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# BSL Ltd.

REGD. OFFICE : 26, Industrial Area,  
Gandhi Nagar, BHILWARA-311 001 (Rajasthan) INDIA

Tel. : (91 1482) 245000

E-mail : accounts@bslsuitings.com, Website : www.bslltd.com

C.I.N. : L24302RJ1970PLC002266



www.bslltd.com

REF: BSL/CS/2023-24/

Dated: 01<sup>st</sup> September, 2023

<b>National Stock Exchange of India Ltd</b> Listing Department Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai- 400 051 NSE Symbol: BSL	<b>BSE Ltd</b> Corporate Relationship Department, Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001  BSE Scrip Code: 514045
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**Sub: Notice of 52<sup>nd</sup> Annual general Meeting (AGM) and Annual Report of the Company for the Financial year 2022-23**

Dear Sir,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find attached Notice of 52<sup>nd</sup> Annual General Meeting of BSL LTD. to be held on Thursday, 28<sup>th</sup> September, 2023 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) alongwith Annual Report for the Financial Year 2022-23.

The above is also uploaded on the Company’s Website [www.bslltd.com](http://www.bslltd.com).

Kindly take the same on record and acknowledge.

Thanking You,

Yours Faithfully,

**For BSL Limited**

**Shubham Jain**  
Company Secretary  
M. No.:-ACS-49973  
Enc: a/a





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## NOTICE

### BSL LIMITED

**CORPORATE IDENTITY NUMBER (CIN): L24302RJ1970PLC002266**

**Registered Office:** 26, Industrial Area, Gandhi Nagar, Bhilwara – 311 001 (Rajasthan), **Phone:** +91-1482-249101, +91-1482-245000

**Corporate Office:** Bhilwara Towers, A-12, Sector – 1, Noida – 201301 (U.P.), **Phone:** +91-120-4390300 (EPABX), **Fax:** +91-120-4277841

**E-mail:** [accounts@bslsuitings.com](mailto:accounts@bslsuitings.com), **Website:** [www.bslltd.com](http://www.bslltd.com)

**NOTICE** is hereby given that the 52<sup>nd</sup> Annual General Meeting (“AGM”) of the members of BSL LTD will be held on Thursday, 28<sup>th</sup> September, 2023 at 04.00 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

#### ORDINARY BUSINESS

1. To adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final Dividend on Equity Shares for the financial year 2022-23.
3. To appoint a Director in place of Shri Shekhar Agarwal (DIN: 00066113), Non – Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Praveen Jain (DIN: 09196198), Director (Operations) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS

5. **To ratify the payment of Remuneration to the Cost Auditors for the Financial Year 2023-24 and in this regard, to consider and if thought fit, to pass, 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus tax, as applicable and reimbursement of actual out of pocket expenses, to be paid to M/s N. D. Birla & Co. (Firm Registration No 000028) Cost Accountants, as Cost Auditors to conduct the audit of the cost records maintained by the Company, for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.

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

Place :Bhilwara (Rajasthan)

Date : 08<sup>th</sup> May, 2023

By order of the Board

For **BSL Limited**

**Regd. Office:**

26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

**(SHUBHAM JAIN)**

Company Secretary  
M. No.: ACS-49973

#### NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of special business under Item No. 5 and relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard On General meetings are annexed hereto.
2. Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 5<sup>th</sup> May 2020 and 28<sup>th</sup> December 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility without the physical presence of members at a common venue. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 (“SEBI Circulars”) have provided the relaxation from compliance of Regulation 36(1)(b) and Regulation 44(4) of Listing Regulations. (The MCA Circulars and SEBI Circulars shall hereinafter be collectively referred to as “**Applicable Circulars**”) Accordingly, the 52<sup>nd</sup> AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at 26, Industrial Area, Gandhi Nagar, Bhilwara-311001, Rajasthan.
3. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating participation by the Members at the AGM through VC/OAVM and remote e-voting (including e-voting during the AGM). In accordance with the Applicable Circulars, the VC/OAVM will have a capacity to allow 1000 members to participate in the AGM and such participation shall be on a first-come-first-served basis. The instructions for participation by the Members and for remote e-voting including e-voting during the AGM are given separately in the subsequent paragraphs. Further the attendance of the Members participating in the 52<sup>nd</sup> AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with Applicable Circulars. However in case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names will be entitled to vote at the AGM through e-voting.
4. Since the physical attendance of Members has been dispensed with in terms of Applicable Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act is not



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available for this 52<sup>nd</sup> AGM and hence the **Proxy Form and Attendance Slip are not annexed hereto**. Since the AGM will be held through VC/OAVM, the **route map of the venue of the Meeting is not annexed hereto**.

5. Corporate/Institutional Shareholders (i.e., other than individuals / HUF, NRI, etc.) are requested to send at [bslagm@bssluitings.com](mailto:bslagm@bssluitings.com), a duly certified copy (PDF/JPEG format) of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Act. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Non-Resident Indian members are requested to inform RTA immediately about:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [bslagm@bssluitings.com](mailto:bslagm@bssluitings.com) at least seven days prior to the date of AGM.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 22<sup>nd</sup> September, 2023 to Thursday, 28<sup>th</sup> September, 2023 (both days inclusive) for annual closing and for determining the entitlement of the shareholders to the dividend for the financial year 2022-23 as recommended by the Board of Directors of the Company, if declared by the members at the AGM.

The Company's Registrar and Transfer Agent (RTA) for its Share Registry Work (Physical and Electronic) is MCS Share Transfer Agent Limited, having its office at F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Phone: 011-41406149 – 52, Fax: 011-41709881, E-mail Id: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

9. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 and/or send the documents at

[admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskreply@mcsregistrars.com](mailto:helpdeskreply@mcsregistrars.com). Members are requested to mention their folio number/client ID in all communications with the Company.

10. To support the 'Green Initiative' and also to receive the copies of AGM notice in case of AGM through VC/OAVM and other communication from the Company members, who have not yet registered their email addresses, are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
11. Members are requested to:
  1. Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent (RTA).
  2. Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent (RTA).
12. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to Share Transfer Agent of the Company, for consolidation into a single folio.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated 16 March, 2023, in super session of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios where in the PAN, KYC, and nomination details are not available shall be frozen by RTA w.e.f. 1<sup>st</sup> October, 2023. Such folios would be eligible for lodging grievance or any service request only after registering the required details. Further, any payments including dividend in respect of such frozen folios shall only be made electronically with effect from 1<sup>st</sup> April, 2024, upon registering the required details. The said physical folios shall be referred by the Company or RTA to the administering authority under the Prohibition of Benami Property Transactions Act, 1988 and/or Prevention of Money-Laundering Act, 2002, if they continue to remain frozen as on 31<sup>st</sup> December, 2025. If a Shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, the Shareholder may submit the same in the prescribed form. Shareholders holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before 30<sup>th</sup> September, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits. A communication/ intimation in this regard had been sent to all shareholders holding shares in physical form by Speed/ Registered Post on 17<sup>th</sup> February, 2023 and 24<sup>th</sup> May, 2023. The relevant Forms are available on the website of the Company and RTA. Members are requested to submit their PAN/KYC/

Nomination/Bank details in the prescribed Form(s) duly filled in to the RTA of the Company.

14. In accordance with the provision of Regulation 40 of the Listing Regulations, effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the Company or Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, for assistance in this regard.
15. The members desirous of appointing their nominee as per section 72 of the Companies Act, 2013 for the Equity Shares held by them in physical, may apply in the nomination form (Form No SH 13), which can be procured from the Registrar and Share Transfer Agent, "M/s MCS SHARE TRANSFER AGENT LTD". The Members holding shares in demat form may contact their respective depository participants for making such nominations.
16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/ folios (Form ISR - 4); transmission and transposition (Form – ISR - 5). Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Forms as mentioned, to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi-110020 E-mail: [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskreply@mcsregistrars.com](mailto:helpdeskreply@mcsregistrars.com).
17. The recorded transcript of the 52<sup>nd</sup> AGM shall also be made available on the website of the Company [www.bslltd.com](http://www.bslltd.com), as soon as possible after the Meeting is over.
18. **Electronic dispatch of Annual Report and process for registration of email address for obtaining copy of Annual Report:-**
  - a) In accordance with the Applicable Circulars referred to in Note No.2 above the Company is sending the Annual Report along with AGM Notice through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). The Notice calling the 52<sup>nd</sup> AGM of the Company and Annual Report for the year 2022-23 has been uploaded on the website of the Company at [www.bslltd.com](http://www.bslltd.com). The said Notice and Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd at [www.nseindia.com](http://www.nseindia.com) and are also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) Members are requested to provide their email addresses and bank account details to Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited of the Company or Depository Participants (DP). The process of registering the same is mentioned below:

<b>In case Physical shareholding</b>	Send a duly signed request letter in <b>Form ISR-1</b> along with supporting documents to the RTA of the Company i.e. <b>MCS Share Transfer Agent Limited (Unit: BSL LTD)</b> , F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or scanned copy on email at <a href="mailto:helpdeskdeldhi@mcsregistrars.com">helpdeskdeldhi@mcsregistrars.com</a> and provide the following details/documents for registering email address:  <b>a)</b> Folio No., <b>b)</b> Name of shareholder, <b>c)</b> Email ID, <b>d)</b> Copy of PAN card (self-attested), <b>e)</b> Copy of Aadhar (self-attested) <b>f)</b> Copy of share certificate (front and back).
	Following additional details/documents need to be provided in case of updating Bank Account details: <b>a)</b> Name and Branch of the Bank in which you wish to receive the dividend, <b>b)</b> the Bank Account type, <b>c)</b> Bank Account Number, <b>d)</b> MICR Code Number, <b>e)</b> IFSC Code, and <b>f)</b> Copy of the cancelled cheque bearing the name of the first shareholder.
<b>In case Demat Shareholding</b>	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

In case of any queries /difficulties in registering the email address, members may write to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdeldhi@mcsregistrars.com](mailto:helpdeskdeldhi@mcsregistrars.com).

**19. Procedure for inspection of documents:-**

- ✓ The relevant documents referred to in the AGM Notice are open for inspection to the Members of the Company at the Registered Office and Corporate Office of the Company during the normal business hours of the Company upto the date of AGM except the Sundays and Holidays. Further the above said document referred to in the Notice will also be available on the website of the Company for inspection up to the date of the AGM.
- ✓ The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available electronically for

inspection by the members during the AGM upon login at NSDL e-voting system.

**20. Procedure for members for remote e-voting and joining Annual General Meeting through VC/OAVM are as under:-**

- i. The remote e-voting period begins on **Sunday, the 24<sup>th</sup> September, 2023 at 9:00 A.M. and ends on Wednesday, the 27<sup>th</sup> September, 2023 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the **Cut-Off date i.e. Thursday, the 21<sup>st</sup> September, 2023** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-Off date, being i.e. Thursday, the 21<sup>st</sup> September, 2023.**
- ii. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), Secretarial Standard 2 on General Meetings and in accordance with the Applicable Circulars referred to in Note No.2, the Company is providing facility of remote e-voting as well as e-voting during the AGM to its Members in respect of the business to be transacted at the AGM through NSDL.
- iii. Members, who acquire shares of the Company after

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>1. 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 <b>“Beneficial Owner”</b> icon under <b>“Login”</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. 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 <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

dispatch of the notice and hold shares as on the **Cut-Off Date i.e. Thursday, the 21<sup>st</sup> September, 2023** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com). Individual Demat Account Holder may follow the process mentioned in **Step 1: Access to NSDL e-Voting system.**

- iv. 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

	<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> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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 Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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.: 022-4886 7000 and 022-2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 1800 22 55 33</p>

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

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

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

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

e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) Individual Shareholders holding securities in demat mode with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

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

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.vmanda@gmail.com](mailto:cs.vmanda@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.: 022-48867000 and 022-24997000 or send a request to (Ms. Pallavi Mhatre – Senior Manager) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, Members may also write to Mr. Shubham Jain, Company Secretary, BSL Limited, 26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan) or at the email id: [bslagm@bslsuitings.com](mailto:bslagm@bslsuitings.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [bslagm@bslsuitings.com](mailto:bslagm@bslsuitings.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [bslagm@bslsuitings.com](mailto:bslagm@bslsuitings.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/members 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 of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their



respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Facility of joining the AGM through VC/OAVM shall remain open 15 minutes before and after the schedule time of commencement of the meeting.

#### PROCEDURE FOR RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:-

- a. Members, who would like to express their views/ have questions may send their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address [bslagm@bssluitings.com](mailto:bslagm@bssluitings.com) at least 7 days in advance before the start of the meeting i.e. Thursday, the 21<sup>st</sup> September, 2023 by 02:00 P.M. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Company reserves the right to restrict the number of questions depending on the availability of time as appropriate for smooth conduct of the AGM.
- b. Members, who would like to express their views/ask questions during the 52<sup>nd</sup> AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [bslagm@bssluitings.com](mailto:bslagm@bssluitings.com) at least 7 days in advance before the start of the 52<sup>nd</sup> AGM i.e. by Thursday, the 21<sup>st</sup> September, 2023 by 02:00 P.M. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 52<sup>nd</sup> AGM, depending upon the availability of time.
- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- d. 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.

#### ANNOUNCEMENT OF VOTING RESULT OF AGM:-

- i. CS Manoj Maheshwari (FCS: 3355), Practising Company Secretary, has been appointed as the Scrutinizer and failing him CS Ms. Priyanka Agarwal (FCS: 11138), Practising Company Secretary, as Alternate Scrutinizer, to scrutinize the remote e-voting and polling process to be carried out at this AGM in a fair and transparent manner
- ii. The Scrutinizer shall make not later than Two Working days of the conclusion of the Annual General Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him who shall countersign the same and declare the result of the voting forthwith. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 28<sup>th</sup> September, 2023.

The results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website [www.bslltd.com](http://www.bslltd.com) and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the results is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

#### DIVIDEND INFORMATION:-

1. The Dividend on equity shares for the financial year 2022-23, as recommended by the Board of Directors, if declared at the AGM, would be paid/credited within thirty days subject to deduction of tax at source, directly in electronic mode through National Automated Clearing House (NACH) to the members whose name appear on the Company's Register of Members as on the closing business hours on **Thursday, the 21<sup>st</sup> day of September, 2023** and whose bank mandate are registered in the records of the Depository Participants / RTA. For members whose bank mandate are not updated with the Depository Participants / RTA as on the book closure date, demand draft or warrants or cheque shall be sent through post.
2. Members holding shares in physical form and desirous of availing the facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFS Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - M/s. MCS Share Transfer Agent Limited. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.
3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
5. Members are requested to note that in accordance with Sections 124 and 125 of Act and rules made there under, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the IEPF. Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31<sup>st</sup> March, 2015 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company [www.bslltd.com](http://www.bslltd.com). Members may further note that the dividend paid in respect of Financial Year 2015-16 declared by the



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Company is due to be transferred to the IEPF on 30<sup>th</sup> October, 2023 and will be transferred on or before 29<sup>th</sup> November, 2023. The same can however be claimed by the members by 30<sup>th</sup> October, 2023. The details of unclaimed dividend to be transferred to IEPF on 30<sup>th</sup> October, 2023 are available on the website of the Company [www.bslltd.com](http://www.bslltd.com). The Company has already informed the concerned shareholders individually to claim the unpaid/unclaimed dividend.

- Members may further note that in accordance with Section 124 and 125 of the Act and rules made thereunder, all shares on which dividend remain unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Act and the applicable rules. The details of the shares on which dividend remain unclaimed for seven consecutive years and which were transferred to IEPF and the details of shares which will be transferred to IEPF are available on the website of the Company [www.bslltd.com](http://www.bslltd.com). The individual notices had also been sent to the concerned shareholders by speed post/registered post.

#### **TDS ON DIVIDEND:-**

Members may note that the Income Tax Act, 1961 (“IT Act”), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1<sup>st</sup> April, 2020 shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Dividend, if declared by the Shareholders at the AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical mode, with the Company by sending email to our RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to [bslagm@bslsuitings.com](mailto:bslagm@bslsuitings.com) latest by **11<sup>th</sup> September, 2023**.

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 [bslagm@bslsuitings.com](mailto:bslagm@bslsuitings.com). The aforesaid declarations and documents need to be submitted by the shareholders latest by **11<sup>th</sup> September, 2023**.

A separate email communication informing the shareholders regarding this change in the Income-Tax Act, 1961 as well as the relevant procedure to be adopted for submission of necessary declarations / documents by them to avail the applicable tax rate has been sent by the Company to all the shareholders on 24<sup>th</sup> July, 2023 and copy of the said communication is also available on the website of the Company [www.bslltd.com](http://www.bslltd.com).

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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

The Board of Directors in their meeting held on 08<sup>th</sup> May, 2023, approved the appointment and remuneration of **M/s N. D. Birla & Co.** Cost Accountants, (Firm Registration No 000028) as Cost Auditor of the Company on recommendations of the Audit Committee as per Section 148 of the Companies Act, 2013 and rules made thereunder. The appointment has been made to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March, 2024.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,00,000/- (One Lakh Rupees Only) plus applicable GST and reimbursement of out of pocket expenses at actual payable to the Cost Auditors as approved by Board of Directors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31<sup>st</sup> March, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

Place :Bhilwara (Rajasthan)  
Date : 08<sup>th</sup> May, 2023

By order of the Board  
For **BSL Limited**

**Regd. Office:**  
26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

**(SHUBHAM JAIN)**  
Company Secretary  
M. No.: ACS-49973

### ANNEXURE-I

Details of Directors eligible for re-appointment/appointment pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

<b>Name of Director</b>	<b>Shekhar Agarwal</b>	<b>Praveen Kumar Jain</b>
<b>Category</b>	<b>Promoter- Non Executive</b>	<b>Non- Promoter- Executive</b>
<b>Date of Birth</b>	09 <sup>th</sup> October, 1952	3 <sup>rd</sup> September, 1965
<b>Age</b>	70 Years	58 Years
<b>DIN</b>	00066113	09196198
<b>Nationality</b>	Indian	Indian
<b>Qualification</b>	B. Tech (Mech), IIT Kanpur, M.Sc, Chicago, USA	B.Sc., FCA. FCS, FCMA, DBF
<b>Experience</b>	Shri Shekhar Agarwal, with nearly 42 years' experience in the textiles industry, is the Chairman and Managing Director of Maral Overseas Ltd. and Bhilwara Technical Textiles Ltd. He is also the Chairman of BMD Pvt. Ltd. He obtained his B. Tech. (Mechanical Engineering) from IIT, Kanpur in 1975 and went on to get his Master of Science Degree in 1976 from Illinois Institute of Technology, Chicago, USA. He is a former Chairman of the Confederation of Indian Textile Industry (CITI), the apex body for the total textile industry in India and former President of Northern India Textile Mills Association (NITMA).	Shri Praveen Kumar Jain has more than 36 years of experience in the field of finance, accounts, legal and Secretarial and Commercial & Marketing segments. He is a fellow member of all three renowned professional institutes ICAI, ICSI & ICMAI. He started his career as Management trainee at BSL Ltd. during 1987 and was elevated from time to time as Company Secretary, CFO and President of the Company. He is associated with Company over last three decades. He has worked for all the departments of the Company and gained tremendous professional expertise over the years. Further, he had joined the Board in 2021 as Director (Operations) of the Company.
<b>Date of first appointment on the Board</b>	23/05/2002	07/06/2021
<b>Experience and Expertise in specific functional areas</b>	42 Years' Experience, an Industrialist with diversified business experience	36 Years' Experience in Textile Industry
<b>No. of Other Directorships in Public Limited Companies #</b>	1. HEG Limited 2. RSWM Ltd. 3. Maral Overseas Ltd. 4. Bhilwara Technical Textiles Limited	Nil
<b>Chairman/Member of the Committees of the Board of Directors of the Company ##</b>		
<b>a) Audit Committee</b>	BSL Limited - Member	Nil
<b>b) Stakeholders' Relationship Committee</b>	Nil	Nil
<b>Chairman/Member of the Committees of the Board of Directors of other Company ##</b>		
<b>a) Audit Committee</b>	HEG Limited - Member	Nil
<b>b) Stakeholders' Relationship Committee</b>	Maral Overseas Limited - Member RSWM Limited - Member	Nil



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<b>Relationship with other Directors, Manager and KMP of the Company</b>	Nil	Nil
<b>Terms and conditions of appointment/continuation of Directorship/re-appointment</b>	Terms and Conditions of re-appointment are as per the Nomination and Remuneration Policy of the Company as displayed on the Company website i.e. <a href="http://www.bslltd.com">www.bslltd.com</a>	As per item no.12 of 51 <sup>st</sup> AGM held on 28 <sup>th</sup> September, 2022.
<b>Details of last Remuneration drawn (F.Y. 22-23)</b>	₹ 1,60,000 as sitting fee	₹ 10,747,000.00/-
<b>Details of proposed Remuneration</b>	Sitting fees as may be approved by the Board, in accordance with the applicable provisions of law.	As per item no.12 of 51 <sup>st</sup> AGM held on 28 <sup>th</sup> September, 2022.
<b>Number of Meetings of the Board attended during the year</b>	4	4
<b>No. of Equity Shares held in the Company as on March 31, 2023</b>	0	5
<b>Listed Entities from which the Director has resigned in the past 3 years</b>	Nil	Nil

# Excludes Directorships in Private Limited Companies, Foreign Companies, Membership of Management Committee of Various Chambers/Bodies and Section 8 Companies.

## Audit Committee and Stakeholders Relationship Committee have been Considered.



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# हमारा व्यापार क्षेत्र (WE TRADE WITH )



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of America



Indonesia



Russia



Mexico



South Korea



Argentina



China



France



Brazil



South Africa



Canada



Australia



United Kingdom



Turkey



Italy



Saudi Arabia



Germany



Japan



India



European Union

G-20 एवं अन्य (& BEYOND)

वसुधैव कुटुम्बकम्

**BSL Limited**

**52<sup>nd</sup> ANNUAL REPORT  
2022-23**

## CONTENTS

01	Corporate Information	02	Financial Highlights	03	Management Discussion & Analysis
09	Board's Report (English)	15	Board's Report (Hindi)	21	Annexure to the Directors' Report
30	Report on Corporate Governance	52	Independent Auditor's Report	58	Balance Sheet
59	Statement of Profit & Loss	60	Cash Flow Statement	61	Changes in Equity Statements
62	Notes to Financial Statements	101	Other Informations		

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

**Shri Arun Churiwal**

*Chairman*

**Shri Ravi Jhunjunwala**

*Director*

**Shri Nivedan Churiwal**

*Managing Director*

**Shri Shekhar Agarwal**

*Director*

**Shri Amar Nath Choudhary**

*Independent Director*

**Shri Sushil Jhunjunwala**

*Independent Director*

**Shri Jagdish Chandra Laddha**

*Independent Director*

**Smt. Abhilasha Mimani**

*Independent Director*

**Shri Giriraj Prasad Singhal**

*Independent Director*

**Shri Praveen Jain**

*Director (Operations) & CFO*

### BANKERS

State Bank of India

IDBI Bank Ltd.

Punjab National Bank

Export Import Bank of India

Bank of Maharashtra

Indian Bank

### STATUTORY AUDITORS

**M/s SSMS & Associates**

*Chartered Accountants*

*Bhilwara*

### COMPANY SECRETARY

Shri Shubham Jain

### KEY EXECUTIVES

**M. S. Khiria** Vice – President (Export Marketing)

**P. Phogat** Vice – President (Spinning)

**Arun Shraff** Vice – President (Furnishing)

**O. P. Jangir** Vice – President (Processing)

**P. S. Brar** General Manager (Weaving)

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### REGISTERED OFFICE

26, Industrial Area, Gandhi Nagar, Bhilwara-311001 (Rajasthan)

CIN: L24302RJ1970PLC002266

Phone: + 91-01482-245000

E-mail: [accounts@bslsuitings.com](mailto:accounts@bslsuitings.com), Website: [www.bslltd.com](http://www.bslltd.com)

### WORKS

Chittorgarh Road, Biliakalan, Mandpam, Bhilwara-311001 (Rajasthan)

### WIND ENERGY PLANT

Village Gorera, Jaisalmer – 345001 (Rajasthan)

Village Ola, Jaisalmer – 345001 (Rajasthan)

## FINANCIAL HIGHLIGHTS

## FINANCIAL HIGHLIGHTS

(₹ in Crore)

PARTICULARS	2022-23	2021-22	2020-21
Turnover	<b>471.74</b>	435.84	321.42
Exports	<b>240.23</b>	251.12	186.37
PBIDT	<b>54.39</b>	41.43	30.17
Financial Expenses	<b>18.82</b>	13.93	16.77
PBDT	<b>35.57</b>	27.50	13.40
Depreciation & Amortisation Expense	<b>10.86</b>	11.52	12.17
PBT	<b>22.56</b>	15.98	1.23
Taxation	<b>5.65</b>	4.50	(0.12)
PAT	<b>16.91</b>	11.48	1.36
Gross Block	<b>319.08</b>	168.14	153.20
Less : Depreciation	<b>90.22</b>	86.57	75.17
Net Block	<b>228.86</b>	81.57	78.03
Net Worth	<b>104.07</b>	89.30	78.28



## MANAGEMENT DISCUSSION AND ANALYSIS

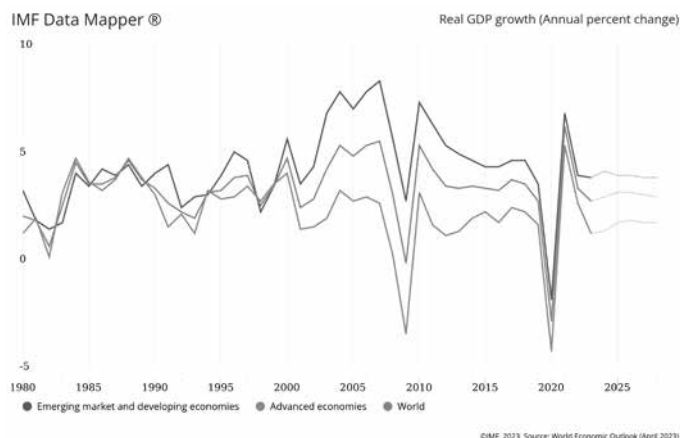
### Global Economy

Global growth is expected to decelerate sharply to 1.7 percent in 2023 - the third weakest pace of growth in nearly three decades, overshadowed only by the global recessions caused by the pandemic and the global financial crisis. This is 1.3 percentage points below previous forecasts, reflecting synchronous policy tightening aimed at containing very high inflation, worsening financial conditions, and continued disruptions from Russia's invasion of Ukraine. The United States, the euro area, and China are all undergoing a period of pronounced weakness, and the resulting spillovers are exacerbating other headwinds faced by emerging market and developing economies (EMDEs). The combination of slow growth, tightening financial conditions, and heavy indebtedness is likely to weaken investment and trigger corporate defaults. Further negative shocks - such as higher inflation, even tighter policy, financial stress, deeper weakness in major economies, or rising geopolitical tensions - could push the global economy into recession. In the near term, urgent global efforts are needed to mitigate the risks of global recession and debt distress in EMDEs. Given limited policy space, it is critical that national policy makers ensure that any fiscal support is focused on vulnerable groups, that inflation expectations remain well anchored, and that financial systems continue to be resilient. Policies are also needed to support a major increase in EMDE investment, which can help reverse the slowdown in long-term growth exacerbated by the overlapping shocks of the pandemic, the invasion of Ukraine, and the rapid tightening of global monetary policy. This will require new financing from the international community and from the repurposing of existing spending, such as inefficient agricultural and fuel subsidies.

Global growth has slowed to the extent that the global economy is perilously close to falling into recession - defined as a contraction in annual global per capita income - only three years after emerging from the pandemic-induced recession of 2020. Very high inflation has triggered unexpectedly rapid and synchronous monetary policy tightening around the world to contain it, including across major advanced economies. Although this tightening has been necessary for price stability, it has contributed to a significant worsening of global financial conditions, which is exerting a substantial drag on activity. This drag is set to deepen given the lags between changes in monetary policy and its economic impacts, and the fact that real rates are expected to continue to increase.

The baseline forecast is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5 percent in 2023 with advanced economy growth falling below 1 percent. Global headline inflation in the baseline is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases.

The natural rate of interest is important for both monetary and fiscal policy as it is a reference level to gauge the stance of monetary policy and a key determinant of the sustainability of public debt.



Coal prices will ease from extremely elevated levels as production rises, especially in China and India. Coal prices reached a record high in the third quarter before starting to soften in the fourth. Going forward, energy prices are expected to ease in 2023 but remain higher than previously forecast, primarily reflecting an upward revision to coal prices.

Growth in South Asia Region is projected to slow to 5.5 percent in 2023 on slowing external demand and tightening financial conditions before picking up slightly to 5.8 percent in 2024. Growth is revised lower over the forecast horizon and is below the region's 2000-19 average growth of 6.5 percent. The deteriorating global environment, however, will weigh on investment in the region.

Growth in India is projected to slow from 8.7 percent in FY 2021/22 to 6.9 percent in FY2022/23, the latter revised 0.6 percentage point lower since June. The slowdown in the global economy and rising uncertainty will weigh on export and investment growth. Governments increased infrastructure spending and various business facilitation measures, however, will crowd-in private investment and support the expansion of manufacturing capacity. Growth is projected to slow, to 6.6 percent in FY2023/24 before falling back toward its potential rate of just above 6 percent. India is expected to be the fastest growing economy of the seven largest EMDEs.

### Indian Economy

- Recovering from pandemic-induced contraction, Russian-Ukraine conflict and inflation, the Indian economy is staging a broad-based recovery across sectors, positioning to ascend to the pre-pandemic growth path in FY23.
- India's GDP growth is expected to remain robust in FY24. GDP forecast for FY24 to be in the range of 6-6.8%.
- Private consumption in H1 is the highest since FY15 and this has led to a boost to production activity resulting in enhanced capacity utilisation across sectors.
- The Capital Expenditure of the Central Government and crowding in the private Capex led by strengthening the balance sheets of the Corporates is one of the growth drivers of the Indian economy in the current year.

## MANAGEMENT DISCUSSION AND ANALYSIS

- The credit growth to the MSME sector was over 30.6% on average during Jan-Nov 2022.
- Retail inflation is back within RBI's target range in November 2022.
- Indian Rupee performed well compared to other Emerging Market Economies in Apr-Dec 2022.
- Direct Tax collections for the period April-November 2022 remain buoyant.
- Enhanced Employment generation seen in the declining urban unemployment rate and in the faster net registration in Employee Provident Fund.
- Economic growth to be boosted by the expansion of public digital platforms and measures to boost manufacturing output.

### Global Textile Industry

The global textile market grew from about \$573 billion in 2022 to about US\$ 610 billion in 2023 at a compound annual growth rate (CAGR) of 6.6%. The Russia- Ukraine war has led to an increase in commodity prices and supply chain disruptions, causing inflation across goods and services impacting economies across the globe. The textile market is however expected to grow to about US\$ 755 billion in 2027 at a CAGR of 5.5%.

The COVID-19 pandemic and the Russia - Ukraine war had challenged the textile industry drastically which is now on a recovery stage. Increasing demand for apparel from the fashion industry coupled with the growth of e-commerce platforms is expected to drive the market growth over the next few years.

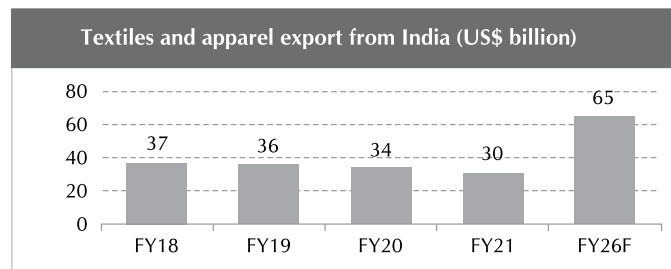
The textile industry is an ever-growing market, with key competitors being China, the European Union, the United States, and India. China is the world's leading producer and exporter of both raw textiles and garments. India is among the top five textile manufacturing country and is responsible for more than 6% of the total textile production, globally. The rapid industrialization in the developed and developing countries and the evolving technology are helping the textile industry to have modern installations which are capable of high-efficient fabric production.

### Indian Textile Industry

#### MARKET SIZE

The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26. India has a 4% share of the global trade in textiles and apparel. India is the world's largest producer of cotton. Estimated production stood at 362.18 lakh bales during cotton season 2021-22. Domestic consumption for the 2021-22 cotton season is estimated to be at 338 lakh bales. Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. In FY23, exports of readymade garments

(RMG) cotton including accessories stood at US\$ 7.68 billion till January 2023. It is expected to surpass US\$ 30 billion by 2027, with an estimated 4.6-4.9% share globally.



Production of fibre in India reached 2.40 MT in FY21 (till January 2021), while for yarn, the production stood at 4,762 million kgs during the same period. Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US\$138 billion to US\$195 billion by 2025.

India's textile and apparel exports (including handicrafts) stood at US\$ 44.4 billion in FY22, a 41% increase YoY. During April-October in FY23, the total exports of textiles stood at US\$ 21.15 billion. India's textile and apparel exports to the US, its single largest market, stood at 27% of the total export value in FY22. Exports of readymade garments including cotton accessories stood at US\$ 6.19 billion in FY22.

India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

### INVESTMENT

The industry (including dyed and printed) attracted foreign direct investment (FDI) worth US\$ 4.067 billion from April 2000-December 2022. The textiles sector has witnessed a spurt in investment during the last five years.

### GOVERNMENT INITIATIVES

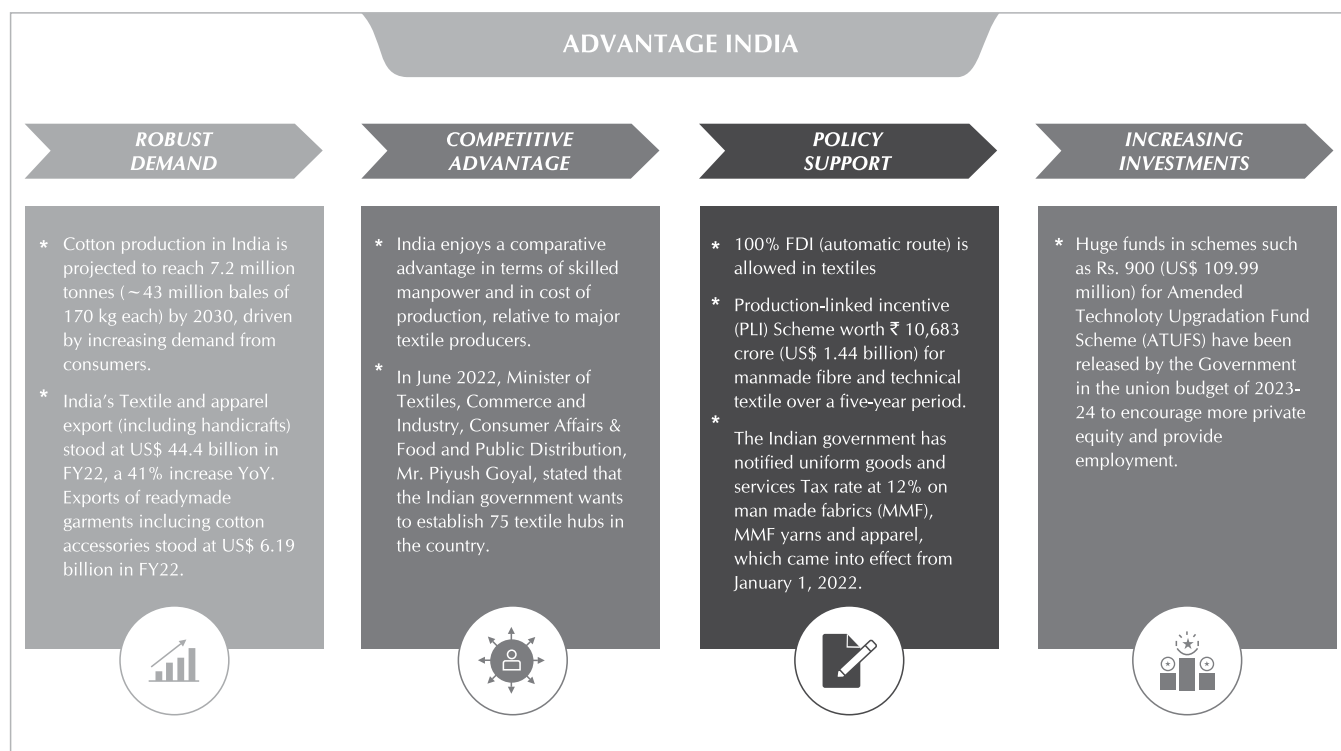
The Indian government has come up with several export promotion policies for the textiles sector. It has also allowed 100% FDI in the sector under the automatic route.

