

Date: 14.08.2023

To,  
Department of Corporate Services,  
Bombay Stock Exchange Limited,  
P.J.Towers, Dalal Street, Mumbai 400001.

Ref.: Scrip Code: 500192: PRAGBOS

Sub: Submission of Annual Report pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Respected Sir or Madam,

With reference to the above captioned matter and pursuant to clause 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 we are enclosing along with this letter, soft copy of Annual Report 2023 containing Notice and Annual Accounts for the financial year ended 31st March 2023

The said Annual Report is also available under Investor Relations>Annual Report sections of Company's website viz.pragbosimi.com

Kindly take the same on your records and oblige.

Please take the same on your records

This is for the information of members.

Thanking You

Yours faithfully,  
For PRAG BOSIMI SYNTHETICS LIMITED

Madhu P. Dharewa  
Company Secretary  
A31733



**PRAG BOSIMI SYNTHETICS LIMITED**

**CIN NO.: L17124AS1987PLC002758**

**31<sup>st</sup> Annual Report**  
**2022 - 2023**

# Prag Bosimi Synthetics Limited

## BOARD OF DIRECTORS

**Shri. Manvendra Pratap Singh, IAS**  
Chairman & Nominee Director, AIDC

**Shri. Raktim Kumar Das**  
Whole Time Director

**Shri. Prasanta Bora**  
(Nominee Director, AIDC)

**Shri. Devang H. Vyas**  
(Non – Executive Director)

## INDEPENDENT DIRECTORS

**Shri. Girindra Mohan Das**

**Shri. Mukund Trivedi**

**Ms. Bina Advani**

**Ms. Sunita Shah**

## CHIEF FINANCIAL OFFICER

**Shri. Prakasam Raghavan**

## COMPANY SECRETARY & COMPLIANCE OFFICER

**Ms. Madhu P. Dharewa**

## STATUTORY AUDITORS

M/s Rama K. Gupta & Associates  
Chartered Accountants Guwahati

## SECRETARIAL AUDITOR

M/s ANM and Associates  
Practicing Company Secretary

## BANKERS

IndusInd Bank Ltd

Bank of Baroda

IDBI Bank

HDFC Bank Ltd

The Vysya Bank Ltd

## REGISTERED OFFICE

House No. 19, Ambikagiri Nagar,  
Milan Path, R.G. Barua Road,  
Guwahati - 781024, Assam

## PLANT

Bijulibari Village, Khandajan, Via Sipajhar, Dist.  
Darrang - 784 145, Assam

## CORPORATE OFFICE

R-79/83, Laxmi Insurance Building, 5th Floor,  
Sir P. M. Road, Mumbai- 400001

Webiste: [www.pragbosimi.com](http://www.pragbosimi.com)

Email: [secretarial@bosimi.com](mailto:secretarial@bosimi.com)

## REGISTRAR & SHARE TRANSFER AGENT

**M/s. Link Intime India Pvt. Ltd.**

C-101, 247 Park, LBS Marg, Vikhroli (West),  
Mumbai – 400 083.

Phone: 022 - 4918 6270 / 1800 1020 878

Website: <https://linkintime.co.in/>

Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## SUBSIDIARY COMPANIES

**Prag Bosimi Texurising Private Limited**

House No. 19, Ambikagiri Nagar, Milan Path, R.G. Barua Road,  
Guwahati - 781024, Assam.

**Prag Bosimi Packaging Private Limited**

House No. 19, Ambikagiri Nagar, Milan Path,  
R.G. Barua Road, Guwahati - 781024, Assam

## ASSOCIATE COMPANY

**Prag Jyoti Textile Park Private Limited**

House No. 19, Ambikagiri Nagar, Milan Path, R.G. Barua Road,  
Guwahati - 781024, Assam

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## NOTICE

**Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of Prag Bosimi Synthetics Limited will be held on Thursday, the 7<sup>th</sup> day of September, 2023 at 3.30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses as:**

1. To receive, consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended on 31st March, 2023 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Devang Vyas (DIN: 00076459), who retires by rotation and being eligible offers himself for re-appointment.

**Explanation:** Based on the terms of appointment as per companies Act 2013, office of Executive, Non-Executive Director's & Non Independent Chairman are subject to retirement by rotation. Mr. Devang Vyas, who was appointed on May 15, 2014, whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment as Non-Executive Director as was the case already.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Devang Vyas (DIN:00076459), who retires by rotation, be and is hereby re-appointed as a Director liable to retire by rotation."

### SPECIAL BUSINESS:

#### 3. APPROVAL OF RELATED PARTY TRANSACTION:

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

**"RESOLVED THAT** authority is hereby delegated to the Board of Directors of the Company to enter into transactions, including those repetitive in nature and in the ordinary course of business at arm's length with related parties following provisions of Section 188 of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, also those in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force) and in connection therewith, the Board may take such steps as may be necessary for and on behalf of the Company."

**"FURTHER RESOLVED THAT** unsecured loans upto a limit of ₹ 100 Crores may be availed subject to the overall limit as approved by the members and interest may be provided on such loans as determined by the board of Directors from time to time subject to a ceiling of 8% p.a."

#### 4. APPROVAL FOR ISSUE OF OPTIONALLY CUMULATIVE CONVERTIBLE DEBENTURES BY CONVERSION:

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 and 71 of the Companies Act, 2013 read with the corresponding rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the Memorandum and Articles of Association of the Company and any other laws for the time being in force as may be applicable to the Company, if any, and subject to the approval of the Members of the Company, consent of the Board of Directors be and is hereby accorded to offer, issue, and allot 52,00,000 6% Optionally Cumulative Convertible Debentures of face value ₹100/- (Rupees One Hundred Only) each aggregating to ₹ 52,00,00,000/- (Rupees Fifty Two Crores Only) for the period of 5 years to the respective Unsecured loan providers (Associates Companies of Private Promoter) on Preferential Allotment basis, by converting the unsecured loans given by them on such terms and conditions and in such manner as decided by the Allotment Committee without creating any charge upon the assets of the Company.

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized on behalf of the Company to sign and dispatch the Offer Letter for Preferential allotment and the application form, to such person(s) as identified by the Board and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such, offer(s), issue(s), allocation(s) or allotment(s) (including to amend or modify any of the terms of such creation, offer, issue, allocation or allotment) and to give such declarations as may be necessary under the applicable laws as a part of the above mentioned documents or otherwise."

## 5. APPROVAL FOR AVAILING LOAN(S) CONVERTIBLE INTO SECURITIES:

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

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and subject to all such approvals, permissions or sanctions as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board in respect of the total financial assistance, including additional unsecured loans, to be availed from Financial Institutions/Banks/any Bodies Corporate/Directors (hereinafter collectively referred to as the “Lenders”) from time to time (“Facilities”), subject to an overall limit of 250,00,00,000/- (Rupees Two Hundred and Fifty Crores), at such rate of interest as the board may determine (subject to a maximum ceiling of SBI PLR+6%), such that in the event of request by the Company for restructuring the facilities under the lending arrangements as may be executed between the Lenders and the Company or upon exercise of an option provided/agreed under the lending arrangements, Lenders, may be able to convert the total outstanding facilities or part thereof, into Debentures, Preference shares, Equity shares or such securities as deemed fit in the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined at the time of such conversion.

**“RESOLVED FURTHER THAT** either upon the acceptance of the option provided by the Company to the Lenders to convert Facilities into Debentures, Preference shares, Equity shares or such securities of the Company or on receipt of notice from the Lenders exercising the option of conversion of Facilities into Debentures, Preference shares, Equity shares or such securities as deemed fit in terms of the lending arrangements, for the conversion of Facilities (or part thereof), the Board be and is hereby authorised to do all such acts, deeds and things as the Board may think necessary and shall allot and issue requisite number of fully paid-up Debentures, Preference shares, Equity shares or such securities in the Company to such Lenders.”

**“RESOLVED FURTHER THAT** the Debentures, Preference shares, Equity shares or such other Securities to be allotted and issued to such Lenders, either pursuant to the request forwarded by the Company for conversion of the existing Facilities (either in full or in part) or upon the right of conversion exercised by the Lenders, shall rank pari passu in all respects with the then existing Debentures, Preference shares, Equity shares or such securities as deemed fit in the Company and be listed on the stock exchange(s) where the existing securities of the Company are listed if any.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, execute all such documents, instruments and writings and give such directions as may be deemed necessary or expedient, to give effect to this resolution.”

**By order of the Board of Directors  
For Prag Bosimi Synthetics Limited**

Date: 27<sup>th</sup> July, 2023  
Place: MUMBAI

**Madhu P. Dharewa**  
Company Secretary & Compliance Officer

**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated May 05, 2020, read with other relevant circulars on the subject, including General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM). In compliance with the above, AGM of the Company is being held through VC/OAVM.
2. Normally-PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Since this AGM is being held pursuant to MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, accordingly, the facility for the appointment of proxies by the Members will not be available for the AGM and hence the proxy Form and attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy (PDF / JPG format) of its Board or governing body Resolution/authentication etc. authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the scrutinizer by email through its registered email address to [secretarial@bosimi.com](mailto:secretarial@bosimi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of item Nos. 3 of the Notice set out above, is hereto annexed.
5. The Registers of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Thursday, the 31<sup>st</sup> August, 2023 to Thursday, the 07<sup>th</sup> September, 2023, both days inclusive.
6. As per the provisions of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014. The Forms can be obtained from the Share Department of the Company or Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
7. Members are requested to send all their documents and communications pertaining to shares to Linkintime India Private Limited, Share Transfer Agent of the Company at their address at C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083 (Maharashtra) Telephone No. 022 – 49186000, FaxNo.022–49186060 for both physical and Demat segments of Equity Shares. For Shareholders queries – Telephone No. 022 - 4918 6270 Email ID – [evoting@linkintime.co.in](mailto:evoting@linkintime.co.in).
8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Linkintime India Private Limited for their doing the needful.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Share Department of the Company / Share Transfer Agent
10. Details under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other requisite information as per clause 1.2.5 of Secretarial Standard – 2 on General Meetings in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report for F.Y. 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the notice and the annual report 2022-23 will also be available on the Company's website [www.pragbosimi.com](http://www.pragbosimi.com), websites of the stock exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
13. To support the Green Initiative, Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank

# Prag Bosimi Synthetics Limited

details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held by them in electronic form and to Linkintime in case the shares are held by them in physical form.

14. In case of joint holders, the Member whose names appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before 7<sup>th</sup> September 2023 through email on [secretarial@bosimi.com](mailto:secretarial@bosimi.com). The same will be replied by the Company suitably.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. The meeting shall be deemed to be held at the Registered Office of the Company at House no. 19, Ambikagiri Nagar, Milan Path, R.G.Barua Road, Guwahati-781024, Assam.
18. Instructions for Attending the AGM and e-voting are as follows:

## A. Voting through Electronic means-

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
- II. The members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Monday, the 4<sup>th</sup> September, 2023 (9:00 am IST) and ends on Wednesday the 6<sup>th</sup> September, 2023 (5:00 pm IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, the 31<sup>st</sup> August 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

## IV. How do I vote electronically using NSDL e-Voting system?

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

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





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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 ‘ <b>IDEAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"> <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> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="762 633 1299 949" style="text-align: center; border: 1px solid black; padding: 10px;"> <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; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of 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>3. <u>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.</u></li> <li>4. 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. How to Log-in to NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.

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

**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 [csamitundra@gmail.com](mailto:csamitundra@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take the 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.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. In case of any queries relating to e-voting, 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 Contact No.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) In case of any grievances connected with the facility for e-voting, please contact Ms. Pallavi Mhatre. Manager, NSDL, 4th Floor, “A” Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in). Contact No.: 022 - 4886 7000 and 022 - 2499 7000. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of members shall be in proportion to their share of the paid-up Equity share capital of the Company as on the cut-off date of Thursday, 31<sup>st</sup> August, 2023.
5. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 11<sup>th</sup> August, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@sharexindia.com](mailto:evoting@sharexindia.com), However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
6. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through VC/ OAVM.
8. Shri Amit Mundra, Practicing Company Secretary (Membership No. FCS 7933) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholders will be able to attend the AGM through VC / OAVM through web link - <https://purvashare.invc.vc/broadcast/64d23b25bc715b8d95d4a50f> by entering their name and email-id for Company’s AGM. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting between Sunday August 27th , 2023 to Wednesday, 30th August 2023 mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@bosimi.com](mailto:secretarial@bosimi.com)
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. If you have any queries or issues regarding attending AGM through the link, you may contact Mr. Manish Shah on 9324659811 or write an email to [support@purvashare.com](mailto:support@purvashare.com)
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call 022 - 4886 7000 and 022 - 2499 7000.

### **C. INSTRUCTIONS FOR SHAREHOLDERS FOR-VOTING DURING THE AGM ARE ASUNDER:**

1. Chairman shall explain the procedure of voting at the AGM.
2. Only those shareholders, who are 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 during the AGM.
3. Shareholders 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 EGM/AGM shall be the same person mentioned for Remote e-voting.

### **D PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

Members who would like to express their views/ask questions as a speaker at the meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [secretarial@bosimi.com](mailto:secretarial@bosimi.com) from Sunday August 27th , 2023 to Wednesday, 30th August 2023. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and their time depending on the availability of time for the AGM.

Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, 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 [secretarial@bosimi.com](mailto:secretarial@bosimi.com) before 3.00 p.m. (IST) on or before Wednesday, August 30<sup>th</sup>, 2023. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

19. The Scrutinizer shall after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.pragbosimi.com](http://www.pragbosimi.com) and on the website of NSDL immediately after the declaration of the result, by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, information about the Directors proposed to be appointed /re-appointed is furnished below:

Name of the Director	Shri Devang H. Vyas
Din No.	00076459
Date of Birth	12 <sup>th</sup> May, 1969
Date of appointment	15 <sup>th</sup> May, 2014
Qualification	B. Chem Engineer, MIE, M.B.A. (Stanford University, U.S.A)
Expertise in specific functional area	Management, Administration and Finance in Yarn industry, financial industry, management consultancy, project management and sourcing.
List of Outside Directorships held	1
Chairman or members of the Committee of the Board of Directors of other Companies*	Nil
Number of shares in the Company	1,13,860
Details of Remuneration	Nil (Only sitting fees for attending Board/ Committee meetings)
Inter se Relationship with other Directors & KMP	No personal relationship with any Director
Number of Meetings of the Board attended during the year	2

\*Note: Excludes Chairmanship/Directorship in Private Limited Companies, Foreign Companies, Companies under Section 8 of the Companies Act, 2013 and excludes Committees formed by such Companies.

### **Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 3.**

Your Company on routine basis enters into transactions including contracts and/or arrangements, repetitive in nature and in the ordinary course of business at arm's length basis with related parties from time to time with regard to availing or rendering of services, granting loans / making investments etc. Based on the transactions hitherto undertaken with related parties in India and its subsidiaries, transactions to be undertaken for FY 2022-2023. The Board also negotiated the continuance of the other block of loans at an interest rate of 4% for the Private Promoters loan and 6 % for the market loans arranged by the Private Promoters

Subject to the limits approved by the members in earlier annual general meetings of the company, the company has from time to time availed unsecured loans from various parties including private promoters, Directors and their associates. The board of Directors have at present agreed to pay interest at the rate of 4% for the Private Promoters loan as follows.

Particulars	Amt in ₹	Terms
Loans from Private Promoter	30.97 Crs.	At an interest rate of 4%*.

\*However no interest has been charged/paid till F.Y. 2022-2023.

Your Directors recommend passing of Special Resolution.

Mr. Devang Vyas Non-Executive Director of the Company and their relatives and their associates are concerned or interested, financially or otherwise in proposed resolution to the extent it is applicable.

#### **Item No. 4.**

The company has borrowings in the form of unsecured loan from Markets (arranged by Promoters), Associate Companies of Private Promoter, and from Promoters themselves which are specifically not considered as deposits. After the demise of the founder Promoter Late Mr. Hemant B. Vyas, Unsecured loans were requested to be returned by his successors. As the financial position of the company did not permit such return the board, in order to protect interest of its stakeholders including creditors and lenders of the company discussed and negotiated and so intends to issue Optionally Cumulative Convertible Debentures against such block (Associate Companies of Private Promoter) of loans and borrowings made by the company to such entities as below without creating any charge upon the assets of the company.

The Entities (Associates of Private Promoter) whom the Optionally Cumulative Convertible Debentures will be issued are

Sl. No.	Promoters - Creditors	Amount of Loan made by the co. (₹)	Number of Debentures issued
1.	Ayodhya Vintrade Pvt. Ltd.	8,00,00,000	8,00,000
2.	Gateway Advisors Pvt. Ltd.	98,00,000	98,000
3.	Gateway Commo sales Pvt. Ltd.	32,00,000	32,000
4.	Interlink Suppliers Pvt. Ltd.	42,70,00,000	42,70,000
	<b>Total</b>	<b>52,00,00,000</b>	<b>52,00,000</b>

## Prag Bosimi Synthetics Limited

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Accordingly, the Board recommends the resolution as set out in Item No. 04 above for approval of the members of the Company as a special resolution.

None of Directors, KMPs of the Company and their relatives are, in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

- i. Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- ii. Every other Key Managerial Personnel: NIL;
- iii. Relatives: Only to the extent of their shareholdings

### Item No. 5.

To meet funding requirements towards proposed operational expenditures of the Company and for general corporate purposes, the Company is proposing to avail additional financial assistance from time to time as per requirement to the tune of upto Rs. 100,00,00,000 (Rupees One Hundred Crores only) subject to an overall limit of 250,00,00,000/- (Rupees Two Hundred and Fifty Crores) by way of Rupee Term Loans, unsecured loans, Corporate Loans etc. ("Facilities"), from various Lenders i.e. Bank(s) / Financial Institution(s)/ any Bodies Corporate/Directors. The Company may initiate discussions with Lenders as and when required for availing such Facilities upon such terms and conditions stipulated by them and on approval by the Board and specifically set out under the lending arrangement to be executed by and between the Company and the Lenders.

The said facilities may be converted into Debentures, Preference shares, Equity Shares or such securities of the Company, if the terms so stipulate, upon happening of any of the following events:

- a. Request forwarded by the Company requesting the Lenders to convert their existing loan into the Debentures, Preference shares, Equity Shares or such other securities in the Company; or
- b. Upon exercise of an option to convert whole or part of the outstanding Facilities into fully paid up Debentures, Preference shares, Equity Shares or such other securities of the Company.

The Debentures, Preference shares, Equity Shares or such securities to be allotted upon conversion of the Loan shall be done at a price to be determined at the time of such conversion.

In terms of the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013, an increase in the subscribed capital of a Company caused by the exercise of an option as a term attached to the loan/future loan raised by the Company to convert such loans into shares or securities in the company, can only be done, if the terms of issue of loan containing an option to convert such loans into Debentures, Preference shares, Equity Shares or such securities in the company, have been approved before the raising of loan by a special resolution passed by the Company in general meeting.

Accordingly, approval of the members of the Company is being sought under Section 62(3) of the Companies Act, 2013 to authorize the Lenders to convert their outstanding Facilities into Debentures, Preference shares, Equity Shares or such other securities in the Company.

Accordingly, the Board recommends the resolution as set out in Item No. 05 above for approval of the members of the Company as a special resolution.

None of the Directors, KMPs of the Company and their relatives are, in any way, concerned or interested in the resolution, except to the extent of their shareholding in the Company, if any.

