36	931.26
iii) Income tax Demand, interest & penalty under dispute **	1,376.76	1,291.26
** Income Tax Department has raised demand aggregating to ₹ 1050.56 Lakhs pertaining to A.Y. 2012-13 to A.Y. 2015-16 on account of disallowances made while doing reassessment of those years due to survey conducted by them. The Group has filed the appeal and confident to get the relief. Hence, no provision have been made the same has been considered as contingent liability. Further, demand of ₹ 161.68 lakhs for the A.Y. 2017-18, ₹ 79.02 Lakhs for the A.Y. 2018-19 and ₹ 85.50 Lakhs is raised in the regular assessment and the Group is in appeal.		
<b>b) Commitments :</b>		
i) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advance)	987.72	2,960.56

**41) LEGAL AND PROFESSIONAL EXPENSES INCLUDES AUDITORS REMUNERATION AND EXPENSES :**

<b>a) Statutory Auditors</b>		
i) For Audit Fees	29.00	19.00
ii) For Limited Review	3.00	3.00
iii) For Other Services	6.25	15.69
iv) For Reimbursement of Expenses*	0.55	0.60
	<u>38.80</u>	<u>38.29</u>
* Excluding Goods & Service Tax (GST)		
<b>b) Cost Auditors</b>		
i) Cost Audit Fees	5.00	5.00
ii) For Reimbursement of Expenses	0.10	0.20
	<u>5.10</u>	<u>5.20</u>

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

**42) RELATED PARTY DISCLOSURES :**

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

- (a) **Key Management Personnel (KMP) :** Shri Ramesh D. Poddar -Chairman & Managing Director, Shri Pawan D. Poddar -Joint Managing Director, Shri Shrikishan Poddar - Executive Director, Shri Gaurav Poddar - President and Executive Director , Shri Ashok Jalan - Sr. President cum Director, Shri Surendra Shetty - Chief Financial Officer, Shri William Fernandes - Company Secretary
- (b) **Relatives of Key Management Personnel (KMP) :** Smt. Ashadevi R. Poddar, Shri Avnish Poddar, Smt Sangeeta Poddar, Smt. Vibha Poddar, Smt. Smriti Poddar, Smt.Anshruta Poddar, Shri Harshit S.Poddar,
- (c) **Non Executive Directors and Enterprises over which they are able to exercise significant influence:** Smt. Mangala R. Prabhu, Shri.Ashok N.Desai, Shri.Chetan S.Thakkar, Shri.Deepak R.Shah, Shri.Sachindra N.Chaturvedi.
- (d) **Other Related Parties (Enterprises - KMP having significant influence / Owned by Major Shareholders) :** Sanchana Trading & Finance Ltd., S.P. Finance & Trading Ltd, Santigo Textile Mills Ltd., Vishal Furnishing Ltd., Golden Fibres LLP, Beetee Textile Industries Ltd., Oxemberg Fashions Ltd., Balkrishna Paper Mills Ltd.,Vishal Furinishing Singapore, White Lights Food Pvt.Ltd., Tarapur Enviornment Protection Society, Kanga & Co.,Hindoostan Mills.Ltd.

**(e) Related Party Transactions**

(₹ in Lakhs)

Nature of Transaction	For the Year Ended 31.03.2022			For the Year Ended 31.03.2021		
	Key Management Personnel & Relatives	Other related Parties	Total	Key Management Personnel & Relatives	Other related Parties	Total
Managerial Remuneration	2,658.84	-	2,658.84	667.20	-	667.20
Sitting Fees and Commission	44.00	-	44.00	12.00	-	12.00
Salary paid	184.42	-	184.42	165.18	-	165.18
Purchase of Goods/Services	-	6,498.88	6,498.88	-	2,985.66	2,985.66
Purchase of Fixed Assets	-	2,003.88	2,003.88	-	-	-
Sale of Fixed Assets	-	35.00	35.00	-	-	-
Sales of Goods/Materials	-	744.67	744.67	-	489.38	489.38
Rent / Property Tax Received	-	47.00	47.00	-	41.70	41.70
Rent Paid	-	2.40	2.40	-	7.16	7.16
Insurance Maturity Received	-	-	-	1,184.81	-	1,184.81
Advance Given	-	-	-	-	689.00	689.00
Security Deposit Given	-	200.00	200.00	-	-	-
Commission Paid	-	103.79	103.79	-	47.22	47.22