Other initiatives taken by the Government of India are:

- In February 2023, the union government approved 1,000 acres for setting up a textile park in Lucknow.
- In February 2023, according to the Union Budget 2023-24, the total allocation for the textile sector was ₹ 4,389.24 crore (US\$ 536.4 million). Out of this, ₹ 900 crore (US\$ 109.99 million) is for Amended Technology Upgradation Fund Scheme (ATUFS), ₹ 450 crore (US\$ 54.99 million) for National Technical Textiles Mission, and ₹ 60 crore (US\$ 7.33 million) for Integrated Processing Development Scheme.
- In December 2022, a total of 44 R&D projects were started, and 23 of them were successfully completed. 9777 people were trained in a variety of activities relating to the silk industry.

## MANAGEMENT DISCUSSION AND ANALYSIS

- In December 2022, a total of US\$ 75.74 million (₹ 621.41 crore) in subsidies was distributed in 3,159 cases under the Amended Technology Upgradation Fund Scheme, with special campaigns held in significant clusters to settle backlog cases.
- The establishment of 7 (seven) PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks with a total investment of US\$ 541.82 million (₹ 4,445 crore) for the years up to 2027–28 was approved by the government.
- Under the National Technical Textile Mission (NTTM), 74 research projects for speciality fibre and technical textiles valued at US\$ 28.27 million (₹ 232 crore) were approved. 31 new HSN codes have been developed in this space.
- In June 2022, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated that the Indian government wants to establish 75 textile hubs, similar to Tiruppur, which will greatly increase employment opportunities while promoting the export of textile products and ensuring the use of sustainable technology.
- The Sustainable Textiles for Sustainable Development (SusTex) project by the United Nations Climate Change entity enhances the employment and working circumstances of textile artisans while promoting the sustainable production and use of environmentally friendly textiles.
- In April 2022, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Mr. Piyush Goyal, said that new Economic Cooperation and Trade Agreements with Australia and the UAE would open infinite opportunities for textiles and handloom. Indian textile exports to Australia and the UAE would now face zero duties, and he expressed confidence that soon Europe, Canada, the UK and GCC countries would also welcome Indian textile exports at zero duty.



**Outlook:** There is an immense growth potential in Indian textiles and apparel industry due to several reasons. One, revival of demand in India's major export destinations two, rising per capita income and disposable income in the country three, shift in demographics four, changing lifestyles five, increasing demand for quality products, six,

increase in participation of women in workforce seven, increased penetration of the organised retail and eight, highly focused approach and favourable policy support of the Government; all are set to fuel the demand of various textile and apparel products in the coming future.

## MANAGEMENT DISCUSSION AND ANALYSIS

**Operational Performance**

The Product wise performance during the year is as under:

(₹ in Crore)

Particulars		For the year ended			
		31.03.2023		31.03.2022	
		Qty.	Value	Qty.	Value
a)	Fabrics (Lakh Mtrs.)	182.93	353.47	206.48	332.48
b)	Yarn ( MT)	2890	97.57	3020	84.34
c)	Readymade Garments (No. of Pcs.)	12911	0.48	58094	2.04
d)	Wind Power (Lakh Units)	25.35	0.99	27.62	1.08
e)	Job Work		17.14		13.74
f)	Export Incentives		2.09		2.16
	<b>Total</b>		<b>471.74</b>		<b>435.84</b>

**SWOT ANALYSIS**

STRENGTHS	WEAKNESSES	OPPORTUNITIES	THREATS
<ul style="list-style-type: none"> <li>• Accessibility of skilled manpower.</li> <li>• Growing Economy and potential domestic and international market.</li> <li>• Diversified Segments provide white variety of products and leverage of Risk in one segment.</li> <li>• Abundant Raw material availability.</li> <li>• Manufacturing flexibility helps to increase productivity.</li> <li>• Strong Brand image and consistent performance.</li> <li>• Strong focus on good quality products to the satisfaction of customers.</li> </ul>	<ul style="list-style-type: none"> <li>• Highly fragmented Industry.</li> <li>• Infrastructural bottlenecks and efficiency.</li> <li>• Higher Indirect taxes, Power and Interest rates.</li> <li>• Excess capacity in India.</li> </ul>	<ul style="list-style-type: none"> <li>• Product development and diversification to cater global needs.</li> <li>• Greater Investment and FDI opportunities are available.</li> <li>• Elimination of Quota Restriction leads to greater Market Development.</li> <li>• Robust local as well as foreign demand.</li> <li>• Increased Disposable Income and Purchasing Power of Indian Customer open New Market Development.</li> <li>• Large, Potential Domestic and International market.</li> </ul>	<ul style="list-style-type: none"> <li>• Decline in the fashion cycle.</li> <li>• Formation of Trading Blocks.</li> <li>• Long lead times and high transportation costs are the results of great distance.</li> <li>• Geographical disadvantages.</li> <li>• To make balance between price and quality.</li> <li>• International Labour and Environmental laws.</li> </ul>

**Risks and Concerns**

The broader trends in the economy are expected to have a direct impact on your Company's growth prospects as well. Inflation is expected to remain elevated for the foreseeable future, driven by war-induced commodity price increases and broadening price pressures. In addition, the anticipated increase in interest rates by Central Banks in the coming year are also expected to lower growth and exert pressure on economies particularly those in emerging markets.

In these circumstances, the ability to successfully navigate cost pressures would have a significant bearing on the overall performance of your Company. Diminishing purchasing power and demand due to the economic circumstances could result in fundamental shifts in consumer behaviours and adversely impact the market for textiles and apparel. Migration to value for money options could also lead to reduced growth and profitability for your Company.

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The company's approach to addressing business risk is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit committee. Some of the risks that the company is exposed to are:

1. **COMPETITIVE RISK:**

The apparel industry is subject to rapidly evolving fashion trends, and we must continuously offer innovative and upgraded products to maintain and grow our existing businesses. Investments in the industries have started picking up with no barriers for entry of

## MANAGEMENT DISCUSSION AND ANALYSIS

new players. Your Company continues to focus on increasing its market share and focusing more on R&D, Quality, Cost and Timely delivery that help create differentiation and provide optimum service to its customers to expose competition risk.

### 2. FINANCIAL (FUNDING RISK):

Any increase in interest rate can affect the finance cost. The Company's policy is to borrow long term borrowing in Indian Rupee to avoid any rate variation risks. The Company has adopted a prudent and conservative risk mitigation strategy to minimize interest costs. The textile industry faces various financial risks, from having lenient payment terms to negotiating weak contracts. You must practice caution to ensure prompt payments for items delivered, which is possible through various strategies, including placing requirements for advanced payments, leveraging invoice factoring, seeking bank guarantees, and insuring trade credit. Furthermore, be sure to evaluate the risk scores of your current and potential customers to minimize the likelihood of non-payment.

### 3. FOREIGN EXCHANGE RISK:

Foreign exchange risks are quantified by identifying contractually committed future currency transactions. The Company's policy is to hedge all long term foreign exchange risk as well as short term exposures within the defined parameters. The long term foreign exchange liability is hedged and hedging reserve is maintained as per requirement of Ind-AS.

### 4. COMPLIANCE AND CONTROL RISK:

The evolution of the global regulatory environment has resulted into increased regulatory scrutiny that has raised the minimum standards to be maintained by BSL Limited. This signifies the alignment of corporate performance objectives, while ensuring compliance with regulatory requirements. The Company is regularly monitoring and reviews the changes in regulatory framework and also monitoring its compliance mechanism so as to ensure that instances of non-compliance do not occur.

### 5. RAW MATERIAL PRICE RISK:

The Company is exposed to the risk of raw material prices of Polyester, Viscose, P/V blended yarn, Silk and Wool. The Company hedges this risk by purchasing the required raw material at the time of booking of sales contracts. Also this risk is being managed by way of inventory management and forward booking.

### 6. HUMAN RESOURCES RISK:

Retaining the existing talent pool and attracting new manpower are major risks. The Company hedges this risk by setting benchmark of the best HR practices and carrying out necessary improvements to attract and retain the best talent. The Company has initiated various measures such as rollout of strategic talent management system, training and integration of learning activities.

### INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has an Internal Audit department with adequate experience and expertise

in internal controls, operating system and procedures. In discharging their role and responsibilities, the department is supported by an external audit firm.

The Internal Audit Department reviews the adequacy of internal control system in the Company, its compliance with operating systems and laid down policies and procedures. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen them. The Company has a robust Management Information System, which is an integral part of the control mechanism. **The Company is using SAP which is used all over the World as an ERP due to its robust and end-to-end control mechanism.**

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

This part has been discussed in Board's Report.

### HUMAN RESOURCE AND INDUSTRIAL RELATION

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The Company has a structured induction process and management development programs to upgrade skills of the employees.

The Company's HR practices, systems and people development initiatives are focused on deployment and scouting for the "Best Fit" talent for all key roles. Pay for performance, reward and recognition programmes, job enrichment and lateral movements provide opportunity for growth & development of the talent pool.

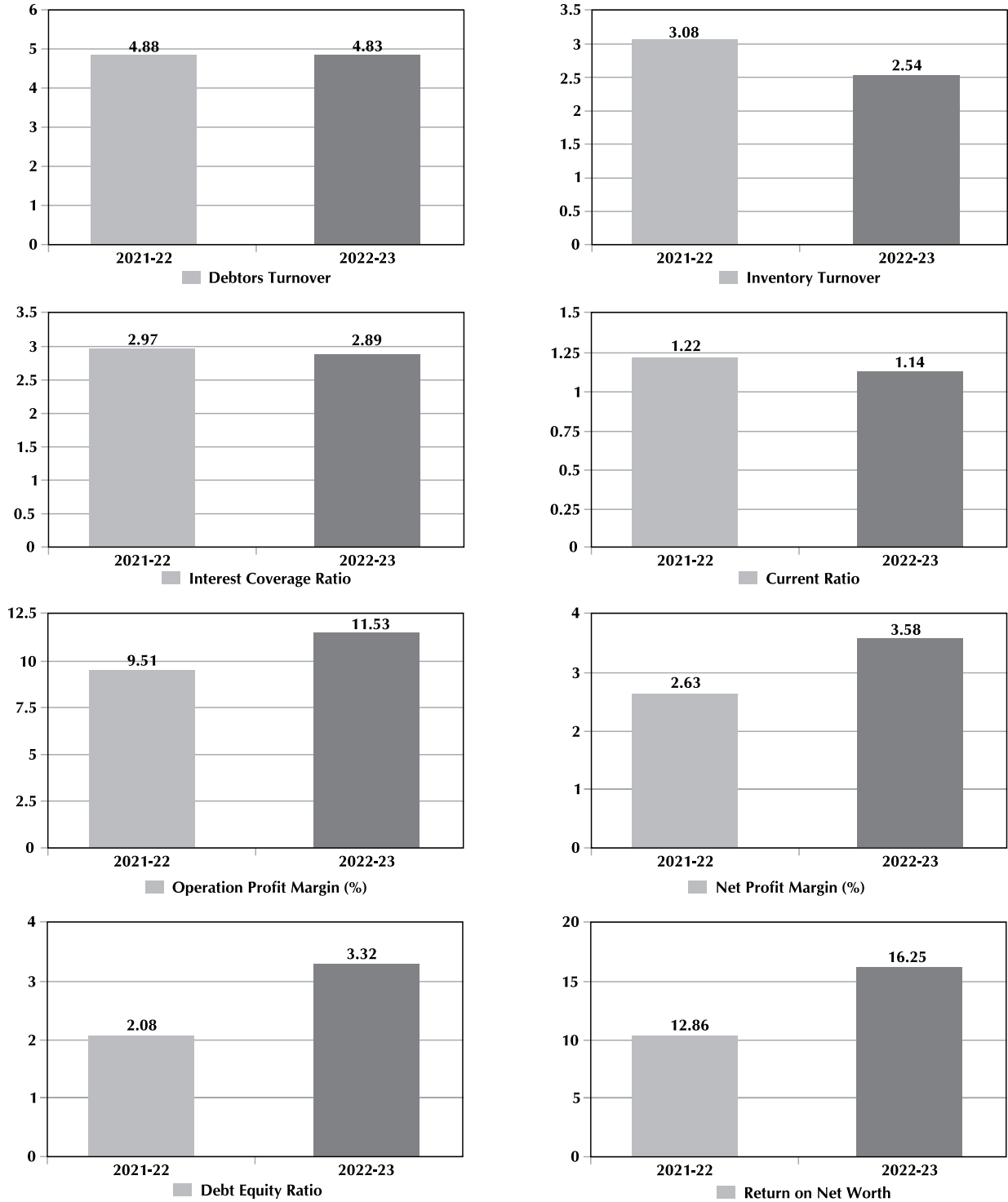
The Company is committed to nurturing, enhancing and retaining top talent through superior Learning & Organization Development interventions. Corporate learning and Organization Development is a part of Corporate HR function. It is a critical pillar to support the organization growth and its sustainability over the long run.

### CAUTIONARY STATEMENT

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and domestic demand-supply conditions, finished goods prices, raw materials costs and availability, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward looking statements herein, which may undergo changes in future on the basis of subsequent developments, information or events.

MANAGEMENT DISCUSSION AND ANALYSIS

KEY FINANCIAL RATIO



Note:1. There is no significant changes (Change of 25% or more) as compared to the previous financial year 2021-22 in Key financial ratio except Debt Equity Ratio, Net Profit and Return on Net worth.

2. The reason for such surging is that the company achieved higher Turnover and higher Net Profit in the year 2022-23 as compared to the 2021-22.

## BOARD'S REPORT

### To The Members,

Your Directors have pleasure in presenting the 52<sup>nd</sup> Annual Report together with the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2023.

### 1. Financial Highlights

(₹ in Crore)

Particulars	For the year ended			
	31.03.2023		31.03.2022	
Turnover - a) Domestic	231.51		184.72	
- b) Exports	240.23	471.74	251.12	435.84
Profit before Interest, Depreciation and Tax		54.39		41.43
Less : Financial Expenses		18.82		13.63
Profit before Depreciation and Tax		35.57		27.50
Less : Depreciation & Amortisation		10.86		11.52
Profit before Tax & Exceptional Item		24.71		15.98
Less : Exceptional Item		2.15		-
Profit before Tax		22.56		15.98
Taxation - Current Tax		4.27		4.88
- Deferred Tax		1.38		(0.38)
Profit after Tax		16.91		11.48

### 2. Operations

The division wise performance is as under:

(₹ in Crore)

Particulars	For the year ended			
	31.03.2023		31.03.2022	
	Qty.	Value	Qty.	Value
<b>a) Fabrics (Lakh Mtrs.)</b>				
- Domestic	87.54	150.82	94.69	133.15
- Exports	95.39	202.65	111.79	199.33
<b>Total</b>	<b>182.93</b>	<b>353.47</b>	<b>206.48</b>	<b>332.48</b>
<b>b) Yarn ( MT)</b>				
- Domestic	1856	62.07	1377	34.71
- Exports	1034	35.50	1643	49.63
<b>Total</b>	<b>2890</b>	<b>97.57</b>	<b>3020</b>	<b>84.34</b>
<b>c) Readymade Garments (No. of Pcs.)</b>				
- Domestic	12911	0.48	58094	2.04
- Exports	-	-	-	-
<b>Total</b>	<b>12911</b>	<b>0.48</b>	<b>58094</b>	<b>2.04</b>
<b>d) Wind Power</b>				
Generation (Lakh Units)	25.35	0.99	27.62	1.08
<b>e) Job Work</b>		17.14		13.74
<b>f) Export Incentives</b>		2.09		2.16
<b>Grand Total</b>		<b>471.74</b>		<b>435.84</b>

Your Directors inform that the financial statements of your Company has been drawn on basis of the Ind-AS for the financial year ended on March 31, 2023 with comparatives. Your Company did a major Expansion during the year beside rationalization, modernization. Your Company also focused on cost reduction to improve the profitability along with better product mix and improving efficiency.

As the result of all these measures, your Company recorded a turnover of ₹ 471.74 Crore as against a turnover of ₹ 435.84 Crore of previous year.

The Company have achieved profitability of ₹ 16.91 crores as against ₹ 11.48 crores in the previous Financial year.

### 3. New Venture

The Company has started new plant of 29184 Spindles. It is state of the art, Cotton Spinning unit which has started the commercial production from 30.03.2023.

### 4. Technology upgradation during the year

The Company has moved away from Fossil fuels. In the Processing Division of Company, the Boiler and Thermopack were running on Coal. By adopting latest technology the Company has completely replaced the Coal and is now using only Agro based fuels. It is yet another landmark step of the Company towards Green/Sustainability Movement. During the year Company also modernized its old PV Spinning Spindles with the latest generation as well as expanded its Weaving capacity.

The total Capex in this year is ₹ 178.36 Crore.

With commencement of Cotton Spinning Department the Company now is looking for expanding its Yarn market both in Domestic as well as in Overseas arena. The Company is going intensively in the existing Yarn and Fabric Markets both in Export and Domestic sections.

The Company's business with IKEA is on firm footings and growing.

### 5. Wind power Project

The company has disposed off Wind mills of 4.4 MW located at Jaisalmer (Rajasthan) as its operations had become unviable.

### 6. Dividend

Your Directors recommend a dividend @ 15 % i.e. ₹ 1.50 per Equity Share of ₹ 10/- each for the year ended on 31<sup>st</sup> March, 2023. This will absorb an amount of ₹ 154.38 Lakhs. A proposal for confirmation of the dividend for the year ended 31<sup>st</sup> March, 2023 shall be placed before the shareholders at the ensuing Annual General Meeting. The proposed dividend, if approved by the Shareholders in the ensuing AGM shall be subject to deduction of tax at source at applicable rates.

### 7. Credit Ratings

During the period under review, Brickwork Ratings India Pvt. Ltd. and India Ratings and Research (Rating Agency) has reaffirmed the ratings with changes in outlook as follows:

## BOARD'S REPORT

## (a) Brickwork Ratings India Pvt. Ltd.

S. No.	Facilities	Ratings
1.	Term Loans	BWR BBB+ (Stable)(Reaffirmation and change in Outlook)
2.	Fund Based limits	BWR A2 (Reaffirmation)
3.	Non Fund Based limits	

## (b) India Ratings &amp; Research

S. No.	Instrument Type	Rating/Outlook
1.	Term loan	IND BBB-/Stable
2.	Fund-based working capital facilities	IND BBB-/ Stable/IND A3
3.	Non-fund-based facilities	IND A3

## 8. Contribution to Exchequer

Your Company has contributed an amount of ₹ 28.31 Crores as against previous year ₹ 23.70 Crores in terms of Taxes & Duties to the Exchequer.

## 9. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is presented in a separate section, forming part of the Annual Report.

## 10. Green Movement and Sustainability

The Company has been committed to Green operations for Decades.

## Green Generation Data for the Year 2022-23

A)	Total Unit Consumption for 2022-23	465.96 Lakhs Kwh
B)	Green Generation	
	1.Solar Plant (4.51mw)	67.13 Lakhs Kwh
	2.Wind Mill (4.40mw)	38.73 Lakhs Kwh
	Total Generation ( Solar + wind)	105.86 Lakhs Kwh
C)	Total Green Generation % age	22.72 %

**Zero Liquidation Discharge:** The Company has been operating at Zero Liquidation Discharge since 2015. The Company has also obtained Zero Discharge for Hazardous Chemicals programme (ZDHC) certificate.

**Vegan Certificate:** The Company is one of the few Textile Companies having Vegan Certificate from Switzerland.

**Recycled Raw Materials:** The Company has focused on using Recycled Polyester staple fiber as a part of Global sustainability movement. In the year 2022-23, the Company's 62% of Fiber consumption was of Recycled Fibers.

**Agro-Fuel:** The Process House Division of the Company has changed over to the Agro- Fuel from Fossil Fuels resulting saving of 19053.77 MT of CO2 emission.

Thus, the Company is transforming in to a Green Company due to:

- Zero liquid discharge.
- Zero discharge for Hazardous Chemicals.
- Use of Agro- Fuel in Boiler and Thermopack.
- More than 20% of energy by renewal sources
- More than 50% use of Recycled Synthetic Fibers.

## 11. Annual Return

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013 a Copy of the Annual Return is available on the website of the company at the web-link as: <https://www.bslltd.com/investors>

## 12. Statutory Auditors

M/s SSMS & Associates, Chartered Accountants (FRN: 019351C) were appointed as Statutory Auditors of your Company at the AGM held on September 28, 2022 for a second term of five consecutive years from conclusion of 52<sup>nd</sup> Annual General Meeting till the conclusion of the 56<sup>th</sup> AGM to be held in the calendar year 2027. Further, M/s SSMS & Associates have confirmed their independence and eligibility under the provisions of the Companies Act, 2013 and Listing Regulations.

The report of the Statutory Auditors along with notes to Schedules is enclosed to this Report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

## 13. 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 has appointed M/s V. M. & Associates, Company Secretaries, Jaipur, (FRN: P1984RJ039200) to undertake the Secretarial Audit of the Company. Further, the Board has approved the re-appointment of M/s V. M. & Associates, Company Secretaries as Secretarial Auditors of the Company to carry out secretarial audit for the Financial Year 2023-24. They have confirmed their eligibility and independence for the said reappointment. The Secretarial Audit Report for financial year 2022-23 in Form MR -3 is enclosed herewith as **Annexure I**. There are no reservations, qualifications, adverse remark or disclaimer contained in the Secretarial Audit Report.

## 14. Internal Auditors

Pursuant to Section 138 of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014, the Company has appointed M/s A.L. Chechani & Co., Chartered Accountants (FRN: 05341C) as the internal auditors of the Company for the financial year 2022-23. Further, the Board has approved the re-appointment of M/s A.L. Chechani & Co., Chartered Accountants as Internal Auditors of the Company to carry



## BOARD'S REPORT

out Internal Audit for the Financial Year 2023-24. They have confirmed their eligibility for the said re appointment.

The role of internal auditors includes but not limited to review of internal audit observations and monitoring of implementation of corrective actions required, reviewing of various policies and ensure its proper implementation, reviewing of SOPs and their amendments, if any.

### 15. Maintenance of Cost Records

The Company has maintained required cost accounts and records as prescribed under sub-section (1) of section 148 of the Companies Act, 2013.

### 16. Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 6(2) of the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records relating to Textile Divisions every year.

The Board of Directors, on the recommendation of Audit Committee, has appointed M/s N.D. Birla & Co., Cost Accountants, (FRN: 000028) as Cost Auditor to audit the cost accounts of the Company for the financial year **2023-24**. As required under the Companies Act, 2013, a resolution seeking member's approval for the remuneration payable to the Cost Auditor forms part of the Notice convening the Annual General Meeting.

### 17. Reporting of frauds by auditors

During the year under review, the Statutory Auditors, Secretarial Auditors, Internal Auditors and Cost Auditors have not reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

### 18. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is enclosed herewith as per **Annexure II**.

### 19. Particulars of Loans given, Guarantees given, Investments made and Securities provided

During the year under review, the Company has not given any Loans, Guarantees, Investments and Securities covered under the provisions of section 186 of the Companies Act, 2013.

### 20. Contracts and Arrangements with Related Parties

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with promoters, Directors, key managerial Personnel or other designated persons which may have a potential conflict with the interest of the

Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at the web link as: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b6bf8c53cd3d6e72b49b/1661253314155/BSL-Related-Party-Transaction-Policy.pdf>

Particulars of Related Parties contracts or arrangements u/s section 188 of the Companies Act, 2013 are given in Form AOC-2 and enclosed herewith as per **Annexure III**.

### 21. Internal Financial Controls

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Statutory Auditors and the Internal Auditors of the Company on the inefficiency or inadequacy of such controls.

### 22. Internal Control Systems

The Company has adequate Internal Control Systems, commensurate with the size, scale and complexity of its operations. The Audit committee quarterly reviews the Executive summary on the internal audit findings along with the recommendations and management comments. Further, the Action Taken Report/ Compliances as discussed in the previous meeting is placed in the next meeting along with the detailed report. The Internal Auditors also ensure proper compliance of all policies and Standard Operating Procedures (SOPs) adopted by the Company. Based on the report of Internal Auditors, management undertakes corrective action in their respective areas and thereby strengthens the controls.

### 23. Vigil Mechanism/ Whistle Blower Policy

The Company has a vigil Mechanism named Whistle Blower policy to deal with instance of fraud and mismanagement, if any. The Details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the Company's website at the web link as: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/63f0bb3f5deaf66a981baab9/1676720960354/6.+Whistle-Blower-Policy.pdf>

None of the personnel of the Company have been denied access to the Audit Committee. During the year, the Company has not received any Whistle Blower Complaints.

### 24. Nomination & Remuneration Policy

The Nomination and Remuneration Committee formulated and recommended to the Board a policy containing certain benchmark which is reasonable and sufficient to attract, retain and motivate Managerial Personnel and other employees, ensuring that it covers the matters mentioned in Section 178 of the Act which was duly approved by the Board.

The Policy reflects on certain guiding principles of the Company such as the level and composition of remuneration is reasonable

## BOARD'S REPORT

and sufficient to attract, retain and motivate employees of the quality required to run the Company successfully, Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and Remuneration to Directors, Key Managerial Personnel and Senior Management involves a pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. It also lay down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The same has been posted on company's Website and can be accessed via Link as: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b69d7926221eadd376d/1661253278802/BSL-Nomination-and-Remuneration-Policy.pdf>

### 25. Corporate Social Responsibility

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, every company which ceases to be a company covered under subsection (1) of section 135 of the Act for three consecutive financial years shall not be required to constitute a CSR Committee.

During the current year, the company has incurred expenditure of ₹ 11.21 lakhs on CSR activities.

Details about the CSR policy and initiatives taken by the Company on CSR during the year are available on the Company's website at the web link as: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b689094c27649440e1aa/1661253258668/BSL-CSR-Policy.pdf>

The Annual Report on our CSR activities is enclosed herewith as per **Annexure IV**.

### 26. Committees

The Company has constituted Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Share Transfer Committee. The details of the committees have been given in the Corporate Governance Report which is integral part of the Board's Report. All the recommendation of the Audit Committee was accepted by the Board. No employee was denied access to the Audit Committee

### 27. Meetings

During the year Four Board meetings were held, the dates being 13<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 10<sup>th</sup> November, 2022, and 13<sup>th</sup> February, 2023. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standards-1 issued by Institute of Company Secretaries of India (ICSI) on Meeting of the Board of Directors and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 28. Directors & Key Managerial Personnel

#### 1. Change in Directors and Key Managerial Personnel

- Shri Shekhar Agarwal, (DIN: 00066113) and Shri Praveen Kumar Jain (DIN: 09196198) Director will

retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for reappointment. The Board recommends their re-appointment.

- Shri Arun Kumar Churiwal (DIN: 00001718), Whole time Director designated as Executive Chairman and Shri Ravi Jhunjhunwala (DIN: 00060972), Director retired by rotation and re-appointed at previous Annual General Meeting held on 28<sup>th</sup> September, 2022.
- Ms. Aanchal Patni has resigned from the post of Company Secretary and Compliance Officer on 11<sup>th</sup> November, 2022 and Mr. Shubham Jain has been appointed as Company Secretary and Compliance officer w.e.f. 12<sup>th</sup> November, 2022.

#### 2. Statement on Declaration given by Independent Directors

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and affirmed the compliance of Code of Independent Directors as laid down in Schedule IV of the Companies Act, 2013. Further, the Independent Directors have confirmed that they are Independent of the Management and have registered themselves on Independent Director's Databank and have passed/ exempted from The Indian Institute of Corporate Affairs (IICA) Exams.

#### 3. Annual Evaluation of Board

In compliance with the Companies Act, 2013 and **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and Guidance Note on Board Evaluation issued by SEBI, during the financial year under review, your Board of Directors, Nomination and Remuneration Committee and Independent Directors in their separate Meeting, carried out annual evaluation of its own performance as well as Board Committees and also of the individual Directors in the manner as enumerated in the Nomination and Remuneration Policy of the Company viz. Leadership & stewardship abilities, Assess policies, structures & procedures, Regular monitoring of corporate results against projections, Contributing to clearly define corporate objectives & plans, Obtain adequate, relevant & timely information, Review achievement of strategic and operational plans, objectives, budgets, Identify, monitor & mitigate significant corporate risks, Directly monitor & evaluate KMPs, senior officials, Review management's Succession Plan, Effective meetings, Clearly defining role & monitoring activities of Committees and Review of ethical conduct etc.

Your Directors feel pleasure in informing the members that the performance of the Board as a whole and its members individually was adjudged satisfactory. More detail on the same is given in the Corporate Governance Report.

#### 29. Corporate Governance

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance

## BOARD'S REPORT

requirements set out by the SEBI. The Report on Corporate Governance along with the Certificate of Auditors M/s SSMS & Associates, Chartered Accountants, 16, Basement Heera Panna Market, Pur Road, Bhilwara (Rajasthan) confirming compliance to conditions of Corporate Governance as stipulated under Regulation 34(3) of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, form part of the Annual Report.

### 30. Particulars of Employees and related disclosures

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per **Annexure V**.

Disclosures required in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per **Annexure VI**.

### 31. Transfer of Unpaid and Unclaimed Amounts to Investor Education and Protection Fund

Pursuant to the provisions of Section 125 of the Companies Act, 2013, the declared dividend for the financial year 2014-15, which remained unpaid or unclaimed for a period of seven years, have been transferred by the Company on 07/12/2022 to the IEPF established by the Central Government pursuant to Section 125 of the said Act. As on 31<sup>st</sup> March, 2023, the Company has transferred ₹ 20,04,215 to Investor Education and Protection Fund.

Pursuant to the provisions of Section 125 of the Companies Act, 2013, the declared dividend for the financial year 2015-16, which remained unpaid or unclaimed for a period of seven years, will be transferred by the Company to the IEPF established by the Central Government pursuant to Section 125 of the said Act. The company has uploaded the full details of Unpaid Dividend on its website at <https://www.bslltd.com/investors>.

### 32. Transfer of Unpaid Shares to Investor Education and Protection Fund

The Company, in pursuance to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules 2016"), had transferred all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of designated demat account of the IEPF Authority. A notice had been sent to all concerned shareholders at their registered address. The Company had also published such notice in English Newspaper i.e. 'The Financial Express' and in Hindi Newspaper i.e. 'Nafa Nuksan' & Business Remedies informing the concerned shareholders about the same. The company has uploaded the full details of such shareholders and shares transferred to IEPF account on its website at [www.bslltd.com](http://www.bslltd.com).

As on 31<sup>st</sup> March, 2023, the Company has transferred 214016 no. of shares to IEPF Demat Account which accounts 2.08% of total shareholding of the company.

The Company, in pursuance to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, will transfer all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more in the name of designated demat account of the IEPF Authority. A notice to all concerned shareholders in this regard will be sent at their registered address. The Company will also publish such notice in English Newspaper and Hindi Newspaper to inform the concerned shareholders about the same.

### 33. Secretarial Standards

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

### 34. Other Disclosures Under Companies Act, 2013

- The Company has not invited/ accepted any deposits from the public during the year ended March 31, 2023. There were no unclaimed or unpaid deposits as on March 31, 2023.
- There is no change in the nature of business during the financial year 2022-23.
- The Board of Directors of your Company transferred ₹ 1.50 crores to the Reserves for the year under review.
- There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.
- During the year under review, there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.
- Details about Risk Management have been given in the Management Discussions & Analysis.
- The Company does not have any subsidiary, joint venture & associate company.
- During the year, the Company has not received any complaint under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. More detail on the same is given in the Corporate Governance Report.
- There is no change in capital structure of the Company.
- No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

### 35. Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanations obtained, we make the following statements in terms of section 134(3) (c) of the Companies Act, 2013:

## BOARD'S REPORT

- a. that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2023 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note one of the notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are 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, 2023 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the 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;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that the internal financial controls were in place and that the internal financial controls were adequate and were operating effectively; and
- f. that the system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### 36. Acknowledgements

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. We would like to thank all our clients, customers, vendors, dealers, bankers, investors, other business associates, Central and State Government for their continued support and encouragement during the year and their confidence towards the management.

For and on behalf of the Board of Directors  
For **BSL LTD.**

Place : Kolkata(W.B.)