The nature of concern or interest, financial or otherwise, if any, in respect of power to borrow monies and/or mortgage properties (moveable/immovable):

- i. Directors: None of the Directors of the Company is concerned or interested in the proposed resolution except to the extent of their shareholdings;
- ii. Every other Key Managerial Personnel: NIL;
- iii. Relatives: Only to the extent of their shareholdings

**By order of the Board of Directors  
For Prag Bosimi Synthetics Limited**

Date: 27<sup>th</sup> July, 2023  
Place: MUMBAI

**Madhu P. Dharewa**  
Company Secretary & Compliance Officer

**PRAG BOSIMI SYNTHETICS LIMITED**

CIN: L17124AS1987PLC002758

Corp Office: R-79/83, Laxmi Insurance Building, Sir P.M. Road Fort, Mumbai - 400001,

Tel: +022 22660301 • Email: [secretarial@bosimi.com](mailto:secretarial@bosimi.com) • website: [www.pragbosimi.com](http://www.pragbosimi.com)

Dear Member,

**Sub: Updation of KYC Details in the Master Data**

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company, through periodic communiques, advises such shareholders to notify to the Company, any change in their address/ bank details/email Id etc. under the signatures of sole/first named joint holder along with relevant supporting documents.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTA or aise standards and provide improved services to the Shareholders.

In this background, we are attaching herewith a KYC Form for all the shareholders holding shares in physical form to get all their details updated in the Master Data.

Kindly note that this Form is only for the purpose of master data Updation of Shareholders holding Shares in Physical form.

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

We recommend and request you to make your details updated in the master data and submit the attached KYC Form to the Company at its Corporate Office at R-79/83, Laxmi Insurance Building, Sir P.M. Road, Fort, Mumbai – 400 001.

Assuring you of our best services;

Thanking you.

Yours Faithfully,

For **Prag Bosimi Synthetics Limited**

**Madhu Dharewa**

Company Secretary & Compliance Officer

Encl.: KYC Form

**FOR INFORMATION OF THE SHAREHOLDERS****Process for registration of emailed for obtaining Annual Report and user ID/password for e-voting and updation of account mandate for receipt of dividend:**

Physical Holding	Send are quest to the Registrar and Transfer Agents of the Company, Link Intime India Private Limited at <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> providing Folio No., Name of a 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) for registering email address.
	<ul style="list-style-type: none"> <li>• Following additional details need to be provided in case of updating Bank Account Details:</li> <li>• Name and Branch Address of the Bank</li> <li>• Bank Account Number and Type</li> <li>• 9 digit MICR Code Number; and</li> <li>• 11 digit IFSC Code</li> <li>• A scanned copy of the cancelled cheque bearing the name of the first shareholder.</li> </ul>
Demat Holding	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.



## DIRECTORS' REPORT

To,  
The Members,  
Prag Bosimi Synthetics Limited (PBSL).

Your Directors are presenting the 31<sup>st</sup> Annual Report together with audited accounts of the Company for the 12 months period ended on 31<sup>st</sup> March, 2023.

### 1) SUMMARISED FINANCIAL RESULTS:

The financial results of your Company for the period under review are summarized below:

(₹ in Lakhs)

Particulars	12 month ended 31st March, 2023
Gross Turnover	149.75
Profit / (Loss) before Depreciation, Interest and Taxation	(168.79)
(Add)/ Less: Interest	622.89
(Add)/ Less: Depreciation	419.69
(Add)/Less: Tax paid	47.75
Profit / (Loss) for the year	(1259.12)
Add/ (Less) Loss brought forward from the previous period	(28810.31)
Total Loss carried forward to next period/year	(30069.43)

### 2) COMPANY ACTIVITIES:

As reported in our last year's annual report that company's operation had to stop due to Covid 19 and with the culmination of other factors had continued to remain so. During the current year the company tried to further consolidate its position after last years' successful settlement of the labour issue with the help of AIDC and Govt of Assam by way of a Golden handshake Scheme accepted by the labour union in a high level meeting chaired by Honorable Minister (Industry and Commerce), Govt of Assam, in presence of Honorable MLA Sipajhar assembly constituency, Managing Director AIDC amongst others. The company further took steps to settle all its pending legal issues. The company had voluntarily written to APDCL for disconnection of power during Covid period shut down as company was not in the position to foot the bill for fixed charges due to suspension of operations resulting from National Lockdown. However APDCL at that time did not disconnect power but later permanently disconnected power without hearing or settlement of our long pending claims outstanding with APDCL. Accordingly the company is continuously in communication with Assam Power Distribution Company Limited (APDCL) for re-connection of power. The company has started minor maintenance so that on reconnection of power the factory may be restarted in a phased manner.

The company perused with the debtors and have managed to recover a substantial amount. Accordingly the company has negotiated with its creditors and could settle few of the long pending creditors and avoided additional legal hassles. The company has also been following up for its capital subsidy due to it. The process of selling (Second phase) various scrap materials, machinery's, damage and obsolete spares etc by way of public tender with due approval of the board has started.

### 3) DIVIDEND:

Due to losses, your Directors have not recommended any dividend for the current period in respect of any Shares capita.

### 4) TRANSFER TO RESERVES:

In view of loss incurred during the period under review, the Board of Directors has not recommended transfer of any amount to reserves.

### 5) SHARE CAPITAL:

The Authorised Share Capital of the Company is ₹ 250/- Crs (Rupees Two Hundred and Fifty Crores only).The authorized share capital is divided into ₹ 150 Crores of Equity share capital and Rs.100 Crores of Preference shares Capital. The paid up Share Capital of the Company as at March 31, 2023 stood at ₹ 90.153 Crores divided into 7,43,82,960 Equity Shares of ₹ 10/- each, and 15,77,000. Non-Redeemable Preference shares of ₹ 100/- each. During the year under review, the Company has not issued any kind of share capital. As on 31st March, 2023, Mr. Devang Vyas is holding 5,14,000 Redeemable Preference Shares of the Company.

As on March 31, 2023, none of the Directors and/or Key Managerial Person of the Company holds instruments convertible into Equity Shares of the Company



**6) PUBLIC DEPOSITS:**

The Company has not accepted any Public Deposits during the period under review.

**7) DEBENTURES:**

The Unsecured Optionally Cumulative Convertible Debentures (OCCD) issued by the Company stands at its original issue value of Rupees Fifty four Crores as on March 31, 2023. The said NCDs -OCCD were issued on a private placement basis in October 2017 for a period of twenty years. The payment of interest was effective from 1st April 2019. However, Company is pursuing with holders of such NCD -OCCD to waive off interest in view of the Covid-19 situation.

**8) CHANGE IN NATURE OF BUSINESS, IF ANY.**

There was no changes in the nature of business of Company in the financial year 2022-23.

**9) FINANCE AND ACCOUNTS**

Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on the new accounting Principle i.e IND AS. The estimates and judgments relating to the financial statements are made on a prudent and going concern basis, so as to reflect true and fair view, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2023.

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters through strict checks and controls on continuous monitoring basis.

There is no audit qualification in the financial statements by the statutory auditors for the year under review.

**10) EXTRACT OF ANNUAL RETURN:**

Pursuant to the provisions of Section 134(3) (a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the Annual Return of the Company for the Financial Year ended 31 March, 2023 in Form MGT-7 is uploaded on the website of the Company and can be accessed at [http://pragbosimi.com/admin\\_pbsl/uploads/products/image/phpYomgQl.pdf](http://pragbosimi.com/admin_pbsl/uploads/products/image/phpYomgQl.pdf)

**11) a) LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:**

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes point no. 4.1 to the Financial Statements

**b) DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO COMPANIES FIRMS IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT:**

Listed entity and its subsidiaries have not provided any loans and advances in the nature of loans to companies firms in which Directors are interested.

**12) SUBSIDIARIES & ASSOCIATES:**

The Company has 2 subsidiary companies and One Associate Company. Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/ Associate Companies are given as **Annexure I** in Form AOC-1 which forms an integral part of this Report

As reported in the last annual report the implementation of textile park project by our Associate Company, Prag Jyoti Textile Park Private Limited is progressing and as on 30.06.2023 it is about 80% complete. Given below is the latest status of the project.

Total project cost as approved by PAC	₹ 54.31 Crores
Eligible cost approved	Rs 47.25 Crores
Funds employed as on 30.06.2023	
Ministry of Textile –	₹ 20.00 Crores (50% of total grant)
SPV Contribution (Eligible project cost) –	₹ 5.93 Crores (81.79 % of SPV contribution)
SPV Contribution (Balance Project Cost) –	₹ 5.22 Crores

# Prag Bosimi Synthetics Limited

The park is under construction and the promoters have already employed more than their proportionate share of funds as per SITP Scheme. As per CE Certificate overall more than of 80% of the park is completed as on 30<sup>th</sup> June 2023. The SPV have applied for the 4<sup>th</sup> Grant instalment in Sept 2022 itself and is still waiting for release of the same. The SPV continued with the work and accumulated an outstanding of Rs 3.75/- Cr due to which the work at site has been demobilized by the contractor's inspite of all efforts of the SPV. The cumulative delay in release of funds by MOT, GOI is 64 months as on 30.06.2023.

Our subsidiaries Companies Viz., Prag Bosimi Texurising Private Limited and Prag Bosimi Packaging Private Limited are not operational at present.

## 13) CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All Related Party Transactions are first placed before the Audit Committee for its prior / omnibus approval which are of a foreseen and repetitive nature and thereafter referred to the Board. The transactions entered into with the related parties are at arm's length and in the ordinary course of business and are in accordance with the provisions of the Companies Act, 2013 read with rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no material related party transactions entered into by the Company during the financial year which attracted the provisions of Section 188 of the Companies Act, 2013. The requisite disclosure, if any in Form AOC – 2 is furnished in **Annexure – II**. All related party transactions are mentioned in the Notes to the Financial Statements.

None of the transactions with any of related parties were in conflict with the Company's interest. The policy on Related Party and Material Related Party is put up on the website of the Company viz. [www.pragbosimi.com](http://www.pragbosimi.com)

## 14) MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report. It gives a reflection of the current state of business. It also deals with opportunities, challenges and the outlook of the Company.

## 15) DIRECTORS AND KEY MANAGERIAL PERSONS (KMP):

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Devang Vyas (DIN 00096459) retires by rotation as Non-Executive Director at the ensuing Annual General Meeting and being eligible, offers herself for the re-appointment. The Board recommends his re-appointment. Further to mention that Ms Sunita Shah (Din no.: 09654534) was appointed on 10<sup>th</sup> August 2022 as Independent Director in place of Mr. Rohit Doshi, Independent Director of the company who resigned from his position w.e.f. 1<sup>st</sup> July 2022. (After closure of business hours).

### DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sr. No.	Name	Designation	Date of Appointment	Date of Resignation
1	Mr. Rohit P. Doshi	Independent Director		01.07.2022
2.	Ms. Sunita Anil Shah	Independent Director	10.08.2022	-

## 16) BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board has carried out an annual performance evaluation of its own performance, of the Directors individually, as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees of the Board.

At the meeting of the Board, all the relevant factors that are material for evaluating the performance of individual Directors, the Board and its various Committees, were discussed in detail. A structured questionnaire each in line with circular issued by SEBI, for evaluation of the Board, its various Committees and individual Directors, was prepared and recommended to the Board by the Nomination & Remuneration Committee, for doing the required evaluation, after taking into consideration the inputs received from the Directors, covering various aspects of the Board's functioning, such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance, etc.

A separate exercise was carried out to evaluate the performance of individual Directors, including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority Shareholders, etc. The performance evaluation of the independent Directors was carried out by the entire Board excluding the Director being evaluated. The performance evaluation of the Chairman and non-independent Directors was also carried out by the Independent Directors at their separate meeting. The Directors expressed their satisfaction with the evaluation process.

**17) BOARD MEETINGS:**

The details of the Board Meetings and other Committee Meetings held during the financial year 2022-23 are given in the separate section of Corporate Governance Report.

**18) BOARD COMMITTEES**

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**19) DECLARATIONS BY INDEPENDENT DIRECTORS:**

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

**20) MATERIAL CHANGES AND COMMITMENTS**

In continuation to our earlier annual report power has still not been reconnected. Negotiations are currently on for reconnection of Power. Management is currently planning the restarting strategy and trying to arrange the working capital for the same. Eligible capital subsidy due to us is also being perused which may be used as working capital margin.

On 20.07.2023 at around 10.30 A.M. a MOB of around 25 to 30 people gathered and forcefully entered into our premises by breaking open the main gate. The local Thana was immediately intimated and FIR against the same has been registered.

**21) DIRECTORS' RESPONSIBILITY STATEMENT:**

Directors of your Company confirm that:

- in the preparation of the accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the loss of the Company for that period;
- proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the accounts of the Company have been prepared on a going concern basis;
- internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

**22) RISK MANAGEMENT POLICY:**

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

However, provision of Regulation 21 of Listing Regulations for constitution of Risk Management Committee is not applicable to the Company.

**23) VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:**

The Company has put in place a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The detail of the policy is available on the Company's website [www.pragbosimi.com](http://www.pragbosimi.com).

No complaint was received by the Company during the year ended 31st March, 2023.

**24) DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:**

The company have received the order from National Company Law Tribunal, Guwahati Bench, Guwahati, in the matter of 3A Capital Private Limited whereby the company is directed to pay sum of Rs 5,79,97,128/- within 45 days from the date of order. The order was received on 21st May 2022. As per legal advice, our councils have reiterated and advised that the said judgment is a fit matter to be challenged in a higher forum as NCLT had no jurisdiction and this being a contempt matter compensation cannot be awarded on the same matter. Accordingly the Company have filed a petition in NCLAT against the order on 29th June 2022. The matter has been admitted in NCLAT and hearing on the matter is going on. It may also be noted that the order of the NCLT Guwahati as above has also been challenged by 3A Capital Private Limited on the said court.

# Prag Bosimi Synthetics Limited

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The company would also like to inform that a case was filed by the 4 Ex-employees for wrongful termination and prayed for back wages and compensation thereof. The matter was admitted in the labour court and after hearing both the sides the case was dismissed by the honorable labour court as per order dated 19th June 2023.

## 25) CORPORATE GOVERNANCE:

Your Company affirms its commitment to Corporate Governance and is fully compliant with the conditions of Corporate Governance stipulated in Regulation 27(2) of the Listing Agreement with Stock Exchanges. A separate section on compliance of Corporate Governance and a Certificate from the Auditor's firm and Practicing Company Secretary dated 18th May 2023 in this regard are annexed hereto and forms a part of the Report.

## 26) DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

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

## 27) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **Annexure III** which forms part of this Report..

## 28) DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES:

The Company has always provided a congenial atmosphere for work that is free from discrimination and harassment, including sexual harassment. It has provided equal opportunities of employment to all without regard to their caste, religion, colour, marital status and sex.

The Company has in place Policy on Prevention, Prohibition and Redressal of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted an Internal Complaints Committee for redressal of grievances regarding sexual harassment received by the Committee. All employees are covered under this Policy. During the year under review, the Company has not received any complaints of sexual harassment. The Company has complied with all the applicable provisions of the said Act.

## 29) ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

Attendance at the meetings, Participation and contribution, Responsibility towards stakeholders, Contribution in Strategic Planning, Compliance and Governance, Participation, Performance Evaluation and Updation of Knowledge are the criteria's for Performance Evaluation of Directors, Committee and Board.

## 30) PARTICULARS OF EMPLOYEES & DISCLOSURE UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 AND OTHER DISCLOSURES AS PER RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

None of the employees of the Company is in receipt of remuneration exceeding the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure pursuant to Section 197(12) of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **ANNEXURE IV** to this report.

## 31) STATUTORY AUDITORS

M/s Rama K. Gupta & Co., Chartered Accountants, Guwahati are Auditors of the Company

The observations made by the Statutory Auditors in their report for the financial period ended 31st March 2023 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

## 32) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. ANM and Associates, Practicing Company Secretary had been appointed to undertake the Secretarial Audit of the Company for the year 2023-24.

Secretarial Audit Report issued by Mr. Amit Mundra, Company Secretary in Form MR-3 for the financial year 2022-23 forms part to this report annexed as **ANNEXURE V**. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

**33) INTERNAL AUDITOR:**

During the year under review M/s. Bharat Shroff & Co. Chartered Accountants has acted as Internal Auditors of the Company. Audit observations of M/s Bharat Shroff & Co. Chartered Accountants and corrective actions thereon are periodically presented to the Audit Committee of the Board. The Board of Directors on the recommendation of the Audit Committee re-appointed M/s Bharat Shroff & Co. Chartered Accountants to carry out the Internal Audit of the Company for the Financial Year 2023-24

**34) INTERNAL CONTROL SYSTEMS:**

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

**35) CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY:**

The provision of the Section 135 and Schedule VII of the Companies Act, 2013 as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 effective from April 1, 2014 relating to CSR Initiatives are not applicable to the Company.

**36) GREEN INITIATIVES**

In line with the 'Green initiative', the Company has affected electronic delivery of the Annual Report 2022-23, are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email addresses, please register the same with the RTA. It can also be assessed at [http://pragbosimi.com/admin\\_pbsl/uploads/products/image/php7qlX4u.pdf](http://pragbosimi.com/admin_pbsl/uploads/products/image/php7qlX4u.pdf)

**37) REPORTING OF FRAUDS**

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

**38) INDUSTRIAL RELATIONS/ HUMAN RESOURCES:**

Your Company maintained healthy, cordial and harmonious industrial relations at all levels during the period under review. Your Company firmly believes that a dedicated workforce constitute the primary source of sustainable competitive advantage. Accordingly, human resource development continues to receive focused attention. Your Directors wish to place on record their appreciation for the dedicated and commendable services rendered by the staff and workforce of your Company.

**39) NON-COMPLIANCE**

There is no non-compliance of any of the requirements of corporate governance report as required under the Listing Regulations

**40) CEO/CFO CERTIFICATION**

As required under Regulation 17(8) of Listing Regulations, the Whole Time Director and CFO have certified to the Board about compliance by the Company with the requirements of the said sub regulation for the financial year ended 31st March, 2023.

**41) COMPLIANCE CERTIFICATE**

Compliance Certificate for Corporate Governance from Auditors of the Company is given as Annexure – 'B' to this report.

**42) UPDATING KYC DETAILS COMMON AND SIMPLIFIED NORMS FOR PROCESSING INVESTOR'S SERVICE**

Efforts are underway to update the Permanent Account Number (PAN) and bank account details of shareholder(s) as required by SEBI. The regulator, vide circular dated 3<sup>rd</sup> November, 2021 and 15th December, 2021, has mandated furnishing of PAN, KYC details and nomination by holders of physical securities by 31st March, 2023 and SEBI further extended the cut-off date to 30th September, 2023 vide its Circular dated 16th March, 2023 and CBDT vide its Press Release, has also extended linking PAN with Aadhaar by 30th June, 2023 without facing repercussions. Members are requested to submit their PAN, KYC and nomination details to the Company's registrars through the forms.

## 43) CAUTIONARY STATEMENT

Statements in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include raw material availability and its prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, Tax regimes, economic developments within India and the countries in which the Company conducts business and other ancillary factor.

## 44) APPRECIATION:

Your Directors take this opportunity to offer their sincere thanks to the Government of India, State Government of Assam, AIDC, Investors, and Bankers for their continued support and co-operation, have helped in your Company's progress. Also Your Directors wish to place on record their appreciation, and for the contribution made by the employees at all levels whose hard work, and support, without which Company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, for their continued support and faith reposed in the Company.