Notes : i) Parties identified by the Management and relied upon by the Auditors

ii) No amount in respect of the related parties have been written off/back or are provided for during the year

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

f) BALANCE ON ACCOUNT OF:	AS AT 31-03-2022	AS AT 31-03-2021
<b>1. Trade Payable ( other related parties)</b>		
Balkrishna Paper Mills Ltd.	0.51	-
Beetee Textile Industries Ltd.	215.58	44.09
Dhanpriya Textile Pvt.Ltd.	-	114.65
Golden Fibres LLP	-	77.04
Sanchana Trading & Finance Ltd.	-	1.08
Santigo Textile Mills Ltd.	18.59	33.94
Vishal Furnishings Ltd.	123.94	116.09
<b>Total</b>	<b>358.62</b>	<b>386.89</b>
<b>2. Trade Receivable (other related parties )</b>		
Balkrishna Paper Mills Ltd.	-	25.69
Golden Fibres LLP	1.23	-
S.P.Finance & Trading Ltd.	-	0.03
Vishal Furnishing ( Singapore )	-	76.18
White Lights Food Pvt.Ltd	0.24	0.03
<b>Total</b>	<b>1.47</b>	<b>101.93</b>
<b>3. Advance Given</b>		
Beetee Textile Industries Ltd.	-	307.00
Santigo Textile Mills Ltd.	-	52.00
Tarapur Environment protection Society	78.42	85.00
Vishal Furnishings Ltd.	-	255.00
<b>Total</b>	<b>78.42</b>	<b>699.00</b>
<b>4. Deposit Given</b>		
Beetee Textile Industries Ltd.( Earlier Dhanpriya Textile Pvt.Ltd.)	200.00	200.00
Vishal Furnishings Ltd.	200.00	-
<b>Total</b>	<b>400.00</b>	<b>200.00</b>
<b>5. Investment in Preference Share</b>		
Balkrishna Paper Mills Ltd	1,700.00	1,700.00

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

g) Disclosure in respect of material transactions with related parties during the Year ( included in 'f' above )

(₹ in Lakhs)

	Current Year	Previous Year
<b>Purchase of Goods / Materials/Services.</b>		
Beetee Textile Industries Ltd.	1,550.54	423.12
Dhanpriya textile Pvt.Ltd.	-	825.38
Golden Fibres LLP.	3,379.32	1,015.11
Hindoostan Mills Ltd.	-	0.44
Kanga & Co.	4.40	-
Santigo Textile Mills Ltd.	696.72	361.75
Tarapur Environment Protection Soc.	5.58	-
Vishal Furnishings Ltd.	862.32	359.86
<b>Purchase of Fixed Assets</b>		
Balkrishna Paper Mills Ltd.	1,908.00	-
Beetee Textile Industries Ltd.	95.88	-
<b>Sales of Fixed Assets</b>		
Golden Fibres LLP.	35.00	-
<b>Sales of Goods / Materials/ Services</b>		
Balkrishna Paper Mills Ltd.	3.19	21.91
Golden Fibres LLP.	63.59	-
Vishal Furnishings Ltd.	642.95	241.49
Vishal Furnishings Ltd. (Singapore)	34.94	225.98
<b>Rent Paid</b>		
Beetee Textile Industries Ltd.	-	4.76
Sanchana Trading & Finance Ltd.	2.40	2.40
<b>Rent Received :</b>		
Balkrishna Paper Mills Ltd.	8.77	8.77
Beetee Textile Industries Ltd.	23.08	2.64
Dhanpriya textile Pvt.Ltd.	-	20.45
Golden Fibres LLP	1.44	1.44
Oxemberg Fashions Ltd.	0.21	0.36
S.P.Finance & Trading Limited	0.38	0.65
Sanchana Trading & Finance Ltd.	0.38	0.65
Santigo Textile Mills Ltd.	2.65	2.65
Vishal Furnishing Ltd.	9.79	3.80
White Lights Food Pvt.Ltd.	0.30	0.30
<b>Security Deposit Given :</b>		
Vishal Furnishing Ltd.	200.00	-