Date :08<sup>th</sup> May, 2023

#### Regd. Office:

26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

**ARUN KUMAR CHURIWAL**  
**CHAIRMAN**  
**DIN: 00001718**

## निदेशक मंडल का प्रतिवेदन

### सदस्यगण,

निदेशक मंडल आपके समक्ष 52वीं वार्षिक रिपोर्ट एवं 31 मार्च, 2023 को समाप्त हुए वित्तीय वर्ष का लेखा विवरण सहर्ष प्रस्तुत कर रहे हैं।

#### 1. वित्तीय विशिष्टता

(₹ करोड़ में)

मद	समाप्त हुए वर्ष			
	31.03.2023		31.03.2022	
विक्री –				
– घरेलू	231.51		184.72	
– निर्यात	240.23	471.74	251.12	435.84
ब्याज, मूल्यह्रास व कर पूर्व लाभ		54.39		41.43
घटाया: वित्तीय व्यय		18.82		13.63
मूल्यह्रास व कर पूर्व लाभ		35.57		27.50
घटाया: मूल्यह्रास एवं परिशोधन		10.86		11.52
कर और असाधारण मद से पहले लाभ		24.71		15.98
घटाया: असाधारण मद		2.15		
कर पूर्व लाभ		22.56		15.98
कराधान –				
– आयकर		4.27		4.88
– विलम्बित कर		1.38		(0.38)
कर पश्चात् लाभ		16.91		11.48

#### 2. संचालन

विभागानुसार विक्रय की स्थिति इस प्रकार है:-

(₹ करोड़ में)

मद	समाप्त हुए वर्ष			
	31.03.2023		31.03.2022	
	परिमाण	मूल्य	परिमाण	मूल्य
<b>(अ) वस्त्र (लाख मीटर में)</b>				
घरेलू	87.54	150.82	94.69	133.15
निर्यात	95.39	202.65	111.79	199.33
<b>कुल</b>	<b>182.93</b>	<b>353.47</b>	206.48	332.48
<b>(ब) धागा (टनो में)</b>				
घरेलू	1856	62.07	1377	34.71
निर्यात	1034	35.50	1643	49.63
<b>कुल</b>	<b>2890</b>	<b>97.57</b>	3020	84.34
<b>(स) पोशाक (संख्या)</b>				
घरेलू	12911	0.48	58094	2.04
निर्यात	–	–	–	–
<b>कुल</b>	<b>12911</b>	<b>0.48</b>	58094	2.04
<b>(द) पवन ऊर्जा</b>				
ऊर्जा उत्पादन (लाख ईकाई)	23.35	0.99	27.62	1.08
<b>(य) उपकार्य</b>		17.14		13.74
<b>(र) निर्यात प्रोत्साहन</b>		2.09		2.16
<b>कुल</b>		<b>471.74</b>		435.84

आपके निदेशक सदस्यों को सूचित करते हैं कि आपकी कंपनी के वित्तीय विवरण 31 मार्च, 2023 को समाप्त हुए वित्तीय वर्ष के लिए IND&As पर तुलनात्मक रूप से तैयार किए गए थे। आपकी कंपनी ने युक्तिकरण, आधुनिकीकरण के अलावा वर्ष के दौरान एक बड़ा विस्तार किया। और कैपेक्स कार्यक्रम जैसे विभिन्न कदम उठाए। आपकी कंपनी ने बेहतर उत्पाद मिश्रण और दक्षता में सुधार के साथ-साथ लाभप्रदता में सुधार के लिए लागत में कमी पर भी ध्यान केंद्रित किया।

आपकी कंपनी ने इस वर्ष 471.74 करोड़ रुपये का कारोबार दर्ज किया, जो गत वर्ष 435.84 करोड़ रुपये था।

कंपनी ने इस वर्ष 16.91 करोड़ रुपये की profitability प्राप्त की है, जो गत वर्ष रु 11.48 करोड़ थी।

#### 3. नया उपक्रम

कंपनी ने 29184 स्पिंडल का नया प्लांट शुरू किया है। इस अत्याधुनिक कपास कटाई इकाई ने 30.03.2023 से वाणिज्यिक उत्पादन शुरू कर दिया है।

#### 4. वर्ष के दौरान प्रौद्योगिकी उन्नयन

कंपनी ने जीवाश्म ईंधन का उपयोग समाप्त कर दिया है। कंपनी के प्रोसेसिंग डिवाइज में बॉयलर और थर्मोपैक कोयले पर चल रहे थे। नवीनतम तकनीक को अपनाकर कंपनी ने कोयले के स्थान पर कृषि आधारित ईंधन का उपयोग कर रही है। यह ग्रीन/सस्टेनेबिलिटी मूवमेंट की दिशा में कंपनी का एक और ऐतिहासिक कदम है। वर्ष के दौरान कंपनी ने अपने पुराने पीवी स्पिनिंग स्पिंडल को नवीनतम पीढ़ी के साथ स्थानांतरित किया है।

इस वर्ष का कुल (पूजी नियोजन) ₹ 178.36 करोड़ का है।

कॉटन स्पिनिंग विभाग की शुरुआत के साथ कंपनी अब घरेलू और विदेशी दोनों क्षेत्रों में अपने यार्न बाजार का विस्तार करेगी। कंपनी मौजूदा यार्न और फैंब्रिक मार्केट में एक्सपोर्ट और डोमेस्टिक दोनों विभागों में गहनता से काम कर रही है।

IKEA के साथ कंपनी का कारोबार मजबूती से बढ़ रहा है।

#### 5. पवन ऊर्जा परियोजना

कंपनी ने जैसलमेर (राजस्थान) में स्थित 4.4 मेगावाट की पवन चक्कियों का निपटान किया है क्योंकि इसका संचालन अव्यवहार्य हो गया था।

#### 6. लाभांश

निदेशक मंडल 15% की दर से (1.50 प्रति साधारण अंश) 10 रुपए के साधारण अंश पर 31 मार्च, 2023 को समाप्त हुए वर्ष के लिए लाभांश घोषित करने की अनुशंसा करता है। इस प्रकार से कुल ₹ 154.38 लाख का भुगतान होगा। लाभांश की घोषणा का प्रस्ताव आगामी वार्षिक साधारण सभा में प्रस्तुत किया जायेगा। प्रस्तावित लाभांश, यदि आगामी एजीएम में शेयरधारकों द्वारा अनुमोदित किया जाता है, तो लागू दरों पर स्रोत पर कर की कटौती के अधीन होगा।

#### 7. क्रेडिट रेटिंग

समीक्षाधीन अवधि के दौरान ब्रिकवर्क रेटिंग्स इंडिया प्रा. लिमिटेड और इंडिया रेटिंग एंड रिसर्च (रेटिंग एजेंसी) ने आउटलुक में बदलाव के साथ रेटिंग्स की फिर से पुष्टि की है:

## निदेशक मंडल का प्रतिवेदन

(क) ब्रिकवर्क रेटिंग्स इंडिया प्रा. लिमिटेड

S. No.	Facilities	Ratings
1.	Term Loans	BWR BBB+ (Stable)(Reaffirmation and change in Outlook)
2.	Fund Based limits	BWR A2 (Reaffirmation)
3.	Non Fund Based limits	

(ख) इंडिया रेटिंग एंड रिसर्च

S. No.	Instrument Type	Rating/Outlook
1.	Term loan	IND BBB-/Stable
2.	Fund-based working capital facilities	IND BBB-/ Stable/IND A3
3.	Non-fund-based facilities	IND A3

## 8. राजकोषीय अंशदान

आपकी कम्पनी ने कर एवं शुल्क के रूप में रु 28.31 करोड़ की धन राशि का (गतवर्ष रु 23.70 करोड़) राजकोष में अंशदान दिया।

## 9. प्रबंधन चर्चा और विश्लेषण रिपोर्ट

समीक्षाधीन वर्ष के लिए प्रबंधन चर्चा और विश्लेषण रिपोर्ट, जैसा कि भारतीय प्रतिभूति और विनियम बोर्ड (सूचीकरण दायित्व और प्रकटीकरण आवश्यकताएं) विनियम, 2015 ("सूचीकरण विनियम") के तहत निर्धारित है, वार्षिक रिपोर्ट के एक अलग खंड में प्रस्तुत किया गया है।

## 10. हरित प्रयास और स्थिरता

कंपनी दशकों से हरित संचालन के लिए प्रतिबद्ध है।

### वर्ष 2022.23 के लिए हरित उत्पादन डेटा

A)	कुल बिजली इकाई खपत – 2022–23 में	465.96 लाख Kwh
B)	हरित ऊर्जा	
	1. सौर ऊर्जा (4.51mw)	67.13 लाख Kwh
	2. पवन ऊर्जा (4.40mw)	38.73 लाख Kwh
	कुल हरित ऊर्जा उत्पादन	105.86 लाख Kwh
C)	कुल हरित ऊर्जा का प्रतिशत	22.72%

**जीरो लिविडेशन डिस्चार्ज:** कंपनी ने Zero Discharge for Hazardous Chemicals programme (ZDHC) का सर्टिफिकेट भी प्राप्त किया है।

**वीगन सर्टिफिकेट:** कंपनी उन कुछ कपड़ा कंपनियों में से एक है, जिनके पास स्विट्जरलैंड से वेगान (VEGAN) सर्टिफिकेट है।

**पुनर्नवीनीकरण कच्चा माल:** कंपनी ने Global Sustainability Movement के एक अंश के रूप में रीसाइकल्ड पालिएस्टर फाइबर का उपयोग करने पर ध्यान केंद्रित किया है। वर्ष 2022–23 में, कंपनी की 62% फाइबर खपत पुनर्नवीनीकरण फाइबर की थी।

**हरित-ईंधन:** कंपनी के प्रोसेस हाउस डिवीजन को जीवाश्म ईंधन से कृषि-ईंधन में बदल दिया गया है, जिसके परिणामस्वरूप 19053.77 मीट्रिक टन CO2 उत्सर्जन की बचत हुई है।

इस प्रकार, कंपनी निम्नलिखित कारणों से एक हरित कंपनी में परिवर्तित हो रही है:

ए) शून्य तरल निर्वहन।

ख) खतरनाक रसायनों के लिए जीरो निर्वहन।

ग) बॉयलर और थर्मोपैक में कृषि-ईंधन का उपयोग।

क) नवीकरणीय स्रोतों द्वारा 20% से अधिक ऊर्जा

ई) पुनर्नवीनीकरण सिंथेटिक फाइबर का 50% से अधिक उपयोग।

## 11. वार्षिक विवरण

वार्षिक रिटर्न की एक प्रति कंपनी की वेबसाइट पर वेब-लिंक पर रखी जाएगी: <https://www.bslltd.com/investors>

## 12. स्टेट्यूटरी अंकेक्षक

मेसर्स एसएसएमएस एंड एसोसिएट्स, चार्टर्ड अकाउंटेंट्स (एफआरएन: 019351सी) को 28 सितंबर, 2022 को आयोजित एजीएम में 52वीं वार्षिक आम बैठक के समापन से लेकर समापन तक लगातार पांच वर्षों के दूसरे कार्यकाल के लिए आपकी कंपनी के वैधानिक लेखा परीक्षक के रूप में नियुक्त किया गया था। 56वीं एजीएम कैलेंडर वर्ष 2027 में आयोजित की जाएगी। इसके अलावा, मेसर्स एसएसएमएस एंड एसोसिएट्स ने कंपनी अधिनियम, 2013 और लिस्टिंग विनियमों के प्रावधानों के तहत अपनी स्वतंत्रता और पात्रता की पुष्टि की है।

अनुसूचियों के नोट्स के साथ अंकेक्षक लेखा परीक्षकों की रिपोर्ट इस रिपोर्ट के साथ संलग्न है। लेखा परीक्षकों की रिपोर्ट में की गई टिप्पणियाँ स्व-व्याख्यात्मक हैं और इसलिए किसी और टिप्पणी की आवश्यकता नहीं है।

## 13. सचिवीय अंकेक्षक

कंपनी अधिनियम, 2013 की धारा 204 और कंपनी (प्रबंधकीय कार्मिक की नियुक्ति और पारिश्रमिक) नियम, 2014 के प्रावधानों के अनुसार, कंपनी ने मेसर्स वी.एम. एंड एसोसिएट्स, कंपनी सचिव, जयपुर, (FRN: P1984RJ039200) को नियुक्त किया है। कंपनी का सचिवीय लेखापरीक्षा करना। इसके अलावा, बोर्ड ने वित्तीय वर्ष 2023–24 के लिए सचिवीय ऑडिट करने के लिए कंपनी के सचिवीय लेखा परीक्षकों के रूप में मेसर्स वी. एम. एंड एसोसिएट्स, कंपनी सचिवों की पुनरु नियुक्ति को मंजूरी दे दी है। उन्होंने उक्त पुनर्नियुक्ति के लिए अपनी पात्रता और स्वतंत्रता की पुष्टि की है। वित्तीय वर्ष 2022–23 के लिए सचिवीय ऑडिट रिपोर्ट फॉर्म एमआर-3 में अनुबंध। के रूप में संलग्न है। सचिवीय ऑडिट रिपोर्ट में कोई आरक्षण, योग्यता, प्रतिकूल टिप्पणी या अस्वीकरण शामिल नहीं है।

## 14. आंतरिक अंकेक्षक

कंपनी (लेखा) नियम, 2014 के साथ पठित कंपनी अधिनियम, 2013 की धारा 138 के अनुसार, कंपनी ने मेसर्स ए.एल. चेचानी एंड कंपनी, चार्टर्ड

## निदेशक मंडल का प्रतिवेदन

अकाउंटेंट्स (एफआरएन: 05341C) को वित्तीय वर्ष 2022–23 में कंपनी के आंतरिक लेखा परीक्षक के रूप में नियुक्त किया है। इसके अलावा, बोर्ड ने वित्तीय वर्ष 2023–24 के लिए आंतरिक लेखापरीक्षा करने के लिए कंपनी के आंतरिक लेखा परीक्षकों के रूप में मेसर्स ए.एल. चेचानी एंड कंपनी, चार्टर्ड अकाउंटेंट्स की पुनः नियुक्ति को मंजूरी दे दी है। उन्होंने उक्त पुनः नियुक्ति के लिए अपनी पात्रता की पुष्टि कर दी है।

आंतरिक लेखा परीक्षकों की भूमिका में आंतरिक लेखापरीक्षा टिप्पणियों की समीक्षा और आवश्यक सुधारात्मक कार्रवाइयों के कार्यान्वयन की निगरानी, विभिन्न नीतियों की समीक्षा करना और उनका उचित कार्यान्वयन सुनिश्चित करना, एसओपी और उनके संशोधनों की समीक्षा, यदि कोई हो, शामिल है, लेकिन यह इन्हीं तक सीमित नहीं है।

### 15. लागत रिकॉर्ड

कंपनी ने कंपनी अधिनियम, 2013 की धारा 148 की उप-धारा (1) के तहत निर्धारित लागत खातों और रिकॉर्ड को बनाए रखा है।

### 16. लागत अंकेषक

कंपनी अधिनियम, 2013 की धारा 148 और कंपनी (लागत रिकॉर्ड्स और ऑडिट) नियम, 2014 के समय-समय पर संशोधित नियम 6 (2) के अनुसार, आपकी कंपनी हर साल बस्त्र डिवीजन से संबंधित लागत अभिलेखों का लेखा-जोखा करती रही है।

अंकेषक की सिफारिश पर निदेशक मंडल ने वित्तीय वर्ष 2023–24 के लिए कंपनी के लागत खातों की ऑडिट करने के लिए मेसर्स एनडी बिड़ला एंड कं, कॉस्ट एकाउंटेंट्स, (फर्म रजिस्ट्रेशन नंबर 000028) को लागत अंकेषक के रूप में नियुक्त किया है। कंपनी अधिनियम, 2013 के तहत जरूरी है कि, लागत अंकेषक को देय पारिश्रमिक के लिए सदस्य की मंजूरी मांगने का एक प्रस्ताव, उनके अनुसमर्थन के लिए वार्षिक सामान्य सभा आयोजित करने की सूचना का हिस्सा होता है।

### 17. धोखाधड़ी के मामले में सांविधिक अंकेषक की रिपोर्ट

समीक्षाधीन वर्ष के दौरान, सांविधिक अंकेषक, सचिवीय अंकेषक, आंतरिक अंकेषक एवं लागत अंकेषक ने कंपनी अधिनियम, 2013 की धारा 143 (12) के तहत अंकेषण समिति के समक्ष कंपनी में धोखाधड़ी की किसी भी घटना की पुष्टि नहीं की है।

### 18. ऊर्जा संरक्षण, तकनीक समावेशन एवं विदेशी मुद्रा आय व्यय

कंपनी अधिनियम 2013 की धारा 134 (3) (एम) तथा कम्पनीज (लेखांकन) नियम 2014 के नियम 8 के तहत ऊर्जा, संरक्षण, तकनीक समावेशन एवम् विदेशी मुद्रा आय व्यय का विवरण इस प्रतिवेदन की परिशिष्ट-II में दर्शाया गया है।

### 19. ऋण, साख, निवेश एवं प्रतिभूति प्रबन्ध का विवरण

समीक्षाधीन वर्ष के दौरान, कम्पनी अधिनियम 2013 की धारा 186 के अन्तर्गत कोई भी ऋण एवं साख नहीं दिया है एवं कोई भी प्रतिभूति में निवेश नहीं किया है।

### 20. सम्बन्धित पक्षों के साथ अनुबन्ध और व्यवस्था

वित्तीय वर्ष के दौरान सभी सम्बन्धित पक्षों के साथ किए गए व्यवसायिक लेन देन सामान्य व्यावसायिक के अन्तर्गत एवं उचित हस्त दूरी के आधार

पर किए गये। प्रोत्साहकों, निदेशकों, प्रमुख प्रबन्धकीय कर्मियों एवं अन्य नामित व्यक्तियों के साथ कम्पनी ने कोई भी व्यावसायिक लेन देन नहीं किया गया है, जो कम्पनी के हित को प्रभावित करता है। सभी सम्बन्धित पक्षों का लेन देन का अंकेषण समिति के समक्ष अनुमति हेतु प्रदान किया है।

सम्बन्धित पक्ष के लिए बनाई गयी नीति को कम्पनी की वेबसाइट <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b6bf8c53cd3d6e72b49b/1661253314155/BSL-Related-Party-Transaction-Policy.pdf> पर दर्शाया गया है।

कम्पनी अधिनियम 2013 की धारा 188 के अन्तर्गत सम्बन्धित पक्ष के साथ लेन देन का विवरण फार्म एओसी-2 परिशिष्ट-III में संलग्न है।

### 21. आंतरिक वित्तीय नियंत्रण

कंपनी द्वारा डिजाइन और कार्यान्वित वित्तीय विवरणों के संदर्भ में आंतरिक वित्तीय नियंत्रण पर्याप्त हैं। समीक्षाधीन वर्ष के दौरान, इस तरह की नियंत्रण की अक्षमता या अपर्याप्तता पर कंपनी के वैधानिक अंकेषकों और आंतरिक अंकेषकों से कोई सामग्री या गंभीर अवलोकन प्राप्त नहीं हुआ है।

### 22. आंतरिक नियन्त्रण पद्धति

कम्पनी के पास योग्य आंतरिक नियन्त्रण पद्धति है जो व्यवसाय के संचालन के आकार, माप, जटिलता के अनुरूप है। अंकेषण समिति हर तिमाही में प्रबंधन सिफारिशों और टिप्पणियों के साथ आंतरिक अंकेषण निष्कर्षों पर कार्यकारी सारांश की समीक्षा करती है। इसके अलावा, पिछली बैठक में चर्चा की गई एक्शन टेकन रिपोर्ट/ अनुपालनाओ को विस्तृत रिपोर्ट के साथ अगली बैठक में प्रस्तुत किया जाता है। आंतरिक लेखा परीक्षक कंपनी द्वारा अपनाई गई सभी नीतियों और मानक संचालन प्रक्रियाओं (एसओपी) का उचित अनुपालन सुनिश्चित करते हैं। आंतरिक लेखा परीक्षकों की रिपोर्ट के आधार पर, प्रबंधन अपने संबंधित क्षेत्रों में सुधारात्मक कार्रवाई करता है और इस तरह नियंत्रणों को मजबूत करता है।

### 23. जागरूकता/ व्हीसल ब्लोअर नीति

कम्पनी में धोखाधड़ी और कुप्रबन्धन के उदाहरण से निपटने के लिए जागरूकता नीति नामक एक निगरानी तंत्र है। जागरूकता नीति का विवरण निगमित प्रशासन की रिपोर्ट में बताया गया है और यह भी कम्पनी की वेबसाइट <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/63f0bb3f5deaf66a981baab9/1676720960354/6.+Whistle-Blower-Policy.pdf> पर दर्शाया गया है।

कंपनी के किसी भी कर्मियों को ऑडिट कमेटी तक पहुंचने से वंचित नहीं किया गया है। वर्ष के दौरान, कंपनी को कोई व्हीसल ब्लोअर शिकायत नहीं मिली है।

### 24. नामांकन एवं पारिश्रमिक नीति

नामांकन और पारिश्रमिक समिति ने कंपनी की नामांकन और पारिश्रमिक नीति की सिफारिश की, जिसे बोर्ड द्वारा विधिवत अनुमोदित किया गया था। नीति कंपनी के कुछ मार्गदर्शक सिद्धांतों पर प्रतिबिंबित करती है

## निदेशक मंडल का प्रतिवेदन

जैसे कि पारिश्रमिक का स्तर और रचना कंपनी को सफलतापूर्वक चलाने के लिए और आवश्यक गुणवत्ता के कर्मचारियों को आकर्षित करने, बनाए रखने और प्रेरित करने के लिए पर्याप्त है या नहीं है और निदेशकों को पारिश्रमिक, मुख्य प्रबंधकीय कार्मिक और वरिष्ठ प्रबंधन में कंपनी और इसके लक्ष्यों के लिए उपयुक्त लघु और दीर्घकालिक प्रदर्शन उद्देश्यों को दर्शाने वाला वेतन शामिल है। इसने स्वतंत्र निदेशक और अन्य निदेशकों, निदेशक मंडल और निदेशक मंडल की समितियों के प्रदर्शन मूल्यांकन के मानदंड भी निर्धारित किए। यह भी कम्पनी की वेबसाइट <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b689094c27649440e1aa/1661253258668/BSL-CSR-Policy.pdf> दर्शाया गया है।

### 25. निगमित सामाजिक उत्तरदायित्व

समीक्षाधीन वर्ष के दौरान, सांविधिक अंकेक्षक, सचिवीय अंकेक्षक, आंतरिक अंकेक्षक एवं लागत अंकेक्षक ने कंपनी अधिनियम, 2013 की धारा 143 (12) के तहत अंकेक्षण समिति के समक्ष कंपनी में धोखाधड़ी की किसी भी घटना की पुष्टि नहीं की है।

चालू वर्ष के दौरान, कंपनी ने सीएसआर गतिविधियों पर ₹ 11.21 लाख का व्यय किया है।

समिति का विवरण, खर्च की गई राशि का विवरण और उसके संदर्भ की शर्तें बोर्ड की रिपोर्ट का हिस्सा बनने वाली कॉर्पोरेट गवर्नेंस रिपोर्ट में निर्धारित की गई हैं। सीएसआर नीति और वर्ष के दौरान कंपनी धारा सीएसआर पर की गई पहल के बारे में विवरण कंपनी की वेबसाइट पर वेब लिंक पर उपलब्ध है: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b689094c27649440e1aa/1661253258668/BSL-CSR-Policy.pdf>

हमारी सीएसआर गतिविधियों पर वार्षिक रिपोर्ट परिशिष्ट-IV के अनुसार संलग्न है।

### 26. समितियाँ

कंपनी ने ऑडिट समिति, नामांकन और पारिश्रमिक समिति, हितधारक संबंध समिति और शेयर हस्तांतरण समिति का गठन किया है। समितियों का विवरण कॉर्पोरेट गवर्नेंस रिपोर्ट में दिया गया है जो बोर्ड की रिपोर्ट का अभिन्न अंग है। लेखापरीक्षा समिति की सभी सिफारिशें बोर्ड द्वारा स्वीकार कर ली गईं। किसी भी कर्मचारी को ऑडिट कमेटी तक पहुंचने से मना नहीं किया गया।

### 27. सभायें

वर्ष के दौरान दिनांक 13 मई, 2022, 12 अगस्त, 2022, 10 नवंबर, 2022 और 13 फरवरी, 2023 को निदेशक मंडल की सभायें आयोजित की गईं हैं। जिसका विवरण निगमित प्रशासन की रिपोर्ट में दिया गया है। कम्पनी अधिनियम 2013, ICSI के द्वारा प्रकाशित सचिवीय मानक-1 और सेबी (लिसिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के तहत बैठकों की अवधि के बीच अन्तर निर्धारित अवधि के भीतर था।

### 28. निदेशकों एवं प्रमुख प्रबंधकीय कर्मों

#### 1. निदेशकों एवं प्रमुख प्रबंधकीय कर्मों में परिवर्तन –

- कम्पनी अधिनियम 2013 के प्रावधानों के अनुसार श्री शेखर अग्रवाल (डीआईएन: 00066113) और श्री प्रवीण कुमार जैन

(डीआईएन: 09196198) अवकाश ग्रहण करेंगे व पुनः नियुक्ति के योग्य है। बोर्ड उनकी पुनः नियुक्ति की सिफारिश करता है।

- श्री अरुण कुमार चूड़ीवाल (डीआईएन: 00001718), कार्यकारी अध्यक्ष के रूप में नामित पूर्णकालिक निदेशक और श्री रवि झुनझुनवाला (डीआईएन: 00060972), निदेशक रोटेशन से सेवानिवृत्त हुए और गत वार्षिक आम बैठक में फिर से नियुक्त हुए।
- सुश्री आंचल पाटनी ने 11 नवम्बर, 2022 को कंपनी सचिव और अनुपालन अधिकारी के पद से इस्तीफा दे दिया है और श्री शुभम जैन को कंपनी सचिव और अनुपालन अधिकारी के रूप में 12 नवम्बर, 2022 से नियुक्त किया गया है।

#### 2. स्वतंत्र निदेशकों द्वारा की गई घोषणा –

सभी स्वतंत्र निदेशक कम्पनी अधिनियम 2013 की धारा 149(6) एवं सेबी (लिसिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के नियम 16 (1) बी के अन्तर्गत बताई गई स्वतंत्रता के मानदंड की अनुपालना करते हैं और कंपनी अधिनियम, 2013 की अनुसूची IV में निर्धारित स्वतंत्र निदेशकों के अनुपालन की पुष्टि की। स्वतंत्र निदेशकों ने पुष्टि की है कि वे प्रबंधन से स्वतंत्र हैं। इसके अलावा, स्वतंत्र निदेशकों ने पुष्टि की है कि वे प्रबंधन से स्वतंत्र हैं और उन्होंने खुद को स्वतंत्र निदेशक के डेटाबैंक पर पंजीकृत किया है और इंडियन इंस्टीट्यूट ऑफ कॉर्पोरेट अफेयर्स (आईआईसीए) परीक्षा में उत्तीर्ण/हुए हैं/छूट मिली है।

#### 3. बोर्ड का वार्षिक मूल्यांकन–

कम्पनी अधिनियम 2013, सेबी (लिसिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 एवं सेबी द्वारा जारी किए गए बोर्ड मूल्यांकन पर मार्गदर्शन नोट के अनुपालन में, आपके निदेशक मंडल ने, समीक्षाधीन वित्तीय वर्ष के दौरान, कंपनी के नामांकन और पारिश्रमिक नीति में गणना के अनुसार जैसे नेतृत्व और नेतृत्व क्षमता, नीतियों, संरचनाओं और प्रक्रियाओं का आकलन, अनुमानों के खिलाफ कॉर्पोरेट परिणामों की नियमित निगरानी, स्पष्ट रूप से कॉर्पोरेट उद्देश्यों और योजनाओं को परिभाषित करने में योगदान, पर्याप्त, प्रासंगिक और समय पर जानकारी प्राप्त करना, रणनीतिक और परिचालन योजनाओं, उद्देश्यों, बजट की समीक्षा उपलब्धि की पहचान करना निगरानी और महत्वपूर्ण कॉर्पोरेट जोखिमों को कम करना, कंएमपी, वरिष्ठ अधिकारियों की सीधे निगरानी और मूल्यांकन करना, प्रबंधन की उत्तराधिकार योजना, प्रभावी बैठकें, समितियों की स्पष्ट रूप से परिभाषित भूमिका और निगरानी गतिविधियों और नैतिक आचरण की समीक्षा आदि स्तरों पर अपने स्वयं के प्रदर्शन के साथ-साथ अपनी समितियों के वार्षिक मूल्यांकन और व्यक्तिगत निदेशकों का भी मूल्यांकन किया। आपके निदेशकों को सदस्यों को सूचित करने में खुशी महसूस होती है कि बोर्ड का प्रदर्शन समग्र रूप से और इसके सदस्यों को व्यक्तिगत रूप से संतोषजनक माना गया। इस पर अधिक विवरण निगमित प्रशासन की रिपोर्ट में दिया गया है।

#### 29. निगमित प्रशासन

कम्पनी निगमित प्रशासन के उच्चतम मानकों को बनाये रखने और सेबी द्वारा निगमित प्रशासन की अनुपालना के लिए प्रतिबद्ध है। निगमित



## निदेशक मंडल का प्रतिवेदन

प्रशासन की शर्तों के अनुपालन की पुष्टि के लिए लेखा परीक्षक सर्व श्री एसएसएमएस एंड एसोसिएट्स, चार्टर्ड एकाउंटेंट्स, 16, बेसमेंट, हीरापन्ना मार्केट, पुर रोड़, भीलवाड़ा (राज.) द्वारा निगमित प्रशासन पर दी गयी रिपोर्ट एवं प्रमाण-पत्र, सेबी (लिरिस्टिंग दायित्व एवं प्रकटीकरण आवश्यकता) अधिनियम, 2015 के नियम 34 (3) में वर्णित अनुपालना की पुष्टि करती है।

### 30. कर्मचारी और सम्बन्धित के विवरण

कम्पनी अधिनियम 2013 की धारा 197 (12) एवं कम्पनी (प्रबन्धकीय कर्मियों का पारिश्रमिक एवं नियुक्ति) नियम, 2014 के नियम 5 (1) के अनुसार पारिश्रमिक से सम्बन्धित प्रकटीकरण एवं अन्य विवरण परिशिष्ट-V में दर्शाया गया है।

कम्पनी अधिनियम 2013 की धारा 197 (12) एवं कम्पनी (प्रबन्धकीय कर्मियों का पारिश्रमिक एवं नियुक्ति) नियम, 2014 के नियम 5 (2) एवं 5 (3) के अन्तर्गत आवश्यक प्रकटीकरण परिशिष्ट-VI में दर्शाया गया है।

### 31. अनपैड और अनक्लेम्ड लाभांश राशि का निवेशक शिक्षा और संरक्षण कोष में स्थानांतरण

कंपनी अधिनियम, 2013 की धारा 125 के प्रावधानों के अनुसार, वित्तीय वर्ष 2014-15 के लिए घोषित लाभांश, जो सात वर्षों की अवधि के लिए अवैतनिक या दावा न किया गया था, कंपनी द्वारा 07/12/2022 को केंद्र सरकार द्वारा स्थापित IEPF में स्थानांतरित कर दिया गया है। 31 मार्च, 2023 तक, कंपनी ने 20,04,215/- रुपये निवेशक शिक्षा और संरक्षण निधि को हस्तांतरित कर दिए हैं।

कंपनी अधिनियम, 2013 की धारा 125 के प्रावधानों के अनुसार, वित्तीय वर्ष 2015-16 के लिए घोषित लाभांश, जो सात वर्षों की अवधि के लिए अवैतनिक या दावा न किया गया हो, कंपनी द्वारा केंद्र द्वारा स्थापित IEPF में स्थानांतरित कर दिया जाएगा। कंपनी ने अपनी वेबसाइट <https://www.bslltd.com/investors> पर अवैतनिक लाभांश का पूरा विवरण अपलोड किया है।

### 32. अनपैड शेयरों का निवेशक शिक्षा और संरक्षण कोष में स्थानांतरण

कंपनी ने निवेशक शिक्षा और संरक्षण निधि प्राधिकरण (लेखा, लेखा परीक्षा, स्थानांतरण और रिफंड) नियम, 2016 ("आईईपीएफ नियम 2016") के अनुसरण में, उन सभी शेयरों को IEPF प्राधिकरण के नामित डीमैट खाते में स्थानांतरित कर दिया था जिनके संबंध में लाभांश का भुगतान सात वर्षों या उससे अधिक समय से दावा नहीं किया गया है। सभी संबंधित शेयरधारकों को उनके पंजीकृत पते पर एक नोटिस भेजा गया था। कंपनी ने अंग्रेजी अखबार यानी 'द फाइनेंशियल एक्सप्रेस' और हिंदी अखबार यानी 'नफा नुक्सन' और बिजनेस रेमेडीज में भी इस तरह का नोटिस प्रकाशित किया था और संबंधित शेयरधारकों को इसके बारे में सूचित किया था। कंपनी ने ऐसे शेयरधारकों और आईईपीएफ खाते में हस्तांतरित शेयरों का पूरा विवरण अपनी वेबसाइट [www.bslltd.com](http://www.bslltd.com) पर अपलोड कर दिया है।

31 मार्च, 2023 तक, कंपनी ने 214016 नंबर स्थानांतरित कर दिया है। IEPF डीमैट खाते में शेयरों की हिस्सेदारी, जो कंपनी की कुल शेयरधारिता का 2.08% है। कंपनी, निवेशक शिक्षा और संरक्षण निधि प्राधिकरण (लेखा, लेखा परीक्षा, स्थानांतरण और रिफंड) नियम, 2016 के अनुसरण में, उन

सभी शेयरों को स्थानांतरित कर देगी जिनके संबंध में शेयरधारकों द्वारा लगातार सात वर्षों या उससे अधिक समय से लाभांश का भुगतान या दावा नहीं किया गया है। IEPF प्राधिकरण के नामित डीमैट खाते के नाम पर। इस संबंध में सभी संबंधित शेयरधारकों को उनके पंजीकृत पते पर नोटिस भेजा जाएगा। कंपनी संबंधित शेयरधारकों को इसके बारे में सूचित करने के लिए अंग्रेजी समाचार पत्र और हिंदी समाचार पत्र में भी ऐसा नोटिस प्रकाशित करेगी।

### 33. सचिवीय मानक

कंपनी ने एसएस-1 'निदेशक मंडल की बैठकों' से संबंधित, एसएस-1 'सामान्य बैठक' से संबंधित, एसएस-3, 'लाभांश' से संबंधित और एसएस-4, 'निदेशक मंडल की रिपोर्ट' से संबंधित का पालन किया है।

### 34. कंपनी अधिनियम, 2013 के तहत अन्य प्रकटीकरण

- 31 मार्च 2023 को समाप्त हुए वर्ष के दौरान कंपनी ने जनता से किसी भी जमा राशि को आमंत्रित/स्वीकार नहीं किया है। 31 मार्च, 2023 को कोई अनक्लेम्ड या अनपैड जमा नहीं थी।
- वित्त वर्ष 2022-23 के दौरान व्यवसाय की प्रकृति में कोई बदलाव नहीं हुआ है।
- आपकी कंपनी के निदेशक मंडल ने समीक्षा के तहत वर्ष में रु 1.50 करोड़ जनरल रिजर्व के लिए राशि हस्तांतरित करने का निर्णय लिया है।
- कंपनी के वित्तीय वर्ष के अंत से रिपोर्ट की तिथि के बीच कंपनी की वित्तीय स्थिति को प्रभावित करने वाले कोई भी भौतिक परिवर्तन और प्रतिबद्धता नहीं हैं।
- वर्ष के दौरान नियामकों या अदालतों या ट्रिब्यूनल द्वारा जारी किए गए ऐसे महत्वपूर्ण और भौतिक आदेश नहीं हुए हैं जो भविष्य में कंपनी के संचालन को प्रभावित करते हैं।
- कंपनी के जोखिम प्रबंधन के बारे में विवरण प्रबंधन चर्चाओं और विश्लेषण में परिभाषित किया गया है।
- कंपनी के कोई सहायक, संयुक्त उद्यम और सहयोगी कंपनी नहीं है।
- वर्ष के दौरान, कंपनी को कार्यस्थल पर महिला उत्पीड़न (रोकथाम, निषेध और निवारण) अधिनियम, 2013 के तहत कोई शिकायत नहीं मिली।
- कंपनी की पूंजी संरचना में कोई बदलाव नहीं हुआ है।
- दिवाला और दिवालियापन संहिता के तहत कोई आवेदन नहीं किया गया है; इसलिए वर्ष के दौरान दिवाला और दिवालियापन संहिता, 2016 (2016 का 31) के तहत किए गए आवेदन या लंबित किसी भी कार्यवाही के विवरण को वित्तीय वर्ष के अंत में उनकी स्थिति के साथ प्रकट करने की आवश्यकता लागू नहीं है।

### 35. निदेशकों के उत्तरदायित्व का वर्णन

कम्पनी के निदेशक, प्राप्त सर्वोत्कृष्ट ज्ञान एवं विश्वास तथा उन्हें प्राप्त सूचना व स्पष्टीकरण के आधार पर कम्पनी अधिनियम 2013 की धारा 134 (3) (स) के अनुपालना में आपके निदेशक सुनिश्चित करते हैं।

## निदेशक मंडल का प्रतिवेदन

1. कि वार्षिक वित्तीय विवरण 31 मार्च 2023 को समाप्त हुए वर्ष की तैयारी में यथोचित लेखांकन सिद्धांतों का पालन किया गया है, साथ ही महत्वपूर्ण विचलनों की दशा में उपयुक्त स्पष्टीकरण भी दिये हैं।
2. कि वित्तीय विवरण के नोट में उल्लेख वित्तीय वक्तव्यों के नोटों में से नोट 1 चुना गया है। उन पर लगातार अमल किया और उपयुक्त निर्णय और अनुमान लगाये, जो कि कम्पनी के वित्तीय वर्ष की समाप्ति 31 मार्च 2023 पर स्थिति विवरण व वर्ष भर के लाभ हानि की स्थिति को सत्य व संतोषजनक रूप में दर्शाते हैं।
3. कि निदेशकों ने कम्पनी की सम्पत्तियों की सुरक्षा और धोखाधड़ी एवं अनियमितता की जाँच व रोक के संबंध में कम्पनी अधिनियम 2013 में वर्णित नियमों का पालन करते हुए योग्य लेखांकन पुस्तकों के रखरखाव के लिए यथोचित व पर्याप्त सावधानी का पालन की है।
4. कि निदेशकों ने वार्षिक वित्तीय विवरण, व्यवसाय की निरन्तरता के सिद्धान्त को ध्यान में रखते हुए तैयार किये।
5. कि आन्तरिक वित्तीय नियंत्रण पद्धती पर्याप्त व प्रभावी है।
6. कि सभी उपयुक्त कानून के नियम की पालना करने की प्रणाली है जो पर्याप्त व प्रभावी है।

### 36. आभार प्रदर्शन

निदेशक मंडल वित्तीय संस्थाओं, बैंकों, केन्द्रीय व राज्य सरकारों के विभिन्न विभागों के प्रति सहयोग व बहुमूल्य मार्ग दर्शन हेतु आभार व कृतज्ञता व्यक्त करता है। वर्ष के दौरान निदेशकों द्वारा कम्पनी के हितधारकों, ग्राहकों, सदस्यों, व्यापारियों, दुकानदारों, बैंकों और अन्य व्यापारिक भागीदारों द्वारा प्राप्त उत्कृष्ट समर्थन के लिए कम्पनी उनके सतत प्रतिबद्धता एवं निरन्तर सहयोग के लिए सभी कर्मचारियों के प्रति आभार व कृतज्ञता व्यक्त करती है।

निदेशक मंडल की ओर से

स्थान : कोलकाता (प. ब.)