**By order of the Board of Directors**

**Raktim Kumar Das**  
Whole Time Director  
Din no.: 05115126

**Bina Vasdev Advani**  
Independent Director  
Din No. 08534761

Date: 27<sup>th</sup> July, 2023  
Place: MUMBAI



## MANAGEMENT DISCUSSION AND ANALYSIS

### DISCLAIMER STATEMENT

Certain statements in this report on Management Discussion and Analysis may be forward looking statements and have been issued in terms of the applicable laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed in the statements or implied due to the influence of external and internal factors, which are beyond the control of the Company. The Company assumes no responsibility in respect of forward-looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

### INDUSTRY OUTLOOK

The domestic demand for Polyester filament Yarn (PFY) for apparel and non-apparel sector is improving due to healthy growth in GDP and newer application of polyester. This is a prime material for man-made textiles. The raw material for polyester yarn is PTA/MEG which falls under petrochemical industry. Overall, FY 23-24 is expected to be a tough year for the textile industry. Even some Govt owned mills under NTC are still suffering adverse effects of the pandemic. In the era of ever increasing prices of Oil & Petroleum Product Prices and Now, major focus will be on cost cutting measures, improving productivity, reduction in wastage and efforts on taking quality to next level and deriving efficiency to make products further cost competitive. However, since our factory is not in operation, although we are not in the position to take the benefit of the industrial growth, but we shall restart with major cost cutting measures for sustaining in future.

### OPPORTUNITIES

The perceptible shift to manmade fibers in the international textile market is already having a similar effect in the Indian textile markets. With the right government policies for encouraging higher consumption of fabrics made from manmade fibers present an opportunity to our company in the years to come. Besides with the prioritization of the look east policy, above factory is strategically placed in the north eastern part of the country which will present us with export opportunities.

### RISKS AND CONCERNS

Overall negative impact was faced across the industry due to the COVID 19 pandemic. A shift towards online business is expected to happen due to the fear & the restrictions to maintain the social distancing. Also, there could be short time recessionary pressure due to job losses and money crunch in the market and it will take some time before we could see healthy demand coming back in the Textile industry.

### HEALTH, SAFETY AND SECURITY ENVIRONMENT

Our Company has always been adopting all possible safety measures concerning the health and safety of the Workers and staffs at all levels. This has improved the morale among the workers and staffs and also the working environment at large. Further, to prevent the spread of pandemic Covid 19, the Company has taken all precautionary measures required, such as social distancing, use of masks and sanitizers etc., at all its plant as well as at office locations. Your Company is in full compliance of all Government directives issued in this behalf. The Company has always considered safety as one of its key focus areas and strives to make continuous improvement on this front.

### HUMAN RESOURCES/INDUSTRIAL RELATIONS

Although there were some labour issues. However all issues have been amicably settled by way of the Golden handshake scheme accepted by the employees union after signing a joint minutes of meeting in the official conference hall of Minister (Industries and Commerce), Govt of Assam duly signed by Honorable Minister(INC), G.O.A, Honorable MLA Sipajhar (LAC), MD AIDC, Director PBSL, Union Executives of EBEU,, amongst others. All dues payable to the employees under the scheme has been paid against money receipt and the employees has been duly realized from the services.

### CHALLENGES

PTA /MEG /POY are the principals Raw materials for our product whose prices are linked with international market of Oil & Petroleum Product Prices which is of late ever increasing. Besides, apart from normal fluctuation, currency fluctuation may also affect the prices. Covid 19 and its after effects is another challenge being faced by the company. The Russia Ukraine conflict is another major challenge on the market. It may be noted that raw materials PTA and MEG are derivative of the petroleum product and has to compete with cotton and other natural textiles and it may not be possible for the industry to pass on the entire cost to the consumer, which may result lower margin/losses for the industry.

### CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company has been in operation since Covid 19 lock down and has been incurring losses. The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

### COMPLIANCE

The Compliance department of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department headed by the Company Secretary and Compliance officer of the Company has continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis. The Company has complied with all requirements of regulatory authorities. No major penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.



**ANNEXURE I TO THE DIRECTORS' REPORT**

**Form AOC – 1**

**Part A: Subsidiaries**

{Pursuant to first proviso to Sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules 2014}

Statement containing salient features of the financial statement of subsidiaries

1. Name of subsidiaries which are yet to commence operations:	1. Prag Bosimi Texurising Private Limited 2. Prag Bosimi Packaging Private Limited
Name of subsidiaries which have been liquidated or sold during period:	NIL

**ANNEXURE II TO THE DIRECTORS' REPORT**

**Form No. AOC-2**

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

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

- 1) Details of contracts or arrangements or transactions not at arm's length basis:** There are no transactions or arrangements or contracts with Related Parties which were not at arm's length basis during the period under review.
- 2) Details of material contracts or arrangement or transactions at arm's length basis**

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any [₹]	Date(s) of approval by the Board	Amount paid as advances, if any:
Devang Vyas	Loan Received (Net)	On Going	32,17,61,614	17.05.2022	-
Devila Vyas	Loan Received (Net)	On Going	80,00,000	11.08.2021	-
Prag Jyoti Textile Park Private Limited	Loans/ Advances Given	On Going	5,06,23,343	25.01.2022	

## Annexure III

## ANNEXURE TO THE DIRECTORS' REPORT

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS/ OUT GO:

## (A) POWER AND FUEL CONSUMPTION

Particulars	CURRENT PERIOD (2022-2023)	PREVIOUS PERIOD (2021-2022)
<b>1. Electricity:</b>		
Purchased:		
(a) No of Units	Nil	Nil
(b) Total Amount (₹)	Nil	Nil
(c) Rate/Unit (₹)	Nil	Nil
Own Generation:	Nil	Nil
Through Diesel generators	Nil	Nil
(a) No. Of Units:	Nil	Nil
(b) Unit per litre of Diesel	Nil	Nil
(c) Cost/Unit (₹)	Nil	Nil
Through steam turbine generation	Nil	Nil
No. of Units:	Nil	Nil
Unit per litre of Fuel oil/Gas	Nil	Nil
Cost/Unit	Nil	Nil
<b>2. Coal:</b>		
Quantity in tons	Nil	Nil
Total cost	Nil	Nil
Average Rate per ton	Nil	Nil
<b>3. Furnace Oil:</b>		
Quantity (KL)	Nil	Nil
Total Amount (₹)	Nil	Nil
Average Rate (₹)	Nil	Nil
<b>4. Steam:</b>		
Quantity in Tons:	Nil	Nil
Total Cost: (₹)	Nil	Nil
Rate per Ton (₹)	Nil	Nil
Consumption per unit of production	Nil	Nil
Electricity per K.G. Yarn in No of Units	Nil	Nil
Steam in K. G. per K. G. of Yarn	Nil	Nil
<b>B. FOREIGN EXCHANGE EARNINGS/OUTGO:</b>		
Foreign Exchange Earnings (₹)	Nil	Nil
Foreign Exchange Outgo	Nil	Nil
Capital Goods	Nil	Nil
Stores, spares and consumable	Nil	Nil
Others (₹)	Nil	Nil

By order of the Board of Directors

Date: 27<sup>th</sup> July, 2023  
Place: MUMBAIRaktim Kumar Das  
Whole Time Director  
Din no.: 05115126Bina Vasdev Advani  
Independent Director  
Din No.: 08534761

## ANNEXURE IV

- i. Disclosure for Ratio of Remuneration of Each Director to the Median Employee's Remuneration And Other Details As Per Rule 5 of The Companies (Appointment & Remuneration) Rules,2014:
- |  |   |            |
|--|---|------------|
| Median Remuneration                                      | : | ₹ 3,63,000 |
| Shri Raktim Kumar Das (Whole Time Director) Remuneration | : | ₹ 6,60,000 |
| Ratio  | : | 1.82:1     |
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial period : None
- iii. The percentage increase in the median remuneration of employees in the financial period : Nil
- iv. The number of permanent employees on the rolls of the Company :10
- v. Explanation on the relationship between average increase in remuneration and the Company's performance: Not Applicable as per Notification dated 30th June, 2016
- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable as per Notification dated 30th June, 2016
- vii. Variations in the market capitalization of the Company, price earning ratio as at the closing date of the current financial period and previous financial period and percentage increase over / decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial period and previous financial period: Not Applicable as per Notification dated 30th June, 2016
- viii. 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: Not applicable
- ix. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable as per Notification dated 30th June, 2016
- x. The key parameters for variable component of remuneration availed by the directors are as follows: Not Applicable as per Notification dated 30th June, 2016
- xi. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the period : Not Applicable as per Notification dated 30th June, 2016
- xii. It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**Annexure – V****FORM NO. MR.3****SECRETARIAL AUDIT REPORT****For The Financial Year Ended 31st March, 2023****[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

Authorised Capital: Rs. 2,500,000,000

CIN: L17124AS1987PLC002758

To,

The Members,

**M/s PRAG BOSIMI SYNTHETICS LTD.**

House No.19, Ambikagiri Nagar, Milan Path,

R.G.Barua Road, Guwahati,

Assam - 781 024

I have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by PRAG BOSIMI SYNTHETICS 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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year starting from 01st April, 2022 and ended on 31st March, 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 31st March, 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; (Not applicable to the Company during the audit period);
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to Foreign Direct Investment, Overseas direct Investment and External Commercial Borrowings. - Not applicable to the Company
- 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, 1992
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable during the audit period
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 - Not Applicable during the audit period
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable 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, 2009 - Not Applicable during the audit period.

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- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable during the audit period;
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- j. 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;

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 stock exchanges.

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

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

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

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

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

I further report that during the audit period following are the corporate events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. Ms Sunita Anil Shah (Din no.: 09654534) was appointed on 10th August 2022 as Independent Director in place of Mr. Rohit P Doshi, Independent Director of the company who resigned from his position w.e.f. 1st July 2022.
2. Statutory Auditor M/s Rama Gupta & Co. was appointed in the AGM held on 23rd September 2022 for a period of 5 years in place of M/s AMD & Associates, and M/s M.H. Dalal & Associates, Chartered Accountant whose term was expired.
3. Company has adopted new Article of Association as per companies Act 2013 in place of old version of Article of Association.

## **Procedure for monitoring and ensuring compliance with General Laws**

We have been informed that a proper procedure has been laid down to monitor and ensure compliance with general laws. On perusal of the documents provided by the Company, we observed that the Company has a system of ensuring compliance with applicable laws. The Company Secretary of the Company also provides an internal compliance certificate which is placed in the Board Meetings.

Our Secretarial Audit Report for the financial year ended March 31, 2023 of even date is to be read along with the annexure to this letter.

CS Amit Mundra  
Practising Company Secretary  
Sole Proprietor  
FCS No. 7933  
CP No. 16182  
PR Code: 2052/2022  
UDIN: F007933E000728510  
Place: Mumbai  
Date: 27.07.2023

**ANNEXURE - A**

To  
The Members  
Prag Bosimi Synthetics Limited

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

1. Maintenance of secretarial records 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 provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book 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, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report 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

CS Amit Mundra  
Practising Company Secretary  
Sole Proprietor  
FCS No. 7933  
CP No. 16182

Place: Mumbai  
Date: 27.07.2023  
UDIN: F007933E000728510

## ANNEXURE TO THE DIRECTORS' REPORT

### REPORT ON CORPORATE GOVERNANCE

The Directors of the Company present the Report on Corporate Governance for the year ended 31st March, 2023, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"), is set out as below:

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance in-quo-nun of modern management.

#### Company's Philosophy on Code of Governance:

Corporate Governance is an integral part of the Company's value system, management ethics and business practices. The Company is committed to creating long term value for all its shareholders, employees, customers, associates and the wider community. The Company is committed to and continues to practice good Corporate Governance. The Corporate Governance Code incorporates several practices aim e data level of business ethics, effective supervision and enhancement of value for all stakeholders. PBSL conforms to all regulatory and legal requirements. The basic philosophy behind and endeavor towards better corporate governance is to enrich the value of stake holders by achieving business excellence.

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances. The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

The company has complied with all the requirements of Corporate Governance as prescribed in Schedule V of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 .

The following codes and policies have been adopted by the Company.

- Code of Conduct
- Code of Internal Procedure and Conduct for Insider Trading
- Whistle Blower Policy
- Related Party Transactions Policy
- Sexual Harassment Policy
- Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees
- Board Performance Evaluation Policy
- Risk Management Policy
- Policy for determination of materiality of any event/information
- Policy on Preservation of Documents
- Archival Policy for any Material Event/ Information disclosed to the Stock Exchange.



**Board of Directors:****(A) Composition of the Board**

The Board of Directors comprises of experts drawn from diverse fields/profession. The Board has an optimum combination of Executive, Non-Executive and Independent Directors. As on 31st March, 2023 the Company's Board comprises of 8 directors. The Board has seven Non-Executive Directors, consisting of four Independent Directors. The details of the Directors during the year ended 31st March, 2023 are given below:

Sr. No.	Name of the Director	Category	Board Meetings attended during the year	Whether attended the last AGM	Directorships held in other Indian Public Companies
1	Shri Manenvendra Pratap Singh	Chairman, Nominee of AIDC, Non-Executive Director	4	No	0
2	Shri Raktim Kumar Das	Whole Time Director	4	Yes	0
3	Shri. Devang H. Vyas	Non - Executive Director	2	Yes	1
4	Shri. Prasanta Bora	Nominee of AIDC, Non-Executive	0	No	0
5	Shri. G.M. Das	Independent Director Non- Executive	4	Yes	0
6	Shri Mukund Trivedi	Independent Director Non- Executive	4	Yes	0
7	Ms. Bina Advani	Independent Director Non- Executive	4	Yes	0
8	Ms Sunita Shah	Independent Director Non- Executive	2	Yes	0

**Notes:**

- None of the Directors hold directorships in more than twenty companies of which directorship in public companies does not exceed ten in line with the provisions of Section 165 of the Act.
- None of the Directors hold membership of more than ten committees of board, nor, is a chairman of more than five committees across board of all listed entities.
- No Director holds directorship in more than seven listed entities.
- None of the Independent Director holds the position of the Independent Director in more than seven listed companies as required under the Listing Regulations.
- None of the Director has been appointed as an Alternate Director for Independent Director.
- The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1) (b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- The committee membership and chairmanship above excludes membership and chairmanship in private companies, foreign companies and Section 8 companies. The number of directorship excludes directorship of private companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorship.
- None of the Directors are related to each other

**CHAIRMAN AND WHOLE TIME DIRECTOR**

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

# Prag Bosimi Synthetics Limited

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

**Non-Executive Directors (including Independent Directors)** play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements

## ROLE OF THE COMPANY SECRETARY IN GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision making at the meetings. The Company Secretary is primarily responsible, to assist the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters. All the Directors of the Company have access to the advice and services of the Company Secretary.

## BOARD INDEPENDENCE

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

## Directors' Profile

Details of the Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting, as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been given along with the annexure to the Notice of the Annual General Meeting.

## (B) Number of Board Meetings

Corporate Governance policy requires the Board to meet at least 4 times in a year with a maximum gap of 120 days between any two meetings. The Board of Directors met 4 times during the period under review. The details of Board Meetings held during the year areas under:

Sr. No.	Date of the Board Meeting	Board Strength	No. of Directors present
1	May 17 <sup>th</sup> , 2022	8	7
2	August 10 <sup>th</sup> ,2022	7	6
3	November 11 <sup>th</sup> , 2022	8	7
4	February 13 <sup>th</sup> , 2023	8	7

## Board's Process

It has always been the Company's policy and practice that apart from matters requiring the Board's approval by statute, all major decisions including quarterly results of the Company as a whole and debt restructuring, capital expenditure, collaborations, material investment proposals, sale and acquisition of assets of material nature, mortgages, guarantees and donations are placed before the Board. This is in addition to information with regard to actual operations, major litigation feedback reports and minutes of Committee Meetings.

The Board of PBSL is regularly presented with all information under the above heads, whenever/ wherever applicable. These are submitted either as part of the agenda papers in advance of the Board meetings or are tabled in the course of the Board meetings.

**(C) Roles, Responsibilities and Duties of the board**

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 of the Companies Act, 2013 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors

**Information placed before the Board**

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

**Minutes of the Meeting**

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees. Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

**Post Meeting Mechanism**

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

**Board Support**

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

**(D) Code of conduct**

The Company has adopted Code of Conduct for all the Directors and Senior Management of the Company. All the Directors and the Senior Management have affirmed compliance with respective code of conduct. The Code of conduct for Directors and senior management personnel are posted on the Company's website "[www.pragbosimi.com](http://www.pragbosimi.com)".

**E) Familiarization programme for independent directors**

The Independent Directors have been familiarized with the Company, their roles and responsibilities in the Company, nature of the industry in which Company operates. The details of the familiarization programs imparted to the Independent Directors during 2022-2023 are put up on the website of the Company and can be accessed at [http://www.pragbosimi.com/company\\_policies\\_procedures.php](http://www.pragbosimi.com/company_policies_procedures.php)

**F) Formal letter of appointment to the independent directors**

The Company has issued formal letter of appointment to all the Independent Directors on their appointment explaining inter-alia their roles, responsibilities, code of conduct, functions and duties as Independent Director of the Company. The terms and conditions of appointment of independent directors have been hosted on the website of the Company and can be accessed at [http://www.pragbosimi.com/company\\_policies\\_procedures.php](http://www.pragbosimi.com/company_policies_procedures.php)

**G) Key Board qualifications, expertise and attributes:**

The Board of Directors comprises of experts who bring in the necessary skills and competence that allow them to make effective decisions or contributions to the Board, its committees and the management.

- The list of core skills/expertise/competencies pertaining to the business, as identified and available with the Board of Directors is as follows:
- Behavioural - The Board members effectively participate and contribute in the Board meetings and maintain board confidentiality. The Board possesses key attributes and competencies on the whole enabling them to function well as a team.
- Governance - The essential governance, legal and compliance knowledge is possessed by all the directors which aids in protecting the shareholders interest.
- Technical - The Directors possesses required skills and specialist knowledge to assist the management in the key areas. All the directors have the ability to understand the financial statements.
- Industry - The Directors have necessary experience and knowledge in the textile industry which enables them to guide the management.

## H) Confirmation on the fulfillment of the conditions of independence:

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

## I) Resignation of Independent Directors before expiry of tenure:

Subject to the above, none of the Independent Directors has resigned before the expiry of the tenure during the year under review.

## GOVERNANCE CODES

### 1) Code of business Conduct & Ethics

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team of the Company are required to affirm semi-annual Compliance of this Code. A declaration signed by the Chairman and Managing Director of the Company to this effect is placed at the end of this report. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website viz. [www.pragbosimi.com](http://www.pragbosimi.com)

### 2) Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

### 3) Insider Trading Code

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website viz. [www.pragbosimi.com](http://www.pragbosimi.com). The Company has also formulated "Policy on Inquiry" in case of leak of UPSI.

### Committees of the Board:

The Board of Directors has constituted three permanent committees of the Board-the Audit Committee, the Stakeholders Relationship Committee and the Nomination and Remuneration Committee. The functions of various committees their mode of operation and membership details is given below.