	Current Year	Previous Year
<b>Payment to Key Management Personnel</b>		
Ramesh Poddar	698.08	149.38
Pawan Poddar	641.34	136.19
Shrikishan Poddar	623.01	137.33
Gaurav P Poddar	505.53	113.88
Ashok Kumar Jalan	78.30	44.79
Surendra Shetty	74.00	55.98
William Fernandes	38.58	29.65
<b>Sitting Fees &amp; Commission</b>		
Ashok N.Desai	7.25	1.25
Chetan S.Thakkar	9.00	2.50
Deepak R.Shah	9.25	3.25
Sachindra N.Chaturvedi	9.50	2.50
Smt.Mangala R.Prabhu.	9.00	2.50
<b>Salary to Relatives of KPM.</b>		
Asha Devi Poddar	26.33	23.50
Avnish Poddar	26.65	23.83
Vibha Poddar	26.33	23.49
Smriti Poddar	26.33	23.37
Sangeeta Poddar	26.09	23.43
Harshit S.Poddar.	26.36	23.78
Anshruta Poddar.	26.33	23.78
<b>Insurance Maturity Received</b>		
Ramesh Poddar	-	114.45
Pawan Poddar	-	95.38
Gaurav Poddar	-	208.09
Asha Poddar	-	114.45
Sangeeta Poddar	-	159.11
Vibha Poddar	-	285.24
Avnish P.Poddar	-	208.09
<b>Brokerage/Commission/ Incentive Paid :</b>		
Vishal Furnishings Ltd.	103.79	46.95
Vishal Furnishings Ltd(Singapore)	-	0.27
<b>Advance Given :</b>		
Beetee Textile Industries Ltd.	-	307.00
Santigo Textile Mills Ltd.	-	52.00
Tarapur Environment Protection Soc.	-	75.00
Vishal Furnishings Ltd.	-	255.00

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ in Lakhs)

**h) EXECUTIVE DIRECTOR COMPENSATION :**

	Year ended March 31, 2022	Year ended March 31, 2021
i) Short Term employee benefits *	2,472.42	513.50
ii) Post Employment benefits	73.85	68.07
<b>Total</b>	<b>2,546.27</b>	<b>581.57</b>

\* During the Financial year 2020-21 no commission was provided on account of inadequate profit.

43) The Group is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

**44) Defined Benefit and Contribution Plan**

Providend Fund and Superannuation Fund are Defined Contribution Plan. Contribution paid for Providend Fund and Superannuation Fund are recognised as expense for the year :

	Year ended March 31, 2022	Year ended March 31, 2021
Employer's contribution to Providend Fund/Pension Scheme	1,151.00	831.20
Employer's contribution to Superannuation Fund	17.55	16.49

**Defined Benefit Plan:- Gratuity (Funded)**

The employees' gratuity fund scheme managed by a Trust is a defined benefit fund. The present value of the obligation is determined based on actuarial valuation using the Projected unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

**I) Reconciliation of Opening and Closing balances of Defined Benefit Obligation**

	AS AT 31-03-2022	AS AT 31-03-2021
Defined Benefit Obligation at Beginning of the year	1,753.35	2,029.50
Liability transferred in/ Acquisitions		
Current Service Cost	192.36	252.76
Interest Cost	120.98	139.42
Actuarial (Gain)/loss	(81.07)	(224.83)
Benefit Paid	(226.68)	(443.50)
Defined Benefit Obligation at the end of the year	1,758.94	1,753.35

**II) Reconciliation of Opening and Closing balances of Fair value of plan Assets**

Defined Benefit Obligation at Beginning of the year	900.75	1,116.36
Actual return on plan Assets	53.82	66.19
Employers contribution	35.62	161.70
Benefit Paid	(226.67)	(443.50)
Fair value of plan assets at year end	763.52	900.75

**III) Reconciliation of fair value of Assets and Obligations**

Fair value of Plan Assets	852.60	900.75
Present Value of Obligation	1,848.02	1,753.35
Amount Recognised in Balance Sheet ( Surplus/(Deficit)	(995.42)	(852.60)

**IV) Expenses recognised during the year**

<u>In Income Statement</u>		
Current Service Cost	192.36	252.75
Interest Cost	58.83	62.73
Net Cost	251.19	315.48
<u>In Other Comprehensive Income</u>		
Actuarial (Gain)/ Loss	(81.07)	(224.83)
Return on Plan Assets	8.32	10.50
Net (Income)/Expense for the period recognised in OCI	(72.75)	(214.33)

**V) Investment Details**

Insurance Fund	763.52	900.75
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**VI) Actuarial Assumption**

Financial Assumptions :		
Discount rate	7.31%	6.90%
Salary Escalation Rate #	4.00%	4.00%
Rate of Employee Turnover	3 & 2%	3 & 2%

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

**VII) Sensitivity Analysis :**

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

(₹ in Lakhs)

Gratuity	AS AT 31-03-2022			AS AT 31-03-2021		
	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities
Discount rate	100bps	(107.33)	123.30	100bps	(116.19)	133.66
Salary Escalation Rate	100bps	119.08	(106.51)	100bps	133.66	(120.29)
Attrition Rate	100bps	31.31	(35.43)	100bps	28.18	(32.08)

**VIII) Risk Exposure - Asset Volatility**

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. Most of the plan asset investments is in fixed income securities with high grades and in government securities.