तारीख : 08 मई, 2023

पंजीकृत कार्यालय:

26, इंडस्ट्रियल एरिया,  
गांधी नगर, भीलवाड़ा  
(राजस्थान)- 311001

अरुण कुमार चूड़ीवाल

अध्यक्ष

नि. प. सं. 00001718

## ANNEXURE - I TO BOARD'S REPORT

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,  
The Members,  
BSL Ltd  
26, Industrial Area, Gandhi Nagar  
Bhilwara – 311 001 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BSL Ltd** (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, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the Financial year ended on March 31, 2023 (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (‘the Act’) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2018 (**Not applicable to the Company during the Audit Period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**Not applicable to the Company during the Audit Period**);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the Audit Period**); and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

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

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. Further, the Company has also maintained Structured Digital Database(“SDD”) in compliance with Regulation 3(5) and 3(6) of the Securities and Exchange Board of India(Prohibition of Insider Trading) Regulations, 2015.

#### We further report that

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

## ANNEXURE - I TO BOARD'S REPORT

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

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

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

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

**Place: Jaipur**  
**Date: 08<sup>th</sup> May, 2023**

**For V. M. & Associates**  
**Company Secretaries**  
**UDIN: F003355E000269601**  
**(ICSI Unique Code P1984RJ039200)**  
**PR 581 / 2019**

**CS Manoj Maheshwari**  
**Partner**  
**Membership No.: FCS 3355**  
**C P No.: 1971**

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

### Annexure A

To,  
The Members,  
BSL Ltd  
26, Industrial Area, Gandhi Nagar  
Bhilwara – 311 001 (Rajasthan)

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

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

**For V. M. & Associates**  
**Company Secretaries**  
**UDIN: F003355E000269601**  
**Date: 08<sup>th</sup> May, 2023** **(ICSI Unique Code P1984RJ039200)**  
**PR 581 / 2019**

**CS Manoj Maheshwari**  
**Partner**  
**Membership No.: FCS 3355**  
**C P No.: 1971**

## ANNEXURE - II TO BOARD'S REPORT

### Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as per Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is given here below and forms part of the Board's Report.

#### A. Conservation of Energy

Energy conservation dictates how efficiently a Company can conduct its operations. BSL has recognized the importance of energy conservation in decreasing the deleterious effects of global warming and climate change. The Company has undertaken various energy efficient practices. In line with the Company's commitment towards becoming an environment friendly organisation, all divisions continue with their efforts aimed at improving energy efficiency through improved operational and maintenance practices.

##### (i) The step taken or impact on conservation of energy:

- Total energy saved in Year 2022-23 due to energy conservation steps is 40900 Units in Spinning & Weaving division and 51080 Units in Process division.
- The impact of these energy conservation measures will be around 0.91 Lakhs Units in Spinning & Weaving division and 1.50 Lakhs Units in Process division in the year 2023-24. Also saved 5.5 lacs Units as generated from Low Pressure Turbine installed on boiler running on biomass.
- The fossil fuel saving is around 6000 Ton as converted boilers and thermopac on Biomass.

##### (ii) The steps taken by the Company for utilizing alternate source of energy:

- Installed 10 Ton Husk fired boiler of IBL make for utilizing alternate source of energy with 315 KW turbine which is producing around 12.5 Lakhs unit per year by replacing 8 Ton coal fired boiler.
- Replaced Thermopack of 40 Kcal capacity with Husk fired for utilizing alternate source of energy which was running on coal earlier.

##### (iii) The Capital investment on energy conservation equipment:

- Total Capital Investment on Energy Conservation measures is around ₹ 40.75 Lakhs for year 2022-23.

#### B. Technology absorption

BSL focuses on new products, processes and catalyst development to support existing business and create breakthrough technologies for new businesses.

##### (i) The efforts made by the Company towards technology absorption during the year under review are:

- Adopted continuous compressed air leakage arresting program in all divisions.
- Optimization of compressed air network to reduce pressure losses.
- Optimization of steam line network to prevent leakages and to reduce pressure losses.
- Adding bag filter to reduce particulate matter in environment at Thermopac and Boiler
- Installing Energy efficient 8 chamber Inspiron make Stenter replacing with old Yamuna make 6 chamber Stenter.
- Installed 29184 spindle capacity compact cotton Spinning mill to expand their product mix.
- Expanded the capacity of Hydrant system to lower the risk of fire hazard.
- Enhancing capacity of Roof top solar by 2.0 MW this year by installing over new cotton spinning roof.

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

- Around 0.92 Lakh unit saved by different energy conservation measures adopted in Spinning, Weaving and Process.
- Continuous drive of air leakage arresting improved the working of compressors and reduced the power consumption also.
- New cotton Spinning will lead to product improvement and new product mix will add in our product range.
- Boiler replacement and to run it on alternate source of energy is the major step on energy conservation.
- Installation of bag filter will contribute to reduce air pollution.
- Replacing the stenter will be helpful in energy saving as well as quality improvement.

##### (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable

## ANNEXURE - II TO BOARD'S REPORT

(iv) The expenditure incurred on Research and development

- The Company has incurred an expenditure of ₹ 339.20 Lakhs towards Research and Development.

Details of Expenditure incurred on Research and Development during the year is as follows :

	(₹ In lakh)		
	2022-23	2021-22	2020-21
Capital	762.03	0.00	0.00
Recurring	339.20	320.31	314.29
Total Expenditure as % of total turnover	2.33	0.73	0.98

### C. Foreign exchange earnings and outgo

The details of foreign exchange earnings and outgo during the year are as under :

	2022-23		2021-22	
Earning		23363.73		23957.20
Outgo :				
(Revenue A/c)	4843.74		3978.95	
(Capital A/c)	2800.16		142.55	

For and on behalf of the Board

For BSL Ltd.

Place: Kolkata (W.B.)

Date: 08<sup>th</sup> May, 2023

#### Regd. Office:

26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

ARUN KUMAR CHURIWAL  
CHAIRMAN  
DIN: 00001718

## ANNEXURE - III TO BOARD'S REPORT

### Form No. AOC-2

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

**Disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.**

#### I. Details of contracts or arrangements or transactions not at arm's length basis:

There were no Contracts or arrangements or transactions entered into during the Financial Year ended on 31<sup>st</sup> March, 2023, which were not at arm's length basis.

#### II. Details of material contracts or arrangements or transactions at arm's length basis:

The details of material contracts or arrangement or transactions at arm's length basis for the Financial Year ended on 31<sup>st</sup> March, 2023 are as follow:

Name of related party	Nature of Relationship	Duration of Contract/ Arrangements/ Transactions	Nature of Transactions	Salient terms of the contracts	Amount (₹ in Lakhs)	Amount paid as advances
RSWM Limited	Group Company (Related party in terms of Section 2(76)(v) of Companies Act, 2013)	Yearly basis (i.e. for financial year 2022-23 from 1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023)	Purchase/Sale of Raw Material & Finished Goods and store items and Interest paid	1. All Purchase order/Sales order/ Billing for Job works/services/ Expenses Receivable/ payable/ Mediclaim Policy Premium Receivable / Payable shall be placed at prevailing market price as applicable to other customers.	7310.00	Nil
			Job Work/ Service Charges Receivables	2. Credit period extended will be as per Dhara and interest chargeable in case of delayed payment will also be as per Dhara as applicable to other customers.	25.00	
			Job Work/ Service Charges Payables	3. This contract can be terminated by either party giving one month's notice in writing.	250.00	
			Rent Payable	4. Any dispute arising out of this contract and remaining unresolved will be subject to Court in Bhilwara/ Rajasthan.Etc.	25.00	

- On 8<sup>th</sup> February, 2022, the Board of Directors of the Company approved the said transaction in its Meeting.
- On 28<sup>th</sup> September, 2022, Ordinary resolution was passed in Annual General Meeting of the Company as required as per Section 188 of the Companies Act, 2013.

**For and on behalf of the Board**

Place: Kolkata (W.B.)  
Date: 08<sup>th</sup> May, 2023

**Regd. Office:**  
26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

**ARUN KUMAR CHURIWAL**  
CHAIRMAN  
DIN: 00001718

## ANNEXURE - IV TO BOARD'S REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

S. No.	Particulars	Remarks																									
1.	Brief outline on CSR Policy of the Company.	<p>Corporate social responsibility is also called corporate conscience, corporate citizenship, social performance, or sustainable business. It is a form of corporate self-regulation integrated into a business model. CSR policy functions as a built-in, self-regulating mechanism whereby a business monitors and ensures its active compliance with the spirit of the law, ethical standards, and international norms.</p> <p>Since inception, the Company has viewed CSR activities as an integral part of its corporate objectives, fully aligned with the overall business goals. The company has been associated with active participation in creating value to its different stakeholders through various social, cultural and economic developments projects in the region.</p> <p>With a view to making our work under the CSR policy sustainable, the activities are based on Core Competency, Community and Business Associates having multi-stakeholder approach.</p> <p>BSL plans to maintain and consolidate its position in society with an increased emphasis on socially and environmentally responsible practices both internally and in the communities in which it operate. CSR activity boost brand image of the Company and help to build trust and relationship with different stakeholders. It contributes to improve financial performance and increase business growth of the Company.</p>																									
2.	Composition of CSR Committee*																										
	<table border="1"> <thead> <tr> <th>Sl. No</th> <th>Name of Director</th> <th>Designation /Nature of Directorship</th> <th>Number of meetings of CSR Committee held during the year</th> <th>Number of meetings of CSR Committee attended during the year</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Shri Arun Churiwal- Chairman</td> <td>Chairman, Board Chairman</td> <td>0</td> <td>0</td> </tr> <tr> <td>2.</td> <td>Shri Nivedan Churiwal- Member</td> <td>Member, Managing Director</td> <td>0</td> <td>0</td> </tr> <tr> <td>3.</td> <td>Shri Giriraj Prasad Singhal- Member</td> <td>Member, Independent Director</td> <td>0</td> <td>0</td> </tr> <tr> <td>4.</td> <td>Smt. Abhilasha Mimani- Member</td> <td>Member, Independent Director</td> <td>0</td> <td>0</td> </tr> </tbody> </table>	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 Arun Churiwal- Chairman	Chairman, Board Chairman	0	0	2.	Shri Nivedan Churiwal- Member	Member, Managing Director	0	0	3.	Shri Giriraj Prasad Singhal- Member	Member, Independent Director	0	0	4.	Smt. Abhilasha Mimani- Member	Member, Independent Director	0	0	
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 Arun Churiwal- Chairman	Chairman, Board Chairman	0	0																							
2.	Shri Nivedan Churiwal- Member	Member, Managing Director	0	0																							
3.	Shri Giriraj Prasad Singhal- Member	Member, Independent Director	0	0																							
4.	Smt. Abhilasha Mimani- Member	Member, Independent Director	0	0																							
	*CSR Committee was dissolved w.e.f. 12 <sup>th</sup> August, 2022. No meeting was held during the financial year ended 31 <sup>st</sup> March, 2023.																										
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.																										
(a)	Composition of CSR committee:	N.A.																									
(b)	CSR Policy:	<a href="https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b689094c27649440e1aa/1661253258668/BSL-CSR-Policy.pdf">https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b689094c27649440e1aa/1661253258668/BSL-CSR-Policy.pdf</a>																									
(c)	CSR projects	<a href="https://www.bsltd.com/">https://www.bsltd.com/</a>																									
4.	Provide the executive summary along with web-links(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable	Not Applicable																									
5.	A. Average net profit of the company as per Sub-section (5) of section 135.	544.82 Lakhs (Net profit calculated as per Sec. 198 of Companies Act, 2013)																									
	B. Two percent of average net profit of the company as per section 135(5)	10.90 Lakhs																									
	C. Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	Nil																									
	D. Amount required to be set off for the financial year, if any.	Nil																									
	E. Total CSR obligation for the financial year (5B + 5C-5D).	10.90 Lakhs																									



## ANNEXURE - IV TO BOARD'S REPORT

6.	A.	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	11.21 Lakhs (Net profit calculated as per Sec. 198 of Companies Act, 2013)																						
	B.	Amount spent in Administrative Overheads.	10.90 Lakhs																						
	C.	Amount spent on Impact Assessment, if applicable.	Nil																						
	D.	Total amount sent for the Financial Year (6A+6B+6C).	Nil																						
	E.	CSR amount spent or unspent for the Financial Year:	<table border="1"> <thead> <tr> <th rowspan="3">Total Amount Spent for the Financial Year. (In ₹)</th> <th colspan="5">Amount Unspent (in ₹)</th> </tr> <tr> <th colspan="2">Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135</th> <th colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.</th> </tr> <tr> <th>Amount</th> <th>Date of transfer</th> <th>Name of the Fund</th> <th>Amount</th> <th>Date of transfer</th> </tr> </thead> <tbody> <tr> <td>11.21 Lakhs</td> <td>Nil</td> <td>NA</td> <td>NA</td> <td>Nil</td> <td>NA</td> </tr> </tbody> </table>	Total Amount Spent for the Financial Year. (In ₹)	Amount Unspent (in ₹)					Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.			Amount	Date of transfer	Name of the Fund	Amount	Date of transfer	11.21 Lakhs	Nil	NA	NA	Nil	NA
Total Amount Spent for the Financial Year. (In ₹)	Amount Unspent (in ₹)																								
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.																						
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer																				
11.21 Lakhs	Nil	NA	NA	Nil	NA																				
	F.	Excess amount for set off, if any	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Particular</th> <th>Amount (₹ in Lakhs)</th> </tr> <tr> <th>(1)</th> <th>(2)</th> <th>(3)</th> </tr> </thead> <tbody> <tr> <td>(i)</td> <td>Two percent of average net profit of the company as per section 135(5)</td> <td>10.90 Lakhs</td> </tr> <tr> <td>(ii)</td> <td>Total amount spent for the Financial Year</td> <td>11.21 Lakhs</td> </tr> <tr> <td>(iii)</td> <td>Excess amount spent for the financial year [(ii)-(i)]</td> <td>0.31 Lakhs</td> </tr> <tr> <td>(iv)</td> <td>Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any</td> <td>N.A.</td> </tr> <tr> <td>(v)</td> <td>Amount available for set off in succeeding financial years[(iii)-(iv)]</td> <td>0.31 Lakhs</td> </tr> </tbody> </table>	Sl. No.	Particular	Amount (₹ in Lakhs)	(1)	(2)	(3)	(i)	Two percent of average net profit of the company as per section 135(5)	10.90 Lakhs	(ii)	Total amount spent for the Financial Year	11.21 Lakhs	(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.31 Lakhs	(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	N.A.	(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	0.31 Lakhs	
Sl. No.	Particular	Amount (₹ in Lakhs)																							
(1)	(2)	(3)																							
(i)	Two percent of average net profit of the company as per section 135(5)	10.90 Lakhs																							
(ii)	Total amount spent for the Financial Year	11.21 Lakhs																							
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.31 Lakhs																							
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	N.A.																							
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	0.31 Lakhs																							

### 7. Details of Unspent CSR amount for the preceding three financial years:

1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year(s).	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Balance Amount in Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1	FY - 1	-	-	-	Nil	-	-	-
2	FY - 2	-	-	-	Nil	-	-	-
3	FY - 3	-	-	-	Nil	-	-	-

8. Whether any Capital assets have been created or acquired through Corporate Social Responsibility amount spent in Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135: Not Applicable

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

Place: Kolkata (W.B.)  
Date: 08<sup>th</sup> May, 2023

**Arun Kumar Churiwal**  
Chairman

**Nivedan Churiwal**  
(Managing Director)

**Registered Office:**  
26, Industrial Area,  
Gandhi Nagar,  
Bhilwara – 311001 (Rajasthan)

## ANNEXURE - V TO BOARD'S REPORT

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i. The percentage increase in remuneration of Chairman, Managing Director, Director (Operations) & CFO and Company Secretary during the financial year 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP (₹ in Lakhs) in the Financial Year 2022-23	% increase in Remuneration in the Financial Year 2022-23	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Shri Arun Kumar Churiwal Chairman	₹ 217.35	32.94%	51.75
2.	Shri Nivedan Churiwal Managing Director	₹ 142.41	37.53%	46.63
3.	Shri Praveen Jain Director (Operations) & CFO	₹ 107.47	61.88%	25.59
3.	Ms. Aanchal Patni * Company Secretary	₹ 6.53	-	-
4.	Mr. Shubham Jain ** Company Secretary	₹ 3.06	-	-

\* Resigned as Company Secretary & Compliance Officer w.e.f. 11.11.2022

\*\* Appointed as Company Secretary & Compliance Officer w.e.f. 12.11.2022

❖ The Company pays remuneration only to Executive Directors. The Company does not pay any remuneration to its Non-Executive Directors. The Non-Executive Directors of the Company only received sitting fees for attending the meetings of the Board and Committees thereof.

- ii. The median remuneration of the employees of the Company during the financial year 2022-23 was ₹ 0.35 Lakhs per month. (₹ 0.32 Lakhs per month in Financial Year 2021-22)
- iii. In financial year, there was an increase of 8.00% in the median remuneration of employees. (6.67% in 2021-22)
- iv. There were 450 permanent employees (staff) on the rolls of Company as on 31<sup>st</sup> March, 2023.
- v. Average percentile increase already made in the salaries of employees other than the Managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
During the year, the total increase in remuneration of employees other than Managerial Personnel is 9.53% and increase in Managerial Remuneration is 39.85 %.
- vi. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.

**For and on behalf of the Board  
For BSL LTD.**

Place : Kolkata (W.B.)  
Date : 08<sup>th</sup> May, 2023

**Regd. Office:**  
26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

**(ARUN KUMAR CHURIWAL)  
CHAIRMAN  
DIN: 00001718**

## ANNEXURE - VI TO BOARD'S REPORT

### STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Details of the top ten employees in terms of remuneration drawn:-

S. No.	Name of Employee	Designation	Remuneration per annum (₹ in Lakh)	Nature of Employment	Qualifications	Experience	Date of Commencement of employment	Age	Detail of last employment held before joining the Company	Whether relative of director, if yes name of director
1	Shri Arun Kumar Churiwal	Chairman	₹217.35	Contractual Employment	B.A. (Hons)	42 Years	04/11/1977	73 Years	Nil	Father of Shri Nivedan Churiwal
2	Shri Nivedan Churiwal	Managing Director	₹ 195.85	Contractual Employment	B.Com	25 Years	26/07/1997	48 Years	Nil	Son of Shri Arun Kumar Churiwal
3	Shri Praveen Jain	Director (Operations) & CFO	₹ 107.47	Full time Employment	FCA, FCS, FCMA	35 Years	01/08/1987	57 Years	Nil	-
4	Shri M.S. Khiria	VP (Export)	₹ 52.28	Full time Employment	MBA	33 Years	01/08/1989	57 Years	Modern Threads (I) Limited, Bhilwara (Raj.)	-
5	Shri P. S. Phogat	VP (Spinning)	₹ 49.10	Full time Employment	B. Tex.	27 Years	06/01/2018	50 Years	Grasim Bhiwani Textiles Ltd., Bhiwani, (Haryana)	-
6	Shri Arun Shraff	VP (Furnishing)	₹ 38.34	Full time Employment	B.Com	45 Years	01/08/2012	63 Years	J. J. Exporters ltd., Kolkata	-
7	Shri O.P. Jangir	VP (Processing)	₹ 36.45	Full time Employment	B.E. (Textile Chemistry)	22 Years	02/04/2022	47 Years	GBTL Bhiwani	-
8	Shri Rakesh Trivedi	General Manager (Dom.Mktg)	₹ 27.72	Full time Employment	MBA	26 Years	02/07/2010	50 Years	Modern Denim	-
9	Shri P.S. Brar	General Manager (WVG.)	₹ 22.20	Full time Employment	Chartered Engineer	21 Years	18/05/2009	54 Years	Jagjanani Textile Ltd. Jaipur	-
10	Shri Sanjay Mehra	General Manager (Coml.)	₹ 22.05	Full time Employment	MBA	21 Years	06/11/2013	57 Years	Sumeet International, Delhi	-

#### Notes:-

- None of the employees of the company are covered under Rule 5 (2) (iii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as none of the employee is in receipt of remuneration in excess of remuneration drawn by Managing Director & Whole Time Director and holding more than 2% of the paid-up capital of the Company either himself or along with his spouse and dependent children.
- Except above, none of the person was employed for the full year and was in receipt of remuneration of ₹1,02,00,000 or more and employed for part of the year and was in receipt of remuneration aggregating to ₹8,50,000/- or more per month.
- Shri Arun Kumar Churiwal, Chairman is father of Shri Nivedan Churiwal, Managing Director.

**For and on behalf of the Board  
For BSL LTD.**

Place : Kolkata (W.B.)  
Date : 08<sup>th</sup> May, 2023

**Regd. Office:**  
26, Industrial Area,  
Gandhi Nagar,  
Bhilwara-311001 (Rajasthan)

**(ARUN KUMAR CHURIWAL)  
CHAIRMAN  
DIN: 00001718**

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy on Corporate Governance

The Company's Philosophy on Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. Adherence to the standard Corporate Governance practices will ensure investors' confidence in the Company. At BSL, the Board exercises its fiduciary responsibilities in the widest sense of the term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions. The commitment of your company to the highest standards of corporate governance predates the provisions of the SEBI Listing Regulations and clause 49 of erstwhile Listing Agreement. Through this robust Corporate Governance mechanism that interlinks values, ethics and positive culture, the Company aims to achieve long-term sustainability. Our Corporate governance report for fiscal 2023 forms part of this Annual Report.

### 2. Board of Directors

#### Composition and Category of Directors:

A well-informed Board is an important facet of responsible behavior. The Board of your Company has a good and diverse mix of Executive and Non-Executive Directors and the same is also in line with the applicable provisions of section 149 of Companies Act, 2013 ('the Act') and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Independent Directors on the Board are experienced, competent and reputed names in their respective fields. All the Directors of the company whether Executive or Non-Executive takes active part at the Board and Committee Meetings which adds value in the decision-making process of the Board of Directors. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The details of Directors as on 31st March, 2023 are as under:

Category of Director	No. of Directors	% of total Directors
Independent Directors	5	50
Non Independent Non-Executive Directors	2	20
Executive Directors	3	30
<b>Total</b>	<b>10</b>	<b>100</b>

As on 31<sup>st</sup> March, 2023, the details of composition of the Board, number of other Directorship, Chairmanship/Membership of Committee of each Director in other Companies, attendance of Directors at the Board Meetings and last Annual General Meeting are given below:

S. No.	Name & DIN	Category	Directorships in other Indian Public Limited Companies (excluding BSL Ltd.)	No. of Board Committees in which Chairman / Member (excluding BSL Ltd.)		No. of Board meetings for 2022-2023		Whether Attended Last AGM	No. of equity shares as on 31 <sup>st</sup> March, 2023
				Chairman	Member	Entitled to attend	Attended		
1.	Shri Arun Churiwal (DIN00001718)	Promoter – Executive	3	1	2	4	4	Yes	1025716
2.	Shri Nivedan Churiwal (DIN00001749)	Promoter-Executive	-	-	-	4	4	Yes	759624
3.	Shri Ravi Jhunjunwala (DIN00060972)	Promoter – Non Executive	9	2	3	4	4	No	157270
4.	Shri Shekhar Agarwal (DIN00066113)	Promoter – Non Executive	4	-	3	4	4	Yes	0
5.	Shri Sushil Jhunjunwala (DIN00082461)	Independent	2	-	1	4	4	Yes	20000
6.	Shri Amar Nath Choudhary (DIN00587814)	Independent	2	-	1	4	4	Yes	0
7.	Shri Giriraj Prasad Singhal (DIN00331849)	Independent	-	-	-	4	3	Yes	0

## REPORT ON CORPORATE GOVERNANCE

S. No.	Name & DIN	Category	Directorships in other Indian Public Limited Companies (excluding BSL Ltd.)	No. of Board Committees in which Chairman / Member (excluding BSL Ltd.)		No. of Board meetings for 2022-2023		Whether Attended Last AGM	No. of equity shares as on 31 <sup>st</sup> March, 2023
				Chairman	Member	Entitled to attend	Attended		
8.	Mrs. Abhilasha Mimani (DIN06932590)	Independent	1	-	-	4	4	Yes	200
9.	Shri Jagdish Chandra Laddha (DIN00118527)	Independent	2	2	-	4	4	Yes	0
10.	Shri Praveen Kumar Jain (DIN09196198)	Non Promoter-Executive	-	-	-	4	4	Yes	5

### Notes:

\* Excludes Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.

\*\* Only Audit Committee and Stakeholders Relationship Committee have been considered in terms of Regulation 26 of the Listing Regulations. Membership includes Chairmanship.

### Directors' inter-se relationships:

The Executive Promoter Directors are related to each other, Shri Arun Kumar Churiwal is father of Shri Nivedan Churiwal.

### Compliance under Regulation 17A of Listing Regulations:

All Directors are in compliance with the limit on Directorships as prescribed under Regulation 17A of the Listing Regulations.

### Directorship/ Committee Membership in other Indian Public Limited Companies:

None of the Directors on the Board:

- is a member of more than 10 Board level committees and Chairman of 5 such committees across all the Public Companies in which he or she is a Director;
- holds directorships in more than ten public companies;
- serves as Director or as Independent Directors (ID) in more than seven listed entities; and
- who are the Executive Directors serves as IDs in more than three listed entities.

Due to the exceptional circumstances caused by the pandemic and consequent relaxations granted by MCA and SEBI, Board Meetings/ Committee Meetings in financial year 2022-23 were held through Video Conferencing and information as mentioned in Schedule II Part A of the SEBI Listing Regulations have been placed before the Board for its consideration.

### List of Directorship held in Other Listed Companies and Category of Directorship:

Name of Director	Name of other Listed Company	Category of Directorship
Shri Arun Kumar Churiwal	RSWM Limited	Promoter - Non- Executive
	La Opala RG Limited	Non-Executive- Non Independent
Shri Nivedan Churiwal	-	-
Shri Ravi Jhunjunwala	HEG Limited	Promoter – Executive
	RSWM Limited	Promoter - Non- Executive
	Maral Overseas Limited	Promoter - Non- Executive
	JK Lakshmi Cement Limited	Independent - Non- Executive
	India Glycols Limited	Independent - Non- Executive
Shri Shekhar Agarwal	HEG Limited	Promoter- Non-Executive
	RSWM Limited	Promoter - Non- Executive
	Maral Overseas Limited	Promoter – Executive
	Bhilwara Technical Textiles Limited	Promoter – Executive

## REPORT ON CORPORATE GOVERNANCE

Name of Director	Name of other Listed Company	Category of Directorship
Shri Sushil Jhunjhunwala	La Opala RG Limited	Promoter- Executive
Shri Amar Nath Choudhary	RSWM Limited	Independent - Non-Executive
Shri Giriraj Prasad Singhal	-	-
Mrs. Abhilasha Mimani	-	-
Shri Jagdish Chandra Laddha	LagnamSpintex Limited	Independent - Non-Executive
	Vinati Organics Ltd.	Independent - Non-Executive
Shri Praveen Kumar Jain	-	-

**Familiarization programme for Independent Directors:**

Pursuant to the Code of Conduct for Independent Directors specified under the Act and the SEBI Listing Regulations, the Company has in place a familiarization programme for all its Independent Directors. Such familiarization programmes help the Independent Directors to understand the Company's strategy, business model, operations, markets, organization structure, risk management etc. and such other areas as may arise from time to time. The Familiarization Programmes imparted to Independent Directors of the Company has been disclosed on its website and a web link thereto is as under:

<https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/62a9b60be73336185346bdab/1655289355972/1.+Familiarisation-program-for-Independent-Directors.pdf>

**Confirmation by the Board for Independent Directors:**

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and affirmed the compliance of Code of Independent Directors as laid down in Schedule IV of the Act. Further, the Independent Directors have confirmed that they are Independent of the Management.

During the year, no independent Director has resigned from the Directorship of the Company before the expiry of his/her tenure. In the opinion of the board, the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

**Matrix setting out the skills/expertise/competence of the Board of Directors:**

S. No.	Name of Director	Skills/ Expertise/Competence					
		Finance	Taxation	Law	Management	Technical Operations	Administration
1.	Shri Arun Kumar Churiwal	✓			✓	✓	✓
2.	Shri Nivedan Churiwal	✓			✓	✓	✓
3.	Shri Ravi Jhunjhunwala	✓			✓	✓	✓
4.	Shri Shekhar Agarwal	✓			✓	✓	✓
5.	Shri Sushil Jhunjhunwala	✓			✓	✓	✓
6.	Shri Amar Nath Choudhary	✓	✓	✓	✓	✓	✓
7.	Shri Giriraj Prasad Singhal	✓	✓		✓	✓	✓
8.	Mrs. Abhilasha Mimani	✓	✓		✓	✓	✓
9.	Shri Jagdish Chandra Laddha	✓	✓		✓	✓	✓
10.	Shri Praveen Kumar Jain	✓	✓	✓	✓	✓	✓

**Board Meetings & Annual General Meeting (AGM):**

During the year Four Board meetings were held, the dates being 13<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 10<sup>th</sup> November, 2022, and 13<sup>th</sup> February, 2023. The previous AGM was held on 28<sup>th</sup> September, 2022.

**3. Audit Committee**

The Audit Committee has been constituted by the Board in compliance with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

## REPORT ON CORPORATE GOVERNANCE

### a) Terms of Reference

1. The Audit Committee at its discretion shall invite the Finance Director or Head of the Finance Function, Head of Internal Audit and a representative of the Statutory Auditor and any other such executives to be present at the meetings of the committee;  
Provided that occasionally the Audit Committee may meet without the presence of any of the executives of the Company.
2. The Audit Committee shall have the power to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if considered necessary;
3. The chairperson of the Audit Committee shall be an Independent Director and shall be present at Annual General Meeting to answer the shareholder's queries;
4. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
5. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
6. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
7. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Modified opinion(s) in the draft Audit Report.
8. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
9. Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
10. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
11. Approval or any subsequent modification of transaction of the Company with related party;
12. Scrutiny of inter-corporate loans and investments;
13. Valuation of undertakings or assets of the Company, wherever it is necessary; where a valuation is required to be made in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets (herein referred to as the assets) or net worth of a Company or its liabilities under the provision of the Companies Act, 2013, it shall be valued by a person having such a qualifications and experience and registered as a valuer in such a manner, on such terms and conditions as may be prescribed and appointed by the Audit Committee or in its absence by the Board of Directors of the Company.
14. Evaluation of internal financial controls and risk management systems;
15. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
16. Reviewing the adequacy of internal audit function, if any, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audits;
17. Discussion with Internal Auditors of any significant findings and follow up thereon;
18. Reviewing the findings of any internal investigations by the Internal Auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

## REPORT ON CORPORATE GOVERNANCE

19. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
21. To review the functioning of the Whistle Blower mechanism;
22. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate; and
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
24. To review the following information:
  - Management Discussion and Analysis of financial condition and results of operations.
  - Statement of Significant Related Party Transactions (as defined by the Audit Committee), submitted by management;
  - Management Letters/ Letters of Internal Control Weaknesses issued by the Statutory Auditors;
  - Internal Audit Reports relating to internal control weaknesses; and
  - Review the appointment, removal and terms of remuneration of the Chief Internal.
  - statement of deviations:
    - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
    - b. annual statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
25. The Internal Auditors may report directly to the Audit Committee;
26. The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary;
27. All related party transactions shall require approval of the Audit Committee and the Committee may make omnibus approval for related party transactions proposed to be entered into by the Company on yearly basis;
28. The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for making the omnibus approval;
29. The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given;
30. The Audit Committee shall consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

**b) Composition of Audit Committee:**

The composition of the Audit Committee is as under:

S. No.	Name of Director	Designation	Category
1.	Shri Amar Nath Choudhary	Chairman	Independent Director
2.	Shri Shekhar Agarwal	Member	Non-Executive Promoter Director
3.	Shri Sushil Jhunjhunwala	Member	Independent Director
4.	Shri Jagdish Chandra Laddha	Member	Independent Director

All these Directors possess knowledge of corporate finance, accounts and corporate laws. The Statutory Auditors, Cost Auditors, Secretarial Auditor, Internal Auditors, Chief Financial Officer and Senior Executives of the Company are invited to attend the meetings of the Committee, whenever necessary.

The Company Secretary acts as the Secretary of the Committee.



## REPORT ON CORPORATE GOVERNANCE

### c) Meetings and Attendance of Audit Committee:

During the financial year ended 31<sup>st</sup> March, 2023, Four meetings were held 13<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 10<sup>th</sup> November, 2022, and 13<sup>th</sup> February, 2023. The attendance at the above Meetings was as under:

S. No.	Name of Member	No. of Meetings attended
1.	Shri Amar Nath Choudhary	4
2.	Shri Shekhar Agarwal	4
3.	Shri Sushil Jhunjunwala	4
4.	Shri Jagdish Chandra Laddha	4

### 4. Nomination & Remuneration Committee

The Nomination and Remuneration Committee has been constituted by the Board in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations.