#### (A) Audit Committee

The Board of Directors has constituted an Audit Committee of Directors to exercise powers and discharge functions as stipulated in Section 177 of the Companies Act, 2013 and as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant statutory / regulatory provisions. The Committee, in addition to other business reviews the quarterly (unaudited) financial results, annual accounts and cost audit reports before submitting to the Board of Directors

The constitution of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), 2015. The Committee consists of the following members:

S. No.	Name of the Members	Category
1	Ms. Bina Advani	Non-Executive Independent Director
2	Shri G. M. Das	Non-Executive Independent Director
3	Shri Rohit Doshi*	Non-Executive Independent Director
4	Shri Mukund Trivedi	Non-Executive Independent Director
5	Shri Prasanta Bora	Non-Executive Independent Director
6	Ms Sunita Shah	Non-Executive Independent Director

\* Shri Rohit Doshi resigned from the Committee on 1<sup>st</sup> July 2022 and Ms Bina Advani was appointed as the Chairperson w.e.f 10<sup>th</sup> August 2022. Ms Sunita Shah was appointed in the Committee.

The objective of the Audit Committee is to assist the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions of the Company with related parties, review compliance with regulation 9A of the SEBI PIT Regulations, the appointment, independence, performance and remuneration of the statutory auditors, the performance of internal auditors and the Company's risk management policies.

In view of the amendments to the Listing Regulations and SEBI PIT Regulations, the Board amended the terms of reference of the Committee, effective from 1st April 2019.

The terms of reference of the Audit Committee are broadly as under:

- Reviewing the financial reports and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed in the reports.
- Recommending the appointment and removal of external auditors, fixation of audit fee and other payments.
- Reviewing the financial statements and draft audit report, including quarterly/half yearly financial information.
- Reviewing with the management and internal auditors, the adequacy of internal control systems.
- Reviewing the adequacy of internal audit function, including the audit charter, approval of the audit plan and its execution, coverage and frequency of internal audit and discussions with internal auditors of any significant findings and follow-up thereon.
- The Board has framed the Audit Committee Charter for the purpose of effective compliance of provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. The Audit Committee interalia performs the functions to:
  1. Review with the Company's Chief Financial Officer ('CFO'), the preparation, execution and results of the Company's annual internal audit work program;
  2. Review the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
  3. Review with the management, performance of statutory and internal auditors and review of adequacy of the internal control systems;
  4. Discussion with statutory auditors before audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern;
  5. Discussion with internal auditors on any significant findings and follow up thereon;
  6. Recommend appointment of Statutory, Internal and Cost Auditors and their remuneration;
  7. Look after the risk assessment including fraud risk and risk guidelines governing the risk management process;
  8. Review the management discussion and analysis of financial condition and results of operations;
  9. Review statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  10. Review the internal audit reports relating to internal control weaknesses;
  11. Scrutinize inter-corporate loans and investments;
  12. Review the functioning of the Whistle blower mechanism; and
  13. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

# Prag Bosimi Synthetics Limited

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the website [www.pragbosimi.com](http://www.pragbosimi.com) and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

## INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors submit their recommendations to the Audit Committee and provide a road map for the future.

The Committee has powers similar to those stated in the listing agreements and exercises most of the functions in line with the requirements of the code of Corporate Governance. The details of the Audit Committee meeting held during the year ended on 31st March, 2023 are as under:

### Audit Committee Meetings

The members of Audit Committee met five times on dated 17<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 11<sup>th</sup> November 2022 and 13<sup>th</sup> February in the year 2023 during the financial year ended on 31st March 2023.

Sr. No.	Name of the Members	Number of Meetings Held	No. of Meetings attended
1	Ms. Bina Advani	4	4
2	Shri G. M. Das	4	4
3	Shri Rohit Doshi*	4	1
4	Shri Mukund Trivedi	4	4
5	Shri Prasanta Bora	4	0
6	Ms Sunita Shah	4	2

\* Shri Rohit Doshi resigned from the Committee on 1<sup>st</sup> July 2022 and Ms Bina Advani was appointed as the Chairperson w.e.f 10<sup>th</sup> August 2022. Ms Sunita Shah was appointed in the Committee wef 11<sup>th</sup> November 2022

## B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

The composition of the committee is as under:

1. Ms. Bina Advani Chairman, Independent Director
2. Mr. G. M. Das, Independent Director
3. Mr. Mukund Trivedi, Independent Director

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees..

The broad in terms of reference of the Nomination and Remuneration Committee are as under:

1. To help the Board in determining the appropriate size, diversity and composition of the Board
2. To recommend to the Board appointment/ reappointment and removal of Directors and Senior Management;
3. To frame criteria for determining qualifications, positive attributes and independence of Directors;
4. to recommend to the Board, remuneration payable to the Directors and Senior Management (while fixing the remuneration to Executive Directors the restrictions contained in the Act is to be considered);
5. to create an evaluation framework for Independent Directors and the Board;
6. to provide necessary reports to the Chairman of the committee after the evaluation process is completed by the Directors;



7. to assist in developing a succession plan for the Board and Senior Management;
8. to assist the Board in fulfilling responsibilities entrusted from time-to-time;
9. delegation of any of its powers to any Member of the Committee or the Compliance Officer.

#### **PRINCIPLE AND RATIONALE**

Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies to–

- Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to–
- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal carry out evaluation of every director's performance– formulate the criteria for evaluation of Independent Directors and the Board.

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Prag Bosimi Synthetics Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the directors, key managerial personnel and other employees of the Company asset out below:

#### **Criteria for selection of Non-Executive Directors**

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director–
  - a. Qualification, expertise and experience of the Directors in the irrespective fields;
  - b. Personal, Professional or business standing;
  - c. Diversity of the Board.
- In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

#### **Remuneration**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings. A Non- Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **CEO & Managing Director–Criteria for selection/appointment**

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.



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## Remuneration for the CEO & Whole Time Director

- At the time of appointment or re-appointment, the CEO & Whole Time Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Whole Time Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Whole Time Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

## GENERAL

This Policy shall apply to all future employment of Company's Senior Management including Key Managerial Personnel and Board of Directors.

Any or all the provisions of this Policy would be subject to the revision/amendment in the Companies Act, 2013, related rules and regulations, guidelines and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/or the Board of Directors.

## PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Whole Time Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process

Core Skills/Expertise/Competencies available with the Board

The Board evaluates its composition to ensure that the Board has the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. The Board Members have background that when combined provide a portfolio of experience and knowledge that will serve governance and strategic needs. The Directors have demonstrated experience and ability that is relevant to the Board's oversight role with respect to business and affairs.

In terms of Listing Regulations, the following skills, expertise and competencies have been identified by the Board of Directors as required in the context of its business and sector for it to function effectively:

The abovementioned skills / expertise / competencies are available with the Board as a whole. In the table below, the specific areas of expertise of individual Board members are as under

Name of the Director	Area of Expertise						
	Industry knowledge	Leadership and Entrepreneurship	Strategic Planning	Business Management	Corporate Governance	Financial and Risk Management	Sales, Marketing and Retail
Manvendra Pratap Singh	√	√	√	√	√	√	-
Raktim Kumar Das	√	√	√	√	√	√	√
Prasanta Bora	√	√	√	√	√	√	√
Devang Vyas	√	√	√	√	√	√	-
Mukund Trivedi	√	√	√	√	√	√	-
Girindra Mohan Das	√	√	√	√	√	√	-
Bina Advani	√	√	√	√	√	√	√
Sunita Shah	√	√	√	√	√	√	-

The Company has a Nomination and Remuneration Committee to review and recommend payment of annual salaries, commission, service agreements and other employment conditions of the Executives. The Committee met 2 times 17<sup>th</sup> May, 10<sup>th</sup> August in the year 2022 and all the members were present.

S. No.	Name of the Members	Number of Meetings Held	No. of Meetings attended
1	Ms Bina Advani, Chairperson	0	0
2	Shri G. M. Das	2	2
3	Shri Mukund Trivedi	2	2
4	Shri Rohit Doshi*	2	1

The Committee comprises of Ms Bina Advani, Chairman, Shri G.M. Das and Shri Mukund Trivedi. The Committee periodically reviews and recommends suitable revision in the remuneration package of Executive Directors to the Board, if reqd. Ms Bina Advani was appointed as the Chairman by the Board on 10<sup>th</sup> August 2022 in place of Mr. Rohit Doshi who resigned on 01st July 2022\*.

#### Details of Remuneration, sitting fees paid/ accrued/credited to the Directors during the year ended March 31, 2023

Sr . No	Name of the Director	Salary	Perquisites & Other Benefits*	Performance/ Bonus/ Commission	Sitting Fee ₹	Total ₹
1	Raktim Kumar Das	6,60,000	1,85,076	-	-	8,45,076
2	Shri. Rohit P. Doshi	-	-	-	5,000	5,000
3	Shri. Mukund Trivedi	-	-	-	20,000	20,000
4	Shri. G. M. Das	-	-	-	20,000	20,000
5	Ms. Bina Advani	-	-	-	20,000	20,000
6	Ms Sunita Shah	-	-	-	20,000	20,000

#### C. Stakeholders Relationship Committee:

A Stakeholders Relationship Committee has been constituted by the Board of Directors to monitor the redressal of the shareholders/ investors grievances. The Committee met on 17th May 2022 and on 13th February 2023 and all the members were present..

The broad terms of reference of the Stakeholders Relationship Committee are as under:

- to consider and resolve the grievances of security holders of the Company 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.;
- to consider and approve demat/remat of shares/ split/consolidation/sub-division of share/debenture certificates;
- to consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transposition of names, deletion of names transfer and transmission of securities, etc.;
- to oversee and revive wall matters connected with the transfer of the Company's securities;
- to consider and approve opening/ modification of operation and closing of bank accounts;
- to grant special/general Power of Attorney in favour of employees of the Company from time to time in connection with the conduct of the business of the Company particularly with Government and Quasi- Government Institutions;
- to fix record date/book closure of share/debenture transfer book of the Company from time to time;
- to appoint representatives to attend the General Meeting of other companies in which the Company is holding securities;
- to change the signatories for availing of various facilities from Banks/Financial Institution;
- to grant authority to execute and sign foreign exchange contracts and derivative transactions;
- to monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- to review measures taken for effective exercise of voting rights by shareholders;
- to review adherence to the standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- to review of the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

## Prag Bosimi Synthetics Limited

- to assist the Board in reviewing and implementing policies under the Business Responsibility Reporting of the Company as may be delegated by the Board;
- to carry out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Companies Act, 2013 and other applicable laws as amended from time to time ;and
- to carry out any other duties that may be delegated to the Committee by the Board of Directors from time-to- time.
- The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Link Intime India Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Committee of Directors (Stakeholders Relationship Committee) Meetings are circulated to the Board and noted by the Board of Directors.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their updated telephone numbers and e-mail addresses to facilitate prompt action.

The Board has delegated the power of approving transfer of shares/issue of duplicate share certificates, etc., to the Stakeholders' Relationship Committee. Ms. Madhu Dharewa, Company Secretary is designated as Compliance Officer for complying with the requirements of SEBI regulations and with the Stock Exchanges in India and overseeing the investors' grievances.

The Committee comprises of the following Directors/ Secretary:-

1. Ms. Bina Advani - Chairperson
2. Shri G.M. Das
3. Shri Mukund Trivedi
4. Shri. Rohit P.Doshi - Resigned
5. Ms Madhu P. Dharewa (Company Secretary)

S. No.		Number of Meetings Held	No. of Meetings attended
1	Ms Bina Advani	2	1
2.	Shri G.M. Das	2	2
3.	Shri Mukund Trivedi	2	2
4.	Shri Rohit Doshi*	2	1

\*Mr. Rohit Doshi resigned on 1st July 2022 and in place Ms Bina Advani was appointed as the Chairperson of the Committee, Company Secretary also acts as a Secretary to the Committee and is the Compliance Officer of the Company.

### D) Separate Meeting of the Independent Directors

During the financial year 2022-2023, the Independent Directors met separately without the presence of non-independent Directors on 13th February 2023 in compliance with Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Independent Directors at their meeting inter-alia discussed the following:

- i. Reviewed the performance of Non-Independent Directors and the Board as a whole
- ii. Reviewed the performance of the Chairperson of the company
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Based on the declarations received from the Independent Directors, the Board of Directors are of the opinion that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and are independent of the management.

**General Body Meetings**

The last three General body meetings of the Members of the Company were held as per the following details:-

Year	Location	Whether any special resolutions passed	Date & Time	Time
2021-2022	House No.19, Ambikagiri, Milan Path,Guwahati-781024	Yes (1)	23 <sup>rd</sup> Sept 2022 3.00 P.M.	1) Approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the companies act, 2013, not exceeding Rs. 250.00 crores 2) Adoption of Articles of Association (AOA) of The Company as per new Companies Act 2013
2020-2021	House No.19, Ambikagiri, Milan Path,Guwahati-781024	Yes (1)	29 <sup>th</sup> Sept 2021 3.00 P.M.	1) Appointment of Mr. Raktim Kumar Das as Whole Time Director of the Company
2019-2020	House No.19, Ambikagiri, Milan Path,Guwahati-781024	Yes (3)	30 <sup>th</sup> Sept 2020 3:00 P.M.	1) Re-appointment of Managing Director 2) Re-appointment of Shri Girindra Mohan Das (DIN 00144978) as an Independent Director of the Company 3) Re-appointment of Shri Mukund Trivedi (DIN 07179964) as an Independent Director of the Company

**Disclosures**

There was a related party transaction during the year, the details of which has been mentioned in the Notes to Accounts no 29 as per AS-18 in Notes forming part of the Consolidated Financial Statements for the year ended 31st March 2023

There are no pecuniary relationships or transactions with the non - executive independent directors.

The Company has complied with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement and the Company has not adopted any non- mandatory requirements of Clause 49 of the Listing Agreement.

**Means of communication****A. Quarterly Results**

**B. Newspapers wherein results normally published:** Financial Express (English) and Dainik Assami (Regional)

**C. Any website, wherein displayed :** www.pragbosimi.com

**D. Whether it also displays official news releases :** Yes

**E. Presentations made to Institutional Investors or to the Analysts :** NA

**GENERAL SHAREHOLDER'S INFORMATION****1. Annual General Meeting:-**

The information regarding 31<sup>st</sup> Annual General Meeting for the financial year ended on 31st March 2023 is as follows:-

Date: 7<sup>th</sup> September, 2023 Time: 3:30 P.M.

Venue: Through VC/OVCM

**2. Financial Calendar:** 1st April to 31st March.

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### 3. Future Calendar for next financial year :

Financial Reporting of 1st Quarter ended on 30th June 2023	On or before 14 <sup>th</sup> August, 2023
Financial Reporting of 2 <sup>nd</sup> Quarter ended on 30th September 2023	On or before 14 <sup>th</sup> November 2023
Financial Reporting of 3 <sup>rd</sup> Quarter ended on 31st December 2023	On or before 14 <sup>th</sup> February, 2024
Financial Reporting of 4 <sup>th</sup> Quarter ended on 31st March 2024	On or before 30 <sup>th</sup> May, 2024
Date of Annual General Meeting	During September 2024

4. **Dividend Payment Date:** No Dividend has been recommended for the year.

5. **Book Closure Date:** August 31 to September 7, 2023. (Both days inclusive)

6. **Dividend History:** The Company has not paid any Dividend during last 10 years

### 7. Unclaimed Dividend / Share Certificates

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, 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. The details of unclaimed/unpaid dividend will be available on the website of the Company viz. [www.pragbosimi.com](http://www.pragbosimi.com), if any

Section 124(6) of the Companies Act, 2013 mandates transfer of all those shares, in respect of which Unpaid or Unclaimed dividend has been transferred by the Company to the IEPF.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2023:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	N.A.	N.A.	N.A.	N.A.

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

8. **Listing on Stock Exchange** : BSE Limited

9. **Listing Fees** : Annual Listing Fees for Financial year 2022-2023 has been paid.

10. **Stock Code & ISIN** : Scrip Code 500192 on BSE.

ISIN INE962B01011 on NSDL & CDSL

11. Market Price Data (Equity Shares of Face Value of ₹ 10/-) :

Month	Price on BSE (₹) & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April, 2022	3.60	2.98	4,52,348	60845.10	56009.07
May, 2022	3.35	2.50	2,46,875	57184.21	52632.48
June, 2022	2.88	2.05	2,49,068	56432.65	50921.22
July, 2022	2.53	2.01	1,86,056	57619.27	52094.25
August, 2022	2.80	2.25	3,11,474	60411.2	57367.47
September, 2022	2.90	2.24	3,65,224	60676.12	56147.23
October, 2022	2.89	2.55	1,66,781	60786.7	56683.4
November, 2022	2.70	2.30	2,59,685	63303.01	60425.47
December, 2022	2.69	2.26	2,32,176	63583.07	59754.1
January, 2023	2.60	2.09	1,34,457	61343.96	58699.2
February, 2023	2.27	1.82	2,13,408	61682.25	58795.97
March, 2023	2.07	1.80	2,56,568	60498.48	57084.91

**12. Registrar & Share Transfer Agent**

M/s. Link Intime India Pvt. Ltd. (erstwhile Sharex Dynamic (India) Private Limited due to merger) has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

**Link Intime India Private Limited**

C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083

**13. Share Transfer Systems**

Share transfer in physical form are registered by the Share Transfer Agent and returned to the respective transferee within a period ranging from fifteen days provided the documents lodged with the Share Transfer Agent/Company are clear in all respects

**14. Shareholding pattern of the Company**

Category		No. of Equity shares held	Percentage of shareholding
<b>A</b>	<b>Promoters</b>		
1	Indian Promoters (Individuals/HUF)	39,12,523	5.26
2	Foreign Promoters	NIL	NIL
3	Bodies Corporate	13723509	18.45
4	Central/State Govt. Institutions (Assam Industrial Development Corporation Limited)	1,83,77,980	24.71
5	NRIs / Foreign Individuals	29450	0.040
<b>B</b>	<b>Non-Promoters Holding</b>		
<b>1</b>	<b>Institutional Investors</b>		
A	Mutual Funds and UTI	98,900	0.13
B	Banks, Financial Institutions, Insurance Companies, /Non-Govt. Institutions)	1,000	0.00
<b>2</b>	<b>Others – Non Institutions</b>		
A	Others including Bodies Corporate	10309557	13.86
B	Individuals holding nominal share capital up to ₹ 2 lakh	16792082	22.58
C	Individuals holding nominal share capital more than ₹ 2 lakh	11063776	14.87
	<b>TOTAL</b>	<b>7,43,82,960</b>	<b>100.00</b>

**15. Distribution Schedule on number of shares as on 31<sup>st</sup>March,2023**

NO OF SHARES			SHAREHOLDERS		SHARES	
			NUMBER	% TO TOTAL HOLDERS	NUMBER	% TO TOTAL CAPITAL
1	–	500	85433	95.3206	11072269	14.8855
501	–	1000	2245	2.5048	1910212	2.5681
1001	–	2000	889	0.9919	1381542	1.8573
2001	–	3000	308	0.3436	806871	1.0848
3001	–	4000	141	0.1573	502637	0.6757
4001	–	5000	141	0.1573	676819	0.9099
5001	–	10000	196	0.2187	1480009	1.9897
10001	–	ABOVE	274	0.3057	56552601	76.0290
<b>TOTAL</b>			<b>89627</b>	<b>100.00</b>	<b>74382960</b>	<b>100.00</b>

# Prag Bosimi Synthetics Limited

## 16. Investors Correspondence

All queries of investors regarding the Company's shares in Physical/ Demat form may be sent to Registrar and Share Transfer Agent of the Company or at Company's corporate office at the following address or at the Registered Office of the Company

### Registrar and Share Transfer Agents:

Link Intime India Private Limited  
C 101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai – 400083

### Registered Office:

Prag Bosimi Synthetics Ltd.  
House no. 19, Ambikagiri Nagar,  
Milan Path, R.G.Barua Road,  
Guwahati-781024, Assam

### Corporate Office:

The Company Secretary  
Prag Bosimi Synthetics Ltd,  
R-79/83, Lakshmi Insurance Bldg  
Fifth Floor, Sir P.M. Road, Mumbai 400001.