**45) FAIR VALUE MEASUREMENT**

**Financial Instrument by category and hierarchy**

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

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

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.
3. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

**The Group uses the following hierarchy for determining and disclosing the fair value of financial instrument by valuation technique.**

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

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

(₹ In Lakhs)

Financial Assets and Liabilities	AS AT 31-03-2022				AS AT 31-03-2021			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b>At Amortised Cost</b>								
<b>Financial Assets</b>								
-Loans	296.41	-	-	296.41	183.31	-	-	183.31
-Trade Receivable	38,639.49	-	-	38,639.49	26,028.70	-	-	26,028.70
-Other Financial Assets	1,822.89	-	-	1,822.89	1,911.60	-	-	1,911.60
-Cash & Cash Equivalents	493.19	-	-	493.19	524.92	-	-	524.92
-Other Bank Balance	102.54	-	-	102.54	91.98	-	-	91.98
	<b>41,354.52</b>	-	-	<b>41,354.52</b>	<b>28,740.51</b>	-	-	<b>28,740.51</b>
<b>At FVTPL</b>								
<b>Financial Assets</b>								
- Investment	3,764.86			3,764.86	3,701.92			3,701.92
<b>At Amortised Cost</b>								
<b>Financial Liabilities</b>								
Borrowings	21,151.71	-	-	21,151.71	11,453.80	-	-	11,453.80
Other Financial Liabilities	4,329.92	-	-	4,329.92	4,794.64	-	-	4,794.64
Trade Payables	21,348.26	-	-	21,348.26	17,630.79	-	-	17,630.79
Lease Liability	1,120.65	-	-	1,120.65	2,475.68	-	-	2,475.68
	<b>47,950.54</b>	-	-	<b>47,950.54</b>	<b>36,354.91</b>	-	-	<b>36,354.91</b>

Fair value measurements using significant unobservable inputs (level 3)

**46 Financial risk management objectives and policies**

In the course of business, the group is exposed to certain financial risk that could have considerable influence on the group's business and its performance. These include market risk ( including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings. In line with the overall risk management framework and policies, the treasury function provides service to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. It is the group's policy that no trading in derivatives for speculative purposes may be undertaken. The group uses derivative financial instruments to hedge risk exposures in accordance with the group's policies as approved by the board of directors.

**a) Market Risk - Interest rate risk :**

Interest rate risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. The Sensitivity analysis below has been determined based on the exposures to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability as at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents Management's assessment of the reasonably possible changes in interest rates.

**Exposure to interest rate risk**

(₹ In Lakhs)

Particulars	AS AT	AS AT
	31-03-2022	31-03-2021
Total Borrowings	25,317.69	16,046.46
% of Borrowings out of above bearing variable rate of interest	16.45%	15.85%



**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**Interest rate sensitivity**

(₹ In Lakhs)

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
50 bp increase would decrease the profit before tax by	20.83	12.72
50 bp decrease would Increase the profit before tax by	-20.83	-12.72

**b) Market Risk- Foreign currency risk.**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The group's exposure to the risk of changes in foreign exchange rates relates primarily to its operating activities. The group manages its foreign Currency risk by hedging transaction that are expected to occur within a maximum 12 month periods for hedge of forecasted sales and purchases in foreign currency. The hedging is done through foreign currency forward contracts.

**Derivative instruments and unhedged foreign currency exposure**
**Market Risk - Foreign Currency Risk:-**
**i) Derivative contracts outstanding as at 31st March, 2022**

(₹ in Lakhs)

Particulars	As at 31st March, 2022		As at 31st March, 2021	
Forward Contract to Sell	USD	1,734.43	USD	-
Forward Contract to Buy	USD	4,167.16	USD	6,314.14

ii) The following table shows foreign currency exposures in USD, GBP and EUR on financial instruments at the end of the reporting period.