#### a) Terms of Reference

The terms of reference of the Committee inter-alia includes the following:

1. reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
2. to recommend to the Board the appointment and removal of Director or KMP or Senior Management Personnel;
3. to carry out evaluation of Director's performance;
4. assessing the independence of Independent Directors;
5. to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
6. making recommendations to the Board on the remuneration/fee payable to the Directors/ KMPs/ Senior Officials so appointed/ reappointed and remuneration, in whatever form, payable to senior management;
7. ensure that level and composition of remuneration of Directors, KMP's and Senior Management is reasonable and sufficient. The relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
8. to devise a policy on Board's diversity;
9. to develop a succession plan for the Board and Senior Management and to regularly review the plan;
10. Specify the manner of effective evaluation of performance of Board, its Committees and Individual Directors to be carried out either by Board, the Nomination and Remuneration Committee or by independent external agency and review its implementation and compliance;

#### b) Composition of Nomination and Remuneration Committee:

The composition of the Nomination and Remuneration Committee is as under:

S. No.	Name of Director	Designation	Category
1.	Shri Jagdish Chandra Laddha	Chairman	Independent Director
2.	Shri Shekhar Agarwal	Member	Non-Executive Promoter Director
3.	Shri Sushil Jhunjunwala	Member	Independent Director

The Company Secretary acts as Secretary of the Committee.

## REPORT ON CORPORATE GOVERNANCE

## c) Meetings and Attendance of Nomination and Remuneration Committee:

During the year under review, four meetings of the Nomination and Remuneration Committee was held on 7<sup>th</sup> April, 2022, 13<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022 and 10<sup>th</sup> November, 2022 through Video Conferencing.

S No.	Name of the Director	No. of Meeting attended
1.	Shri Jagdish Chandra Laddha	4
2.	Shri Shekhar Agarwal	4
3.	Shri Sushil Jhunjunwala	3

The Company pays remuneration only to Executive Directors as recommended by the Nomination and Remuneration Committee and Board and approved by the Shareholders. The Company does not pay any remuneration by way of salary, benefits, stock options, bonus, pensions etc. to its Non-Executive Directors, apart from sitting fees to them for attending the Meetings of the Board or any Committee thereof.

Remuneration paid to Executive Directors during 2022-23 is as follows:-

(₹)

S No.	Name of Executive Director	Salary	Perquisites, Allowances & Retiral Benefits	Commission	Total
1.	Shri Arun Kumar Churiwal Chairman (Whole-Time Director) Service Contract- 1 <sup>st</sup> September, 2021 to 31 <sup>st</sup> August, 2024	88,05,000	82,47,350	46,83,000	2,17,35,350
2.	Shri Nivedan Churiwal Managing Director Service Contract- 26 <sup>th</sup> July, 2021 to 25 <sup>th</sup> July, 2024	76,94,516	72,07,197	46,83,000	1,95,84,713
3.	Shri Praveen Kumar Jain Whole-Time Director (Operations) & CFO Service Contract- 7 <sup>th</sup> June, 2021 to 6 <sup>th</sup> June, 2024	48,00,000	47,76,000	11,71,000	1,07,47,000

Shri Arun Kumar Churiwal and Shri Nivedan Churiwal are being paid commission as 2% of net profit and Shri Praveen Kumar Jain as 0.50% of net profit, computed as per section 198 of the Act.

Sitting Fee paid to Non-Executive Directors during 2022-23:-

(₹ In lakh)

S No.	Non-Executive Directors	Board fees	Committee fees	Total
1.	Shri Ravi Jhunjunwala	0.80	0.40	1.20
2.	Shri Shekhar Agarwal	0.80	0.80	1.60
3.	Shri Amar Nath Choudhary	0.80	1.00	1.80
4.	Shri Sushil Jhunjunwala	0.80	0.90	1.70
5.	Shri Giriraj Prasad Singhal	0.60	-	0.60
6.	Mrs. Abhilasha Mimani	0.80	-	0.80
7.	Shri Jagdish Chandra Laddha	0.80	0.80	1.60

There are no pecuniary relationships or transactions of Non-Executive Directors vis-a-vis the Company that have a potential conflict with the interests of the Company.

There are no stock option plans of the Company and none of the Directors have been issued any stock options during year 2022-23.

## REPORT ON CORPORATE GOVERNANCE

The Nomination and Remuneration Committee recommended the 'Nomination and Remuneration Policy' of the Company which was duly approved by the Board. The Policy reflects on certain guiding principles of the Company such as the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate employees of the quality required to run the Company successfully, Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and Remuneration to Directors, Key Managerial Personnel and Senior Management involves a pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals. It also lay down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors. The same has been posted on company's Website and can be accessed via Link <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b69d7926221eaadd376d/1661253278802/BSL-Nomination-and-Remuneration-Policy.pdf>

5. The Board of Directors has constituted following Committees for shareholders related matters:-

- Stakeholders' Relationship Committee
- Share Transfer Committee

### Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee has been constituted by the Board in compliance with the requirements of Section 178 (5) of the Act and Regulation 20 of the Listing Regulations.

#### a) Terms of Reference

1. Resolving the grievances of the security holders including complaints related to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants, annual reports, statutory notices by the shareholders of the Company.

#### b) Composition of Stakeholders' Relationship Committee:

S. No.	Name of Director	Designation	Category
1.	Shri Amar Nath Choudhary	Chairman	Independent Director
2.	Shri Ravi Jhunjunwala	Member	Non-Executive Promoter Director
3.	Shri Arun Kumar Churiwal	Member	Executive Promoter Director
4.	Shri Nivedan Churiwal	Member	Executive Promoter Director

Mr. Shubham Jain, Company Secretary is the Compliance Officer of the Company.

#### c) Meetings and Attendance of Stakeholders' Relationship Committee:

During the financial year ended the 31<sup>st</sup> March, 2023, Four meetings were held on 13<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 10<sup>th</sup> November, 2022 and 13<sup>th</sup> February, 2023. The attendance at the above Meetings was as under:

S No.	Name of the Director	No. of Meeting attended
1.	Shri Amar Nath Choudhary	4
2.	Shri Ravi Jhunjunwala	4
3.	Shri Arun Kumar Churiwal	4
4.	Shri Nivedan Churiwal	4

The Company received 14 complaints from Shareholders during the financial year 2022-23 and all were resolved to the satisfaction of the shareholders and no complaints are pending as on 31<sup>st</sup> March, 2023.

### Share Transfer Committee:

The Committee considers and approves the transmission/ transposition of Equity shares and its related matters, such as consolidation and split of shares, issue of duplicate shares certificates etc.

## REPORT ON CORPORATE GOVERNANCE

a) **Composition of Share Transfer Committee:**

S. No.	Name of Director	Designation	Category
1.	Shri Arun Kumar Churiwal	Chairman	Executive Promoter Director
2.	Shri Nivedan Churiwal	Member	Executive Promoter Director
3.	Shri Sushil Jhunjunwala	Member	Independent Director
4.	Shri Amar Nath Choudhary	Member	Independent Director
5.	Shri Praveen Kumar Jain	Member	Executive Director

b) **Meetings and Attendance of Share Transfer Committee:**

The committee met 24 times during the year. The Meetings were held on 15.04.2022, 30.04.2022, 13.05.2022, 25.05.2022, 31.05.2022, 15.06.2022, 30.06.2022, 22.07.2022, 22.08.2022, 09.09.2022, 21.09.2022, 30.09.2022, 10.10.2022, 29.10.2022, 10.11.2022, 30.11.2022, 07.12.2022, 15.12.2022, 30.12.2022, 20.01.2023, 08.02.2023, 09.03.2023, 21.03.2023 and 31.03.2023. The attendance at the above Meetings was as under:

S No.	Name of the Director	No. of Meeting attended
1.	Shri Arun Kumar Churiwal	24
2.	Shri Nivedan Churiwal	24
3.	Shri Sushil Jhunjunwala	2
4.	Shri Amar Nath Choudhary	2
5.	Shri Praveen Kumar Jain	2

6. **CSR Committee**

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board in compliance with the requirements of Section 135 of the Act. However pursuant to the MCA notification dated 22<sup>nd</sup> January, 2021 the CSR Committee is not required, if amount to be spent by a company does not exceed fifty lakh rupees as per Section 135(9) of the Companies Act, 2013. In such cases Board shall discharge all functions of CSR Committee.

During the year 2022-23, the Company has spent ₹ 11.21 lakhs in CSR activities.

a) **Terms of Reference**

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
2. Recommend and monitor the amount of expenditure to be incurred on the activities referred to in clause (a),
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time; and
4. Any other functions as may deem fit by the CSR Committee/Board or as may be necessitated by any regulatory framework as amended from time to time.

b) **Composition of CSR Committee:**

S No.	Name of the Director	Designation	Category
1.	Shri Arun Kumar Churiwal, Chairman	Chairman	Executive Promoter Director
2.	Shri Nivedan Churiwal, Member	Member	Executive Promoter Director
3.	Shri Giriraj Prasad Singhal	Member	Independent Director
4.	Smt. Abhilasha Mimani	Member	Independent Director

c) **Meetings and Attendance of CSR Committee:**

No meeting was held during the financial year ended 31<sup>st</sup> March, 2023. The detail of CSR policy is posted on the website of the Company <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b689094c27649440e1aa/1661253258668/BSL-CSR-Policy.pdf>

*\*The CSR committee was dissolved w.e.f. 12<sup>th</sup> August, 2022 as the amount to be spent by a company does not exceed fifty lakh rupees. The functions of such Committee are discharged by the Board of Directors.*

## REPORT ON CORPORATE GOVERNANCE

### 7. Independent Directors Meeting

During the year under review, the Independent Directors met on 12<sup>th</sup> August, 2022, inter alia, to discuss:

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

### 8. Performance Evaluation Criteria of Independent Directors

In compliance with the Act and Listing Regulations and Guidance Note on Board Evaluation issued by SEBI, your Board of Directors, during the financial year under review, carried out annual evaluation of its own performance as well as its Committees and also of the individual Directors in the manner as enumerated in the Nomination and Remuneration Policy of the Company viz.

- o Leadership & stewardship abilities,
- o Assess policies,
- o structures & procedures,
- o Regular monitoring of corporate results against projections,
- o Contributing to clearly define corporate objectives & plans,
- o Obtain adequate,
- o Relevant & timely information,
- o Review achievement of strategic and operational plans, objectives and budgets,
- o Identify, monitor & mitigate significant corporate risks,
- o Directly monitor & evaluate KMPs, senior officials,
- o Review management's Succession Plan, Effective meetings,
- o Clearly defining role & monitoring activities of Committees and
- o Review of ethical conduct etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on such parameters/ criteria as described above. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process. Your Directors feel pleasure in informing the members that the performance of the Board as a whole and its members individually was adjudged satisfactory.

### 9. General Body Meetings

The last three Annual General Meetings were held as per details given below:-

Relevant Financial year	Date of AGM	Time of Meeting	Venue / Location where held	Special Resolution(s) passed
2019-2020	29 <sup>th</sup> September, 2020	04.00 P.M.	Meeting conducted through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") pursuant to the MCA Circular. Deemed Venue- 26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	<ol style="list-style-type: none"> <li>1. To re-appoint Shri Arun Kumar Churiwal (DIN: 00001718), Chairman &amp; Managing Director of the Company for a period of 1 year from 01/09/2020 to 31/08/2021</li> <li>2. To re-appoint Shri Nivedan Churiwal (DIN: 00001749), Whole Time Director &amp; Joint Managing Director of the Company for a period of 1 year from 26/07/2020 to 25/07/2021</li> <li>3. To appoint Shri Jagdish Chandra Laddha (DIN: 00118527) as an Independent Director for a term of five years</li> </ol>

## REPORT ON CORPORATE GOVERNANCE

Relevant Financial year	Date of AGM	Time of Meeting	Venue / Location where held	Special Resolution(s) passed
2020-2021	28 <sup>th</sup> September, 2021	04.00 P.M.	Meeting conducted through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") pursuant to the MCA Circular. Deemed Venue- 26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	<ol style="list-style-type: none"> <li>To appoint Shri Arun Kumar Churiwal, (DIN: 00001718) as Chairman of the Company for a period of 3 years from 01/09/2021 to 31/08/2024.</li> <li>To appoint Shri Nivedan Churiwal (DIN: 00001749) as Managing Director of the Company for a period of 3 years from 26/07/2021 to 25/07/2024.</li> <li>To appoint Shri Praveen Kumar Jain (DIN: 09196198) as Director (Operations) of the Company for a period of 3 years from 07/06/2021 to 06/06/2024.</li> </ol>
2021-2022	28 <sup>th</sup> September, 2022	04.00 P.M.	Meeting conducted through Video Conferencing ("VC")/ Other Audio Video Means ("OAVM") pursuant to the MCA Circular. Deemed Venue- 26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan)	<ol style="list-style-type: none"> <li>To enhance the power to borrow funds up to ₹ 500 Crores pursuant to the provisions of section 180(1)(c) of the Companies.</li> <li>To approve the power to create mortgage/ charge on the assets of the company to secure borrowings up to ₹ 500 Crores pursuant to section 180(1)(a) of the Companies Act, 2013</li> <li>To revise the Remuneration of Shri Arun Kumar Churiwal, Whole time Director designated as Chairman of Company.</li> <li>To revise the Remuneration of Shri Nivedan Churiwal, Managing Director of Company.</li> <li>To revise the Remuneration of Shri Praveen Kumar Jain, Whole Time Director designated as Director (Operations) of Company.</li> </ol>

It is confirmed that no resolution was passed through postal ballot during the year 2022-23. Further, no resolution as proposed in this AGM requires passing through postal ballot.

#### 10. Means of Communication

- The Un-audited quarterly/ half yearly financial results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- The approved financial results are published in one prominent English and one vernacular newspaper such as the Financial Express/ Business Standard and the Nafa Nuksan/ Business Remedies, within 48 hours of approval thereof. Newspaper cuttings are also submitted to the Stock Exchanges.

The Results are hosted on Company's website [www.bslltd.com](http://www.bslltd.com).

During the year company has released official press release.

Presentation was made to institutional investors during the financial year 2022-23.

#### 11. General Shareholder Information

Detailed information in this regard is provided in the section "Shareholder Information" which forms part of this Annual Report

#### 12. Other Disclosures

##### Material Related Party Transactions

During the financial year 2022-2023, there were no transactions of material nature with its promoters, the directors or the management, or relatives, etc., which may have potential conflict with the interests of the Company at large. All transactions entered into with the Related Parties as defined under the Act and Regulation 23 of the Listing Regulations during the financial year were on arm's length

## REPORT ON CORPORATE GOVERNANCE

basis and do not attract the provisions of Section 188 of the Act. Transactions with related parties as per requirements of IndAS-24 – “Related party disclosures” issued by ICAI are disclosed in Note No. 44 of “Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2023, in the Annual Report. The Policy on dealing with related party transactions has been posted on the Company’s website [www.bslltd.com](http://www.bslltd.com) and can be accessed at: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b6bf8c53cd3d6e72b49b/1661253314155/BSL-Related-Party-Transaction-Policy.pdf>

- **Details of Non Compliance**

There were no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

- **Vigil Mechanism/ Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company’s code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company’s website [www.bslltd.com](http://www.bslltd.com) and can be accessed at: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/63f0bb3f5deaf66a981baab9/1676720960354/6.+Whistle-Blower-Policy.pdf>

During the Financial Year 2022-23, no whistle blower event was reported. Also, no personnel have been denied access to the Chairperson of the Audit Committee.

- **Mandatory & Discretionary Requirements**

The Company has complied with all mandatory requirements prescribed by Listing Regulations and the Company has also complied with below mentioned discretionary requirements as stated under Part E of Schedule II to the Listing Regulations:

1. Company’s financial statements are unmodified and Company continues to adopt best practices to ensure the regime of unmodified opinion.
2. The reports of Internal Auditors of all Units are placed directly before the Audit Committee in every quarter.

- **Subsidiaries**

The Company does not have any material non-listed Indian Subsidiary whose turnover or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated turnover or net worth, respectively, of the listed holding Company and its subsidiaries, in the immediately preceding accounting year. The Policy for determining material subsidiary is displayed on the Company’s website [www.bslltd.com](http://www.bslltd.com) and can be accessed at: <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/6304b621efd7664674a652d1/1661253153785/4.+Policy-for-determining-Material-subsidary.pdf>

- **Commodity price risk and Commodity hedging activities**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):** Not Applicable

- **A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority**

The Certificate of Company Secretary in practice is annexed herewith as a part of the report.

- **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:** The Board has accepted all the recommendations of the Audit Committee.

- **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part**

Details relating to fees paid to the Statutory Auditors are given in Note no. 37 B of the Financial Statements.

## REPORT ON CORPORATE GOVERNANCE

- Disclosure of Accounting Treatment**

In preparation of the financial statements, the Company has followed the Accounting Standards issued by ICAI. The significant accounting policies which are consistently applied are disclosed in Note No. 1 "Accounting Policies" under the "Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2023, in the Annual Report.

- The Disclosures of the Compliance with Corporate Governance Requirements specified in Regulation 17 to 27 and Regulation 46(2)**

S. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/ No/ NA)
1	Board of Directors	17(1)	Board composition	Yes
		17(2)	Meeting of Board of directors	Yes
		17(3)	Review of Compliance Reports	Yes
		17(4)	Plans for orderly succession for appointments	Yes
		17(5)	Code of Conduct	Yes
		17(6)	Fees/compensation	Yes
		17(7)	Minimum Information	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment & Management	Yes
		17(10)	Performance Evaluation of Independent Directors	Yes
2	Audit Committee	18(1)	Composition of Audit Committee & Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		18(2)	Meeting of Audit Committee	Yes
		18(3)	Role of the Committee and Review of information by the Committee	Yes
3	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19(3)	Role of the Committee	Yes
4	Stakeholders Relationship Committee	20(1), (2) & (3)	Composition of Stakeholder Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
5	Risk Management Committee	21(1),(2), (3) & (4)	Composition & Role of Risk Management Committee	NA
6	Vigil Mechanism	22	Vigil Mechanism	Yes
7	Related Party Transaction	23(1),(5),(6),(7) &(8)	Policy for Related Party Transaction	Yes
		23(2)&(3)	Prior or Omnibus approval of Audit Committee for all related party transactions	Yes
		23(4)	Approval for Material Related Party Transactions	Yes
8	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	NA
9	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3) & (4)	Meeting of Independent Directors	Yes
		25(7)	Familiarisation of Independent Directors	Yes



## REPORT ON CORPORATE GOVERNANCE

S. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/ No/ NA)
10	Obligations with respect to Directors and Senior Management	26(1)&(2)	Memberships & Chairmanship in Committees	Yes
		26(3)	Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	Yes
		26(4)	Disclosure of Shareholding by Non- Executive Directors	Yes
		26(5)	Disclosures by Senior Management about potential conflicts of Interest	Yes
11	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
12	Disclosures on Website of the Company	46(2)(b)	Terms and conditions of appointment of Independent Directors	Yes
		46(2)(c)	Composition of various committees of Board of Directors	Yes
		46(2)(d)	Code of Conduct of Board of Directors and Senior Management Personnel	Yes
		46(2)(e)	Details of establishment of Vigil Mechanism / Whistle Blower policy	Yes
		46(2)(f)	Criteria of making payments to Non-Executive Directors	Yes
		46(2)(g)	Policy on dealing with Related Party Transactions	Yes
		46(2)(h)	Policy for determining Material Subsidiaries	Yes
		46(2)(i)	Details of Familiarisation Programmes imparted to Independent Directors	Yes

- **Prevention of Insider Trading Practices**

- i) **Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders & for Procedures of Fair Disclosure of Unpublished Price Sensitive Information (UPS)**

The Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders & for Procedures of Fair Disclosure of Unpublished Price Sensitive Information (UPS) was adopted by the Board. This Code requires pre-clearance for trading in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

- ii) **Policy for dealing with any leak in UPS and Whistle blower policy for employees to report any leak or suspected leak of UPS**

The Policy for dealing with any leak in UPS is framed in terms of Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015 as amended from time to time and was made effective from 1<sup>st</sup> April, 2019. The policy aims at enabling employees of the Company to report any leak or suspected leak of UPS, procedures for inquiry in case of leak of UPS or suspected leak of UPS and initiate appropriate action and informing the Board of Directors of the Company promptly of such leaks, inquiries and results of such inquiries.

- iii) **Internal Control Mechanism to prevent Insider Trading**

The mechanism was adopted as internal controls to ensure compliances with the requirements given in the regulations and to prevent insider trading. The Board Chairman and Chairman of the Audit Committee reviews the Report on Compliance of the Code on yearly basis.

## REPORT ON CORPORATE GOVERNANCE

- **Compliance with the Code of Business Conduct and Ethics**

The Board of Directors has adopted the Code of Conduct for Directors & Senior Management. The said Code has been confirmed by all the Directors and members of the senior management. The Code has also been posted on the Company's website <https://static1.squarespace.com/static/6206a24e38ca4200c0141c78/t/63047d7b3d79f40ef35498ee/1661238652592/1.+CODE-OF-CONDUCT.pdf>. A declaration signed by the Chairman and Managing Director of the Company to this effect is enclosed with this report.

- **CEO/CFO Certificate**

The CEO/CFO Certificate, as required under Regulation 17(8) of the Listing Regulations, is enclosed with this report.

- **Compliance Certificate of the Auditors**

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance, as stipulated in Regulation 27 of the Listing Regulations, and the same is annexed to this report.

- **Investor Education and Protection Fund (IEPF)**

Pursuant to the provisions of Section 124(5) of the Act, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act. The details of unclaimed/unpaid dividend are available on the website of the Company viz. [www.bslltd.com](http://www.bslltd.com).

**Mandatory Transfer of Shares to Demat Account of Investors Education and Protection Fund Authority (IEPFA) in case of unpaid/unclaimed dividend on shares for a consecutive period of seven years**

In terms of Section 124(6) of the Act read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the aforesaid rules.

Details of Unpaid Dividend as on 31<sup>st</sup> March, 2023 and due dates for transfer are as follows:

S. No.	Financial Year	Date of declaration of Dividend	Unpaid Amount (in ₹)	Due date for transfer to IEPF Account
1.	2015-16	24/09/2016	₹ 494463.60	30/10/2023
2.	2016-17	26/09/2017	₹ 538264.80	01/11/2024
3.	2017-18	28/09/2018	₹ 456961.00	03/11/2025
4.	2021-22	28/09/2022	₹ 486202.07	04/11/2029

**Sum of Unpaid or Unclaimed Dividend: ₹ 1975891.47**

Details of Unpaid Dividend transferred to IEPF account till 31<sup>st</sup> March, 2023:

S. No.	Financial Year	Date of transfer	Transferred Amount (in ₹)
1.	2009-10 (Final Dividend)	29/11/2017	398892.00
2.	2010-11 (Interim Dividend)	09/04/2018	361828.25
3.	2010-11 (Final Dividend)	06/11/2018	459794.00
4.	2013-14 (Final Dividend)	25/11/2021	380384.00
5.	2014-15 (Final Dividend)	08/12/2022	403316.80
<b>Total</b>			<b>2004215.05</b>

Note: During the year the Company has transferred ₹ 403316.80 as unpaid dividend to IEPF Account.

## REPORT ON CORPORATE GOVERNANCE

**Details of Shares transferred to IEPF account till 31<sup>st</sup> March, 2023 the dividend of which was unpaid/unclaimed for a period of 7 years:**

S. No.	Relevant Financial Year	Date of transfer	No. of Shares Transferred
1.	2009-10 (Final Dividend)	03/12/2017	3994
2.	2010-11 (Interim Dividend)	17/04/2018	392
3.	2010-11 (Final Dividend)	22/11/2018	16751
4.	2013-14 (Final Dividend)	25/11/2021	35677
5.	2014-15 (Final Dividend)	07/12/2022	157202
<b>Total</b>			<b>214016</b>

Note: During the year the Company has transferred 157202 shares (the dividend of which was unpaid/unclaimed for a period of 7 years) to IEPF Account.

**Details of Nodal Officer are as under:**

Name: Shri Shubham Jain  
 Designation: Company secretary  
 Postal address: BSL LIMITED  
 26 Industrial Area, Gandhi Nagar, Bhilwara 311001 (Rajasthan)  
 Contact No.: 01482-245000  
 Mobile No.: 6393171116  
 Mail ID: shubham.jain@bslsuitings.com

### GENERAL SHAREHOLDERS INFORMATION

#### 1. Annual General Meeting

- Day, Date and Time : Thursday, 28<sup>th</sup> September, 2023  
4.00 P.M.
- Deemed Venue : 26, Industrial Area, Gandhi Nagar, Bhilwara (Rajasthan) 311001

#### 2. Financial Calendar & Publication of results

- The financial year of the Company is April to March
- Financial reporting for the quarter ending June 30, 2023 : Upto 14<sup>th</sup> August, 2023
- Financial reporting for the half year ending September 30, 2023 : Upto 14<sup>th</sup> November, 2023
- Financial reporting for the quarter ending December 31, 2023 : Upto 14<sup>th</sup> February, 2024
- Financial reporting for the year ending March 31, 2024 : Upto 30<sup>th</sup> May, 2024
- Annual General meeting for the year ended March 31, 2023 : Upto 30<sup>th</sup> September, 2023

#### 3. Dates of Book Closure

- : 22<sup>nd</sup> September, 2023 to 28<sup>th</sup> September, 2023

#### 4. Registered office

- : 26, Industrial Area, Gandhi Nagar,  
Bhilwara (Rajasthan) 311001  
(Rajasthan) - 311001  
Tel: (01482) 249101-102, 245000  
E-mail: [accounts@bslsuitings.com](mailto:accounts@bslsuitings.com)

#### 5. Dividend Payment Date: The final dividend, if declared, shall be paid/credited on October 05, 2023.

#### 6. Listing of Equity shares on Stock Exchanges at:

- 1) **National Stock Exchange of India Ltd (“NSE”)**  
Trade World, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013
- 2) **BSE Limited (“BSE”)**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

**Note:** Listing Fee has been paid to NSE & BSE.

## REPORT ON CORPORATE GOVERNANCE

## 7. Stock Code

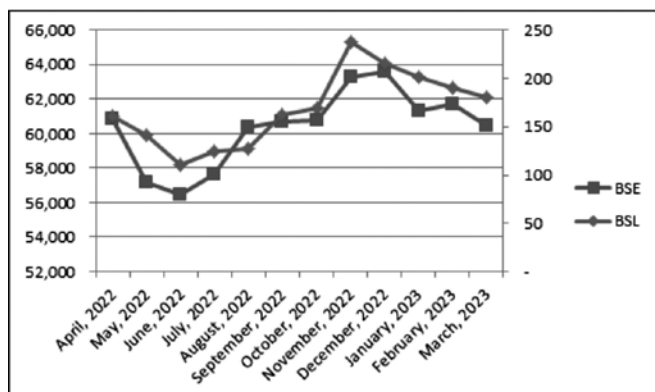
ISIN : INE 594B01012  
 BSE : 514045  
 NSE : BSL

## 8. Stock Market Data:

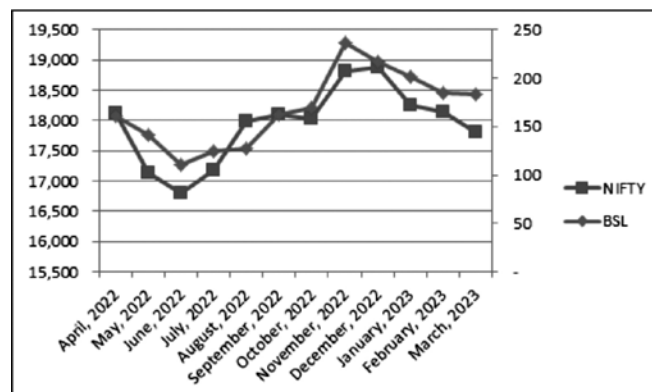
Monthly high low values (in ₹) at BSE and NSE of Company's share and closing BSE Sensex are as follows:

MONTH	BSE		NSE		BSE Sensex		Nifty	
	HIGH	LOW	HIGH	LOW	HIGH	LOW	HIGH	LOW
April, 2022	160.55	110.60	160.25	110.75	60,845.10	56,009.07	18,114.65	16,824.70
May, 2022	140.90	100.00	140.65	98.40	57,184.21	52,632.48	17,132.85	15,735.75
June, 2022	111.00	85.20	110.00	85.00	56,432.65	50,921.22	16,793.85	15,183.40
July, 2022	124.80	90.85	124.75	85.80	57,619.27	52,094.25	17,172.80	15,511.05
August, 2022	127.00	108.75	127.40	109.30	60,411.20	57,367.47	17,992.20	17,154.80
September, 2022	161.70	113.70	161.90	111.20	60,676.12	56,147.23	18,096.15	16,747.70
October, 2022	169.70	118.85	169.65	120.10	60,786.70	56,683.40	18,022.80	16,855.55
November, 2022	238.00	137.10	236.70	137.55	63,303.01	60,425.47	18,816.05	17,959.20
December, 2022	216.00	170.00	216.60	168.00	63,583.07	59,754.10	18,887.60	17,774.25
January, 2023	200.85	161.25	200.85	163.55	61,343.96	58,699.20	18,251.95	17,405.55
February, 2023	190.30	157.25	184.50	155.30	61,682.25	58,795.97	18,134.75	17,255.20
March, 2023	181.00	146.15	182.60	145.60	60,498.48	57,084.91	17,799.95	16,828.35

8.(a) Share Prices of BSL Ltd. V/S BSE Sensex for the Financial Year 2022-23



8.(b) Share Prices of BSL Ltd. V/S BSE Sensex for the Financial Year 2022-23



9. Registrars and share Transfer Agents & Depository Registrar: MCS Share Transfer Agent Ltd.  
 F-65, 1<sup>st</sup> floor, Okhla Industrial Area, Phase-I, New Delhi – 110020  
 Tel: 011-41406149  
 Fax : 011-41709881  
 E-mail: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com)

## 10. Share Transfer System

Share transfers are registered and returned within a period of 15 days from the date of receipt, if the documents are clear in all respects. The Share Transfer Committee meets at least once in a fortnight. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Further, Securities and Exchange Board of India (SEBI) vide its Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022 read with circular number SEBI /HO/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that listed companies shall henceforth issue securities in dematerialized form only, while processing requests for

## REPORT ON CORPORATE GOVERNANCE

inter alia issue of duplicate securities certificate, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. The circular further mandates that RTA/ Issuer companies shall after verifying and processing the requests, issue a 'Letter of confirmation' in lieu of physical securities certificate(s) to the securities holder/ claimant within 30 days of the receipt of such requests after removing objections, if any. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

### 11. i) Distribution of shareholding as on 31<sup>st</sup> March, 2023

No. of shares	31 <sup>st</sup> March, 2023			
	No. of share holders	% of share holders	No. of share held	% of share holding
1-100	7252	2.92	300801	69.69
101-200	1621	2.59	266538	15.58
201-500	888	3.03	311829	8.53
501-1000	317	2.43	249551	3.05
1001-5000	232	5.02	516714	2.23
5001-10000	27	1.86	191856	0.26
10001 and above	69	82.15	8454879	0.66
<b>Total :</b>	<b>10406</b>	<b>100.00</b>	<b>10292168</b>	<b>100.00</b>

### ii) Shareholding pattern as at 31<sup>st</sup> March, 2023

S. No.	Category	No. of shares held	Percentage of holding
<b>A.</b>	<b>Promoter's Holding</b>		
	1. Indian Promoters including corporates	5550010	53.92%
	2. Persons acting in concert – OCB's	287000	2.79%
	<b>Sub Total</b>	<b>5837010</b>	<b>56.71%</b>
<b>B.</b>	<b>Non-promoters Holding</b>		
	<b>(i) Institutional Investors</b>		
	1. Mutual Funds & UTI	200	0.00%
	2. Banks/ Financial Institutions	32295	0.31%
	3. Insurance Companies	203450	1.98%
	<b>Sub Total (i)</b>	<b>235945</b>	<b>2.29%</b>
	<b>(ii) Others</b>		
	4. Corporate Bodies	993017	9.65%
	5. Indian Public	2945211	28.62%
	6. NRI's / OCB's	66969	0.65%
	7. IEPF	214016	2.08%
	<b>Sub Total (ii)</b>	<b>4219213</b>	<b>41.00%</b>
	<b>Grand Total (A + B)</b>	<b>10292168</b>	<b>100.00%</b>

**12. Dematerialization of Shares and Liquidity** : 10057076 shares were dematerialized till 31/03/2023 which is 97.72% of the total paid up Equity share capital of the Company.  
There are no outstanding GDRS/ ADRS/ Warrants or any convertible instruments.

**13. Plant Location** : Mandpam, Bhilwara (Rajasthan)  
TEL: 01482-245000

### 14. Address for correspondence

Investor Correspondence should be addressed to : Company Secretary  
BSL Limited  
26, Industrial Area, Gandhi Nagar  
Bhilwara (Raj.) 311001  
Tel: (01482) (245000)  
E-mail: [accounts@bslsuitings.com](mailto:accounts@bslsuitings.com)

## REPORT ON CORPORATE GOVERNANCE

## 15. Credit Rating

## (a) Brickwork Ratings India Pvt. Ltd.

S. No.	Facilities	Ratings
1.	Term Loans	BWR BBB + (Stable) (Reaffirmation and change in Outlook)
2.	Fund Based limits	BWR A2
3.	Non Fund Based limits	(Reaffirmation)

## (b) India Ratings &amp; Research

S. No.	Instrument Type	Rating
1.	Term loan	IND BBB-/Stable
2.	Fund-based working capital facilities	IND BBB-/ Stable/IND A3
3.	Non-fund-based facilities	IND A3

During the year under review, there has been revision in India Ratings and Research Credit Rating obtained by the Company.

## 16. Secretarial Audit for Reconciliation of Capital Compliance

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Secretarial Audit, to reconcile the total admitted capital with NSDL and CDSL and the total paid up and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total listed and paid up capital is in agreement with the aggregate of the total no. of Equity shares in dematerialized form (held with NSDL & CDSL) and total number of Equity shares in physical form.

## 17. Other Information to the Shareholders

- Green Initiative

As a responsible corporate citizen, the Company welcomes the Green Initiative by sending the communications/documents including Notices for General Meeting and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP). Shareholders who have not registered their e-mail addresses are requested to register/update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in case of physical form with the Company.

- Internal Complaints Committee (ICC)

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which came into effect from the 9<sup>th</sup> of December, 2013, the Company has formulated an Internal Complaints Committee that will ensure a work environment free of all forms of sexual harassment verbal, written, physical, visual or otherwise. The Committee is formed as per the statute, it is headed by a women employee, the committee comprises of more than half representation of women, it has adequate independent representation of women from the social and legal fields. It lays down the whole procedure of filing complaint, enquiry, redressal of grievance and taking action against those who are found guilty by the Committee in a fairly transparent manner. During the year under review, no incident of sexual harassment was reported.

Status of complaints as on March 31, 2023:

- number of complaints filed during the financial year – 0
- number of complaints disposed off during the financial year – 0
- number of complaints pending as on end of the financial year – 0

## 18. Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount

N.A.

For and on behalf of the Board of Directors

For BSL LTD

Place : Kolkata (W.B.)

Date : 08<sup>th</sup> May, 2023

(ARUN KUMAR CHURIWAL)

Chairman

DIN: 00001718



## REPORT ON CORPORATE GOVERNANCE

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS (Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members  
BSL Ltd.  
26, Industrial Area, Gandhi Nagar  
Bhilwara -311 001 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of BSL Ltd. having CIN: L24302RJ1970PLC002266 and having registered office at **26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001 (Rajasthan)** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

S. No.	Name of the Director	DIN
1.	Mr. Arun Kumar Churiwal	00001718
2.	Mr. Nivedan Churiwal	00001749
3.	Mr. Ravi Jhunjunwala	00060972
4.	Mr. Shekhar Agarwal	00066113
5.	Mr. Sushil Jhunjunwala	00082461
6.	Mr. Giriraj Prasad Singhal	00331849
7.	Mr. Amar Nath Choudhary	00587814
8.	Ms. Abhilasha Mimani	06932590
9.	Mr. Jagdish Chandra Laddha	00118527
10.	Mr. Praveen Kumar Jain	09196198

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

Place: Jaipur  
Date: 08<sup>th</sup> May, 2023  
UDIN: F003355E000269687

For V. M. & Associates  
Company Secretaries  
(ICSI Unique Code P1984RJ039200)  
PR 581 / 2019

CS Manoj Maheshwari  
Partner  
Membership No.: FCS 3355  
C P No.: 1971

## REPORT ON CORPORATE GOVERNANCE

### DECLARATION AS REQUIRED UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

All the Directors and Senior Management Personnel of the Company have affirmed Compliance with the Code of Conduct for Directors and Senior Management of BSL Limited for the Financial Year ended 31st March, 2023.