## 17. Dematerialization of Equity Shares and Liquidity

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 dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

The Company's Equity Shares are in Physical/Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

### Procedures for dematerialization / rematerialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

No. of Shares Dematerialized		No. of Shares in Physical Form	
No. of Shares	Percentage	No. of Shares	Percentage
4,92,44,379	66.20%	2,51,38,581	33.80%

## 18. Plant Location of the Company:

Bijulibari Village, P.O.Khandajan, Via Sipajhar, Dist.Darrang784145

## 19. Bank Details of the Shareholders:

Shareholders holding shares in physical form are requested to notify/send the following to the Company to facilitate better service:-

- any change in their address/bank details ,and
- particulars of their bank account, in case the same have not been sent earlier.



**20. Depository Services**

For guidance on depository services, Shareholders may write to the Company or to the respective Depositories:-

**a) National Securities Depository Ltd.**

Trade World, A Wing, 4th & 5th Floor, Kamala Mills Compound,  
Lower Parel, Mumbai 400013 Telephone: (022)24994200  
Fax: (022)24976351  
E-mail: info@nsdl.co.in Website: www.nsdl.co.in

**b) Central Depository Services (India) Ltd.**

Marathon Futurex, A Wing, 25th Floor,  
Mafatlal Mills Compound, N. M. Joshi Marg,  
Lower Parel, Mumbai - 400 013.  
Telephone: (022) 23023333  
E-mail : helpdesk@cdslindia.com  
Website: [www.cdslindia.com](http://www.cdslindia.com)

**21. Nomination Facility**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the byelaws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

**22. Important Points**

Investors should hold securities in dematerialized form, as transfer of shares in physical form is no longer permissible. As mandated by SEBI, w.e.f. April 1, 2019, request for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository except for transmission and transposition of securities. Members are advised to dematerialize securities in the Company to facilitate transfer of securities. Holding securities in dematerialized form is beneficial to the investors in the following manner:

- A safe and convenient way to hold securities;
- Elimination of risk(s) associated with physical certificates such as bad delivery, fake securities, delays, thefts, etc.;
- Immediate transfer of securities;
- No stamp duty on electronic transfer of securities;
- Reduction in transaction cost;
- Reduction in paperwork involved in transfer of securities;
- No odd lot problem, even one share can be traded;
- Availability of nomination facility;
- Ease in effecting change of address / bank account details as change with Depository Participants (DPs) gets registered with all companies in which investor holds securities electronically;
- Easier transmission of securities as the same is done by DPs for all securities in demat account;
- Automatic credit in to demat account of shares, arising out of bonus / split / consolidation / merger / etc.;
- Convenient method of consolidation of folios/accounts;
- Holding investments in Equity, Debt Instruments, Government securities, Mutual Fund Units etc. in a single account;
- Ease of pledging of securities; and
- Ease in monitoring of portfolio.

**Members holding Shares in Physical mode:**

- a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company as mandated by SEBI.

## Prag Bosimi Synthetics Limited

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- b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form SH-13([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.
- c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.

### **Members holding Shares in Electronic mode:**

- a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
- b) are advised to contact their respective DPs for registering the nomination.
- c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

The Securities and Exchange Board of India vide its circular no. SEBI / HO / MIRSD / DOS3 / CIR / P / 2019 / 30 dated February 11, 2019, with a view to address the difficulties in transfer of shares, faced by non-residents and foreign nationals, has decided to grant relaxations to non-residents from the requirement to furnish PAN and permit them to transfer Equity shares held by them in listed entities to their immediate relatives subject to the following conditions:

- a) The relaxation shall only be available for transfers executed after January 1, 2016.
- b) The relaxation shall only be available to non-commercial transactions, i.e. transfer by way of gift among immediate relatives.
- c) The non-resident shall provide copy of an alternate valid document to ascertain identity as well as the non-resident status.
- d) Non-Resident Indian members are requested to inform Linkintime India Private Limited, Company's Registrar and Transfer Agent immediately on the change in the residential status on return to India for permanent settlement.

**By order of the Board of Directors**

Date: 27<sup>th</sup> July, 2023  
Place: MUMBAI

**Raktim Kumar Das**  
Whole Time Director  
DIN No.: 05115126

**Bina Vasdev Advani**  
Independent Director  
DIN No.: 08534761

**The disclosures of the Compliance with Corporate Governance requirements specified in regulation 17 to 27 and regulation 46(2) of SEBI (Listing Obligations Disclosure Requirements) 2015.**

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
1.	Independent Director(s)	16(1)(b) & 25(6)	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	Yes
2.	Board of Directors	17(1)	Composition of Board	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, as and when applicable
		17(5)	Code of Conduct	Yes
		17(6)	Fees / Compensation	Yes
		17(7)	Minimum Information to be placed before the Board	Yes
		17(8)	Compliance Certificate	Yes
		17(9)	Risk Assessment and Management	Yes
		17(10)	Performance Evaluation	Yes
		17(11)	Recommendation of the Board	Yes
3.	Maximum number of Directorship	17A	Directorship in listed entities	Yes
4.	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
5.	Nomination and Remuneration Committee	19(1) & (2)	Composition of Nomination and Remuneration Committee	Yes
		19 (2A)	Quorum of Nomination and Remuneration Committee	Yes
		19(3)	Presence of the Chairman of the Committee at the Annual General Meeting	Yes
		19 (3A)	Meeting of Nomination and Remuneration Committee	Yes
		19(4)	Role of the Committee	Yes
6.	Stakeholders Relationship Committee	20(1) & (2)	Composition of Stakeholder Relationship Committee	Yes
		20 (2A)	Quorum of Stakeholders Relationship Committee	Yes
		20 (3) & (3A)	Meeting of Stakeholders Relationship Committee	Yes
		20(4)	Role of the Committee	Yes
7.	Risk Management Committee	21(1), (2) & (3)	Composition of Risk Management Committee	NA (Since not in top 1000 listed Cos)
		21(3A)	Meeting of Risk Management Committee	NA (Since not in top 1000 listed Cos)
		21(4)	Role of the Committee	NA (Since not in top 1000 listed Cos)
8.	Vigil Mechanism	22	Formulation of Vigil Mechanism for Directors and Employees.	Yes

## Prag Bosimi Synthetics Limited

Sr. No.	Particulars	Regulations	Brief Descriptions of the Regulations	Compliance Status (Yes/No/N.A.)
9.	Related Party Transactions.	23(1) (1A), (5), (6), (7)& (8)	Policy for Related Party Transactions.	Yes
		23(2)&(3)	Approval including prior or omnibus approval of Audit Committee for all Related Party Transactions and review of transactions by the Committee	Yes
		23(4)	Approval for Material Related Party Transactions.	NA (since none)
		23(9)	Disclosure of Related Party Transactions on consolidated basis	Yes
10.	Subsidiaries of the Company	24(1)	Composition of Board of Directors of Unlisted Material Subsidiary	NA (since none)
		24(2),(3),(4),(5) & (6)	Other Corporate Governance requirements with respect to Subsidiary including Material Subsidiary of listed entity	NA (No material subsidiary)
11.	Secretarial Compliance Report	24A	Secretarial Compliance Report	Yes
12.	Obligations with respect to Independent Directors	25(1)&(2)	Maximum Directorship & Tenure	Yes
		25(3)	Meeting of Independent Directors	Yes
		25(4)	Review of Performance by the Independent Directors	Yes
		25(7)	Familiarization of Independent Directors	Yes
		25 (8) & (9)	Declarations from Independent Directors	Yes
13.	Obligations with respect to Directors and Senior Management	25 (10)	D & O Insurance for Independent Directors	NA (since not in top 1000 listed Cos)
		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
14.	Other Corporate Governance Requirements	27(1)	Compliance of Discretionary Requirements	Yes
		27(2)	Filing of Quarterly Compliance Report on Corporate Governance	Yes
15.	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		

**Certificate of Non –Disqualification of Directors**

(Pursuant to Regulation 34(3) and Schedule V Para C Sub clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members of  
Prag Bosimi Synthetics Limited, Guwahati

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Prag Bosimi Synthetics Limited having CIN No: L17124AS1987PLC002758 and having Registered Office at House No. 19, Ambikagiri Nagar, Milan Path, R. G. Barua Road, Guwahati-781024, Assam, India. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 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 other Statutory Authority

Sr. No.	Name of Director	DIN	Date of Appointment / Re-appointment	Date of Cessation
1.	Manvendra Pratap Singh	07708018	24/05/2022	Nil
2.	Raktim Kumar Das	05115126	30/06/2021	Nil
3.	Devang Hemantkumar Vyas	00076459	08/07/2015	Nil
4.	Girindra Mohan Das	00144978	20/11/2004	Nil
5.	Prasanta Bora	02744331	14/02/2018	Nil
6.	Sunita Anil Shah	09654534	10/08/2022	Nil
7.	Mukund Pradyumanrai Trivedi	07179964	14/08/2015	Nil
8.	Bina Vasdev Advani	08534761	14/08/2019	Nil
9	Adil Khan	08415244	15/03/2021	24/05/2022
10	Rohit Parmanandas Doshi	00424996	15/05/2014	01/07/2022

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

For Amit Mundra  
Company Secretary

Amit Mundra  
Proprietor

Place: Mumbai  
Date: 18<sup>th</sup> May, 2023

FCS No. 7933, C.P. No. 16182  
UDIN: F007933D000770772

**PRACTISING COMPANY SECRETARY'S CERTIFICATE ON COMPLIANCE OF CONDITIONS  
OF CORPORATE GOVERNANCE**

To,  
The Members of  
Prag Bosimi Synthetics Limited  
Guwahati

I have examined the compliance of conditions of Corporate Governance by Prag Bosimi Synthetics Limited ('the Company') for the year ended March 31, 2023, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations, 2015") as referred to in Regulations 15(2) of the SEBI Listing Regulations, 2015 for the period from April 01, 2022 to March 31, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management and my examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 and the Guidelines on Corporate Governance issued by the Reserve Bank of India.

Based on our verification of the books, papers, minute books, forms and returns filed, MCA website and other records maintained by Prag Bosimi Synthetics Limited, having its Registered office at House No. 19, Ambikagiri Nagar, Milan Path, R.G.Barua Road, Guwahati-781024, Assam and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31, 2023, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

I 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.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

Date: 18<sup>th</sup> May, 2023  
Place: Mumbai

For CS Amit Mundra  
Practising Company Secretary  
Proprietor  
FCS No. 7933, CP No. 16182  
UDIN: F007933D000770783

## DECLARATION OF THE CFO

We the undersigned, in our respective capacities as Chief Financial Officer of Prag Bosimi Synthetics Limited (“the Company”) to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements for the year ended March 31, 2023 and that to the best of our knowledge and belief, we state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements 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, no transactions are 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 over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to 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 the Audit Committee:
  - i. Significant changes, if any, in internal control over financial reporting during the year;
  - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; 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.

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company.

Place: Mumbai  
Date: 18<sup>th</sup> May 2023

PRAKASAM RAGHAVAN  
Chief Financial Officer  
PAN No. AGCPR6345P



**ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Prag Bosimi Synthetics Limited Code of Business Conduct and Ethics for the year ended March 31, 2023.

For Prag Bosimi Synthetics Limited

Place: Mumbai  
Date: 18<sup>th</sup> May 2023

Raktim Kumar Das  
Whole Time Director  
Din No.: 05115126

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Prag Bosimi Synthetics Limited.

We have examined the compliance of conditions of Corporate Governance by Prag Bosimi Synthetics Limited, for the year ended March 31, 2023, as stipulated in Regulations 17 to 27, 46(2) (b) to (i) and para C, D and E of Schedule V of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management. My examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of relevant records and the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 as applicable.

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

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

We state that no investor grievance is pending for period exceeding one month against the Company as per the records maintained by the R & T Agents/ Company.

For **Rama K. Gupta & Co.**  
(Firm Registration No. 005005C)

**Radha Kishan Agarwala**  
Partner  
(Membership no. 061696)  
Peer Review No.: 2844

UDIN No.: 23061696BGWYWG7777

Place: Guwahati  
Date: 18th May, 2023

## INDEPENDENT AUDITOR'S REPORT

To the Members of **PRAG BOSIMI SYNTHETICS LIMITED**

### REPORT ON THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

#### OPINION

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS 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, its loss including other comprehensive income, its Cash Flows and the Changes in Equity for the year ended on that date.

#### BASIS FOR OPINION

We conducted our audit of the Standalone Ind AS 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 Ind AS 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 Ind AS 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 audit opinion on the Standalone Ind AS 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 Ind AS Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our Audit of the Standalone Ind AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key Audit Matters (KAMs)	How the KAMs were addressed in our Audit
<b>Revenue Recognition</b>	
We have identified this as an area of importance because the company's revenue is a material item in view of adoption of Ind AS 115 "Revenue from Contracts with Customers". The application revenue standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue.	Our Audit Procedures include the following: <ul style="list-style-type: none"><li>• Evaluation of the company's accounting principles in relation to implementation of the new revenue accounting standard;</li><li>• Created an understanding of the company's routines and internal controls associated with revenue recognition;</li><li>• Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods;</li></ul>

<b>Derecognition of Property, Plant &amp; Equipment (PPE)</b>	
During the Year ended March 31, 2023, the company has disposed / derecognized the item of property, plant and Equipment (PPE). Further, the company has not disclosed the item of PPE as Assets held for sale as per Ind AS 105 in previous year financial statements.	<p>Our audit procedures include and are not limited to the following:</p> <ul style="list-style-type: none"> <li>• Evaluating the design and testing the operating effectiveness of controls in respect of Disposal of Property, plant &amp; Equipment.</li> <li>• Examination of Gain / loss arising on derecognition of an item of PPE determined as the difference between net disposal Proceeds and the carrying amount of the item.</li> <li>• Evaluating the Management decision on not to show as disposal of item of Non-Current Assets held for sale as per IND AS 105 in previous year's financial statement.</li> <li>• Considering the disclosures provided by the company in Note 26 to the financial statements.</li> </ul>
<b>Non-payment of Interest</b>	
During the Year ended March 31, 2023, the company has provided interest on OCCD and Preference shares but the same has been duly provided and accumulated by the Company.	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"> <li>• Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods.</li> </ul>

**EMPHASIS OF MATTER**

1. We draw your attention in respect of reconciliation of Input ledger balance as appearing in system ledger and books of account which remain unreconciled. The impact in the subsequent period is dependent on reconciliation of the records by the Management. Our Opinion is not modified in respect of the above matter.
2. We draw your attention in respect of call in arrear amounting Rs.312 thousand remaining pending for realization from the shareholders. It requires necessary arrangement to realize the same. Our Opinion is not modified in respect of the above matter.
3. We draw your attention in respect of sundry debtors where provision for bad and doubtful debts have been carried on at the same balance from last year without any review of debtors where recovery was NIL during the year though realized subsequent year. In our opinion the company should make necessary provisions in this regard after careful analysis of debtors. Our Opinion is not modified in respect of the above matter.

**INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's information, but does not include the Standalone Ind AS Financial Statements and our Auditor's Report thereon. Our opinion on the Standalone Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Standalone Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

**MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE IND AS 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance

## Prag Bosimi Synthetics Limited

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with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS 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 Ind AS 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 IND AS FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS 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 Ind AS Financial Statements.

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

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

Materiality is the magnitude of misstatements in the Standalone Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Ind

AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Ind AS Financial Statements.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with requirement of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act, read with Schedule V to the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

## Prag Bosimi Synthetics Limited

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- i) The Company does not have any pending litigations which would impact its financial position.
- ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There has not been an occasion in case of the Company during the year ended March 31, 2023 to transfer any sums to the Investor Education and Protection Fund. Hence, the question of delay in transferring such sums does not arise; and
- iv)
  - a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
  - b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) Rule 11(f) of the Companies (Audit and Auditors) Rules, 2014 is not applicable as the Company has not declared nor paid any dividend during the year. Accordingly, provisions of Section 123 of Companies Act, 2013 are also not applicable.

For  
**Rama K Gupta & Co**  
Chartered Accountant  
FR NO.005005C

**CA. Radha Kishan Agarwala,**  
Partner  
Membership No.061696.  
Peer Review No.2844  
UDIN NO. 23061696BGWYWF1294  
FIRM REGISTRATION NO.: 318191E

Place: - Guwahati  
Date:-18.05.2023



**ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF PRAG BOSIMI SYNTHETICS LIMITED**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Plant, Property and Equipment.
- (b) The assets have been physically verified by the management in accordance with the phased programmed of verification adopted by the Company. In our opinion, the frequency of the verification is reasonable having regard to the size of the Company and nature of Plant, Property and Equipment. No material discrepancies have been noticed in respect of the assets physically verified during the year.
- (c) Title Deeds of immovable properties are held in the name of the company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) and intangible assets during the year.(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The Physical Verification of inventory have been conducted by the management at reasonable intervals and no material discrepancies have been noticed.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 Crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has not made Investments in, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured to companies, firms, limited liability partnerships or other parties except the following associates company which is as follows :-

Name of the associates Concern/Relative	Opening Balance	Addition	Received	Closing Balance	Max. O/s
M/s Prag Jyoti Textile Parks Pvt Ltd (thousand)	27708	23343	216	50836	50836

- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Companies Act, 2013 and the Rules framed there under to the extent notified. Hence reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, the Company is regular in depositing undisputed statutory dues including income-tax, goods and services tax, cess and any other statutory dues to the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable other than below:

The Act Applicable	Type of TaxAmount	(‘000)
The Income Tax Act, 1961	Income Tax(Assessment Year 2005 – 2006)	3,097/-

However as stated out of the above Rs. 2634 thousands already adjusted.

- (b) According to the information and explanations given to us and on the basis of examination of the records of the Company, there are no dues of income tax or goods and services tax, which have not been deposited on account of any dispute.

## Prag Bosimi Synthetics Limited

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- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has duly accounted for its interest obligation on OCCD in due time which is not paid and hence accrued liability of interest stand as on 31.03.2023 is ₹ 173984 thousand.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate company.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) No whistle blower complaints were received by the Company during the year and up to the date of this report.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. (a) In the Opinion, the Company has an adequate audit system commensurate with its size and business activities.
- (b) We have considered, the Internal Audit Report for the year under audit, issued by the internal auditor during the year till date, in determining the nature, timing, and extent of audit procedures.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash losses amounting to ₹ 83942 thousand during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly this clause is not applicable.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The Provisions of Section 135 of Companies Act, 2013 and Schedule VII is not applicable to the company. Hence, reporting under clause 3(xx)(a) and (b) of the Order are not Applicable.