**Foreign Currency Exposure**

(₹ in Lakhs)

Particulars	AS AT 31-03-2022			AS AT 31-03-2021		
	USD	GBP	EUR	USD	GBP	EUR
Trade and Other Payables	7.06	-	-	167.23	-	-
Foreign Currency Loan	2,788.66	-	-	-	-	-
Trade and Other Receivables	2,573.00	23.98	18.48	1,640.34	25.24	22.34

iii) Sensitivity analysis of 5% change in exchange rate at the end of reporting period.

**Foreign Currency Exposure**

(₹ in Lakhs)

Particulars	As at 31st March,2022			As at 31st March,2021		
	USD	GBP	Euro	USD	GBP	EUR
<b>5% Depreciation in INR</b>						
Impact on P&L	268.44	1.20	0.92	90.38	1.26	1.12
<b>Total</b>	<b>268.44</b>	<b>1.20</b>	<b>0.92</b>	<b>90.38</b>	<b>1.26</b>	<b>1.12</b>
<b>5% Appreciation in INR</b>						
Impact on P&L	(268.44)	(1.20)	(0.92)	(90.38)	(1.26)	(1.12)
<b>Total</b>	<b>(268.44)</b>	<b>(1.20)</b>	<b>(0.92)</b>	<b>(90.38)</b>	<b>(1.26)</b>	<b>(1.12)</b>

**c) Equity Price Risk**

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the group's investments exposes the group to equity price risks. At the reporting date, the company do not held any equity securities. Investment in preference share are taken at fair value.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**d) Credit Risk**

Customer credit risk is managed by each business unit subject to the group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence. Trade receivables consist of a large number of customers, spread across geographical areas. Outstanding customer receivables are regularly monitored. The average credit period is in the range of 30 -90 days. However in select cases credit is extended which is backed by security deposit/bank guarantee/letter of credit and other firms. The group's Trade receivables consist of a large number of customers, across geographies hence the group is not exposed to concentration risk.

The group measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

**Ageing of Account receivables**

(₹ in Lakhs)

Particulars	AS AT	AS AT
	31-03-2022	31-03-2021
Not Due	22,543.76	14,390.37
0-3 Months	12,541.93	7,217.68
3-6 Months	2,701.22	1,411.11
Beyond more than 180 days	852.57	3,009.55
<b>Total</b>	<b>38,639.48</b>	<b>26,028.71</b>

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

**e) Liquidity Risk**

Liquidity risk refers to the risk that the group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The group has obtained fund and non-fund based working capital limits from various banks. Furthermore, the group access to funds from debt markets through commercial paper programs and short term working capital loans.

The table below summarises the maturity profile of the group's financial liabilities based on contractual undiscounted payments.

(₹ In Lakhs)

Particulars	Within 1 year	More than 1 year	Total
As on 31st March 2022			
Borrowings	17,470.11	3,681.60	21,151.71
Trade and other Payables	21,348.26		21,348.26
Other Financial Liabilities	163.94	4,165.98	4,329.92
Lease Liability	394.34	726.31	1,120.65
As on 31st March 2021			
Borrowings	5,525.39	5,928.41	11,453.80
Trade and other Payables	17,630.79	-	17,630.79
Other Financial Liabilities	185.03	4,609.61	4,794.64
Lease Liability	516.05	1,959.63	2,475.68

**47) Capital Management :**

The capital structure of the Group consists of net debt and total equity of the Group. The Group manages its capital to ensure that the Group will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Group's Risk Management Committee reviews the capital structure of the Group considering the cost of capital and the risks associated with each class of capital.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**48) Revenue from Operations : Revenue from contracts with customers**

(₹ in Lakhs)