For BSL Limited

Place : Kolkata (W. B.)  
Date : 08<sup>th</sup> May, 2023

(ARUN CHURIWAL)  
CHAIRMAN  
DIN-00001718

### CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To the Board of Directors  
BSL Limited

We, the undersigned in our respective capacities as Chief Executive Officer/ Chairman and Chief Financial Officer of BSL Limited ("the Company"), to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2023 and based on our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading ;
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware, and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and Audit Committee:
  - (i) significant changes, if any, in internal control over financial reporting during the year;
  - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statement; and
  - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For BSL Limited

Date : 08<sup>th</sup> May, 2023  
Bhilwara (Rajasthan)

(PRAVEEN JAIN)  
DIRECTOR (OPERATIONS) & CFO  
DIN- 09196198  
Bhilwara (Rajasthan)

(ARUN CHURIWAL)  
CHAIRMAN  
DIN-00001718  
Kolkata (W. B.)



**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE****TO THE MEMBERS OF BSL LTD.**

We have examined the compliance of conditions of Corporate Governance by BSL Ltd. for the year ended 31<sup>st</sup> March, 2023 as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company, for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no investor grievance is pending for a period exceeding one month against the Company, as per the records maintained by the Shareholders / Investors Grievance Committee.

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

For **SSMS & Associates**  
Chartered Accountants  
Firm Registration No:- 019351C

**(SATISH SOMANI)**  
Partner  
Membership No:- 076241  
UDIN: 23076241BGZAQT3143

Place : Bhilwara (Raj.)  
Date : 08<sup>th</sup> May, 2023

## INDEPENDENT AUDITORS' REPORT

To,  
The Members,  
BSL Limited

### Opinion

We have audited the accompanying Standalone Financial Statements of **BSL LIMITED ("the Company")**, which comprise the Balance Sheet as at 31st March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statements')

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

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

Key Audit Matter	Auditor's Response
The company is having substantial turnover in foreign currency. It hedges currency fluctuations through forward booking or taking PCFC. Similarly imports are also hedged through forward booking. The company follows Ind AS – 109 for accounting of hedging transactions.	<p><b>Principal Audit Procedures</b></p> <p>Our audit approach and procedures were combination of test of internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> <li>• Obtained an undertaking of management's process and evaluated design and tested operating effectiveness of controls related to forward booking and taking PCFC</li> <li>• Assessed the appropriateness of the methodology used by the management for forward booking and taking PCFC credit</li> <li>• Assessed the professional competence of the person engaged by management in foreign currency matters</li> <li>• Assessed the reasonableness of assumptions in forward booking</li> <li>• Based on our procedures, we also considered the adequacy of disclosures and compliance of Ind AS in standalone financial statements.</li> </ul>

### Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the 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.

### 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 Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters 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.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## INDEPENDENT AUDITORS' REPORT

### Responsibility of Management for Standalone Financial Statements

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

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

The Board of Directors are 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 scepticism throughout the audit. We also:

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

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

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

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

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

### Report on Other Legal and Regulatory Requirements

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

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 the Statement of Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-II on this matter.
- 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:

According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid or provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 47 to the standalone financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) The company has transferred due amount within stipulated time frame in the Investment Education and Protection Fund during the year.
- (iv) According to management representation, information and explanation given to us and based on our examination of the records of the Company, the company has not advanced or loaned or invested any fund to or in any other person(s) or entity(ies) during the year.
- (v) According to management representation, information and explanation given to us and based on our examination of the records of the Company, the company has not received any fund from any other person(s) or entity(ies) during the year to lend or invest or provide guarantee or security to or in other persons or entities by and behalf of the funding party.
- (vi) The company has paid dividend complying provision of section 123 of the Companies Act, 2013 during the year.
- (vii) As the applicability of maintaining audit trail is extended and made effective from 01.04.2023, no comments are made on maintenance of audit trail by the company during the year.

**For SSMS & Associates**  
Chartered Accountants  
Firm Reg. No.019351C

**(Satish Somani)**  
Partner

Place: Bhilwara  
Date: 08<sup>th</sup> May, 2023

M.No.076241  
UDIN : 23076241BGZAQS6830

## ANNEXURE I TO AUDITOR'S REPORT

The Annexure referred to in our report of even date to the members of **BSL Limited** on the accounts of the company for the year ended 31st March, 2023. We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of Intangible Assets;
- (b) These Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No any material discrepancies were noticed on such verification;
- (c) The title deeds of all the Immovable properties are held in the name of the company except **Land of merged company M/s Bhilwara Processors Limited is under name transfer process.**
- (d) The Company has not revalued its Property, Plant and Equipment and intangible assets during the year.
- (e) As per the information given to us, no proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988.
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management. No any material discrepancies were noticed on physical verification.
- (b) Quarterly returns or statements filed by the company with banks those sanctioned working capital limits to the company, are in agreement with the books of accounts of the Company.
- (iii) The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited liability partnerships or other parties during the year.
- (iv) The company has not entered any transaction in respect of loans, investments, guarantees and security covered under section 185 and 186 of the Companies Act, 2013.
- (v) The company has not accepted deposits or amounts which are deemed to be deposits under provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under.
- (vi) We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (vii) (a) The company is regular in depositing undisputed statutory dues including Goods and Services 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 to the appropriate authorities. According to the information and explanation given to us and based our examination of records, there are no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and based our examination of records, no statutory dues are pending to be deposited on account of any dispute.
- (viii) According to the information and explanations given to us, the company has not surrendered or disclosed any transaction not recorded in books of account as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, the company is not a declared wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us, and based on our examination of records of the company, the company has utilized the loans taken during the year for the purpose for which the same were obtained.
- (d) According to the information and explanations given to us, and based our examination of records of the company, the company has not utilized any short term fund for long term purposes.
- (e) The Company does not have any subsidiaries, associates or joint ventures, hence para (e) and (f) is not applicable to the company.
- (x) (a) The company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) In our opinion and according to the information and explanations given to us, there is no fraud by the company or any fraud on the Company has been noticed or reported during the year.
- (b) There is no case, hence no report under sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014.

- (c) According to information and explanations given to us, no any whistle-blower complaint is received during the year.
- (xii) The company does not fall under the category of Nidhi Company, hence provisions specified in Nidhi Rules, 2014 are not applicable to the company.
- (xiii) The company has complied the provision of sections 177 and 188 of Companies Act 2013 on all transactions with the related parties and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) The company has an internal audit system commensurate with size and nature of its business in accordance with section 138 of Companies Act, 2013.  
 (b) We have considered the reports of the Internal Auditors issued for the period under audit.
- (xv) In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him covered under the provisions of section 192 of Companies Act, 2013.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.  
 (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities.  
 (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence para (c) and (d) is not applicable to the company.
- (xvii) The Company has neither incurred cash loss in current financial year nor in the immediately preceding financial year.
- (xviii) We are the continuing auditor of the company from previous financial year, hence there is no resignation of the statutory auditors during the year.
- (xix) In our opinion, on the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) (a) The company does not have any unspent amount to transfer to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.  
 (b) The company does not have any ongoing project as specified in sub-section (5) of section 135 of the said Act.
- (xxi) The company does not have consolidated financial statements, hence this para is not applicable to the company.

**For SSMS & Associates**  
 Chartered Accountants  
 Firm Reg. No.019351C

**(Satish Somani)**  
 Partner

Place: Bhilwara  
 Date: 08<sup>th</sup> May, 2023

M.No. 076241  
 UDIN : 23076241BGZAQS6830

## ANNEXURE II TO AUDITOR'S REPORT

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

#### Opinion

We have audited the internal financial controls over financial reporting of **BSL Limited, Bhilwara** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the 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.

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

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

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by

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 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 the receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of 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.

**For SSMS & Associates**  
Chartered Accountants  
Firm Reg. No.019351C

**(Satish Somani)**  
Partner

Place: Bhilwara  
Date: 08<sup>th</sup> May, 2023

M.No. 076241  
UDIN : 23076241BGZAQS6830

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023

Particulars	NOTE	As at	
		31.03.2023	31.03.2022
		(₹ in Lac)	
<b>ASSETS</b>			
<b>(1) Non-current Assets</b>			
(a) Property, Plant and Equipment	2	22615.54	7425.74
(b) Capital Work in Progress	3	-	568.10
(c) Intangible Assets	4	270.88	11.52
(d) Intangible Assets under Development	5	-	151.30
(e) Financial Assets			
(i) Loans	6	12.10	9.74
(ii) Other Financial Assets	7	265.34	214.26
(f) Other Non-current Assets	8	89.61	1080.63
		23253.47	9461.29
<b>(2) Current Assets</b>			
(a) Inventories	9	18543.48	14144.67
(b) Financial Assets			
(i) Trade Receivables	10	9753.28	8929.02
(ii) Cash & Cash Equivalents	11	13.42	22.90
(iii) Bank Balances (Other than ii above)	12	37.87	36.30
(iv) Loans	13	77.67	68.31
(v) Other Financial Assets	14	127.89	189.63
(c) Current Tax Assets (Net)	15	58.85	37.43
(d) Other Current Assets	16	1959.66	2315.75
		30572.12	25744.01
<b>TOTAL ASSETS</b>		<b>53825.59</b>	<b>35205.30</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	17	1029.22	1029.22
(b) Other Equity	18	9377.85	7901.02
		10407.07	8930.24
<b>LIABILITIES</b>			
<b>(1) Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	15927.13	4521.50
(ii) Other Financial Liabilities	20	105.32	105.91
(b) Deferred Tax Liabilities (Net)	21	576.31	436.37
(c) Deferred Government Grant	22	2.84	12.55
(d) Other Non-current Liabilities	23	16.73	20.78
		16628.33	5097.11
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	24	18638.33	14078.80
(ii) Trade Payables	25	4636.09	4763.31
(iii) Other Financial Liabilities	26	3286.55	2161.92
(b) Deferred Government Grant	27	9.71	31.23
(c) Other Current Liabilities	28	219.51	142.69
		26790.19	21177.95
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>53825.59</b>	<b>35205.30</b>

Accompanying notes form an integral part of the financial statement

As per our Report of even date

**For SSMS & Associates.**  
Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**  
Partner  
Membership No.076241

Place: Bhilwara (Raj.)  
Date: 08<sup>th</sup> May, 2023  
UDIN: 23076241BGZAQS6830

For and on behalf of the Board

1) **ARUN CHURIWAL**  
Chairman  
DIN: 00001718

2) **NIVEDAN CHURIWAL**  
Managing Director  
DIN: 00001749  
Place: Kolkata (W.B.)

3) **PRAVEEN JAIN**  
Director (Operation) & CFO  
DIN: 09196198

4) **SHUBHAM JAIN**  
Company Secretary  
Membership No. : A49973  
Place: Bhilwara (Raj.)



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

(₹ in Lac)

Particulars	Note	Year Ended	
		31.03.2023	31.03.2022
<b>I</b> Revenue from Operations	29	47174.27	43583.57
<b>II</b> Other Income	30	96.33	151.39
<b>III Total income (I + II)</b>		<b>47270.60</b>	43734.96
<b>IV Expenses:</b>			
Cost of Materials Consumed	31	23931.70	20843.49
Purchases of Stock-in-trade	32	1473.03	1661.13
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	33	(3185.31)	(1336.61)
Employee Benefit Expenses	34	7553.36	6853.90
Finance Costs	35	1881.89	1392.80
Depreciation and Amortization Expenses	36	1086.13	1151.70
Other Expenses	37	12058.73	11569.70
<b>Total Expenses</b>		<b>44799.53</b>	42136.55
<b>V Profit Before Exceptional Item &amp; Tax (III - IV)</b>		<b>2471.07</b>	1598.41
<b>VI Exceptional Items</b>		<b>215.32</b>	-
<b>VII Profit Before Tax (V-VI)</b>		<b>2255.75</b>	1598.41
<b>VIII Tax Expense:</b>			
(1) Current Tax	38	427.08	488.11
(2) Deferred Tax	39	137.74	(37.58)
<b>IX Profit/(Loss) for the Period (VII-VIII)</b>		<b>1690.93</b>	1147.88
<b>X Other Comprehensive Income</b>			
(A) (i) Items that will not be reclassified to Profit & Loss	40	(129.81)	(73.66)
(ii) Income Tax Effect	38/40	(32.67)	(18.54)
<b>Total (A)</b>		<b>(97.14)</b>	(55.12)
(B) (i) Items that will be reclassified to Profit & Loss	40	8.75	10.03
(ii) Income Tax Effect	39/40	2.20	0.39
<b>Total (B)</b>		<b>6.55</b>	9.64
<b>Total Other Comprehensive Income (A + B)</b>		<b>(90.59)</b>	(45.48)
<b>XI Total Comprehensive Income for the period (IX + X)</b>		<b>1600.34</b>	1102.40
<b>XII Earning per Equity Share (Basic and Diluted)</b>	41	<b>16.43</b>	11.15

Accompanying notes form an integral part of financial statement

As per our Report of even date

**For SSMS & Associates.**  
Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**  
Partner  
Membership No.076241

Place: Bhilwara (Raj.)  
Date: 08<sup>th</sup> May, 2023  
UDIN: 23076241BGZAQS6830

**For and on behalf of the Board**

**1) ARUN CHURIWAL**  
Chairman  
DIN: 00001718

**2) NIVEDAN CHURIWAL**  
Managing Director  
DIN: 00001749  
Place: Kolkata (W.B.)

**3) PRAVEEN JAIN**  
Director (Operation) & CFO  
DIN: 09196198

**4) SHUBHAM JAIN**  
Company Secretary  
Membership No. : A49973  
Place: Bhilwara (Raj.)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

(₹ In lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit Before Tax	2255.75	1598.41
<b>Adjustments for:</b>		
Depreciation and Amortization	1086.13	1151.70
Interest Paid	1693.19	1235.52
Defined Benefit Plan (OCI)	(129.81)	(73.66)
Loss / (Profit) on sale of Property, Plant & Equipment	190.88	(21.77)
Deferred Revenue expenditure	1.76	(49.60)
Operating Profit Before Working Capital Changes	5097.90	3840.60
<b>Adjustments for:</b>		
Increase/Decrease in Non - current Financial Assets - Loans	(2.36)	(3.64)
(Increase)/Decrease in Non - current Financial Assets - Others	(51.08)	(53.20)
(Increase)/Decrease in Non - current Assets - Others	991.02	(1063.80)
(Increase)/Decrease in Inventories	(4398.81)	(2536.07)
(Increase)/Decrease in Trade Receivables	(824.26)	(1977.26)
(Increase)/Decrease in Current Financial Assets - Loans	(9.36)	(25.82)
(Increase)/Decrease in Current Financial Assets - Others	60.17	(18.82)
(Increase)/Decrease in Current Assets - Others	356.09	(375.91)
Increase/(Decrease) in Non - current Financial Liabilities - Others	(0.59)	(1.20)
Increase/(Decrease) in Non - current Liabilities - Others	(4.05)	(13.53)
Increase/(Decrease) in Trade Payables	(127.22)	2698.02
Increase/(Decrease) in Current Financial Liabilities - Others	1133.38	186.06
Increase/(Decrease) in Current Liabilities - Others	76.82	39.26
<b>Cash Generated from operations</b>	<b>2297.65</b>	<b>694.69</b>
Direct taxes Paid	(415.84)	(437.00)
<b>Net cash flow from operating activities (A)</b>	<b>1881.81</b>	<b>257.69</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchases of Property, Plant & Equipment and Intangible Assets	(16705.13)	(1609.09)
Sales of Property, Plant & Equipment and Intangible Assets	683.51	87.21
<b>Net cash flow from investing activities (B)</b>	<b>(16021.62)</b>	<b>(1521.88)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Term Loans	12709.77	2883.43
Repayment of Term Loans	(1352.39)	(1408.26)
Proceeds/(Repayment) of current borrowings	4589.65	1035.92
Dividend Paid	(123.51)	-
Interest paid	(1693.19)	(1235.52)
<b>Net cash flow from financing activities ( C )</b>	<b>14130.33</b>	<b>1275.57</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>(9.48)</b>	<b>11.38</b>
Opening cash and cash equivalents	22.90	11.52
Closing cash and cash equivalents	13.42	22.90

Accompanying notes form an integral part of financial statements

As per our Report of even date

**For SSMS & Associates.**  
Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**  
Partner  
Membership No.076241

Place: Bhilwara (Raj.)  
Date: 08<sup>th</sup> May, 2023  
UDIN: 23076241BGZAQS6830

For and on behalf of the Board

- |   |  |
|---|--|
| 1) <b>ARUN CHURIWAL</b><br>Chairman<br>DIN: 00001718                                      | 3) <b>PRAVEEN JAIN</b><br>Director (Operation) & CFO<br>DIN: 09196198                            |
| 2) <b>NIVEDAN CHURIWAL</b><br>Managing Director<br>DIN: 00001749<br>Place: Kolkata (W.B.) | 4) <b>SHUBHAM JAIN</b><br>Company Secretary<br>Membership No. : A49973<br>Place: Bhilwara (Raj.) |

## STATEMENT FOR CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2023

(₹ in lac)

**a. Equity Share Capital**

Particulars	As at	
	31.03.2023	31.03.2022
Balance at the beginning of the year	1,029.22	1,029.22
Balance at the end of the year	1,029.22	1,029.22

**b. Other Equity**

Particulars	Reserves and surplus					Item of Other comprehensive income	Total other equity
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Effective Portion of Cash Flow Hedge	
<b>Balance at 31.03.2021</b>	1015.97	30.00	1925.69	1418.77	2418.71	(10.52)	6798.62
Profit for the year	-	-	-	-	1147.88	-	1147.88
Other comprehensive income for the year	-	-	-	-	(55.12)	9.64	(45.48)
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>1092.76</b>	<b>9.64</b>	<b>1102.40</b>
<b>Balance at 31.03.2022</b>	<b>1015.97</b>	<b>30.00</b>	<b>1925.69</b>	<b>1418.77</b>	<b>3511.47</b>	<b>(0.88)</b>	<b>7901.02</b>
Profit for the year	-	-	-	-	1690.93	-	1690.93
Transfer to General Reserve	-	-	-	150.00	(150.00)	-	-
Dividend Paid	-	-	-	-	(123.51)	-	(123.51)
Other comprehensive income for the year	-	-	-	-	(97.14)	6.55	(90.59)
<b>Total comprehensive income for the year</b>	-	-	-	-	<b>1320.28</b>	<b>6.55</b>	<b>1476.83</b>
<b>Balance at 31.03.2023</b>	<b>1015.97</b>	<b>30.00</b>	<b>1925.69</b>	<b>1568.77</b>	<b>4831.75</b>	<b>5.67</b>	<b>9377.85</b>

Accompanying notes form an integral part of financial statements

As per our Report of even date

**For SSMS & Associates.**

Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**

Partner  
Membership No.076241

Place: Bhilwara (Raj.)

Date: 08<sup>th</sup> May, 2023

UDIN: 23076241BGZAQS6830

**For and on behalf of the Board**

**1) ARUN CHURIWAL**

Chairman  
DIN: 00001718

**2) NIVEDAN CHURIWAL**

Managing Director  
DIN: 00001749  
Place: Kolkata (W.B.)

**3) PRAVEEN JAIN**

Director (Operation) & CFO  
DIN: 09196198

**4) SHUBHAM JAIN**

Company Secretary  
Membership No. : A49973  
Place: Bhilwara (Raj.)

## Notes to financial statements as at and for the year ended 31st March, 2023

**1. Company Overview and Accounting Policies****A. Corporate Information**

BSL Limited ("the Company") is a public Limited company incorporated and domiciled in India and has its registered office at 26, Industrial Area, Gandhi Nagar, Bhilwara, Rajasthan. The Company has its primary listing on the BSE Limited and National Stock Exchange in India.

The Company's operation predominantly relates to Textile & Generation of Wind Power. BSL is one of the India's largest vertically integrated textile company and leading manufacturers of Poly Viscose, Worsted, Fashion Fabrics and Yarns in India.

During the year the company has sold its all wind power generation units and closed this segment. The company has also entered in cotton spinning business by setting up 29800 spindles compact ring spinning unit.

**B. Significant Accounting Policies****I. Statement of Compliance**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013('the Act') read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 as amended from time to time and guidelines issued by the Securities and Exchange Board of India (SEBI).

**II. Basis of preparation and presentation**

The financial statements are prepared on the historical cost basis except for following financial instruments that are measured at fair value:

- Defined benefit plan- Plan assets measured at fair value,
- Certain financial assets and liabilities measured at fair value (including derivative instruments).

**➤ Functional and Presentation Currency**

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

**➤ Classification of Assets and Liabilities as Current and Non-Current**

All assets & liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products/activities of the Company and the normal time between acquisition of assets for processing and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Assets are classified as current when any of following criteria is satisfied:

- i. The Company expects to realize the asset, or intends to sell or consume it, in its normal operating cycle;
- ii. The Company holds the asset primarily for the purpose of trading;
- iii. The Company expects to realize the asset within twelve months after the reporting period;
- iv. The asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Liabilities are classified as current when any of following criteria is satisfied:

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

All other liabilities are classified as non-current.

### III. Revenue recognition

The company mainly deals in textiles and derives revenues primarily from sale of manufactured goods, traded goods and related services. The company is also engaged in generation of power through wind mill.

Revenue from sale of products and services are recognized at a time on which the performance obligation is satisfied, at an amount that reflects the consideration the company expects to receive in exchange for those products and services. The period over which revenue is recognized is based on entity's right to payment for performance completed.

#### Other Operating revenue

- a) Export incentives are accounted for in the year of export.
- b) Interest on bank deposits is recognized on the effective interest rate method basis taking into account the amounts invested and the rate of interest applicable.
- c) Interest from trade receivables and other financial assets are recognized when it is probable that the economic benefit will flow to the entity and the amount can be measured reliably.
- d) Claim lodged with insurance companies is recognized as income on acceptance by the insurance Companies.

### IV. Government Grant & Government Assistance

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grant/subsidy if relates to an expense item are recognised in the statement of profit and loss on a systematic basis over the periods in which the Company recognise as expenses the related costs for which the grants are intended to compensate.

The Capital Subsidy under Technology Up-gradation Fund Scheme (TUFS) from Government on specified machinery is recognized on a systematic and rational basis by adopting Deferred Income Approach. Such allocation to income is done prospectively over the remaining useful life of the respective assets and is adjusted against the depreciation in the Statement of Profit and Loss. Pending the utilization of the grant received, the same is presented as 'Deferred Income'.

If the grant/subsidy is related to subvention of a particular expense, it is deducted from that expense in the year of recognition of government grant/ subsidy.

### V. Inventories

Inventories including goods-in-transit are valued at lower of cost and estimated net realizable value. Cost of inventory includes the cost of purchase & GST paid on inputs and all other direct and indirect cost allocated proportionately incurred in bringing the inventories to their present location and condition.

#### Raw materials and stores & spares

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis in case of raw material and on weighted average basis in case of stores & spares. Waste material is valued at net realizable value.

#### Finished goods and work in progress

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average cost basis.

#### Traded goods

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.

#### Waste

Valued at net realizable value

#### Goods on Job work

Processed value of goods on job basis is valued at contract rate.

## Notes to financial statements as at and for the year ended 31st March, 2023

**VI. Property, Plant and Equipment (PPE)****Recognition and measurement**

Property, plant and equipment (PPE) are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of property, plant and equipment (PPE) comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses, present value of decommissioning costs (where there is a legal or constructive obligation to decommission) and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

**Subsequent expenditure**

Subsequent expenditure on property plant & equipment after its purchase / completion is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

**Impairment**

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that an asset may be impaired. If an impairment loss is determined, the remaining useful life of the asset is also subject to adjustment.

An impairment loss is recognized in the statement of profit and loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**Capital work-in-progress**

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost less any recognised impairment loss. Cost comprises direct cost, related incidental expenses and borrowing cost.

**Depreciation**

Depreciation is recognised for property, plant and equipment so as to write-off the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis taking into account commercial and technological obsolescence as well as normal wear and tear.

Depreciation on tangible assets except plant & equipments of cotton spinning division is provided on straight line method over the useful lives prescribed under Schedule II of Companies Act, 2013

Depreciation on plant & equipments installed in cotton spinning division is provided on straight line method over useful life of 15 years as per technical opinion taken by the company.

Free hold land is not depreciated.

Depreciation on additions to or on disposal of property, plant and equipment is calculated on pro-rata basis i.e. from (up to) the date on which the Property, Plant and Equipment is available for use (disposed off).

**Derecognition of PPE**

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment) is included in the statement of profit & loss when the property, plant and equipment is derecognized.

**VII. Intangible assets****Recognition and measurement**

An intangible asset is recognized when it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and the cost of the asset can be measured reliably. All other expenditure is expensed as incurred.

## Notes to financial statements as at and for the year ended 31st March, 2023

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

The cost of a separately acquired intangible asset comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and any directly attributable cost of preparing the asset for its intended use.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

### Amortisation

The useful lives of intangible assets are assessed as either finite or infinite. The amortization period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

### Impairment

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level.

The estimated useful life of the finite intangible assets is given below:

S.No.	Nature of Assets	Effective Useful Life	Amortisation Method
1.	Computer Software	6 Years	Amortised on Straight line basis over the useful life.

### Derecognition of Intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from Derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised in Statement of profit and loss when the asset is derecognised.

## VIII. Foreign currencies

The Company's financial statements are presented in INR. (₹)

### Transactions and balances

In preparing the financial statements, transactions in foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. Exchange differences arising on foreign exchange transactions settled during the period are recognised in the Statement of profit and loss of the period.

At the end of each reporting period, monetary items denominated in foreign currencies (except financial instruments designated as Hedge Instruments) are translated at the rates prevailing at that date.

Exchange differences on translation of monetary items are recognised in Statement of profit and loss in the period in which they arise with the exception of the following:

Monetary items that are designated as part of cash flow hedge instrument are recognised in other comprehensive income.

Non-monetary 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.

### Derivative Financial Instruments and Hedge Accounting

The Company uses derivative instruments i.e. forward contracts to hedge its foreign currency risks. The Company designates these forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The Company has designated forward instruments on spot to spot basis. The Company recognises the forward points in the statement of profit and loss account.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the

## Notes to financial statements as at and for the year ended 31st March, 2023

inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivatives is recognised in other comprehensive income and accumulated in the other comprehensive income under other equity. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in other comprehensive income till the period hedge was effective remains in other comprehensive income until the forecasted transaction occurs. The cumulative gain or loss previously recognised in the other comprehensive income is transferred to the statement of profit and loss upon the occurrence of related forecasted transaction. If the forecasted transactions no longer expected to occur, then the amount accumulated in other comprehensive income is reclassified to net profit in the statement of profit and loss.

#### **IX. Employee benefits**

##### **Short-term Employee Benefits**

Short-term employee benefits obligation is measured on undiscounted basis and is expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

##### **Defined Contribution Plan**

The Company makes defined contribution to Employees Provident Fund Organization (EPFO), Pension Fund, Superannuation Fund and Employees State Insurance (ESI), which are accounted on accrual basis as expenses in the statement of profit and loss in the period during which the related services are rendered by employees.

Prepaid contribution is recognized as assets to the extent that a cash refund or reduction in future payments is available.

##### **Defined Benefit Plan**

The Company's liabilities on account of gratuity and earned leave on retirement of employees are determined under defined benefit plans.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

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

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year.

Net interest expense and other expenses related to defined benefit plans are recognized in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in statement of profit and loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

#### **X. Taxation**

Income tax expense represents the sum of tax currently payable and deferred tax.

##### **➤ Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.



## Notes to financial statements as at and for the year ended 31st March, 2023

Current tax is determined on the basis of taxable income and tax credits computed for Company, in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intends to settle the asset and liability on a net basis.

### ➤ **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 base used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability will be settled or the asset will be realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

### **Current and deferred tax for the year**

Current and deferred tax are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

## **XI. Provisions, Contingent Liabilities**

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

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes.

Contingent assets are not recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

## **XII. Segment reporting**

The Board of Directors of the Company identified Textiles as primary business segment as the company mainly dealing in Textile business only.

## Notes to financial statements as at and for the year ended 31st March, 2023

Further the board has identified two geographical segments i.e. 'Domestic' and 'Export' considering the political and economic environment. Type A customers, assets employed and risk parameters associated in respect of each of the geographical area.

**XIII. Earnings per share**

Basic earnings per share are computed by dividing the profit/loss for the year attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss for the year attributable to the shareholders of the Company as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**XIV. Statement of Cash flow**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**XV. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of the assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

**XVI. Non-Current assets (or disposal groups) held for sale and discontinued operations**

Non-Current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less cost to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. Again or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represent a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

#### **XVII. Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in most advantageous market for the asset or liability and the Company has access to the principal or the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

#### **XVIII. Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purposes of the presentation of cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft as they being considered as integral part of the Company's cash management system.

#### **XIX. Financial instruments**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognized immediately in the statement of profit and loss.

##### **Financial assets**

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

- Financial assets carried at amortized cost.
- Financial asset at fair value through other comprehensive income.
- Financial asset at fair value through profit or loss.

## Notes to financial statements as at and for the year ended 31st March, 2023

### **Financial assets at amortized cost**

Financial assets are subsequently measured at amortized cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **Financial assets at fair value through other comprehensive income**

Financial assets are measured at fair value through other comprehensive income (OCI) if these financial assets are held within a business model whose objective is achieved by both selling financial assets and collecting contractual cash flows, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the "Reserve for equity instruments through other comprehensive income". The cumulative gain or loss is not reclassified to the statement of profit and loss on disposal of the investments. So far, the Company has not elected to present subsequent changes in fair value of any investment in OCI.

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

Investment in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading.

Other financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in Statement of profit or loss.

### **Impairment of financial assets (other than at fair value)**

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. In cases where the amounts are expected to be realized up to one year from the date of the invoice, loss for the time value of money is not recognized, since the same is not considered to be material.

### **Derecognition of financial assets**

The Company derecognized a financial asset when the contractual right to the cash flow from the asset expires or when it transfers the financial asset and substantially all risk and reward of ownership of the asset to other party. If the Company neither transfers nor retains substantially all the risk and reward of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associate liability for an amount it has to pay. If the Company retains substantially all the risks and reward of ownership of a transferred financial asset, the company continues to recognize the financial asset and also a collateralized borrowing for the proceeds received.

### **Financial liabilities**

All financial liabilities are subsequently measured at amortized cost using the effective interest method.

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

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

### **Equity Instruments**

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

### **Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit or loss when the liabilities are derecognized as well as through the effective interest rate (EIR) amortization process.

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 as finance costs in the statement of profit and loss.

### **Trade and other Payables**

These amounts represent liabilities for goods & services provided to the Company prior to the end of the financial year which are unpaid. These are recognized initially at fair value and subsequently measured at amortized cost using effective interest method. Where the maturity period is within one year from balance sheet date, the carrying amount approximate the fair value at initial recognition due to short maturity of these instruments.

### **Derecognition of financial liabilities**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the statement of profit and loss.

### **Reclassification of financial assets and financial liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

### **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.

## **XX. Impairment of Non-Financial assets**

The non-financial assets, other than biological assets, inventories and deferred tax asset are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indications exist, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash generating units (CGUs). Each CGU represents the smallest group of assets that generate cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from the business combination is allocated to CGUs or groups of CGUs that are expected to benefits from the synergies of the combination.

The recoverable amount of the CGU (or an individual asset) is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre- tax discount rate that reflects current market assessment of the time value of money and the risks specifics to the CGU (or the asset).

The corporate assets (e.g. central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

The impairment loss is recognized if the carrying amount of the asset or the CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit & loss. Impairment loss recognized in respect of CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the CGU(or group of CGUs) on a pro rata basis.

## Notes to financial statements as at and for the year ended 31st March, 2023

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

**XXI. Use of estimates**

The preparation of the financial statement in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and current and / or future periods are affected.

**XXII. Critical accounting judgments and key sources of estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities.

➤ **Critical accounting judgments in applying accounting policies**

The following are the critical judgments, apart from those involving estimations that the Management have made in the process of applying the Company's accounting policies and that have most significant effect on the amounts recognised in the financial statements.

**Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. **(Refer Note XVII)**

**Impairment of non-financial assets**

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

**Impairment of financial assets**

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

**Assets Held for sale**

Management Judgment is required for identifying the assets which are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and

customary for sales of such asset and its sale is highly probable which could lead to significant judgment. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

**Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

**Contingencies**

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**Insurance claims**

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

**XXIII. Key Source of estimation uncertainty**

Key source of estimation uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, provisions and contingent liabilities.

The areas involving critical estimates are:

**Useful lives and residual values of property, plant and equipment**

Useful life and residual value of property, plant and equipment are based on management's estimate of the expected life and residual value of those assets and is as per schedule II to the Companies Act 2013/ as per technical opinion taken by the company.

These estimates are reviewed at the end of each reporting period. Any reassessment of these may result in change in depreciation expense for future years (Refer note no VI).

**Impairment of property plant and equipment**

The recoverable amount of the assets has been determined on the basis of their value in use. For estimating the value in use, it is necessary to project the future cash flow of assets over its estimated useful life. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in statement of profit and loss. (Refer note VI)

**Valuation of deferred tax assets**

Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. Any change in the estimates of future taxable income may impact the recoverability of deferred tax assets (Refer note X).