For  
**Rama K Gupta & Co**  
Chartered Accountant  
FR NO.005005C

**CA. Radha Kishan Agarwala,**  
Partner  
Membership No.061696.  
Peer Review No.2844  
UDIN NO. 23061696BGWYWF1294  
FIRM REGISTRATION NO.: 318191E

Place: - Guwahati  
Date:-18.05.2023

# Prag Bosimi Synthetics Limited

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## **ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE TO THE MEMBERS OF PRAG BOSIMI SYNTHETICS LIMITED**

### **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB - SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

We have audited the Internal Financial Controls with reference to Ind AS Financial Statements of Prag Bosimi Synthetics Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

#### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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. 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 Ind AS 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 Ind AS 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 Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the Ind AS Financial Statements

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

**OPINION**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For  
**Rama K Gupta & Co**  
Chartered Accountant  
FR NO.005005C

**CA. Radha Kishan Agarwala,**  
Partner  
Membership No.061696.  
Peer Review No.2844  
UDIN NO. 23061696BGWYWF1294  
FIRM REGISTRATION NO.: 318191E

Place: - Guwahati  
Date:-18.05.2023

# Prag Bosimi Synthetics Limited

## BALANCE SHEET AS ON MARCH 31, 2023

(Rupees in Thousands)

Particulars	Notes	As on March 31, 2023	As on March 31, 2022
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	3A	1,724,564	1,766,637
(b) Capital work-in-progress	3B	11,850	12,065
(c) Non-Current Financial Assets	4		
(i) Investments	4.1	6,191	6,191
(ii) Trade Receivables	4.2	11,616	20,768
(iii) Loans	4.3	245,847	222,654
(d) Other Non-Current Assets	5	7,592	7,602
		<u>2,007,659</u>	<u>2,035,917</u>
<b>Current Assets</b>			
(a) Current Inventories	6	44,634	58,412
(b) Current Financial Assets	7		
(i) Trade Receivables	7.1	9,349	3,931
(ii) Cash and Cash Equivalents	7.2	2,582	7,500
(iii) Loans	7.3	1,996	5,899
(c) Other Current Assets	8	16	121
		<u>58,577</u>	<u>75,863</u>
<b>TOTAL ASSETS</b>		<u><b>2,066,236</b></u>	<u><b>2,111,780</b></u>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	9		
(b) Other Equity	9.1	898,406	898,406
	9.2	(735,844)	(609,932)
		<u>162,562</u>	<u>288,473</u>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
(a) Non-Current Financial Liabilities	10		
(i) Borrowings	10.1	1,584,546	1,555,387
(ii) Trade Payables	10.2	75,678	72,267
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises			
(b) Non-Current Provisions	11	1,207	1,691
(c) Other Non-Current Liabilities	12	232,362	180,445
		<u>1,893,792</u>	<u>1,809,790</u>
<b>Current Liabilities</b>			
(a) Current Financial Liabilities	13		
(i) Trade Payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	13.1	5,170	5,936
(b) Current Provisions	14	1,747	3,379
(c) Other Current Liabilities	15	2,965	4,201
		<u>9,882</u>	<u>13,516</u>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<u><b>2,066,236</b></u>	<u><b>2,111,780</b></u>
<b>Significant accounting policies</b>	2		
<b>Notes to the financial statements</b>	3 - 37		

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023***(Rupees in Thousands)*

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income</b>			
Revenue From Operations	16	14,975	43,485
Other Income	17	1,568	14,126
<b>Total Revenue</b>		<b>16,543</b>	<b>57,610</b>
<b>Expenses</b>			
Cost of Materials Consumed	18.1	13,451	8,813
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	18.2	327	18,182
Employee Benefits Expense	18.3	4,183	30,047
Finance Cost	18.4	62,289	56,112
Depreciation and Amortisation Expenses	18.5	41,969	46,856
Other Expenses	18.6	15,461	145,321
<b>Total Expenses</b>		<b>137,680</b>	<b>305,331</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Items and Tax</b>		<b>(121,137)</b>	<b>(247,720)</b>
<b>Exceptional Items</b>		-	-
<b>Profit/(Loss) before Tax</b>		<b>(121,137)</b>	<b>(247,720)</b>
<b>Tax Expense</b>			
Current Tax		4,775	-
<b>Profit/(Loss) for the year</b>		<b>(125,911)</b>	<b>(247,720)</b>
<b>Other Comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total comprehensive income</b>		<b>(125,911)</b>	<b>(247,720)</b>
<b>Earnings per equity share : (Face value of Rs 10 each)</b>			
Basic and Diluted (Rupees)	36	(1.69)	(3.33)
<b>Significant accounting policies</b>	2		
<b>Notes to the financial statements</b>	3 - 37		

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary



# Prag Bosimi Synthetics Limited

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

<b>A. Equity share capital</b> <span style="float: right;">(Rupees in Thousands)</span>					
Particulars	Amount				
<b>As at March 31, 2021</b>	<b>898,406</b>				
Changes in equity share capital during the year	-				
<b>As at March 31, 2022</b>	<b>898,406</b>				
Changes in equity share capital during the year	-				
<b>As at March 31, 2023</b>	<b>898,406</b>				
<b>B. Other Equity</b> <span style="float: right;">(Rupees in Thousands)</span>					
Particulars	Reserve and surplus			Retained earnings	Total
	Capital Reserve	Capital Redemption Reserve	General Reserve		
<b>Balance as at March 31, 2021</b>	<b>16,700</b>	<b>814,625</b>	<b>1,439,774</b>	<b>(2,633,311)</b>	<b>(362,212)</b>
Profit/(loss) for the year	-	-	-	(247,720)	(247,720)
Transferred during the year	-	-	-	-	-
Other comprehensive income for the period	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(247,720)</b>	<b>(247,720)</b>
<b>Balance as at March 31, 2022</b>	<b>16,700</b>	<b>814,625</b>	<b>1,439,774</b>	<b>(2,881,032)</b>	<b>(609,932)</b>
Profit/(loss) for the year	-	-	-	(125,911)	(125,911)
Transferred during the year	-	-	-	-	-
Other comprehensive income for the period	-	-	-	-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(125,911)</b>	<b>(125,911)</b>
<b>Balance as at March 31, 2023</b>	<b>16,700</b>	<b>814,625</b>	<b>1,439,774</b>	<b>(3,006,943)</b>	<b>(735,844)</b>
<b>Significant accounting policies</b>	<b>2</b>				
<b>Notes to the financial statements</b>	<b>3 - 37</b>				

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

**STATEMENT OF CASH FLOW FOR THE YEAR APRIL 1, 2022 TO MARCH 31, 2023***(Rupees in Thousands)*

<b>A Cash flow from Operating Activities:</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>Loss Before Tax</b>	(121,137)	(247,720)
<b>Adjustments for:</b>		
Profit on Sale of Plant, Property and Equipments	(195)	-
Loss on Damage of Plant, Property and Equipments	-	66
Loss on Sale of Plant, Property and Equipments	-	130,096
Transfer from Capital Work in Progress	215	-
Interest Income	(57)	(44)
Interest Expense	62,289	56,112
Depreciation and Amortization Expense	41,969	46,856
Operating profit/(loss) before working capital changes	<u>(16,917)</u>	<u>(14,635)</u>
<b>Adjustments for:</b>		
(Increase) / decrease in Inventories	13,778	27,166
(Increase) / decrease in Trade Receivables	3,735	2,128
(Increase) / decrease in Other Current Assets	105	63
(Increase) / decrease in Other Non-current Assets	10	3,021
(Increase) / decrease in Current and Non-current Loans and Advances	(23,506)	8,593
Increase / (decrease) in Trade Payables	2,645	(10,131)
Increase / (decrease) in Other Current Liabilities	(1,236)	(1,007)
Increase / (decrease) in Other Non-Current Liabilities	(4,195)	(6,585)
Increase / (decrease) in Provisions	(2,117)	(27,426)
<b>Cash Generated from Operations</b>	<b>(27,699)</b>	<b>(18,812)</b>
Taxes paid	(559)	(1,709)
<b>Net Cash Flows From Operating Activities</b>	<b>(28,257)</b>	<b>(20,522)</b>
<b>B Cash Flow From Investing Activities</b>		
Purchase of Property, Plant and Equipment including Capital Work-in-progress (Net)	-	(215)
Sale of Property, Plant and Equipment	300	31,839
Insurance Claim Received on Loss of Property, Plant and Equipment	-	75
Interest received	57	44
<b>Net Cash Flows From / (used in) Investing Activities</b>	<b>357</b>	<b>31,743</b>
<b>C Financing Activities</b>		
Proceed/(Repayment) of Long-term Borrowings (Net)	23,600	(7,800)
Repayment of Short-term Borrowings (Net)	-	-
Interest paid	(618)	-
<b>Net Cash Flow From / (used in) Financing Activities</b>	<b>22,982</b>	<b>(7,800)</b>
<b>Net Increase / (decrease) in Cash and Cash Equivalents</b>	<b>(4,918)</b>	<b>3,421</b>
Cash and cash equivalents at the beginning of the year	7,500	4,078
Cash and cash equivalents at the end of the year	<u>2,582</u>	<u>7,500</u>
<b>Net Increase / (decrease) in Cash and Cash Equivalents</b>	<b>(4,918)</b>	<b>3,421</b>
<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>Components of Cash and Cash Equivalents</b>		
Cash in hand	1,271	1,520
Balances with banks in current account	611	3,480
Term Deposit with Bank (Sweep in Facility)	700	2,500
<b>Total Cash and Cash Equivalents</b>	<b>2,582</b>	<b>7,500</b>
<b>Significant accounting policies</b>	<b>2</b>	
<b>Notes to the financial statements</b>	<b>3 - 37</b>	

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023

### 1 COMPANY OVERVIEW

Prag Bosimi Synthetics Limited (“the company”) is a domestic public limited company with registered office situated at House No. 19, Milan Path, Ambikagiri Nagar, RGB Road, Guwahati – 781 024. It is engaged primarily in manufacturing of Polyester Yarn. The Company is listed on the Bombay Stock Exchange (BSE).

### 2 SIGNIFICANT ACCOUNTING POLICIES

#### 2(a) Basis for Preparation of Accounts

- i. Compliance with Ind AS: These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The Financial Statements are approved by the Board on May 18, 2023.
- ii. Historical Cost Convention: The financial Statements have been prepared on an historical cost basis except for certain financial instruments which are measured at fair value.
- iii. Current Non - Current Classification: All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### 2(b) Summary of Significant Accounting Policies

##### i. Financial Assets:

###### Classification:

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

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

###### Measurement:

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

###### Impairment of financial assets:

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

###### Derecognition of financial assets:

A financial asset is derecognized only when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient.
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

**Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)**

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**ii. Financial Liabilities:****Classification as debt or equity:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

**Initial recognition and measurement:**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

**Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**Borrowings:**

Borrowings are subsequently carried at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

**Trade and other Payable**

These amounts represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. These Payables are classified as current liabilities if Payment is due within one year or less otherwise they are presented as non-current liabilities. Trade and Payables are subsequently measured at amortised cost using effective interest method.

**De-recognition:**

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains/ (losses). When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

**iii. Property, Plant and Equipment (PPE)**

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. The cost of an item of PPE is recognized as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred. Items such as spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory. An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

### iv. **Depreciation on Property, Plant and Equipment**

Depreciation on fixed assets other than lease-hold land is provided on straight-line method in the manner specified in Schedule II of Companies Act, 2013. Leasehold Land is amortized over the remaining period of lease. Depreciation on additions/deductions during the year has been provided on pro-rata basis with reference to the month of addition/deduction.

### v. **Treatment of Expenditure during Construction Period**

As per the consistent accounting policy all expenditure related to the project construction/implementation and income arising out of project activities and funds related to the project are capitalized and allocated to the respective fixed assets.

### vi. **Investments**

Temporary in nature Investments other than long term investments being current investments are Investments which are intended to be held for more than a year from the date of acquisition are classified as long term investments and are valued at cost subject to reduction made for diminution in value that is other than valued at cost or fair market value whichever is lower.

### vii. **Investments in Subsidiaries, Joint ventures and Associates:**

Investment in equity instruments of subsidiary, joint ventures and associates is recognized at cost as per Ind AS 27.

### viii. **Inventories**

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost includes purchase price, duties, transport & handling costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

- Raw materials, stores, spares, consumables and construction materials: At lower of cost or net realizable value.
- Work in process: At lower of cost or net realizable value.
- Finished Goods: At lower of cost or net realizable value

### ix. **Retirement Benefits**

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

The Company's liability towards Employee's Provident Fund scheme administered by the Employees Provident Fund Scheme, Govt. of India is considered as Defined Contribution Plan. The Company's contributions paid towards these defined contribution plans is recognized as expense in the Profit and Loss Account during the year in which the employees rendered the related service.

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

Company's liabilities towards gratuity and leave encashment if any are considered as Defined Benefit Plans. The present value of the obligations towards gratuity is determined based on actuarial valuation using the projected unit credit method. As regards the Leave encashment, it is calculated on the actual balance leave of each employee on the year-end. This is done on the same basis as in the last accounting year.

### x. **Cash and Cash Equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)****xi. Government Grants**

Grants related to assets are government grants whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets. Subsidiary conditions may also be attached restricting the type or location of the assets or the periods during which they are to be acquired or held. Grants from the government are recognized as per Ind AS 20. Government Grant are recognised at their fair value based on Capital Approach where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income.

**xii. Provisions, Contingent Liabilities and Contingent Assets:****Provisions**

Provisions are recognized when there is a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. The amount recognised 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). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

**Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

**Contingent Assets**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

**xiii. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

- i. Revenue is recognized upon transfer of control of promised goods to the customers in an amount that reflects consideration which the company expects to receive in exchange of the goods. Revenue from Sale of goods is recognized at the point of time when the control is transferred to the customer which is usually dispatched / delivery of goods based on contracts with the customer. Revenue is measured based on the transaction price which is consideration. Revenue excludes taxes collected from customer on behalf of the Government.
- ii. Income from services is recognized (net of GST as applicable) as they are rendered, based on agreement/arrangement with the concerned customers.
- iii. Dividend income is accounted for when the right to receive the income is established.
- iv. For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.
- v. Interest income for all financial instruments measured at fair value through other comprehensive income is recognized in the Statement of Profit and Loss.

**xiv. Taxes on income**

Current tax is determined on the basis of taxable income and tax credits computed in accordance with the provisions of applicable tax laws of the jurisdictions where the entity is located.

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset in the balance sheet when it is highly probable that future economic benefit associated with it will flow to the entity.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences and on unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences and unused losses can be utilised.

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 is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

### **xv. Earnings Per Share**

#### **Basic Earnings per share**

Basic earnings per share is calculated by dividing:- the profit attributable to owners of the Company- by the weighted average number of equity shares outstanding during the financial year.

#### **Diluted Earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares



## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

## 3A Property, Plant and Equipment

(Rupees in Thousands)

Particulars	Land Freehold	Land Leasehold	Building Owned	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipment	TOTAL
<b>Gross Carrying Amount</b>								
<b>Balance as at March 31, 2021</b>	<b>579</b>	<b>230</b>	<b>290,220</b>	<b>1,942,963</b>	<b>4,301</b>	<b>1,616</b>	<b>1,117</b>	<b>2,241,025</b>
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	(15,302)	(308,402)	(1,495)	-	-	(325,200)
<b>Balance as at March 31, 2022</b>	<b>579</b>	<b>230</b>	<b>274,918</b>	<b>1,634,560</b>	<b>2,806</b>	<b>1,616</b>	<b>1,117</b>	<b>1,915,825</b>
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	-	(10)	-	(769)	-	(779)
<b>Balance as at March 31, 2023</b>	<b>579</b>	<b>230</b>	<b>274,918</b>	<b>1,634,551</b>	<b>2,806</b>	<b>847</b>	<b>1,117</b>	<b>1,915,046</b>
<b>Accumulated Depreciation</b>								
<b>Balance as at March 31, 2021</b>	-	<b>100</b>	<b>85,210</b>	<b>176,547</b>	<b>2,588</b>	<b>1,011</b>	-	<b>265,457</b>
Additions	-	20	17,947	28,319	445	124	-	46,856
Disposals	-	-	(10,923)	(151,554)	(647)	-	-	(163,124)
Reclassification as held for sale	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	-	<b>120</b>	<b>92,234</b>	<b>53,312</b>	<b>2,386</b>	<b>1,135</b>	-	<b>149,188</b>
Additions	-	20	15,490	26,335	55	69	-	41,969
Disposals	-	-	-	(2)	-	(672)	-	(674)
Reclassification as held for sale	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	-	<b>140</b>	<b>107,725</b>	<b>79,645</b>	<b>2,441</b>	<b>532</b>	-	<b>190,483</b>
<b>Net carrying amount</b>								
<b>Balance as at March 31, 2022</b>	<b>579</b>	<b>110</b>	<b>182,683</b>	<b>1,581,248</b>	<b>419</b>	<b>481</b>	<b>1,117</b>	<b>1,766,637</b>
<b>Balance as at March 31, 2023</b>	<b>579</b>	<b>90</b>	<b>167,193</b>	<b>1,554,906</b>	<b>364</b>	<b>315</b>	<b>1,117</b>	<b>1,724,564</b>

## 3B Capital Work in Progress

(Rupees in Thousands)

<b>March 31, 2022</b>	<b>12,065</b>
<b>March 31, 2023</b>	<b>11,850</b>

(Ageing of Capital Work in Progress in Given in Note No. 20)

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### 4 Non-Current Financial Assets

#### 4.1 Non Current Investments

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Investment in Subsidiaries in fully paid Equity Instruments (unquoted)</b>		
a) Prag Bosimi Packaging Private Limited 10,000 Shares of ₹ 10/- each fully paid up	100	100
b) Prag Bosimi Texturising Private Limited 10,000 Shares of ₹10/- each fully paid up	100	100
<b>Investment in Associate company in fully paid Equity Instruments (unquoted)</b>		
a) Prag Jyoti Textile Park Private Limited 5,99,063 Shares of ₹ 10/- each fully paid up	5,991	5,991
	<b>6,191</b>	<b>6,191</b>

#### 4.2 Non-Current Trade Receivables

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Trade Receivable Considered Good - Secured	-	-
Trade Receivable Considered Good - Unsecured	11,616	20,768
Trade Receivable Not Considered Good - Unsecured	-	-
Trade Receivable which have significant increase in Credit Risk	-	-
Trade Receivable - Credit Impaired	-	-
	<b>11,616</b>	<b>20,768</b>
Less: Provision for Doubtful Debts	-	-
	<b>11,616</b>	<b>20,768</b>

#### 4.2.1 Trade Receivables ageing schedule for the year ended as on March 31, 2023:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) Undisputed Trade Receivables - Considered Good	-	-	-	1,005	10,610	<b>11,616</b>
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	-	-	<b>1,005</b>	<b>10,610</b>	<b>11,616</b>

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

## 4.2.2 Trade Receivables ageing schedule for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) Undisputed Trade Receivables - Considered Good	-	-	343	102	20,323	20,768
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	-	-	<b>343</b>	<b>102</b>	<b>20,323</b>	<b>20,768</b>

## 4.3 Non-Current Long Term Loans

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Unsecured, Considered Good</b>		
Loans and Advances to Related Parties	53,313	29,891
Non Current Advances to Suppliers	8,704	8,942
Advances receivable in Cash/Kind	183,830	183,821
	<u>245,847</u>	<u>222,654</u>

## 5 Other Non-Current Assets

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Security Deposits	6,987	6,997
Other Non-Current Assets	605	605
	<u>7,592</u>	<u>7,602</u>

## 6 Inventories

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Raw Materials	1,173	7,924
Work-in-Progress	3,702	3,978
Finished Goods	4,137	4,187
Stores and Spares	35,623	42,322
	<u>44,634</u>	<u>58,412</u>

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### 7 Current Financial Assets