Particulars	Year Ended March 31, 2022	Year Ended March 31, 2021
<b>i) Disaggregated revenue information</b>		
Set out below is the disaggregation of the group's revenue from contracts with customers:		
a) Revenue from contract with customer		
Revenue from sale of goods	1,89,442.02	1,07,552.41
Revenue from the rendering of services	733.13	1,175.66
	<b>1,90,175.15</b>	<b>1,08,728.07</b>
b) Other Operating revenue		
Revenue from sale of scrap	301.07	189.06
Others	20.17	7.44
	<b>321.24</b>	<b>196.50</b>
<b>Total revenue from operation</b>	<b>1,90,496.39</b>	<b>1,08,924.57</b>
<b>ii) Revenue based on Geography location</b>		
a) India	1,74,384.79	1,00,678.71
b) Rest of the world	16,111.60	8,245.86
<b>Total revenue from operation</b>	<b>1,90,496.39</b>	<b>1,08,924.57</b>
<b>iii) Reconciling the amount of revenue recognised in the statement of profit and loss account with contracted price</b>		
<b>Revenue as per contracted price</b>	<b>2,48,891.77</b>	<b>1,62,881.70</b>
Adjustment towards		
a) Sales return	7,631.63	10,643.74
b) Sales Incentive, Rebate and Discounts	50,763.75	43,313.39
	<b>58,395.38</b>	<b>53,957.13</b>
Revenue as per statement of profit & loss	<b>1,90,496.39</b>	<b>1,08,924.57</b>
<b>iv) Contract Balances</b>	<b>As at</b>	<b>As at</b>
Trade Receivables (Contract Asset) (Refer note 12)	<b>31st March, 2022</b>	<b>31st March, 2021</b>
	38,639.49	26,028.70
Advance from customers (Contract Liability) (Refer note 29)	2,470.57	2,722.68

**49) Financial Ratios**

Particulars	Numerator	Denominator	March, 31, 2022	March, 31, 2021	% Variance	Remarks for variance more than 25%
Current Ratio	Current Asset	Current Liabilities	2.12	2.29	-7.47%	Not Applicable
Debt - Equity Ratio	Total Debt	Shareholders Equity	0.27	0.21	29.43%	Debt increased on account of increase in borrowing
Debt Service Coverage Ratio	Earning available for debt services#	Debt Services**	5.79	1.30	346.60%	Increase in ratio due to improvement in EBIDTA
Return on Equity	Net Profit After Taxes	Average Shareholders Equity	23.15%	0.47%	4860.02%	Increase in ratio due to increase in net profit after tax as compared to previous year
Inventory Turnover Ratio	Cost of Goods Sold	Average Inventory	2.72	1.85	47.13%	Increase in ratio due to faster churning of Inventory
Trade receivable Ratio	Net Sales	Average Trade Receivable	5.89	3.63	62.41%	Increase in receivable due to Increase in turnover

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**
**49 Financial Ratios (Contd)**

Particulars	Numerator	Denominator	March, 31, 2022	March, 31, 2021	% Variance	Remarks for variance more than 25%
Trade payable Turnover ratio	Net Purchases	Average Trade Payable	5.82	2.83	105.78%	Increase in ratio due to faster churning of Inventory and services
Net Capital Turnover Ratio	Net Sales	Working Capital	3.70	2.89	28.21%	Increase in ratio due to increase in turnover
Net Profit Ratio	Net Profit After Tax	Revenue from operation	11.35%	0.33%	3353.72%	Increase in ratio due to increase in turnover and net profit
Return on Capital Employed Ratio	Earning Before Interest and Taxes	Capital Employed	25.83%	3.57%	622.87%	Increase in ratio due to increase in EBIT
Return on Investment ratio	Non Operating Income from Investment	Average Investment*	3.08%	2.69%	14.71%	Not Applicable

# Net Profit before Taxes + Depreciation and Amortisation + Finance Cost excluding Interest on Lease

\* Investment includes Fixed Deposit

\*\* Finance Cost + Interest on leases + Borrowing Cost Capitalized + Repayment made

**50) EXPORT PROMOTION CAPITAL GOODS (EPCG)**

Export Promotion Capital Goods (EPCG) scheme allows import of certain capital goods including spares at concessional duty subject to an export obligation for the duty saved on capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the Accounting policy on Government Grant.

**51) DETAILS OF CORPORATE SOCIAL RESPONSIBILITY (CSR) EXPENDITURE:**

(₹ in Lakhs)

Sr. No.	Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
1	Amount required to be spent by the company during the year	164.84	277.45
2	Amount of expenditure incurred		
	(i) Construction / acquisition of any asset	-	-
	(ii) On purposes other than (i) above	117.99	279.19
3	Shortfall at the end of the year	46.85	-

4 Total of previous years shortfall

5 Reason for shortfall

Due to COVID 19 pandemic and lockdown, the activities as planned could not be completed. However, the Company deposited unspent amount of the ongoing project related to CSR, in a separate bank account.

6 Nature of CSR activities

The CSR activity focus area are Education, Health Care and other key allied social initiatives.