**Provisions and contingencies**

A provision is recognized when the Company has a present obligation as a result of past events 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 (excluding retirement benefits) are not discounted to their present value and are determined based on the best 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 best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized but disclosed in the financial statements wherever applicable. (Refer note XI)

## Notes to financial statements as at and for the year ended 31st March, 2023

## 2. PROPERTY, PLANT &amp; EQUIPMENT

(₹ in lac)

Particulars	Gross Block			Depreciation/ Amortization				Net Carrying Value		
	As at 31.03.22	Additions	Disposals	As at 31.03.23	Up to 31.03.22	Deductions	For the Year 2022-23	Total Up to 31.03.23	As at 31.03.23	As at 31.03.22
Land – Free Hold	28.11	-	-	28.11	0.04	-	0.01	0.05	28.06	28.07
Land – Lease Hold	152.57	-	-	152.57	14.57	-	2.43	17.00	135.57	138.00
Buildings (Including Roads)	3465.43	3045.97	28.95	6482.45	1001.42	17.79	151.26	1134.89	5347.56	2464.01
Plant and Equipments	11212.89	13116.62	1520.71	22808.80	6879.04	679.67	870.11	7069.48	15739.32	4333.85
Electrical Installation and Equipments	315.36	723.30	0.02	1038.64	188.63	-	15.78	204.41	834.23	126.73
Computer and data processing units	88.11	16.99	0.75	104.35	67.80	0.71	5.70	72.79	31.56	20.31
Furniture and Fixtures	225.55	75.33	1.10	299.78	128.94	0.48	19.99	148.45	151.33	96.61
Vehicles	296.59	175.84	72.60	399.83	140.00	52.09	34.67	122.58	277.25	156.59
Office Equipments	230.58	25.80	2.87	253.51	169.01	1.87	15.71	182.85	70.66	61.57
<b>Total</b>	<b>16015.19</b>	<b>17179.85</b>	<b>1627.00</b>	<b>31568.04</b>	<b>8589.45</b>	<b>752.61</b>	<b>1115.66</b>	<b>8952.50</b>	<b>22615.54</b>	<b>7425.74</b>

(₹ in lac)

Particulars	Gross Block			Depreciation/Amortization				Net Carrying Value		
	As at 31.03.21	Additions	Disposals	As at 31.03.22	Up to 31.03.21	Deductions	For the Year 2021-22	Total Up to 31.03.22	As at 31.03.22	As at 31.03.21
Land – Free Hold	28.11	-	-	28.11	0.04	-	0.01	0.04	28.07	28.07
Land – Lease Hold	152.57	-	-	152.57	12.13	-	2.44	14.57	138.00	140.44
Buildings (Including Roads)	3435.08	30.35	-	3465.43	848.31	-	153.11	1001.42	2464.01	2586.77
Plant and Equipments	10526.06	720.00	33.17	11212.89	5942.92	1.58	937.70	6879.04	4333.85	4583.14
Electrical Installation and Equipments	284.68	30.68	-	315.36	174.57	-	14.06	188.63	126.73	110.11
Computer and data processing units	82.67	6.84	1.40	88.11	63.84	0.83	4.79	67.80	20.31	18.83
Furniture and Fixtures	222.36	5.50	2.31	225.55	109.26	1.48	21.16	128.94	96.61	113.10
Vehicles	296.26	75.71	75.38	296.59	150.91	44.20	33.29	140.00	156.59	145.35
Office Equipments	213.17	20.61	3.20	230.58	150.60	1.99	20.40	169.01	61.57	62.57
<b>Total</b>	<b>15240.96</b>	<b>889.69</b>	<b>115.46</b>	<b>16015.19</b>	<b>7452.57</b>	<b>50.08</b>	<b>1186.96</b>	<b>8589.45</b>	<b>7425.74</b>	<b>7788.39</b>

- i) Disposal from Gross Block represents sale/transfer/discard of property, plant & equipment/ and adjustment of lease rent.
- ii) Deduction in depreciation is on account of Sale/Transfer/discard of property, plant & equipment.
- iii) Depreciation for the year 2022-23 includes ₹ 31.23 lac (P.Y. ₹ 38.35 lac) against amortization of government capital grants.
- iv) Assets pledged as security refer note no. 19 and 24.



## Notes to financial statements as at and for the year ended 31st March, 2023

### 3. CAPITAL WORK IN PROGRESS

(₹ in lac)

Particulars	As at 31.03.2022	Addition	Capitalization	As at 31.03.2023
Buildings ( Including Roads )	527.41	2377.02	2904.43	-
Plant & Equipments	14.87	11877.31	11892.18	-
Electric Installation & Equipments	-	720.27	720.27	-
Furnitre & Fixtures	-	44.68	44.68	-
Office Equipments	-	11.65	11.65	-
Pre-operative & Trial Run Expenditure	25.82	1276.27	1302.09	25.82
<b>Total</b>	<b>568.10</b>	<b>16307.20</b>	<b>16875.30</b>	<b>-</b>

(₹ In lac)

Particulars	As at 31.03.2021	Addition	Capitalization	As at 31.03.2022
Buildings	-	557.76	30.35	527.41
Plant & Equipments	-	734.87	720.00	14.87
Electric Installation & Equipments	-	30.68	30.68	-
Pre-operative & Trial Run Expenditure	-	25.82	-	25.82
<b>Total</b>	<b>-</b>	<b>1349.33</b>	<b>781.03</b>	<b>568.10</b>

Capital work in progress ageing

(₹ In lac)

Particulars	As at	
	31.03.2023	31.03.2022
Projects in progress		
Less than 1 year	-	568.10
<b>Total</b>	<b>-</b>	<b>568.10</b>

### 4. INTANGIBLE ASSETS

(₹ in lac)

Particulars	Gross Block			Amortization				Net Carrying Value		
	As at 31.03.22	Additions	Disposals	As at 31.03.23	Up to 31.03.22	Deductions	For the Year 2022-23	Total Up to 31.03.23	As at 31.03.23	As at 31.03.22
Computer Software-acquired	79.17	261.06	-	340.23	67.65	-	1.70	69.35	270.88	11.52

(₹ in lac)

Particulars	Gross Block			Amortization				Net Carrying Value		
	As at 31.03.21	Additions	Disposals	As at 31.03.22	Up to 31.03.21	Deductions	For the Year 2021-22	Total Up to 31.03.22	As at 31.03.22	As at 31.03.21
Computer Software-acquired	79.28	-	0.11	79.17	64.61	0.05	3.09	67.65	11.52	14.67

### 5. INTANGIBLE ASSETS UNDER DEVELOPMENT

(₹ in lac)

Particulars	As at 31.03.2022	Addition	Capitalization	As at 31.03.2023
Computer Software - acquired	151.30	109.76	261.06	-
<b>Total</b>	<b>151.30</b>	<b>109.79</b>	<b>261.06</b>	<b>-</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

## Intangible assets under development ageing

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>Projects in progress</b>		
Less than 1 year	-	151.30
<b>Total</b>	-	151.30

## 6. NON - CURRENT FINANCIAL ASSETS – LOANS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>Unsecured, Considered Good</b>		
Staff Loans & Advances	12.10	9.74
<b>Total</b>	12.10	9.74

## 7. NON - CURRENT FINANCIAL ASSETS – OTHERS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Security Deposits	265.34	214.26
<b>Total</b>	265.34	214.26

## 8. NON - CURRENT ASSETS- OTHERS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>Unsecured, Considered Good</b>		
Capital Advances	77.62	1068.30
Prepaid Expenses	10.29	10.63
Others	1.70	1.70
<b>Total</b>	89.61	1080.63

## 9. INVENTORIES

(₹ In lac)

Particulars	As at	
	31.03.2023	31.03.2022
Raw Materials	5819.35	4656.55
Work in Progress	3618.87	3407.93
Finished Goods	8615.49	5571.09
Traded Goods	88.16	158.19
Stores & Spares	401.61	350.91
<b>Total</b>	18543.48	14144.67

(i) For basis of valuation of inventory refer note no: 1- B(V)

(ii) For inventories hypothecated against borrowings refer note no.19 and 24.

## Notes to financial statements as at and for the year ended 31st March, 2023

### 10. TRADE RECEIVABLES

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
Trade Receivables - Unsecured, considered good	9753.28	8929.02
<b>Total</b>	<b>9753.28</b>	<b>8929.02</b>

- i) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- ii) Trade Receivables ageing from due date of payment

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
Undisputed Trade receivables - Considered good		
Less than 6 months	9035.50	8428.16
6 months - 1 year	678.70	447.11
1 - 2 years	-	3.51
2 - 3 years	-	-
More than 3 years	39.08	50.24
<b>Total</b>	<b>9753.28</b>	<b>8929.02</b>

### 11. CASH AND CASH EQUIVALENTS

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
Balance with banks		
- Current account	11.62	19.61
Cash in hand	1.80	3.29
<b>Total</b>	<b>13.42</b>	<b>22.90</b>

### 12. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
Unpaid Dividend Account*	19.81	19.10
Bank Deposits above 3 months but within 12 months maturity	18.06	17.20
<b>Total</b>	<b>37.87</b>	<b>36.30</b>

\*Earmarked against the corresponding provision. Refer note no. 26.

### 13. CURRENT FINANCIALS ASSETS –LOANS

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
<b>Unsecured, Considered Good</b>		
Staff Loans & Advances	77.67	68.31
<b>Total</b>	<b>77.67</b>	<b>68.31</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

## 14. CURRENT FINANCIAL ASSETS- OTHERS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Forward Cover Receivable	0.55	0.63
Incentive/Rebate Receivable	98.61	90.53
Security Deposit	7.95	29.58
Others	20.78	68.89
<b>Total</b>	<b>127.89</b>	<b>189.63</b>

## 15. CURRENT TAX ASSETS(NET)

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Advance Tax and TDS	453.26	687.56
Less: Income Tax Provision	394.41	650.13
<b>Total</b>	<b>58.85</b>	<b>37.43</b>

## 16. CURRENT ASSETS - OTHERS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Export Incentive Receivable	239.60	519.62
Claims & Other Receivable from Government Authority	1505.34	1542.12
Prepaid Expenses	214.72	254.01
<b>Total</b>	<b>1959.66</b>	<b>2315.75</b>

## 17. EQUITY SHARE CAPITAL

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>Authorized:</b>		
2,90,00,000 (PY : 2,90,00,000) Equity Shares of ₹10 each	2900.00	2900.00
5,00,000 (PY: 5,00,000) Redeemable Cumulative Preference Shares of ₹100 each	500.00	500.00
<b>Total</b>	<b>3400.00</b>	<b>3400.00</b>
<b>Issued, Subscribed &amp; Paid-up:</b>		
1,02,92,168 (PY: 1,02,92,168) Equity Shares of ₹10 each	1029.22	1029.22
<b>Total</b>	<b>1029.22</b>	<b>1029.22</b>

## i) Term / Rights attached to Equity shares

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. 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 shareholding.

## Notes to financial statements as at and for the year ended 31st March, 2023

### ii) Reconciliation of the number of shares

Particulars	As at	
	31.03.2023	31.03.2022
Opening	10292168	10292168
Closing	10292168	10292168

### iii) Details of Shares held by Shareholders holding more than 5% shares of the Company

Name of Shareholders	As at			
	31.03.2023		31.03.2022	
	No. of Shares	%	No. of Shares	%
Arun Kumar Churiwal	1025716	9.97	1025716	9.97
Sudha Churiwal	1006502	9.78	1105055	10.74
Nivedan Churiwal	759624	7.38	661071	6.42
Akunth Textile Processors Pvt. Ltd.	697774	6.78	697774	6.78
Shubha Churiwal	625450	6.08	625450	6.08

### iv) The Company does not have any holding/ultimate holding company.

### v) Shareholding of Promoters

S. No.	Promoter name	As at				% Change during the year
		31.03.2023		31.03.2022		
		No. of Shares	% of Total Shares	No. of Shares	% of Total Shares	
1	Arun Kumar Churiwal	1025716	9.97	1025716	9.97	-
2	Sudha Churiwal	1006502	9.78	874822	8.50	1.28%
3	Nivedan Churiwal	759624	7.38	661071	6.42	0.96%
4	Akunth Textile Processors Pvt.Ltd.	697774	6.78	697774	6.78	-
5	Shubha Churiwal	625450	6.08	625450	6.08	-
6	Churiwal Properties &Invt. P. Ltd.	514145	5.00	514145	5.00	-
7	Bharat Investment Growth Ltd.	257500	2.50	257500	2.50	-
8	Investors India Ltd.	190703	1.85	190703	1.85	-
9	Ravi Jhunjunwala	157270	1.53	157270	1.53	-
10	Cornhill Investments Ltd.	120300	1.17	120300	1.17	-
11	Shashi Commercial Co. Ltd.	118600	1.15	118600	1.15	-
12	Microlight Investments Ltd.	96000	0.93	96000	0.93	-
13	Micro Base Ltd.	70700	0.69	70700	0.69	-
14	India Texfab Marketing Ltd.	62217	0.60	62217	0.60	-
15	Arun Kumar Churiwal HUF	51200	0.50	51200	0.50	-
16	RSWM Limited	31396	0.31	31396	0.31	-
17	Dreamon Commercial Private Limited	27938	0.27	-	-	0.27%
18	MandpamVikas Pvt. Ltd.	23975	0.23	23975	0.23	-
19	Sudha Churiwal / Nivedan Churiwal	-	-	230233	2.24	(2.24%)
	<b>Total</b>	<b>5837010</b>	<b>56.72</b>	<b>5809072</b>	<b>56.45</b>	<b>0.27%</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

## 18. OTHER EQUITY

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
<b>i) Capital Reserve</b>		
Balance at the beginning of the year	1015.97	1015.97
<b>Balance at the end of the year</b>	1015.97	1015.97
<b>ii) Capital Redemption Reserve</b>		
Balance at the beginning of the year	30.00	30.00
<b>Balance at the end of the year</b>	30.00	30.00
<b>iii) Securities Premium</b>		
Balance at the beginning of the year	1925.69	1925.69
<b>Balance at the end of the year</b>	1925.69	1925.69
<b>iv) General Reserve</b>		
Balance at the beginning of the year	1418.77	1418.77
Transfer from retained earnings	150.00	-
<b>Balance at the end of the year</b>	1568.77	1418.77
<b>v) Retained Earnings</b>		
Balance as at the beginning of the year	3511.47	2418.71
Profit for the year	1690.93	1147.88
Remeasurment of defined benefit plans through OCI	(97.14)	(55.12)
Transfer to General Reserve	(150.00)	-
Dividend Paid	(123.51)	-
<b>Balance as at the end of the year</b>	4831.75	3511.47
<b>vi) Other Comprehensive Income</b>		
Balance as at the beginning of the year	(0.88)	(10.52)
For the year	6.55	9.64
<b>Balance at the end of the year</b>	5.67	(0.88)
<b>Total</b>	<b>9377.85</b>	<b>7901.02</b>

**Capital Reserve** – Capital reserve is created on amalgamation of Bhilwara Processors Limited and BSL Wulging Limited with the company and the same will be utilized as per the provisions of the Companies Act, 2013.

**Capital Redemption Reserve** – Capital redemption reserve is created on redemption of preference share capital and the same will be utilized as per the provisions of the Companies Act, 2013.

**Securities Premium** – Security premium is created on issue of equity shares at premium and the same will be utilized as per the provisions of the Companies Act, 2013.

(i) The Other Comprehensive Income (Net gains/(loss) on hedging instruments) represents the cumulative effective portion of gain / (losses) arising on changes in fair value of designated portion of hedging instruments entered into for Cash Flow Hedge reserve. The cumulative gain/ (losses) arising on changes in fair value of designated portion of the hedging instruments that are recognized and accumulated under the heading of Cash Flow Hedge Reserve will be reclassified to the Profit and Loss only when the hedge transaction affects the Profit and Loss account.

**(ii) Details of Dividend Proposed**

After the reporting date, the Board of Directors of the company has recommended a dividend @15% (P.Y.@12%) to Equity shareholder i.e. ₹1.50 (P.Y. ₹1.20) per Equity share amounting to ₹ 154.38 Lac (P.Y. ₹123.51 lacs).The dividend proposed by the Board is subject to approval at the annual general meeting of the company. The dividend has not been recognized as liability.

## Notes to financial statements as at and for the year ended 31st March, 2023

### 19. NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>Secured Borrowing</b>		
Term Loans from Banks	15773.47	4465.64
Vehicle Loans from - Banks	70.03	16.56
- Other	83.63	39.30
<b>Total</b>	<b>15927.13</b>	<b>4521.50</b>

- i) **Nature of Security:** The Term Loans from Banks are secured by way of joint equitable mortgage / hypothecation of all immovable and movable existing and future assets of the Company except book debts ranking pari-passu subject to prior charge created in favor of the Company's bankers on stocks of raw materials, semi-finished, finished goods for working capital.

The GECL 2.0 (WCTL) loans under ECLGS-2.0 are secured against hypothecation of stocks of raw materials, finished goods and goods in process. The same is also secured by second charge created in favor of Company's Bankers by way of joint equitable mortgage on immovable properties of the Company which is ranking pari-passu.

Vehicle Loans are secured against hypothecation of respective vehicles.

- ii) **Terms of Repayment of Secured Borrowing:** Secured term loans from banks are repayable in quarterly/monthly installments and having floating interest rates ranging from Base Rate/MCLR + spread (0.50% to 5.0% as on 31.03.2023 and 0.50% to 5.45% as on 31.03.2022) and vehicle loans are repayable in monthly installments and having interest rates ranging from 7.95% to 9.76% as on 31.03.2023 and 7.95% to 12.93% as on 31.03.2022. Period of maturity and installments outstanding are as under:-
- iii) No term loan is guaranteed by Directors or Others.
- iv) Other details of term loan are as under:-

(₹ in lac)

Name of Banks	Date of Maturity	No. of Installments Outstanding as on 31.03.2023	As at 31.03.2023			As at 31.03.2022		
			Total Outstanding	Current Maturities	Long Term Borrowings	Total Outstanding	Current Maturities	Long Term Borrowings
<b>(A) Term Loan From Banks</b>								
State Bank of India	31.12.2024	7	506.20	368.00	138.20	874.20	368.00	506.20
Indian Bank - I	30.09.2029	20	6443.96	-	6443.96	924.62	-	924.62
Indian Bank - II	31.03.2032	30	2228.51	-	2228.51	-	-	-
Export Import Bank of India - II	01.12.2028	21	1275.00	121.42	1153.58	956.25	-	956.25
Bank Of Maharashtra	30.09.2031	30	4500.00	-	4500.00	-	-	-
Export Import Bank of India - I	-	-	-	-	-	160.00	160.00	-
PNB (GECL-2.0 WCTL)	31.12.2025	33	688.87	250.50	438.37	939.37	250.50	688.87
IDBI (GECL-2.0 WCTL)	30.01.2026	34	361.25	127.51	233.74	488.75	127.50	361.25
SBI (GECL-2.0 WCTL)	28.02.2026	35	1030.52	367.16	663.36	1438.00	359.50	1078.50
Deferred Revenue Expenditure			(34.66)	(8.41)	(26.25)	(52.80)	(2.75)	(50.05)
<b>Total (A)</b>			<b>16999.65</b>	<b>1226.18</b>	<b>15773.47</b>	<b>5728.39</b>	<b>1262.75</b>	<b>4465.64</b>
<b>(B) Vehicle Loans</b>								
From Banks	07.11.2029	3 to 80	88.35	18.32	70.03	37.36	20.80	16.56
From Other	13.12.2025	33	101.41	17.78	83.63	48.13	8.83	39.30
<b>Total (B)</b>			<b>189.76</b>	<b>36.10</b>	<b>153.66</b>	<b>85.49</b>	<b>29.63</b>	<b>55.86</b>
<b>Total (A + B)</b>			<b>17189.41</b>	<b>1262.28</b>	<b>15927.13</b>	<b>5813.88</b>	<b>1292.38</b>	<b>4521.50</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

## 20. NON - CURRENT FINANCIAL LIABILITIES – OTHER

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Agent & Dealers Deposits	105.32	105.91
<b>Total</b>	<b>105.32</b>	<b>105.91</b>

## 21. DEFERRED TAX LIABILITIES (NET)

- i) The Company has provided deferred tax liability of ₹137.74 Lac (PY utilized of ₹37.58 Lac) in profit and loss account and provided deferred tax liability of ₹2.20 Lac (PY provided ₹0.39 Lac) in OCI, determined on account of temporary differences in accordance with 'IND AS – 12 INCOME TAXES' as under :-

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>A. Deferred Tax Liability</b>	<b>609.26</b>	<b>470.09</b>
<b>B. Deferred Tax Assets</b>	<b>32.95</b>	<b>33.72</b>
<b>Net Deferred Tax Liability</b>	<b>576.31</b>	<b>436.37</b>

- i) Deferred Tax Assets and Deferred Tax Liabilities have been offset as they relate to the same governing taxation laws.  
ii) Movement in Deferred Tax Liabilities/Assets

(₹ in lac)

Particulars	Opening Balance as on 31.03.2022	Recognized in the statement of profit and loss	Recognized in the statement of Other Comprehensive Income	Closing Balance as on 31.03.2023
Deferred Tax Liabilities in relation to				
- Depreciation & Amortization Expenses	470.09	137.27	-	<b>607.36</b>
- Cash Flow Hedge	-	-	1.90	<b>1.90</b>
<b>Total</b>	<b>470.09</b>	<b>137.27</b>	<b>1.90</b>	<b>609.26</b>
Deferred Tax Assets in relation to				
- Cash Flow Hedge	0.30	-	(0.30)	-
- Disallowed u/s 43B	33.42	(0.47)	-	<b>32.95</b>
<b>Total</b>	<b>33.72</b>	<b>(0.47)</b>	<b>(0.30)</b>	<b>32.95</b>
<b>Net Deferred Tax Liability</b>	<b>436.37</b>	<b>137.74</b>	<b>2.20</b>	<b>576.31</b>

(₹ in lac)

Particulars	Balance as on 31.03.2021	Recognized in the statement of profit and loss	Recognized in the statement of Other Comprehensive Income	Balance as on 31.03.2022
Deferred Tax Liabilities in relation to				
- Depreciation & Amortization Expenses	505.04	(34.95)	-	470.09
<b>Total</b>	<b>505.04</b>	<b>(34.95)</b>	<b>-</b>	<b>470.09</b>
Deferred Tax Assets in relation to				
- Cash Flow Hedge	0.69	-	(0.39)	0.30
- Disallowed u/s 43B	30.78	2.64	-	33.42
<b>Total</b>	<b>31.47</b>	<b>2.64</b>	<b>(0.39)</b>	<b>33.72</b>
<b>Net Deferred Tax Liability</b>	<b>473.57</b>	<b>(37.59)</b>	<b>0.39</b>	<b>436.37</b>



## Notes to financial statements as at and for the year ended 31st March, 2023

### 22. NON - CURRENT LIABILITIES - DEFERRED GOVERNMENT GRANT

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Deferred Government Grant	2.84	12.55
<b>Total</b>	<b>2.84</b>	<b>12.55</b>

Government grants have been received for the purchase of certain items of property, plant & equipment. There are no unfulfilled conditions or contingencies attached to these grants.

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>TUF Capital Investment Subsidy</b>		
Opening Balance	43.78	82.13
Released to the statement of profit and loss	31.23	38.35
<b>Closing Balance</b>	<b>12.55</b>	<b>43.78</b>
<b>Non-Current</b>	<b>2.84</b>	<b>12.55</b>
<b>Current</b>	<b>9.71</b>	<b>31.23</b>

### 23. NON - CURRENT LIABILITIES - OTHERS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Staff Deposits	16.73	20.78
<b>Total</b>	<b>16.73</b>	<b>20.78</b>

### 24. CURRENT FINANCIAL LIABILITIES

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
<b>i. BORROWINGS (Repayable on Demand)</b>		
<b>SECURED:</b>		
Working Capital Loans from Banks	14177.07	11503.04
<b>UNSECURED</b>		
Loan from Others	3198.98	1283.36
ii. Current Maturities of Long Term Debts	1262.28	1292.40
<b>Total</b>	<b>18638.33</b>	<b>14078.80</b>

- i) Bank loans for working capital are secured against hypothecation of stocks of raw materials, finished goods and goods in process. The same is also secured by second charge created/ in favor of Company's Bankers by way of joint equitable mortgage on immovable properties of the Company which is ranking pari-passu and having floating interest rate ranging from 8.15% to 10.65% as on 31.03.2023 and 7.50% to 12.10% as on 31.03.2022
- ii) No Working Capital loan is guaranteed by Directors or Others.
- iii) Unsecured loans are having interest rate from 8.50% to 15.00 % as on 31.03.2023 and 7.25% to 11.85 % as on 31.03.2022.

### 25. TRADE PAYABLES

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Trade Payable (Undisputed)		
- MSME	358.23	47.37
- Others	4277.86	4715.94
<b>Total</b>	<b>4636.09</b>	<b>4763.31</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

## i) Other information related to MSME

The information regarding Micro, Small and Medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the company:

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
i) Principle amount and interest due thereon remaining unpaid to any supplier.	358.23	47.37
ii) Interest paid by the Company in terms of section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
iii) The amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
iv) The amount of interest accrued and remaining unpaid	-	-
v) 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 enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

## (ii) Trade Payable ageing from due date of payment

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
MSME	Less than 1 year	47.37
	More than 1 year	-
Others	Less than 1 year	4715.94
	More than 1 year	-
Total	Less than 1 year	4763.31
	More than 1 year	-

## 26. CURRENT FINANCIAL LIABILITIES - OTHERS

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
Un-Paid Dividend*	19.81	19.10
Liability Towards Staff & Worker	540.98	460.34
Sundry Creditors for Capital Goods	372.53	23.85
Other Liabilities	2353.23	1658.63
<b>Total</b>	<b>3286.55</b>	<b>2161.92</b>

\*There are no outstanding dues to be paid to Investor Education & Protection Fund.

## 27. CURRENT LIABILITIES - DEFERRED GOVERNMENT GRANT

Particulars	(₹ in lac)	
	As at	
	31.03.2023	31.03.2022
Deferred Government Grant (Refer note no. 22)	9.71	31.23
<b>Total</b>	<b>9.71</b>	<b>31.23</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

### 28. CURRENT LIABILITIES - OTHERS

(₹ in lac)

Particulars	As at	
	31.03.2023	31.03.2022
Statutory Dues Payable	219.51	142.69
<b>Total</b>	<b>219.51</b>	<b>142.69</b>

### 29. REVENUE FROM OPERATIONS

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Sale of Products - Domestic	21437.05	17097.89
- Export	23814.45	24896.06
Sales of Services	1714.12	1373.82
Other Operating Revenue	208.65	215.80
<b>Total</b>	<b>47174.27</b>	<b>43583.57</b>

### 30. OTHER INCOME

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Interest Income	32.32	61.69
Exchange Gain	11.91	58.85
Rent Receipt	6.44	9.08
Net Gain on Sale of Property, Plant & Equipment	24.44	21.77
Insurance Claim receipt	21.22	-
<b>Total</b>	<b>96.33</b>	<b>151.39</b>

### 31. COST OF MATERIALS CONSUMED

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Opening inventory	4656.55	3583.50
Add : Purchases (net)	23046.64	20968.45
Less : Inventory at the end of the year	5819.35	4656.55
	<b>21883.84</b>	<b>19895.40</b>
Add: Trial Run Inventory	788.99	-
Add: Consumption of Dyes & Chemicals	1258.87	948.53
<b>Total</b>	<b>23931.70</b>	<b>20843.93</b>

### 32. PURCHASE OF STOCK IN TRADE

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Fabrics	1112.93	1648.91
Yarn	355.09	2.49
Others	5.01	9.73
<b>Total</b>	<b>1473.03</b>	<b>1661.13</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

## 33. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
<b>Closing inventory:</b>		
Work-in progress	3618.87	3407.93
Finished Goods	8615.49	5571.09
Traded Goods	88.16	158.19
<b>Total</b>	<b>12322.52</b>	<b>9137.21</b>
<b>Opening Inventory:</b>		
Work-in progress	3407.93	2403.29
Finished Goods	5571.09	5308.25
Traded Goods	158.19	89.06
<b>Total</b>	<b>9137.21</b>	<b>7800.60</b>
<b>(Increase) /Decrease in Stocks</b>	<b>(3185.31)</b>	<b>(1336.61)</b>

## 34. EMPLOYEE BENEFIT EXPENSES

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Salaries, Wages and Bonus	6633.71	6040.46
Contribution to Provident and Other Funds	619.52	560.58
Expenses related to Post Employment Defined Benefit Plans (Refer Note No 42)	123.57	112.34
Expenses related to Earned Leave (Refer Note No 42)	62.85	41.08
Workmen and Staff Welfare	113.71	99.44
<b>Total</b>	<b>7553.36</b>	<b>6853.90</b>

## 35. FINANCE COSTS

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Interest on Term Loan	168.12	204.65
Interest on Others	1525.07	1030.87
Bank Charges	188.70	157.28
<b>Total</b>	<b>1881.89</b>	<b>1392.80</b>

## 36. DEPRECIATION AND AMORTIZATION EXPENSES

(₹ in lac)

Particulars	For the year ended	
	31.03.2023	31.03.2022
Depreciation on Tangible assets	1115.66	1186.96
Amortization of Intangible assets	1.70	3.09
	<b>1117.36</b>	<b>1190.05</b>
Less: Amortization of Government Capital Grant	31.23	38.35
<b>Total</b>	<b>1086.13</b>	<b>1151.70</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

### 37. OTHER EXPENSES

Particulars	(₹ in lac)	
	For the year ended	
	31.03.2023	31.03.2022
<b>A. MANUFACTURING</b>		
Weaving Charges	834.68	604.88
Processing Charges	169.59	183.20
Combing Charges	54.62	72.93
Garment Making Expenses	7.30	42.89
Embroidery Charges	6.67	4.77
Dyeing Charges	203.34	147.03
Stores & Spare parts (Net)	948.73	749.79
Power, Fuel & Water	4616.34	4548.97
Freight, Cartage etc.	152.85	127.23
Repairs to : Plant & Machinery	249.97	200.69
Building	59.00	73.10
Others	25.39	29.96
<b>Total (A)</b>	<b>7328.48</b>	<b>6785.44</b>
<b>B. ADMINISTRATIVE</b>		
Rent	87.40	72.92
Rates & Taxes	5.13	3.88
Insurance	101.84	114.26
Directors' Remuneration & Fees	488.44	367.73
Audit Fees	4.75	4.75
Directors' Travelling	12.46	3.71
CSR Expenses	11.21	-
Miscellaneous Expenses (Printing & Stationery, Travelling, Conveyance, Vehicle, Consultancy, Legal & Professional, office, computer expenses etc.)	929.75	882.00
<b>Total (B)</b>	<b>1640.98</b>	<b>1449.25</b>
<b>C. SELLING</b>		
Commission	231.35	145.76
Packing	1011.37	982.98
Advertisement & Sales Promotion	169.52	119.78
Foreign Travelling expenses	123.86	25.74
Others	67.58	64.19
<b>Expenses on Export Sales</b>		
Commission	556.15	577.69
Overseas Freight	450.72	938.86
Others	478.72	480.01
<b>Total (C)</b>	<b>3089.27</b>	<b>3335.01</b>
<b>Total (A + B + C)</b>	<b>12058.73</b>	<b>11569.70</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

## 38. INCOME TAX EXPENSES

## (a) Income Tax recognized in profit and loss

Particulars	For the year ended	
	31.03.2023	31.03.2022
Current Year Tax – In Profit and Loss	427.08	488.11
Current Year Tax – In OCI	(32.67)	(18.54)
	394.41	469.57

## (b) Reconciliation

Particulars	For the year ended	
	31.03.2023	31.03.2022
Profit before tax – (Net of OCI Defined Benefit Plans)	2125.94	1524.75
- Tax using the statutory Income Tax rate @ 25.168% (PY 25.168%)	535.06	383.75
- Expenses not deductible for tax purposes	4.75	1.69
- Temporary difference reversible in coming years	(145.40)	83.24
- Interest Payable	-	0.89
<b>Total</b>	<b>394.41</b>	<b>469.57</b>

## 39. DEFERRED TAX EXPENSES

## (a) Deferred Tax expenses recognized in profit or loss

Particulars	For the year ended	
	31.03.2023	31.03.2022
Current Year Tax – In Profit and Loss	137.74	(37.58)
Current Year Tax – In OCI	2.20	0.39
<b>Total</b>	<b>139.94</b>	<b>(37.19)</b>

## (b) Reconciliation

	For the year ended	
	31.03.2023	31.03.2022
Substantially enacted tax rate	25.168%	25.168%
Temporary difference during the year		
- Depreciation/Amortization	144.93	(80.60)
- Disallowance u/s 43B	0.47	(2.64)
P.Y. Adjustments	(7.66)	45.66
Cash Flow Hedge	2.20	0.39
	139.94	(37.19)

## Notes to financial statements as at and for the year ended 31st March, 2023

### 40. OTHER COMPREHENSIVE INCOME

Particulars	(₹ in lac)	
	For the year ended	
	31.03.2023	31.03.2022
<b>(i) Items that will not be reclassified to profit or loss</b>		
Re-measurement gain/(loss) on defined benefit plans	(129.81)	(73.66)
Income tax effects	(32.67)	(18.54)
<b>Total (i)</b>	<b>(97.14)</b>	<b>(55.12)</b>
<b>(ii) Items that will be reclassified to profit or loss</b>		
Net gain/(loss) on hedging instruments in a cash flow hedge	8.75	10.03
Income tax effects	2.20	0.39
<b>Total (ii)</b>	<b>6.55</b>	<b>9.64</b>
<b>Total Other Comprehensive Income (i + ii)</b>	<b>(90.59)</b>	<b>(45.48)</b>

### 41. EARNINGS PER SHARE

S. Particulars No.	(₹ in lac)	
	For the year ended	
	31.03.2023	31.03.2022
a) Net Profit after tax (₹ In lac)	1690.93	1147.88
b) Net profit available to equity shareholders (₹ In lac)	1690.93	1147.88
c) Average No. of Equity shares outstanding during the year (Nos).	10292168	10292168
d) Basic & Dilutive earnings per share (b)/(c) (Rupees per share)	16.43	11.15

### 42. EMPLOYMENT BENEFIT PLANS

The company participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds. For defined contribution schemes the amount charged to the statements of profit or loss is the total of contributions payable in the year. the required disclosure are given here under:

Particulars	(₹ in lac)			
	For the year ended			
	31.03.2023		31.03.2022	
	Gratuity (Funded)	Earned Leave (Funded)	Gratuity (Funded)	Earned Leave (Funded)
i) Reconciliation of opening and closing balances of defined benefit obligation				
a) At the beginning of the year	1575.06	278.84	1434.82	255.42
b) Current Service Cost	123.57	42.50	112.35	34.33
c) Interest Cost	114.51	20.27	99.00	17.62
d) Actuarial (Gain)/Loss	111.12	16.67	67.62	5.96
e) Benefits paid	(243.30)	(49.37)	(138.73)	(34.49)
f) Defined Benefits Obligation at year end	1680.96	308.91	1575.06	278.84
ii) Reconciliation of opening and closing balances of fair value of plan assets				
a) At beginning of the year	1575.06	278.84	1434.82	255.43
b) Expected Return on plan assets	114.51	20.27	99.01	17.62
c) Actuarial Gain / (Loss)	(18.69)	(3.68)	(6.05)	(0.79)
d) Employer Contributions	143.29	38.97	174.53	6.58
e) Benefits paid	(133.21)	(25.49)	(127.25)	--
f) Fair Value of the plan assets at the year end	1680.96	308.91	1575.06	278.84

## Notes to financial statements as at and for the year ended 31st March, 2023

(₹ in lac)

Particulars	For the year ended			
	31.03.2023		31.03.2022	
	Gratuity	Earned Leave	Gratuity	Earned Leave
	(Funded)	(Funded)	(Funded)	(Funded)
iii) Reconciliation of fair value of obligation and Assets				
a) Present value of obligation as at year end	1680.96	308.91	1575.06	278.84
b) Fair value of plan assets as at year end	1680.96	308.91	1575.06	278.84
c) Amount recognized in Balance Sheet (a-b)	-	-	-	-
iv) Expense recognized in the statement of P&L				
a) Current Service Cost	123.57	42.50	112.35	34.33
b) Interest Cost	114.51	20.27	99.00	17.62
c) Expected return on plan assets	(114.51)	(20.27)	(99.01)	(17.62)
d) Actuarial (gain) / loss	-	20.35	-	6.75
e) Net Cost (a+b+c+d)	123.57	62.85	112.34	41.08
v) Expenses recognized in the statement of OCI				
a) Net Actuarial (gain)/loss	129.81		73.66	

## vi) Investment Details of Plan Assets :

Sr. No	Name of Retirement Benefit	Name of Trust	Policy No.	Investment with
1)	Gratuity	Bhilwara Synthetics Ltd. Officers Gratuity Trust Fund	NGG(CA) 103001913	LIC of India
2)	Earned Leave	-	NGLES 103002054 & GLS 103011337	LIC of India

vii) There are no amount included in the fair value of plan assets for

- Company's own financial instruments.
- Property occupied by or other assets used by the Company.

viii) Principal Actuarial Assumptions at the Balance Sheet date

Sr. No.	Particulars	For the year ended	
		31.03.2023	31.03.2022
i)	Discount Rate	7.42% per annum	7.27% per annum
ii)	Future Salary Increase	4.00% per annum	4.00% per annum

The estimation of future salary increase considered in actuarial valuation, take account of inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market etc. The above information is certified by the Actuary. The actual return on plan assets for the year and estimate of contribution for the next year as per actuarial valuation is as under:-.