#### 7.1 Current Trade Receivables

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Unsecured, Considered Good</b>		
Trade Receivable Considered Good - Secured	-	-
Trade Receivable Considered Good - Unsecured	9,349	3,931
Trade Receivable which have significant increase in Credit Risk	-	-
Trade Receivable - Credit Impaired	-	-
	<b>9,349</b>	<b>3,931</b>

#### 7.1.1 Trade Receivables ageing schedule for the year ended as on March 31, 2023:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) Undisputed Trade Receivables - Considered Good	-	-	-	-	9,349	<b>9,349</b>
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	-	-	-	<b>9,349</b>	<b>9,349</b>

#### 7.1.2 Trade Receivables ageing schedule for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) Undisputed Trade Receivables - Considered Good	-	3,931	-	-	-	<b>3,931</b>
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	-	<b>3,931</b>	-	-	-	<b>3,931</b>

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

**7.2 Cash & Cash Equivalent***(Rupees in Thousands)*

Particulars	As on March 31, 2023	As on March 31, 2022
Balances with Bank	611	3,480
Cash on hand	1,271	1,520
Term Deposit with Bank (Sweep in Facility)	700	2,500
	<b>2,582</b>	<b>7,500</b>

**7.3 Current Loans and Advances***(Rupees in Thousands)*

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Unsecured, Considered Good</b>		
Loans and Advances to Related Parties	-	-
Loans and Advances to Employees	746	915
Advances to Suppliers	905	672
Balance with Government Authorities	345	4,312
	<b>1,996</b>	<b>5,899</b>

**8 Other Current Assets***(Rupees in Thousands)*

Particulars	As on March 31, 2023	As on March 31, 2022
Income Accrued but not Due	-	90
Prepaid Expenses	16	31
	<b>16</b>	<b>121</b>

**9.1 Equity Share Capital****9.1.1 Details of Authorised Shares, Issued, Subscribed and Fully Paid Up Share Capital***(Rupees in Thousands)*

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Authorised shares :</b>		
1. 12,00,00,000 Equity Shares of ₹ 10/- each with voting rights	1,200,000	1,200,000
2. 300,00,000 Equity Shares (Unclassified) of ₹ 10/- each with voting rights	300,000	300,000
3. 10,00,000 Redeemable Preference Shares of ₹ 100/- each	100,000	100,000
4. 90,00,000 Optionally Convertible Redeemable Preference Shares of ₹ 100/- each	900,000	900,000
	<b>2,500,000</b>	<b>2,500,000</b>
<b>Issued, subscribed and fully paid up capital :</b>		
Equity Shares of ₹ 10/- each with voting rights	743,830	743,830
Calls in Arrears	(3,124)	(3,124)
15,77,000 Optionally Convertible Redeemable Preference Shares of ₹ 100/- each	157,700	157,700
	<b>898,406</b>	<b>898,406</b>

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### 9.1.2 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period

(Rupees in Thousands)

Particulars	As on March 31, 2023		As on March 31, 2022	
	Number	Amount	Number	Amount
At the beginning of the period	74,382,960	743,830	74,382,960	743,830
Add: Share issued during the period	-	-	-	-
Outstanding at the end of the period	<b>74,382,960</b>	<b>743,830</b>	<b>74,382,960</b>	<b>743,830</b>

### 9.1.3 Details of shareholders holding more than 5% shares in the Company

Particulars	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Assam Industrial Development Corporation Limited	18,377,980	24.71%	18,377,980	24.71%
Akhilesh Merchantile Private Limited	6,423,909	8.64%	6,423,909	8.64%
Devsai Investments and Finances Private Limited	4,250,000	5.71%	4,250,000	5.71%

### 9.1.4 Reconciliation of the number of Preference Shares outstanding at the beginning and at the end of the reporting period

(Rupees in Thousands)

	As on March 31, 2023		As on March 31, 2022	
	Number	Amount	Number	Amount
At the beginning of the period	1,577,000	157,700	1,577,000	157,700
Add: Share issued during the period	-	-	-	-
Outstanding at the end of the period	<b>1,577,000</b>	<b>157,700</b>	<b>1,577,000</b>	<b>157,700</b>

### 9.1.5 Details of Preference shareholders holding more than 5% shares in the Company

Particulars	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Assam Industrial Development Corporation Limited	1,063,000	67.41%	1,063,000	67.41%
Shri. Devang Hemantkumar Vyas	514,000	32.59%	514,000	32.59%

### 9.1.6 Shareholding of the Promoters of the Company

Particulars	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Assam Industrial Development Corporation Limited	18,377,980	24.71%	18,377,980	24.71%
Kaushalya Marketing Private Limited	1,485,400	2.00%	1,485,400	2.00%
Ramya Marketing Private Limited	1,470,000	1.98%	1,470,000	1.98%
Devsai Investments and Finances Private Limited	4,250,000	5.71%	4,250,000	5.71%
Akhilesh Merchantile Private Limited	6,428,109	8.64%	6,428,109	8.64%
Swayambhu Leasing & Finances Private Limited	90,000	0.12%	90,000	0.12%
Mani Sethi	16,950	0.02%	16,950	0.02%
Gurmukh Singh Sethi	12,500	0.02%	12,500	0.02%
Harilaxmi Bhanushanker Vyas	100	0.00%	100	0.00%
Devila H Vyas	2,192,600	2.95%	2,192,600	2.95%

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

Particulars	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Deepika Ashokkumar Vyas	1,500	0.00%	1,500	0.00%
Rajen Shah	800	0.00%	800	0.00%
Devendra Pannalal Bachkaniwala	261,300	0.35%	261,300	0.35%
Dhruv R Bachkaniwala	4,700	0.01%	4,700	0.01%
Krishna P Bachkaniwala	1,000	0.00%	1,000	0.00%
Ashok Bhanushanker Vyas	1,500	0.00%	1,500	0.00%
Hemant B Vyas	110	0.00%	110	0.00%
Ushma Vyas	1,250	0.00%	1,250	0.00%
Rajesh A Doshi	121,166	0.16%	181,317	0.24%
Arjun Vyas	1,250	0.00%	1,250	0.00%
Pranav B Pandya	3,800	0.01%	3,800	0.01%
Nomita Vyas	1,000	0.00%	1,000	0.00%
Vaishali Hemant Vyas	701,297	0.94%	701,297	0.94%
Kamlesh B Bachkaniwala	79,500	0.11%	79,500	0.11%
Devang H Vyas	113,860	0.15%	113,860	0.15%
Leena Kamlesh Bachkaniwala	160,000	0.22%	160,000	0.22%
Lokesh Ashokkumar Vyas	1,000	0.00%	1,000	0.00%
Devang H Vyas - HUF	103,740	0.14%	103,740	0.14%
Unnati D Bachkaniwala	3,000	0.00%	3,000	0.00%
Dhruvan Jagdishchandra Vyas	2,500	0.00%	2,500	0.00%
Vasumati B Bachkaniwala	154,000	0.21%	154,000	0.21%
Smeeta Vyas	1,250	0.00%	1,250	0.00%
Hasit B Pandya	300	0.00%	300	0.00%
<b>Total</b>	<b>36,043,462</b>	<b>48.46%</b>	<b>36,103,613</b>	<b>48.54%</b>

**9.1.7 Terms / rights attached to equity shares**

The company has only one Class of Equity Shares having a par value of ₹ 10/- per share. Each Holder of Equity Share is entitled to one vote per share. The shareholders are entitled to dividend in the proportion of their shareholding. In the event of Liquidation of the company the Holders of Equity Shares will be entitled to receive remaining assets of the Company, after payment of all external liabilities. The Distribution will be in proportionate to the number of Equity Shares.

**9.2 Other Equity****9.2 Reserves & Surplus***(Rupees in Thousands)*

Particulars	As on March 31, 2023	As on March 31, 2022
Capital Reserve	16,700	16,700
Capital Redemption Reserve	814,625	814,625
General Reserve	1,439,774	1,439,774
Retained Earnings	(3,006,943)	(2,881,031)
	<b>(735,844)</b>	<b>(609,932)</b>



# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### 10 Non-Current Financial Liabilities

#### 10.1 Non-Current Borrowings

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Unsecured Debentures</b>		
Optionally Cumulative Convertible Debentures (OCCD)	543,700	543,700
<b>Unsecured Loans</b>		
From Government	28,000	28,000
From Related Parties	856,787	952,687
Intercorporate Loans	156,059	31,000
	<b>1,584,546</b>	<b>1,555,387</b>

#### 10.2 Non-Current Trade Payables

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	75,678	72,267
	<b>75,678</b>	<b>72,267</b>

#### 10.2.1 Trade payables ageing schedule for the year ended as on March 31, 2023:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	-	4,978	8,306	62,394	75,678
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	-	<b>4,978</b>	<b>8,306</b>	<b>62,394</b>	<b>75,678</b>

#### 10.2.2 Trade payables ageing schedule for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	-	9,918	13,273	49,076	72,267
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	-	-	<b>9,918</b>	<b>13,273</b>	<b>49,076</b>	<b>72,267</b>

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

**11 Non-Current Provisions** (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Provisions for Employee Benefits</b>		
(i) Gratuity	654	717
(ii) Leave Encashment	553	935
(iii) Leave Travel Allowance	-	40
	<u>1,207</u>	<u>1,691</u>

**12 Other Non-Current Liabilities** (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Interest Accrued on Borrowings	173,984	130,488
Non Current Advances from Customers	3,397	3,665
Non Current Salary Payable	2,024	5,942
Security Deposits Payable	177	187
Unpaid Dividend	52,780	40,164
	<u>232,362</u>	<u>180,445</u>

**13 Financial Liabilities****13.1 Current Trade Payables** (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
- total outstanding dues of micro enterprises and small enterprises		
- total outstanding dues of creditors other than micro enterprises and small enterprises	5,170	5,936
	<u>5,170</u>	<u>5,936</u>

**13.1.1 Trade payables ageing schedule for the year ended as on March 31, 2023:** (Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	5,014	-	157	-	5,170
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	<b>5,014</b>	-	<b>157</b>	-	<b>5,170</b>

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### 13.1.2 Trade payables ageing schedule for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	5,936	-	-	-	5,936
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	<b>-</b>	<b>5,936</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,936</b>

### 14 Current Provisions

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Provisions for Employee Benefits</b>		
(i) Gratuity	1,026	1,951
(ii) Leave Encashment	-	265
Provision for Expenses	720	1,163
	<b>1,747</b>	<b>3,379</b>

### 15 Current Liabilities

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Advances from Customers	1,696	0
Salary Payable	567	3,259
Statutory Liabilities	702	942
	<b>2,965</b>	<b>4,201</b>

### 16 Revenue from Operations

(Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of Products (Net of Sales Return)	5,601	20,273
Other Operating Revenue		
- Sale of Scrap	882	330
- Brokerage and Commission	5,788	13,541
- Other Operating Revenues	2,704	9,340
	<b>14,975</b>	<b>43,485</b>

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

**17 Other Income** *(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Interest Income	57	44
Liabilities/Balances Written Back (Net)	28	12,634
Profit on Sale of Property, Plant and Equipments	195	-
Other Non-operating Income	1,287	1,448
	<b>1,568</b>	<b>14,126</b>

**18.1 Cost of Materials Consumed** *(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Raw Materials at the Beginning of the year	7,924	15,081
Add: Purchases	-	1,656
Add: Provision made for Obsolete Stores and Spares	6,700	-
	14,624	16,737
Less: Raw Materials at the End of the year	1,173	7,924
Total Cost of Materials Consumed	<b>13,451</b>	<b>8,813</b>

**18.2 Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade** *(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>Inventories at the End of the Year</b>		
Finished Goods	4,137	4,187
Work-in-Progress	3,702	3,978
	<b>7,839</b>	<b>8,166</b>
<b>Inventories at the Beginning of the Year</b>		
Finished Goods	4,187	15,538
Work-in-Progress	3,978	10,809
	<b>8,166</b>	<b>26,347</b>
	<b>327</b>	<b>18,182</b>

**18.3 Employee Benefits Expense** *(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Salaries, Wages and Bonus	3,923	9,010
Golden Handshake Scheme Settlement (Refer Note No. 25)	-	20,638
Contributions to Provident and Other Funds	173	246
Staff Welfare Expenses	87	154
	<b>4,183</b>	<b>30,047</b>

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### 18.4 Finance Cost (Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Expenses	62,289	56,112
	<b>62,289</b>	<b>56,112</b>

### 18.5 Depreciation and Amortisation expenses (Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on Plant, Property and Equipment	41,949	46,836
Amortiation of Intangible Assets	20	20
	<b>41,969</b>	<b>46,856</b>

### 18.6 Other Expenses (Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Consumption of Stores and Spares	-	2
Power and Fuel	352	1,535
Labour Charges	102	317
Freight and Forwarding	93	976
Advertisement Expenses	94	65
Rent including lease rentals	3,382	3,593
Repairs and Maintenance - Others	373	153
Insurance Expenses	562	850
Interest on delayed payment	31	82
Rates and Taxes	587	586
Communication	97	155
Vehicle Expenses	190	190
Loss on Damage of Property, Plant and Equipments	-	66
Loss on Sale of Property, Plant and Equipments	-	130,096
Travelling and Conveyance	1,024	879
Printing and Stationery	321	154
Commission Expenses	-	10
Donations and Contributions	9	0
Legal and Professional Expenses	2,603	1,608
Settlement against Full and Final Payment to Creditors	2,000	-
Auditors' Remuneration (See details below)	252	235
Prior Priod Expenses (Net of Income)	391	-
Security Charges	1,855	2,363
Miscellaneous Expenses	1,144	1,406
	<b>15,461</b>	<b>145,321</b>
<b>Payments made to Auditors</b>		
Statutory Audit Fees	102	185
Internal Audit Fees	100	-
Tax Audit Fees	50	50
	<b>252</b>	<b>235</b>

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

## 19 Ratios: The following are the Analytical ratios for the year ended March 31, 2023 and March 31, 2022

Particulars	Numerator	Demoninator	March 31, 2023	March 31, 2022	Variance
Current Ratio	Current Assets	Current Liabilities	5.93	5.61	5.61%
Debt-Equity Ratio	Total Debt	Shareholders Equity	9.75	5.39	80.78%
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	(0.0097)	(0.0087)	11.69%
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	(0.56)	(0.60)	-7.07%
Inventory Turnover Ratio	Sales	Average Inventory	0.11	0.28	-61.40%
Trade receivables turnover ratio	Net Credit Sales	Average Trade Receivable	0.25	0.79	-68.83%
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	Not Applicable	0.02	100.00%
Net capital turnover ratio	Net Sales	Working Capital	0.12	0.33	-64.63%
Net profit ratio	Net Profit	Revenue	(7.61)	(4.30)	77.00%
Return on capital employed	Earning before interest and taxes	Capital Employed	(0.03)	(0.10)	-67.59%
Return on Investment	Income generated from investments	Time weighted average investments	Not Applicable	Not Applicable	Not Applicable

**Explanation for change in the ratio by more than 25% as compared to the preceding year as follows:**

a) Debt-Equity Ratio	The total Debts of the company has increased as compared to Previous year and Shareholders equity has been reduced due to Loss of Current Year and therefore impact on the ratio.
b) Debt Service Coverage Ratio	Earnings available for debt service (Loss in case of the company) has decreased as compared to Previous Year, and therefore impact on the ratio.
c) Return on Equity Ratio	Net Profit after taxes (Loss in case of the company) has decreased as compared to Previous Year, and therefore impact on the ratio.
d) Inventory Turnover Ratio	As Net Sales of the company for current year are less as compared to the Previous Year, also the Sales of current year is made from Opening Inventory, and therefore the Inventory Turnover ratio has reduced resulting in impact as compared to previous year.
e) Trade Receivables Turnover Ratio	As Net Sales of the company for current year are less as compared to the Previous Year, the Trade Receivables Turnover ratio has reduced resulting in impact as compared to previous year.
f) Trade Payables Turnover Ratio	During the year, the company has not made any Purchase, and therefore not Applicable.
g) Net Capital Turnover Ratio	As Net Sales of the company for current year are less as compared to the Previous Year, the Net Capital Turnover ratio has reduced resulting in impact as compared to previous year.
h) Return on Capital Employed	Earning before interest and taxes (Loss in case of the company) has decreased as compared to Previous Year, and therefore impact on the ratio.

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### 20 Capital Work in Progress ageing schedule

#### 20.1 for the year ended as on March 31, 2023:

(Rupees in Thousands)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More Than 3 Years	
Projects in Progress	(215)	215	-	11,850	11,850
Projects temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>(215)</b>	<b>215</b>	<b>-</b>	<b>11,850</b>	<b>11,850</b>

#### 20.2 for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More Than 3 Years	
Projects in Progress	215	-	1,902	9,949	12,065
Projects temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>215</b>	<b>-</b>	<b>1,902</b>	<b>9,949</b>	<b>12,065</b>

**20.3** The Company has Capital Work in Progress of ₹ 11,850/- (Rupees in thousands) as on March 31, 2023 [Previous Year ₹ 12,065/-]. The Value is represented by items such as Plant and Machinery, Equipments, Building which were planned for erection of Line No. 1 (Conti Ploy) Spinning Line. The progress and work of the erection of the above Capital Asset is delayed due to unavoidable circumstances beyond the control of the Management. The Delay was caused on account of Covid-19 Lockdown followed by suspension of Electricity by the Assam State Electricity Board and Workers union strike. The management is in process to restart the Erection in consultation with the project manager. The Erection of the Spinning Line is planned to be completed either by own funds or by a Joint Venture with third Party by the Management.