7 Amount unspent, if any;

46.85

-

8 Details of related party transactions

NA

NA

9 Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately

NA

NA

52) The Group holds 17,00,000 9% Cumulative Redeemable Preference Shares (9% CRPS) of ₹100/- each aggregating to ₹1700/- lakhs of Balkrishna Paper Mills Ltd. (BPML). These 9% CRPS are non-convertible. The cumulative dividend accrued on the said 9% CRPS aggregating to ₹ 557.51 lakhs (P.Y.Rs. 404.51 lakhs) has not been declared by BPML and hence the same has not been accounted by the Group. The said investment has been carried at fair value through Statement of Profit and Loss (FVTPL) based on valuation report obtained by the Group from Independent valuer having appropriate qualification. The fair value measurement is categorised as Level 3.

The Group got voting power by virtue of provisions of second proviso to section 47(2) of the Companies Act, 2013 on said 9% CRPS which is equivalent to 47.57% of total voting power of BPML. Accordingly BPML has become an Associate of the Group. However, the Group did not have any ownership interest (equity) in BPML, hence consolidation of financial account of Associate Company is not applicable.

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

53) The outbreak of Coronavirus (Covid-19) pandemic has caused significant disturbance and slowdown of economic activity. Consequent to opening of the economic activity in the country during the F.Y. 2021-22, the demand for the Group's products has improved compared to the initial phase of Covid -19 period . In the preparation of these financial statement the group has taken into account both the current situation and likely future development.

54) For Disclosures mandated by Schedule III of Companies Act 2013, by way of additional information, refer below : (₹ in Lakhs)

31 March 2022	Net Asset i.e. Total assets minus total liabilities		Share in Profit/(Loss)		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs
<b>Parent Company:</b> Siyaram Silk Mills Ltd	100.35	93,729.55	98.28	21,251.63	117.02	54.44	98.32	21,306.07
Sub-total (A)	100.35	93,729.55	98.28	21,251.63	117.02	54.44	98.32	21,306.07
<b>Foreign Subsidiary having no minority interest (Wholly own Subsidiary)</b>								
Cadini SRL	0.82	763.11	1.72	372.15	(17.02)	(7.92)	1.68	364.23
Sub-total (B)	0.82	763.11	1.72	372.15	(17.02)	(7.92)	1.68	364.23
Sub-total (A+B)	101.17	94,492.66	100.00	21,623.78	100.00	46.52	100.00	21,670.30
Adjustment arising out of Consolidation	(1.17)	(1,094.38)						
Total (A+B+C)	100.00	93,398.28	100.00	21,623.78	100.00	46.52	100.00	21,670.30

31 March 2021	Net Asset i.e. Total assets minus total liabilities		Share in Profit/(Loss)		Share in other Comprehensive Income		Share in Total Comprehensive Income	
	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs	As a % of consolidated net assets	Amount ₹ in Lakhs
<b>Parent Company:</b> Siyaram Silk Mills Ltd	99.61	77,391.71	149.16	534.00	122.53	160.38	3.20	694.38
Sub-total (A)	99.61	77,391.71	149.16	534.00	122.53	160.38	3.20	694.38
<b>Foreign Subsidiary having no minority interest (Wholly own Subsidiary)</b>								
Cadini SRL	0.97	757.32	(49.16)	(176.00)	(22.53)	(29.49)	(0.95)	(205.49)
Sub-total (B)	0.97	757.32	(49.16)	(176.00)	(22.53)	(29.49)	(0.95)	(205.49)
Sub-total (A+B)	100.58	78,149.03	100.00	358.00	100.00	130.89	2.26	488.89
Adjustment arising out of Consolidation	(0.58)	(452.81)						
Total (A+B+C)	100.00	77,696.22	100.00	358.00	100.00	130.89	2.26	488.89

55) **Event occurring after balance sheet date :**

The Group has recommended final dividend of ₹ 3.20 (160%) per equity share of ₹ 2/-each, for the financial year 2021-22 (Refer note 39)