Sr. No.	Particulars	Actual Return on Plan assets	Estimate of contribution for the next year
a)	Gratuity	95.82	143.89
b)	Earned Leave	16.59	44.21

ix) The overall expected rate of return on assets is assumed based on the market prices prevailing on that date over the accounting period. The Company is having approved gratuity trust and leave encashment policy, which is having insurer Managed Fund.



## Notes to financial statements as at and for the year ended 31st March, 2023

### x) Experience Adjustment:

Gratuity	As at				
	March'23	March'22	March'21	March'20	March'19
Defined Benefits Obligation	<b>1680.96</b>	1575.06	1434.82	1355.76	1336.08
Plan assets	<b>1680.96</b>	1575.06	1434.82	1386.31	1336.08
Surplus/(deficit)	-	-	-	30.55	-
Experience adjustment on plan Liabilities (loss)/ gain	<b>(128.60)</b>	(110.20)	(20.58)	(23.04)	(47.09)
Experience adjustment on plan Assets (loss)/ gain	<b>(18.68)</b>	(6.05)	(17.21)	(21.18)	(11.65)
<b>Earned Leave</b>					
Defined Benefits Obligation	<b>308.91</b>	278.84	255.42	271.02	270.64
Plan assets	<b>308.91</b>	278.84	255.43	277.12	270.64
Surplus/(deficit)	-	-	0.01	6.10	-
Experience adjustment on plan Liabilities (loss)/ gain	<b>20.36</b>	14.37	31.25	5.46	14.72
Experience adjustment on plan Assets (loss)/ gain	<b>(3.68)</b>	(0.79)	(1.53)	(5.80)	(2.70)

### xi) Sensitivity Analysis

	For the year ended			
	31.03.2023		31.03.2022	
	Gratuity	Earned Leave	Gratuity	Earned Leave
(a) Impact of changes in discount rate				
Increase of 0.50%	<b>(56.29)</b>	<b>(11.93)</b>	(54.66)	(11.05)
Decrease of 0.50%	<b>60.33</b>	<b>12.43</b>	58.56	11.54
(b) Impact of changes in salary increase				
Increase of 0.50%	<b>62.07</b>	<b>12.98</b>	60.17	12.01
Decrease of 0.50%	<b>(58.34)</b>	<b>(12.15)</b>	(56.58)	(11.24)
xii) Maturity Profile of Defined Benefit Obligation			Gratuity	Earned Leave
April 2022 – March 2023			128.42	30.68
April 2023 – March 2024			274.98	46.22
April 2024 – March 2025			138.38	21.06
April 2025 – March 2026			137.66	23.56
April 2026 – March 2027			114.37	19.08
April 2027 – March 2028			101.01	14.54
April 2028 onwards			786.16	153.76

### (b) Defined Contribution Plans

Amount recognized as an expense/ capitalized in the Note no. 34,37 & 50

	For the year ended	
	31.03.2023	31.03.2022
i) Employers Contribution to Provident Fund	<b>462.73</b>	409.65
ii) Employers Contribution to Superannuation Fund	<b>103.94</b>	71.49

## Notes to financial statements as at and for the year ended 31st March, 2023

(xii) **Description on Risk Exposure**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows:-

- A) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B) Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C) Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability
- D) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

**43. SEGMENT REPORTING**

The Company's operation predominantly relates to Textiles. Hence primary reportable segment is textiles only. Further the geographical segment have been considered as secondary segment and bifurcated into Domestic & Export segments.

**A. Geographical Segment**

Particulars	For the year ended			For the year ended		
	31.03.2023			31.03.2022		
	Domestic	Export	Total	Domestic	Export	Total
<b>Segments Revenue</b>	23359.82	23814.45	47174.27	18687.51	24896.06	43583.57
	In India	Outside India	Total	In India	Outside India	Total
<b>Segment Assets</b> (Based on location of the assets)	48002.44	5299.74	53302.18	28819.49	5883.81	34703.30
Capital Exp. Incurred during the year	16721.51	-	16721.51	1609.29	-	1609.29

B. There are no non-current assets outside India.

C. During the year ended March 31, 2023, revenue from one customer represents ₹ 5057.66 Lacs i.e. 10.72% of entity's revenue while no such customer was during previous year.

**D. Revenue from Products and Services**

Particulars	Year ended	
	31.03.2023	31.03.2022
Products	45460.15	42209.75
Services	1714.12	1373.82
<b>Total</b>	<b>47174.27</b>	<b>43583.57</b>

**44. RELATED PARTY TRANSACTIONS**

List of related parties as per Ind AS 24

S. No.	Name of Related Party	Nature of Relationship
<b>A. (i)</b>	<b>A person or a close member of that person's family of a reporting entity has control or joint control over the reporting entity</b>	
	Shri Arun Kumar Churiwal	Promoter, Chairman
	Shri Nivedan Churiwal	Promoter & Managing Director
<b>(ii)</b>	<b>A person or a close member of that person's family of a reporting entity has significant influence over the reporting entity</b>	
	Shri Arun Kumar Churiwal	Chairman
	Shri Nivedan Churiwal	Managing Director
	Shri Ravi Jhunjhunwala	Director
	Shri Shekhar Agarwal	Director

## Notes to financial statements as at and for the year ended 31st March, 2023

<b>(iii) A person or a close member of that person's family of a reporting entity is a member of the Key Management Personnel of the reporting entity or of a parent of the reporting entity.</b>	
Shri Arun Kumar Churiwal	Chairman
Shri Nivedan Churiwal	Managing Director
Shri Ravi Jhunjhunwala	
Shri Sushil Jhunjhunwala	
Shri Shekhar Agarwal	
Shri Amar Nath Choudhary	Director
Shri J.C. Laddha	
Shri G.P. Singhal	
Smt. Abhilasha Mimani	
Shri Praveen Jain	Director (Operation) & CFO
Ms. Aanchal Patni	Company Secretary (Upto 11th Nov.22)
Mr. Shubham Jain	Company Secretary (From 12th Nov.22)
<b>B. (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others)</b>	
N.A.	
<b>(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member)</b>	
N.A.	
<b>(iii) Associates and other entities are joint ventures of the same third party.</b>	
N.A.	
<b>(iv) One Entity is a joint venture of a third party and the other entity is an associate of the third entity</b>	
N.A.	
<b>(v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity.</b>	
N.A.	
<b>(vi) The entity is controlled or jointly controlled by a person identified in (A).</b>	
RSWM Limited	
HEG Limited	
Maral Overseas Limited	
BMD Private Limited	
A.D.Hydro Power Limited	
Malana Power Limited	
Bhilwara Energy Limited	
Sudiva Spinners Private Limited	
Arun Nivedan HUF	
Churiwala Properties & Investments Private Limited	
<b>(vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).</b>	
RSWM Limited	

## Notes to financial statements as at and for the year ended 31st March, 2023

## Transaction with related parties

		(₹ in lac)	
S. No.	Particulars	For the year ended	
		31.03.2023	31.03.2022
1)	With the parties referred in A(i) above		
	Short term employee benefits	368.65	267.52
	Post-employment benefits	44.55	38.40
	Interest	5.83	-
	Unsecured loan taken & Payable	150.00	-
2)	With the parties referred in A (iii) above		
	Short term employee benefits	101.16	51.46
	Post-employment benefits	16.03	7.66
	Director Sitting Fees	9.30	7.80
3)	With the parties referred in B (vi) &(vii) above		
	Purchases of Raw Material& finished goods	4989.74	6191.30
	Purchases of Store and Spares	1.21	-
	Sales	115.61	128.82
	Services Received	83.68	94.26
	Services Rendered	0.09	11.00
	Rent Paid	24.40	24.40
	Interest Paid	122.49	76.69
	Unsecured loan taken & Payable	150.00	-
	Trade Payable	1828.77	1516.95
	Trade Receivables	12.88	33.76

## Terms &amp; Conditions of transactions with Related Parties:

The sales, purchase, services rendered to or from related parties, rent, interest and any other transactions are made on terms equivalent to those that prevail in arm's length transaction.

## 45. FINANCIAL INSTRUMENTS

## (A) Financial Instruments by category

Particulars	As at 31.03.2023			As at 31.03.2022		
	Amortized	Fair Value	Total	Amortized	Fair Value	Total
	Cost	Through OCI	Carrying/fair value	Cost	Through OCI	Carrying/fair value
<b>Assets:</b>						
Cash and cash equivalents	13.41	-	13.41	22.90	-	22.90
Bank Balances other than above	37.87	-	37.87	36.30	-	36.30
Trade receivables	9753.28	-	9753.28	8929.02	-	8929.02
Loans	89.77	-	89.77	78.05	-	78.05
Other financial assets	392.68	0.55	393.23	403.26	0.63	403.89
<b>Total</b>	<b>10287.01</b>	<b>0.55</b>	<b>10287.56</b>	<b>9469.53</b>	<b>0.63</b>	<b>9470.16</b>
<b>Liabilities</b>						
Borrowings	34565.46	-	34565.46	18600.30	-	18600.30
Trade payables	4636.09	-	4636.09	4763.31	-	4763.31
Other financial liabilities	3391.87	-	3391.87	2267.83	-	2267.83
<b>Total</b>	<b>42593.42</b>	<b>-</b>	<b>42593.42</b>	<b>25631.44</b>	<b>-</b>	<b>25631.44</b>

## Notes to financial statements as at and for the year ended 31st March, 2023

### (B) Fair value hierarchy

- Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 : Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31<sup>st</sup> March, 2023:

Particulars	Fair Value Measurement	As at March 31, 2023	As at March 31, 2022
Forward currency contract	Level 2	0.55	0.63

#### Valuation Technique used to determine Fair Value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities measured at amortized cost is approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair value of other non-current financial assets and liabilities (security deposit taken/given and advance to employees) carried at amortized cost is approximately equal to fair value. Hence carrying value and fair value is taken same.
- 2) Long-term variable-rate borrowings measured at amortized cost are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.
- 3) The fair values of the forward contract are determined using the forward exchange rate at the balance sheet date based on quotes from banks and financial institutions. Management has evaluated the credit and non-performance risks associated with its derivative counterparties and believe them to be insignificant and not warranting a credit adjustment.

### (C) FINANCIAL RISK MANAGEMENT OBJECTIVES & POLICIES

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The company's activities expose it to a variety of financial risks: currency risk, interest rate risk credit risk and liquidity risk. The company's overall risk management strategy seeks to minimize adverse effects from the unpredictability of financial markets on the company's financial performance. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Audit committee reviews and agrees policies for managing each of these risks, which are summarized below.

### (D) FOREIGN CURRENCY RISK MANAGEMENT

Foreign exchange risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in foreign exchange rate. The Company derives significant portion of its revenue in foreign currency, exposing it to fluctuations in currency movements. The Company has laid down a foreign exchange risk policy as per which senior management team reviews and manages the foreign exchange risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts, hedging of exposures, etc.

The Company uses derivative financial instruments, such as foreign exchange forward contracts, to mitigate foreign exchange related risk exposures. Derivative financial instruments relating to a firm commitment or a highly probable forecast transaction are marked to market at every reporting date. In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at the end of the reporting period does not reflect the exposure during the year.

## Notes to financial statements as at and for the year ended 31st March, 2023

The Following significant exchange rates have been applied at year end:-

Spot Rate (INR)	As at 31.03.2023	As at 31.03.2022
USD	82.17	75.71
EURO	89.47	84.49
GBP	101.73	99.28

#### Interest Rate Risk Management

The company is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The risk is managed by the company by maintaining an appropriate mix between fixed and floating rate borrowings. The company's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section of this note.

#### Interest Rate Sensitivity Analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease represents management's assessment of the reasonably possible change in interest rates.

#### Other Price Risks

The company is not exposed to any instrument which has price risks arising from equity investments which is not material.

#### Credit Risk Management

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company's exposure to credit risk primarily arises from trade receivables, balances with banks, investments and security deposits. The credit risk on bank balances is limited because the counterparties are banks with good credit ratings.

#### Trade Receivables

Credit risk is managed through credit approvals, establishing credit limits, continuous monitoring of creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company also assesses the financial reliability of customers taking into account the financial condition, current economic trends and historical bad debts and ageing of accounts receivables.

#### Cash & Cash Equivalent

With respect to credit risk arising from financial assets which comprise of cash and cash equivalents, the Company's risk exposure arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets at the reporting date. Since the counter party involved is a bank, Company considers the risks of non-performance by the counterparty as non-material.

#### Liquidity Risk Management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the company's short, medium, and long-term funding and liquidity management requirements. The company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### Liquidity and Interest risk tables

The following tables detail the company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the company may be required to pay.

#### Contractual maturities of significant financial liabilities as on 31<sup>st</sup> March, 2023

Particulars	(₹ in lac)				
	Within 1 year	1-2 years	2-4 years	4-9 years	Total
Borrowings	18638.33	2150.01	4545.82	9231.30	34565.46
Trade Payables	4636.09	-	-	-	4636.09
Other-financial liabilities	3286.55	105.32	-	-	3391.87

## Notes to financial statements as at and for the year ended 31st March, 2023

### Contractual maturities of significant financial liabilities as on 31<sup>st</sup> March, 2022

(₹ in lac)					
Particulars	Within 1 year	1-2 years	2-4 years	4-9 years	Total
Borrowings	14078.80	1224.48	2944.88	352.14	<b>18600.30</b>
Trade Payables	4763.31	-	-	-	<b>4763.31</b>
Other-financial liabilities	2161.92	105.91	-	-	<b>2267.83</b>

### FOREIGN CURRENCY EXPOSURE

- (a) The Company hedges its export realizations and import payables through Foreign Exchange Hedge Contracts in the normal course of business so as to reduce the risk of exchange fluctuations. No Foreign Exchange Hedge Contracts are taken /used for trading or speculative purpose.
- (b) The Company has following gross forward contract exposure outstanding as on balance sheet date which have been designated as cash flow hedge to its exposure to movements in foreign exchange rates :

Forward Contracts	No of Outstanding Contracts		Amount in FC		Carrying Value (INR)		Weighted Average Strike Price/rate	
	31.03.23	31.03.22	31.03.23	31.03.22	31.03.23	31.03.22	31.03.23	31.03.22
Sell –USD	<b>26</b>	44	<b>53.42</b>	84.72	<b>0.55</b>	0.63	<b>82.66</b>	76.36

- (c) The periods during which the cash hedges are expected to occur and affect the statement of Profit & Loss are disclosed as under:-

Sr. No.	Particulars	Fair Value in Booking Currency (in lac)	
		For the year ended	
		31.03.2023	31.03.2022
		Sell USD	Sell USD
1	Quarter ending June 30, 2023	<b>28.55</b>	59.61
2	Quarter ending September 30, 2023	<b>24.87</b>	24.71
3	Quarter ending December 31, 2023	-	0.40
	<b>Total</b>	<b>53.42</b>	84.72

- (d) The movement in OCI for forward contract designated as cash flow hedge is as follows:

Particulars	(₹ in lac)	
	31.03.2023	31.03.2022
Balance at the beginning of the year	<b>(0.88)</b>	(10.52)
Additions on account of Changes in the fair value of effective portion cash flow hedge	<b>6.55</b>	9.64
Balance at the end of the year	<b>5.67</b>	(0.88)

- (e) **Un-Hedged Foreign Currency Exposure:**

Particular	(₹ in lac)			
	As at			
	31.03.2023 (FC in lac)	31.03.2022 (FC in lac)	31.03.2023 (₹)	31.03.2022 (₹)
(a) Trade Receivables				
EURO	<b>3.70</b>	0.39	<b>330.65</b>	32.79
GBP	<b>0.08</b>	0.03	<b>7.88</b>	3.20
(b) Trade Payables				
USD	<b>1.75</b>	5.59	<b>144.07</b>	423.50
(c) Commission Payable				
USD	<b>4.78</b>	6.01	<b>393.02</b>	455.37
EURO	<b>0.31</b>	0.15	<b>28.02</b>	12.95

## Notes to financial statements as at and for the year ended 31st March, 2023

## (f) Outstanding letter of credit

			(₹ in lac)			
Particular			As at			
			31.03.2023 (FC in lac)	31.03.2022 (FC in lac)	31.03.2023 (₹)	31.03.2022 (₹)
A	Raw Material	USD	3.94	5.67	330.08	436.94
		EURO	0.21	-	18.40	-
B	Capital Expenditure	EURO	-	3.80	-	338.00
		CHF	-	4.11	-	334.00

## 46. CAPITAL MANAGEMENT

The company manages its capital to ensure that the entities in the Company will be able to continue as going concern while maximizing the return to shareholders and also complying with the ratios stipulated in the loan agreements through the optimization of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings as detailed in note 19 and 24 offset by cash and cash equivalents as detailed in note 11 and total equity of the Company. The company is not subject to any externally imposed capital requirements.

## Gearing Ratio

The gearing ratio at the end of the reporting period is as follows:

		(₹ in lac)	
Particulars		As at	
		31.03.2023	31.03.2022
(a)	Borrowings	34565.46	18600.30
(b)	Cash & Cash Equivalents	13.41	22.90
(c)	<b>Net Debt (a-b)</b>	<b>34552.05</b>	18577.40
(d)	Total Equity	10407.07	8930.26
(e)	<b>Capital and Net Debt (c + d)</b>	<b>44959.12</b>	27507.66
(f)	Gearing Ratio (c/e)	76.85%	67.53%

## 47. LIABILITIES AND COMMITMENTS

		(₹ In lac)	
S. No.	Particulars	For the year ended	
		31.03.2023	31.03.2022
(i)	<b>Contingent Liabilities</b>		
(a)	Guarantees given by the Company's Bankers	38.80	139.26
(ii)	<b>Commitments</b>		
(a)	Estimated value of contracts remaining to be executed on Capital Accounts	160.74	9787.94
(b)	Estimated Value of Export obligation under EPCG Scheme	11744.30	284.14

## 48. PAYMENT TO AUDITORS IN OTHER CAPACITY

		(₹ In lac)	
S. No.	Particulars	For the year ended	
		31.03.2023	31.03.2022
(i)	Tax Audit	1.00	1.00
(ii)	GST Audit	1.50	1.25
(iii)	Limited Review Report	0.68	0.68
(iv)	Certification and other professional fees	0.52	1.79
(v)	Reimbursement of Expenses	0.90	0.90
	<b>Total</b>	<b>4.60</b>	5.62



## Notes to financial statements as at and for the year ended 31st March, 2023

49. During the year the company has taken term loan of ₹ 12566.60 Lac for its capex plan of installation of 29184 Cotton Spindles & modernization of synthetic spinning, weaving & processing divisions at the existing site and the vehicle loan of ₹ 143.17 lacs for purchases of vehicles. All these loans are utilized for the same purpose for which these are taken.

### 50. Pre-operative & Trial Run expenses on cotton spinning project

The commercial production of 29184 cotton spindles project have commenced during the year w.e.f. 30/03/2023.

Preoperative and trial run expenditure incurred during the year upto the date of commercial production is detailed hereunder:-

Particulars	(₹ in lac)	
	Amount	
Cost of Material Consumed	1753.19	
Manufacturing cost	612.67	
Administrative Expenses	103.53	
Financial & Selling Expense	734.10	
Sub Total	3203.49	
Less: Sales	(1180.23)	
Less: Inventory	(788.99)	
<b>Total</b>	<b>1234.27</b>	

### 51. Additional Regulatory Information

#### a. Title deeds of immovable property not held in name of the company

Bhilwara Processors Limited is amalgamated with the company w.e.f. 01.04.2009; however Leasehold Land of ₹ 143.46 lacs of amalgamated company is under name transfer process with state government authorities.

b. No proceeding has been initiated or pending against the company during the year for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

c. The company has borrowing of ₹ 14177.07 Lac from banks on the basis of security of current assets. All the quarterly return and statements of current assets filled by the company during the year with banks are in agreement with the books of accounts.

d. The Company has not been declared willful defaulter by any bank or lender during the year.

e. The company has not made any transactions during the year with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

#### f. RATIOS:

S. No.	RATIOS	FORMULA	For the year ended		%age change	Remarks
			31.03.2023	31.03.2022		
1	Current Ratio	Current Assets / Current Liabilities	1.14	1.22	-6.56%	-
2	Debt-Equity Ratio	Total Debt /Shareholders Equity	3.32	2.08	59.62%	Refer note (i)
3	Debt Service Coverage Ratio	Earnings available for debt services/ Debts services	1.53	1.43	6.99%	-
4	Return on Equity Ratio	Profit After Tax / Share Holder Equity	16.25%	12.85%	26.46%	Refer note (ii)
5	Inventory turnover ratio	Turnover / Average Inventory	2.89	3.38	-14.50%	-
6	Trade Receivables turnover ratio	Turnover / Average Receivables	5.05	5.49	-8.01%	-
7	Trade payables turnover ratio	Purchases / Average Payables	6.73	6.96	-3.30%	-
8	Net capital turnover ratio	Net Sales / Working Capital	12.47	9.55	30.58%	Refer note (ii)
9	Net profit ratio	Profit After Tax / Turnover	3.58%	2.63%	36.12%	Refer note (ii)
10	Return on Capital employed	Earnings Before Interest and Tax / Capital Employed	9.08%	10.70%	-15.14%	-
11	Return on investment	(Market Value Closing –Opening ) / Market Value - Opening	-	-	-	-

Remarks for more than 25% changes in ratios of FY 2022-23 as compared to FY 2021-22:-

## Notes to financial statements as at and for the year ended 31st March, 2023

- i) Debt equity ratio increased mainly due to new term loans/ working capital loans taken for new cotton spinning project and other capex plans of the company.
- ii) Profit for the year is higher due to increase in per unit sales realization and favourable market sentiments across all segments.
- iii) During the year, the company has taken short term borrowings for meeting higher turnover requirements resulting into lower net working capital with higher turnover.
- g. The company has not advanced or loaned or invested funds to any other person or entity including foreign entity during the year with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiary) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- h. The company has not received any fund from any persons or entity including foreign entity (funding party) during the year with the understanding that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- i. The company has not surrendered or disclosed any transaction not recorded in the books of accounts as income during the year in the tax assessment under the Income Tax Act, 1961.
- j. CSR Expenditure – The Company has made CSR expenditure of ₹ 11.21 lacs during the year. Details of the same are as under:-
- i) Amount require to be spent - ₹ 10.90 lacs
  - ii) Amount of expenditure incurred - ₹ 11.21 lacs
  - iii) Shortfall at the end of the year - NIL
  - iv) Total of previous years shortfall – NIL
  - v) Reasons for shortfall – N.A.
  - vi) Nature of CSR Activities –
    - Eradicating hunger, poverty & malnutrition, promoting preventive healthcare - 2.29 lacs
    - Promoting education and enhancing vocation skills - 8.50 lacs
    - Environment sustainability and ecological balance - 0.42 lacs
- k. The company has not made any transaction in crypto currency or virtual currency during the year.

**52. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2023 are approved for issue by the Company's Board of Directors on 08<sup>th</sup> May, 2023.

As per our Report of even date

**For SSMS & Associates.**

Chartered Accountants  
Firm Regd. No.: 019351C

**(SATISH SOMANI)**

Partner  
Membership No.076241

Place: Bhilwara (Raj.)

Date: 08<sup>th</sup> May, 2023

**UDIN:** 23076241BGZAQS6830

**For and on behalf of the Board****1) ARUN CHURIWAL**

Chairman  
DIN: 00001718

**2) NIVEDAN CHURIWAL**

Managing Director  
DIN: 00001749  
Place: Kolkata (W.B.)

**3) PRAVEEN JAIN**

Director (Operation) & CFO  
DIN: 09196198

**4) SHUBHAM JAIN**

Company Secretary  
Membership No. : A49973  
Place: Bhilwara (Raj.)

## OTHER INFORMATIONS

**Table 1: INSTALLED CAPACITY**

Particulars	As at	
	31.03.2023	31.03.2022
Looms	178	174
Cotton Spinning Spindles	29184	-
Sythetic Spinning Spindles	20544	19536
Worsted Spinning Spindles	8768	8768
Vortex Spinning Rotors	400	400
Fabrics Processing (Mtrs. In Lac)	288	288
Top, Fibre & Yarn Dyeing (MT)	2352	2352

**Table 2: SALES, PRODUCTION & STOCKS**

Particulars	Production		Purchase		Opening Stock		Closing Stock		Sale / Transfer	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
<b>A. Own Manufacturing</b>										
<b>i) Fabrics</b>										
Qty.- Lac Mtrs.	180.01	184.42	17.79	25.33	35.97	32.71	50.85	35.97	182.92	206.49
Value - Lac ₹	-	-	1112.93	1648.91	6851.48	5911.98	9208.81	6851.48	35347.15	33248.25
<b>ii) PV Yarn</b>										
Qty. - Lac Kgs.	36.57	34.75	1.88	1.34	0.58	1.06	2.34	0.58	36.69	36.57
Value - Lac ₹	-	-	170.29	106.65	154.91	272.96	589.99	154.91	9970.67	8621.82
<b>iii) Worsted Yarn</b>										
Qty. - Lac Kgs.	5.83	4.51	-	0.16	0.12	0.13	0.10	0.12	5.85	4.69
Value - Lac ₹	-	-	-	7.43	127.52	234.70	99.80	127.52	7379.87	4807.46
<b>iv) Vortex Yarn</b>										
Qty.- Lac Kgs.	13.13	15.69	1.35	-	0.59	0.41	1.03	0.59	14.04	15.51
Value - Lac ₹	-	-	355.09	-	146.26	118.38	266.91	146.26	3217.29	3675.13
<b>iv) Cotton Yarn</b>										
Qty.- Lac Kgs.	2.67	-	-	-	-	-	2.16	-	0.51	-
Value - Lac ₹	-	-	-	-	-	-	545.00	-	140.33	-
<b>v) Garments</b>										
Qty.- Lac Nos.	0.02	0.52	0.00	0.03	0.15	0.16	0.05	0.15	0.12	0.56
Value - Lac ₹	-	-	1.04	7.89	28.05	39.04	7.98	28.05	39.48	196.02
<b>vi) Wind Power</b>										
Qty.- Lac units	38.37	31.56	-	-	-	-	-	-	38.37	31.56
Value - Lac ₹	-	-	-	-	-	-	-	-	202.25	139.37
<b>vii) Others</b>										
Value - Lac ₹	-	-	3.97	1.84	1.20	2.50	2.02	1.20	8.62	7.71

Particulars	Production		Purchase		Opening Stock		Closing Stock		Sale / Transfer	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
<b>B. Job work</b>										
<b>i) Fabric Processing</b>										
Qty.- Lac Mtrs.	290.00	273.25	-	-	2.90	4.49	4.58	2.90	288.32	274.84
Value - Lac ₹	-	-	-	-	41.48	57.68	55.71	41.48	5744.43	4845.66
<b>ii) Dyeing Charges</b>										
Qty.- Lac Kgs.	18.84	17.55	-	-	0.35	0.21	0.39	0.35	18.80	17.41
Value - Lac ₹	-	-	-	-	12.73	8.66	13.36	12.73	784.36	731.10
<b>iii) Yarn Spinning</b>										
Qty.- Lac Kgs.									-	-
Value - Lac ₹									-	0.23
<b>NOTE:-</b>										
<b>Sale/ Transfer include Inter division transfer for captive Consumption :</b>										
<b>i) PV Yarn</b>										
Qty. - Lac Kgs.									24.64	24.00
Value - Lac ₹									7412.83	6189.64
<b>ii) Worsted Yarn</b>										
Qty. - Lac Kgs.									3.56	2.84
Value - Lac ₹									3536.44	2481.06
<b>iii) Vortex Yarn</b>										
Qty. - Lac Kgs.									0.01	-
Value - Lac ₹									2.01	-
<b>iv) Wind Power CPP</b>										
Qty. - Lac Kgs.									13.02	3.94
Value - Lac ₹									102.87	31.10
<b>Inter - Division job charges :</b>										
<b>i) Fabrics Processing</b>										
Qty.- Lac Mtrs.									184.39	186.41
Value - Lac ₹									4060.02	3479.27
<b>ii) Dyeing Charges</b>										
Qty. - Lac Kgs.									18.85	17.22
Value - Lac ₹									754.65	723.91

**TABLE 3 : LONG TERM LOANS, RECEIPTS AND REPAYMENTS**

(₹ in lac)

LOANS FROM	TOTAL LOANS			TOTAL REPAYMENTS			OUTSTANDING
	Till	New Loans	Total	Till	Repayment	Total	As at
	31.03.2022	2022-23	31.03.2023	31.03.2022	2022-23	31.03.2023	31.03.2023
Export Import Bank of India	3200.00	0.00	<b>3200.00</b>	3040.00	160.00	<b>3200.00</b>	<b>0.00</b>
State Bank of India	1888.01	0.00	<b>1888.01</b>	1013.81	368.00	<b>1381.81</b>	<b>506.20</b>
Export Import Bank of India II	956.25	318.75	<b>1275.00</b>	0.00	0.00	<b>0.00</b>	<b>1275.00</b>
Indian Bank I	924.62	5519.34	<b>6443.96</b>	0.00	0.00	<b>0.00</b>	<b>6443.96</b>
Indian Bank II	0.00	2228.51	<b>2228.51</b>	0.00	0.00	<b>0.00</b>	<b>2228.51</b>
Bank of Maharashtra	0.00	4500.00	<b>4500.00</b>	0.00	0.00	<b>0.00</b>	<b>4500.00</b>
PNB (GECL - 2.0 WCTL)	1002.00	0.00	<b>1002.00</b>	62.63	250.51	<b>313.14</b>	<b>688.86</b>
IDBI (GECL - 2.0 WCTL)	510.00	0.00	<b>510.00</b>	21.25	127.50	<b>148.75</b>	<b>361.25</b>
SBI (GECL - 2.0 WCTL)	1438.00	0.00	<b>1438.00</b>	0.00	407.48	<b>407.48</b>	<b>1030.52</b>
<b>Grand Total</b>	<b>9918.88</b>	<b>12566.60</b>	<b>22485.48</b>	<b>4137.69</b>	<b>1313.49</b>	<b>5451.18</b>	<b>17034.30</b>

**TABLE 4 : RETURN OF NET WORTH**

(₹ in lac)

Year Ended	31st March 2023	31st March 2022	31st March 2021	31st March 2020	31st March 2019
Net Worth	<b>10407.07</b>	8930.24	7827.84	7504.72	7674.94
Pre-tax Profit (Loss)	<b>2255.75</b>	1598.41	123.05	(86.57)	115.84
Ratio%	<b>21.68</b>	17.90	1.57	(1.15)	1.51

**TABLE 5 : RETURN ON TURNOVER**

Year Ended	31st March 2023	31st March 2022	31st March 2021	31st March 2020	31st March 2019
Sales	<b>47174.27</b>	43583.57	32142.49	39004.41	43730.68
Pre-depreciation Profit	<b>3557.20</b>	2750.11	1339.88	1220.04	1718.16
Ratio %	<b>7.54</b>	6.31	4.17	3.13	3.93



Notes

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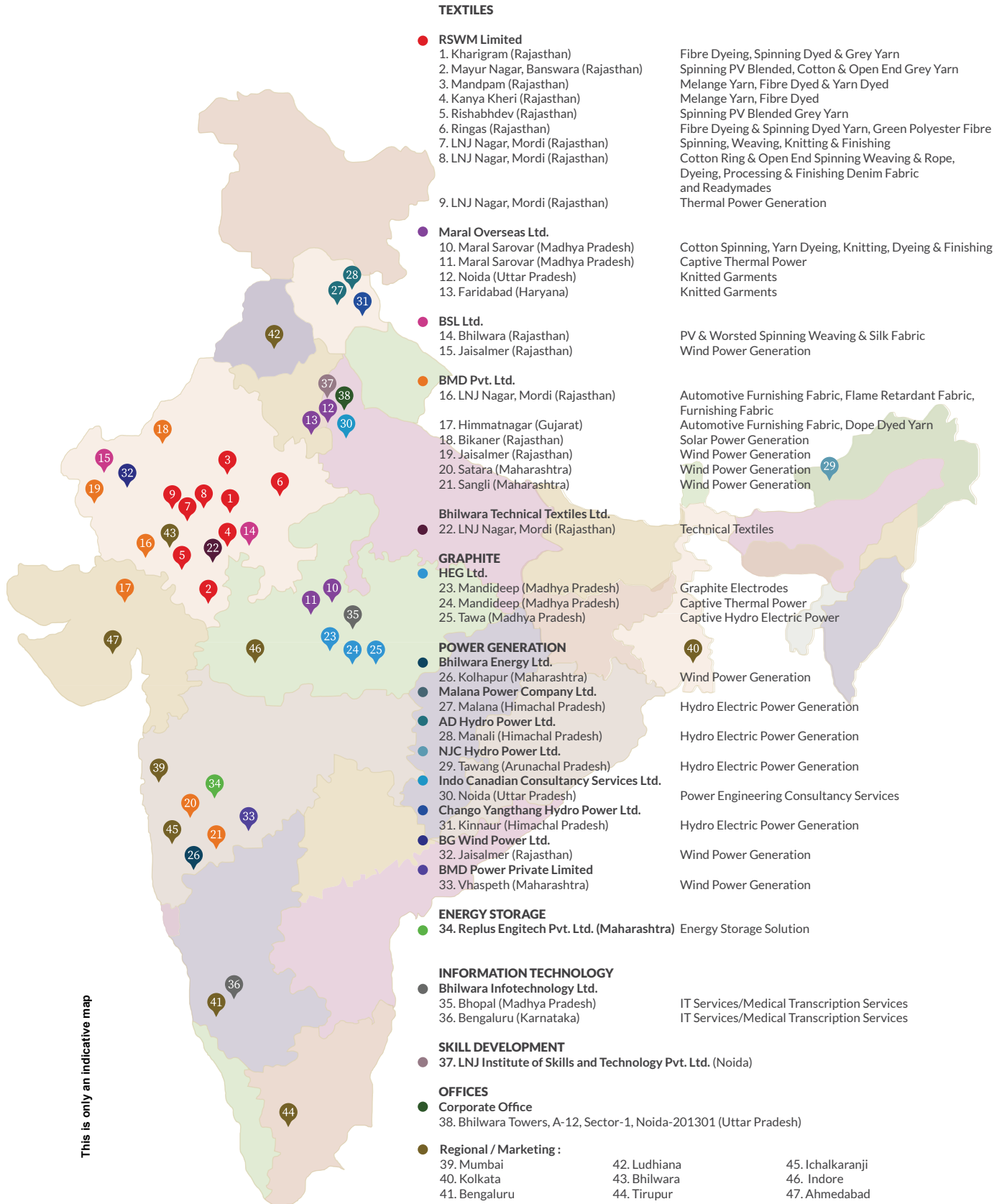
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# Our Presence





## **BSL LIMITED**

**Registered Office:** 26, Industrial Area, Gandhi Nagar, Bhilwara - 311 001, (Rajasthan), India

**Corporate office:** Bhilwara Towers, A-12, Noida Sector 1, Noida - 201301, (U.P.)

Website: [www.bslltd.com](http://www.bslltd.com) / [www.lnjbhilwara.com](http://www.lnjbhilwara.com)