**CONSOLIDATED NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022.**

- 56) The Code on Social Security, 2020 ('Code') has been notified in the Official Gazette in September 2020 which could impact the contribution by the Group towards certain employment benefits. The effective date from which the changes and rules would become applicable is yet to be notified. Impact of the changes will be assessed and accounted in the relevant period of notification of relevant provisions.
- 57) **Approval of Financial Statements**  
The financial statements were approved for issue by the directors on 07th May, 2022.
- 58) **Other Statutory Information**
- i) The Group do not have any Benami Property, where any proceeding has been initiated or pending against the Group for holding any Benami Property.
  - ii) The Group do not have any transaction with companies struck off.
  - iii) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
  - iv) The Group have not traded or invested in Crypto currency or Virtual currency during the financial year.
  - v) The Group do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
  - vi) The Group has not been declared as Wilful defaulter by any Banks, Financial institution or Other lenders.
  - vii) The Group 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:
    - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or
    - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
  - viii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
    - a) 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
    - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
  - ix) Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.
  - x) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.
  - xi) The title deeds of all the immovable properties, (other than immovable properties where the Group is the lessee and the lease agreements are duly executed in favour of the Group) disclosed in the financial statements included in property, plant and equipment and capital work-in progress are held in the name of the Group as at the balance sheet date.
- 59) a) The Current years figures are not comparable with previous years figures on account of severe impact of Covid-19 pandemic in F.Y. 2020-21.
- b) The previous period figures have been regrouped reclassified, wherever considered necessary.

As per our report of even date attached

For **D S M R & CO**  
Chartered Accountants  
( Firm Registration No.128085W )

**(Dharmendra S. Songira)**  
Partner  
Membership No. 113275

Mumbai, 07th May, 2022

For and on behalf of the Board of Directors

**R.D.PODDAR**  
Chairman and Managing Director  
DIN 00090104

**S. S. SHETTY**  
Chief Financial Officer

**P.D.PODDAR**  
Joint Managing Director  
DIN 00090521

**W.V. FERNANDES**  
Company Secretary

### Form AOC -1 Part "A" Subsidiaries

Statement Pursuant to first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Account) Rules, 2014

Sr. No.	Particulars	(₹ in Lakhs)
i.	Name of Subsidiary	Cadini SRL
ii.	Reporting period for the subsidiary concerned	01.04.2021 to 31.03.2022
iii.	Reporting Currency and exchange rate as on the last date of the relevant financial year/period	EURO 1 EURO = INR 84.2164
iv.	Share Capital	1623.64
v.	Reserve & Surplus	(860.53)
vi.	Total Assets	836.56
vii.	Total Liabilities	73.45
viii.	Investments	-
ix.	Turnover	189.42
x.	Profit before Taxation	(157.14)
xi.	Provision for Taxation	-
xii.	Profit after Taxation	(157.14)
xiii.	Proposed Dividend	-
xiv.	% of Shareholding	100%

For and on behalf of the Board of Directors

**R.D.PODDAR**

Chairman and Managing Director

**P.D.PODDAR**

Joint Managing Director

**S. S. SHETTY**

Chief Financial Officer

Mumbai, 07th May, 2022

**W.V. FERNANDES**

Company Secretary







## Financial Highlights:

(Figures in Lakhs)

Year	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17
<b>PRODUCTION</b>						
Cloth ( Mtrs)	935	515	795	798	852	752
Yarn (Kgs.)	38	39	54	41	52	41
Garments (Nos.)	34	13	54	67	67	55
<b>NET SALES (₹)</b>						
Local	174,377	100,677	153,653	165,874	157,905	144,038
Export	15,930	8,075	16,167	15,596	15,371	13,355
Gross Profit	34,537	6,600	16,038	21,368	23,182	19,053
Depreciation	5,854	6,077	7,278	6,189	6,055	5,455
Profit Before Tax	28,683	523	8,760	15,449	17,127	13,598
Provision for Tax	7,431	(11)	1,591	5,333	5,968	4,498
Net Profit	21,252	534	7,169	10,116	11,159	9,100
Dividend (%)	460	230	430	220	210	150
Net Worth per Share of ₹ 2/- each	200	165	164	162	145	127
Earning Per Share	45	1	15	22	24	19
Net Cash Accrual	22,077	6,481	7,719	14,430	13,816	14,533
Gross Block of Fixed Assets	111,499	104,766	105,934	96,006	82,572	77,025

**Siyaram's**

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**OXEMBERG**

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 **J. HAMPSTEAD**  
WORLD'S FINEST FABRIC & APPAREL

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 **CADINI**  
ITALY

**SIYARAM SILK MILLS LIMITED**

**Registered Office :** H-3/2, MIDC, A - Road, Tarapur, Boisar, Palghar - 401 506, Maharashtra.  
**Corporate Office :** B/5, Trade World, Kamala Mills Compound, S. B. Marg, Lower Parel (W), Mumbai - 400 013.

**Tel. :** 022-68330500, **Email :** sharedept@siyaram.com  
**CIN :** L17116MH1978PLC020451, **Website :** www.siyaram.com