### 21 Related Party Transactions:

As per Indian Accounting Standard 24 'Related Party Transactions' as prescribed by Companies (Indian Accounting Standards) Rules, 2015, the Company's related parties and transactions are disclosed below:

#### A. List of Related Parties

Sr. No.	Relation	Name
1	Wholly Owned Subsidiary Companies	Prag Bosimi Packaging Private Limited
		Prag Bosimi Texurising Private Limited
2	Associate Company	Prag Jyoti Textile Park Private Limited
3	Directors	Raktim Kumar Das
		Devang Hemant Vyas
		Girindra Mohan Das
		Rohit Paramananddas Doshi (Resigned on 01.07.2022)
		Prasanta Bora
		Mukund Pradyumanrai Trivedi
		Bina Vasdev Advani
		Manvendra Pratap Singh (Appointed on 24.05.2022)
		Sunita Anil Shah (Appointed on 10.08.2022)
Adil Khan (Resigned on 24.05.2022)		



## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

Sr. No.	Relation	Name
4	Key Managerial Personnel	Ramesh C. Pokhriyal - Chief Executive Officer (Resigned on 17.05.2022)
		Prakasam Raghavan - Chief Financial Officer
		Madhu Dharewa - Company Secretary
5	Entities with Significant Influence / Common Directors	Ayodhya Vintrade Private Limited
		Karma Land and Infrastructure Development Company Private Limited
		Interlink Suppliers Private Limited
		Gateway Commo Sales Private Limited
		Gateway Advisors Private Limited
6	Proprietorship and Firms of Director	Magnum Developers
		Rak Magnum Realty LLP
7	Others	Devila Hemant Vyas - Promoter Shareholder & Relative of Director
		Late Shri. Hemant Bhanushankar Vyas (Erstwhile Managing Director)

**B. Details Of Transaction carried out with Related Parties:***(Rupees in Thousands)*

Sr. No.	Name	Nature of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
1	Prag Jyoti Textile Park Private Limited	Facility Usage Charges	-	1,261
2	Magnum Developers	Business Consultancy Services	1,296	2,592
		Combined Office Admin Services	1,353	2,706
		Other Facility Usage Charges	1,287	2,574
3	Rak Magnum Realty LLP	Other Facility Usage Charges	-	1,468
4	Ramesh C. Pokhriyal	Remuneration Paid to KMP	77	602
5	Prakasam Raghavan	Remuneration Paid to KMP	363	362
6	Madhu Dharewa	Remuneration Paid to KMP	363	362
7	Raktim Kumar Das	Director Remuneration	660	660
		Conveyance Expenses	185	180
		Reimbursement of Expenses	-	130
8	Girindra Mohan Das	Director Sitting Fees	20	15
9	Rohit Paramananddas Doshi	Director Sitting Fees	5	25
10	Mukund Pradyumanrai Trivedi	Director Sitting Fees	20	25
11	Bina Vasdev Advani	Director Sitting Fees	20	25
12	Sunita Anil Shah	Director Sitting Fees	10	-
13	Karma Land and Infrastructure Development Company Private Limited	Loan Repaid	-	12,500
14	Devila Hemant Vyas	Loan Repaid (Net of Received)	(4,500)	12,500
15	Late Shri. Hemant Bhanushankar Vyas	Loan Repaid	-	39,600
16	Devang Hemant Vyas	Loan Repaid (Net of Received)	(91,400)	800
17	Prag Bosimi Packaging Private Limited	Loans/ Advances Given (Net)	492	39
18	Prag Bosimi Texurising Private Limited	Loans/ Advances Given (Net)	15	67
19	Prag Jyoti Textile Park Private Limited	Loans/ Advances Given (Net)	23,365	5,029

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

### C. Receivables/Payables as on 31.03.2023:

(Rupees in Thousands)

Sr. No.	Particulars	As on March 31, 2023	As on March 31, 2022
1	Investment in Shares		
	a. Prag Bosimi Packaging Private Limited	100	100
	b. Prag Bosimi Texurising Private Limited	100	100
	c. Prag Jyoti Textile Park Private Limited	5,991	5,991
2	Loans/Advances Receivable		
	a. Prag Bosimi Packaging Private Limited	678	187
	b. Prag Bosimi Texurising Private Limited	2,011	1,996
	c. Prag Jyoti Textile Park Private Limited	50,623	27,708
3	Unsecured Loans Payable		
	a. Late Shri. Hemant B. Vyas	-	412,362
	b. Devila Hemant Vyas	8,000	12,500
	c. Devang Hemant Vyas	321,762	800
	d. Ayodhya Vintrade Private Limited	79,950	79,950
	e. Karma Land and Infrastructure Development Company Private Limited	-	-
	f. Interlink Suppliers Private Limited	433,675	433,675
	g. Gateway Commo Sales Private Limited	3,400	3,400
	h. Gateway Advisors Private Limited	10,000	10,000
4	Remuneration Payable to Key Managerial Personnel		
	a. Late Shri. Hemant B. Vyas	-	5,654
	b. Ramesh C. Pokhriyal	173	230
	c. Prakasam Raghavan	30	30
	d. Madhu Dharewa	30	30
	e. Raktim Kumar Das	49	(50)
5	Trade Receivables		
	a. Magnum Developers	-	1,467
	b. Rak Magnum Realty LLP	4,948	4,948

### 22 Due to Micro, Small and Medium Enterprises:

Under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, which came into force from 02nd October, 2006, the following disclosures are made for the amounts due to Micro and Small Enterprises:

Particulars	As on March 31, 2023	As on March 31, 2022
The amounts remaining unpaid to any supplier as at the end of the year:		
a) Principal	-	-
b) Interest	-	-
Amount of Interest paid by the company in terms of Section 16 of MSMED Act, 2006, along with the amount of Payment made to the supplier beyond the appointed day during each accounting year.	-	-
Amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the accounting year) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

Note: The Dues to Micro, Small and Medium Enterprises are taken as certified by the Management.

**Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)**

**23** The company have received the order from National Company Law Tribunal, Guwahati Bench, Guwahati, in the matter of 3A Capital Private Limited whereby the company is directed to pay sum of ₹ 5,79, 97, 128/- within 45 days from the order. The order was received on 21st May 2022. As per legal advice, our councils have reiterated and advised that the said judgment is a fit matter to be challenged in a higher forum as NCLT had no jurisdiction and this being a contempt matter compensation cannot be awarded on the same matter. Accordingly the Company have filed a petition in NCLAT against the order on 29th June 2022. The matter has been admitted in NCLAT and hearing on the matter is going on.

**24 Contingent Liability not Provided for in the Financial Statements:** *(Rupees in Thousands)*

Particulars	As on March 31, 2023	As on March 31, 2022
Counter Guarantees for Sales tax	-	5
Claims against the Group not acknowledged as debts	333,703	284,938
Letter of undertaking executed in favor of Joint Director General of foreign trade under Duty Exemption Entitlement Scheme (Advance License Scheme) for custom duty	13,041	13,041
Letters of credit and Bank Guarantees given by bankers on behalf of the Company.	5,250	5,250
	<b>351,994</b>	<b>303,234</b>

**25 Golden Handshake Scheme**

During Previous Financial Year ended March, 2022, the company had made Payment in terms of "Golden Handshake Scheme" amounting to ₹. 20,638/- (Rupees in Thousands) to all the Eligible Employees of the company in One time Settlement of all their dues against the company. The Scheme is primarily based on the Government of Assam VRS Notification No. P/2006/28 dated 15th February, 2006 adopted as per applicable terms of the companies pay structure notified vide No. PBSL/RO/UNION(PART-II)/52/2016-17/262/8 dated 03rd August, 2017 as per Labour Tribunal Order dated 22nd February, 2017 in case No. 04/2014. The scheme was applicable to all the employees of the company with effect from their last working day in the company, when they have logged their attendance (i.e. 24th March, 2020). The above Scheme was prepared in consultation and approved by the Board of Directors, Ministry of Industry and Commerce and PBSL Employees Union.

**26** During Previous Financial Year ended March, 2022, the Management with Approval of Board of Directors Passed a Resolution on June 30, 2021 with a view to Sell old, Obsolete, Idle Equipments, Plant and Machineries on account of change in Production lines which were lying in Factory with no present use and occupying huge space to utilise the Proceeds to settle the Golden handshake dues and other Statutory dues of the company. The same were sold off with due diligence. The company has thus disposed off the following Property, Plant and Equipments and the resulting effect is provided in the Financial Statements as follows:

*(Rupees in Thousands)*

Particulars	Amount
Gross Value of Plant, Property and Equipments Sold	779
Less: Accumulated Depreciation	674
<b>Net Carrying Value of Plant, Property and Equipments Sold</b>	<b>104</b>
Less: Amount Received on Sale	201
<b>Loss on Sale of Plant, Property and Equipments</b>	<b>(96)</b>

**27** During Previous Financial Year ended March, 2022, the Management with Approval of Board of Directors Passed a Resolution on November 11, 2022 and Board Resolution on January 25, 2022 to Write off old Debit/Credit Balances Total amounting to ₹ 11,698/- (NET) (Rupees in Thousands). The same are being Written off in the Financial Statements and are shown under Other Income as Balances Written off.

**28** During Previous Financial Year ended March, 2022, the Company had transferred the Balance of Profession Tax Payable amounting to ₹ 2,101/- (Rupees in Thousands) to Salary Payable as on March 31, 2022. The same has been Outstanding since more than 5 Years. The Management had decided to merge the Balances on account of the Settlement completed with the old Employees under the Golden Handshake Scheme. As per Explanation from the Management, the same is being repaid to the Employees from whom the Profession Tax was deducted. No Payment is made during the current year.

**29** The Board is contemplating taking steps for recovering the calls-in-arrears from defaulting applicants, including forfeiture of the shares as a last resort after exhausting all other avenues for recovery in a spirit of maintaining shareholder friendly environment. The Board therefore considers it prudent not to provide for the interest on calls-in-arrears.

# Prag Bosimi Synthetics Limited

## Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)

- 30** In the opinion of the Board of Directors, in the ordinary course of business the value on realization of current assets, loans and advances, including security Deposits are at least equal to the amount at which they are stated in the Balance Sheet.
- 31** Amounts appearing in Trade Receivables & Payables are realized and paid as on date of signing. Balances of Banks, Sundry Debtors, Sundry Creditors, Loans & Advance, and Deposits are subject to confirmation.
- 32** Prag Bosimi Synthetics Limited (Holding Company) has two subsidiary companies i.e. Prag Bosimi Texurising Private Limited and Prag Bosimi Packaging Private Limited which are non-operating and non-revenue generating. Therefore, operating expenditure's incurred by the companies are absorbed by the holding Company. The same is authorized by the Board Resolution dated: 14/08/2014.
- 33** The production activities of the company was stopped from 23rd March 2020, with the National Lockdown which was declared due to COVID-19 Pandemic. With the said closure, the company suffered heavy financial losses leading to severe liquidity crunch because of non realisation of debtors or movement of stock. Such liquidity crunch lead to worker's agitation which eventually resulted in Union Strike by the Workers Union. This led to blockage of the main gate of the Factory, unabling the management to restart timely production work. Further, due to Natural Calamities the Electricity supply of the company was destroyed resulting complete stoppage of Electricity to the company. Even after destruction the company was burdened with heavy electricity dues by the Assam Power and Distribution Company Limited which eventually led to disconnection of power supply due to Non Payment of Dues. In the meantime Covid-19 had struck a heavy blow to the company in the form of death of its founder Managing Director, Shri. Hemant B. Vyas along with a number of Senior Executives. Besides the deaths almost all of the Top Management suffered from it. However the company kept up with the challenges. The company had managed to make settlement with its workers and have paid all their debts and released them under the Golden Handshake Scheme in which Hon'ble Minister of Industries & Commerce, Government of Assam was a signatory along with the Local Member of Legislative Assembly (MLA) and Assam Industrial Development Corporation. On settlement with the workers the company started selling off its finished stock. The Board of Directors also approved Selling off its Old, Unused Plant, Property and Equipment which could generate funds. Now that the initial problems are resolved the company had already approached Assam Power Distribution Company Limited for reconciliation and reconnection of power. Once the power is reconnected, the company would take steps for refurbishing its 132 KV substation and maintenance of its plant and machinery, The company is also planning the optimal manpower required for phase wise restarting and the recruitment process of the same.
- 34** Disclosure under IND AS – 108 – Segment Report: Operating Segments:
- Packaging – Corrugated Box
  - Garment – Readymade Garments
  - Knitted Fabrics – Knitted Fabrics
  - Others – Fabrics, Yarn and Others

The chief operational decision maker (CODM) monitors the operating results of its business for the purpose of making decisions about resource allocation and performance assessment. Operating segments have been identified on the basis of the nature of products. Revenue and Expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses. Assets & Liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets & Liabilities are disclosed as un-allocable.

*(Rupees in Thousands)*

Particulars	Yarn	Packaging	Garment/ Fabrics	Knitted Fabrics	Others	Total
<b>REVENUE</b>	5,601	10,942				16,543
Previous Year	17,946	-	-	2,328	37,327	57,601
<b>RESULT</b>	(12,360)	(9,294)				(21,654)
Previous Year	(43,710)	-	-	(3,078)	(97,955)	(144,743)
<b>Finance Cost</b>						62,289
Previous Year						56,112
<b>Unallocable Expenses</b>						41,969
(Net of Unallocable Income)						
Previous Year						46,856
<b>Net Profit</b>						(125,911)
Previous Year						(247,720)

**Notes forming part of the Standalone Financial Statement as on and for the year ended March 31, 2023 (Contd.)**

**35** The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

**36 Earnings per Share:** Computation of Number of Shares for Calculating Diluted Earnings per Share:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Number of Shares considered as Basic Weighted average shares outstanding	74,382,960	74,382,960
Number of Shares considered as Weighted average shares outstanding	74,382,960	74,382,960
Net Profit after Taxation attributable to Equity Shares	(125,911)	(247,720)
Net Profit after Taxation for Diluted earnings per Shares	(125,911)	(247,720)
Earnings Per Share		
- Basic	1.69	3.33
- Diluted	-	-

**37** Previous Year's figures are regrouped / reclassified / rearranged wherever necessary, to confirm to this year's classification.

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
**Chartered Accountants**  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

# Prag Bosimi Synthetics Limited

## STANDALONE ANNEXURE-I

### A. DETAILS OF OPENING STOCK, PURCHASES, SALES & CLOSING STOCK OF FINISHED GOODS ARE AS UNDER

	Unit	For the twelve months period ended 31.03.2023		For the twelve months period ended 31.03.2022	
		Quantity	Amount	Quantity	Amount
<b>a. Opening Stock</b>					
Yarn	MT	25.25	2723836	47.27	4960719
Readymade Garment	Pcs	-	-	1994	519000
Knitted Fabric	MT	-	-	24.41	3541348
<b>b. Purchases</b>					
Readymade Garment (Purchase Returned)	Pcs			-1994	(339,685)
Knitted Fabric	MT				
<b>c. Actual Production/Processed</b>					
Yarn (Trf from Raw Material)	MT			70.78	
Yarn (Trf from WIP)	MT	5.60		85.80	
Knitted Fabric(Trf from Raw Material)	MT			5.21	
<b>d. Sales</b>					
Yarn	MT	6.10	634,605	178.60	17,945,520
Others			4,966,358	-	
Knitted Fabric	MT			29.62	2,327,940
<b>e. Closing Stock</b>					
Yarn	MT	24.75	2,713,583	25.25	2,723,836
<b>B. (i) Details of Raw Materials Consumed</b>					
Yarn	MT	8.90	997,502	70.78	7,924,977
Knitted Fabric	MT	-	-	6.13	888,125
Others	-		12,453,712	-	-
<b>Total</b>	-	-	<b>13,451,214</b>	-	<b>8,813,102</b>





# Prag Bosimi Synthetics Limited

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## ANNEXURE-II

### BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE

#### i. Registration Details

Registration No	2758	State Code	02
Balance Sheet Date	<b>31-Mar-23</b>		

#### ii. Capital raised during the year (Amount in rupees)

Public issue	Nil	Rights issue	
Bonus issue	Nil	Private Placement	

#### iii. Position of Mobilisation and Deployment of Funds (Amount in rupees)

Total liabilities	2,066,236,196	Total assets	2,066,236,196
Sources of funds			
Paid up Capital	898,405,800	Reserves & Surplus	(735,843,503)
Non-current liabilities	1,893,792,188	Current liabilities	9,881,712
Application of Funds:			
Net Fixed Assets&CWIP	1,736,414,329		
Non-Current Investments	6,190,630	Current Investments	-
Non-current assets	265,054,027	Current assets	58,577,210

#### iv. Performance of Company (Amount in rupees)

Turnover (including other income)	16,543,384	Total Expenditure	137,679,966
Profit/(Loss) Before Tax	(121,136,582)	Profit/(Loss)After Tax	(125,911,187)

#### v. Generic Name of the Principal Products of the Company

Item Code No.(ITC Code)	5402.42	Earning Per Share	(1.69)
Product Description		Polyester Filament Yarn (PFY)	

## INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF PRAG BOSIMI SYNTHETICS LIMITED**

**REPORT ON THE AUDIT OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS**

### OPINION

We have audited the accompanying Consolidated Ind.AS Financial Statements of Prag Bosimi Synthetics Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including the Statement of Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Ind. AS Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind. AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind. AS 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 Group and its Associates as at March 31, 2023, its Consolidated loss including other comprehensive income, its Cash Flows and the Consolidated Changes in Equity for the year ended on that date.

### BASIS FOR OPINION

We conducted our audit of the Consolidated Ind.AS 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 Consolidated Ind.AS 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 Consolidated Ind.AS 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 audit opinion on the Consolidated Ind AS Financial Statements.

### KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate Financial Statements and on the other Financial Information of the subsidiaries and associates, were of most significance in our Audit of the Consolidated Ind.AS Financial Statements for the financial year ended March 31, 2023. These matters were addressed in the context of our Audit of the Consolidated Ind.AS Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key Audit Matters (KAMs)	How the KAMs were addressed in our Audit
<p><b>Revenue Recognition</b></p> <p>We have identified this as an area of importance because the company's revenue is a material item in view of adoption of Ind AS 115 "Revenue from Contracts with Customers". The application revenue standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue.</p>	<p>Our Audit Procedures include the following:</p> <ul style="list-style-type: none"> <li>• Evaluation of the company's accounting principles in relation to implementation of the new revenue accounting standard;</li> <li>• Created an understanding of the company's routines and internal controls associated with revenue recognition;</li> <li>• Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods;</li> </ul>

## Prag Bosimi Synthetics Limited

<p><b>Derecognition of Property, Plant &amp; Equipment (PPE)</b></p> <p>During the Year ended March 31, 2023, the company has dispose / derecognized the item of property, plant and Equipment (PPE). Further company has not disclosed the item of PPE as Assets held for sale as per Ind AS 105 in previous year financial statements.</p>	<p>Our audit procedures include and not limited to the following:</p> <ul style="list-style-type: none"><li>• Evaluating the design and tested the operating effectiveness of controls in respect of Disposal of Property, plant &amp; Equipment.</li><li>• Examination of Gain / loss arising on derecognition of an item of PPE determined as the difference between net disposal Proceeds and the carrying amount of the item.</li><li>• Evaluating the Management decision on not to shown as disposal of item of Non-Current Assets held for sale as per IND AS 105 in previous year's financial statement.</li><li>• Considering the disclosures provided by the company in Note 26 to the financial statements.</li></ul>
<p><b>Non-payment of Interest</b></p> <p>During the Year ended march 31, 2023, the company has provided interest on OCCD and Preference shares but the same has been duly provided and accumulated by the Company.</p>	<p>Our audit procedures include the following:</p> <ul style="list-style-type: none"><li>• Examination of a selection of transactions to ensure that they have been reported correctly according to agreements and in the correct periods;</li></ul>

### EMPHASIS OF MATTER

1. We draw your attention to Note to the Consolidated Financial Statement which describes the difference in Balance of Input Credit Ledger as per Financial Statements and as per Electronic Credit Ledger on GST Portal in respect of the Associate Company. The impact in the Subsequent period is dependent on reconciliation of the records by the Management. Our Opinion is not modified in respect of the above matter.
2. We draw your attention to Note. Where call in arrear amounting Rs.312 thousand remaining pending for realization from the shareholders. It requires necessary arrangement to realize the same. Our Opinion is not modified in respect of the above matter.
3. We draw your attention to Note in respect of sundry debtors where provision for bad and doubtful debts have been carrying on at the same balance from last year without any review of debtors where recovery was NIL during the year though realized subsequent year. In our opinion the company should made necessary provisions in this regards after careful analysis of debtors. Our Opinion is not modified in respect of the above matter.

### INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's information, but does not include the Consolidated Ind AS Financial Statements and our Auditor's Report thereon. Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Holding 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 Consolidated Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the Consolidated Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those on Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED IND AS FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS 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 Ind AS Financial Statements.

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

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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 Consolidated Ind AS 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures, and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Ind AS Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Ind AS Financial Statements. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters

in our Auditors' Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### OTHER MATTERS

We have not Audited the Financial Statements of the two (2) Indian Subsidiaries whose Financial Statements reflect total assets of ₹ 24.70 thousand at March 31, 2023, total revenue of ₹ Nil/- and Net Cash Outflows amounting to ₹ Nil as considered in the Consolidated Financial Statements. The Consolidated Financial Statements also include the Group's Share of Net Profit of ₹ 87 thousand for the year ended March 31, 2023 in respect of one (1) associates, whose Financial Statements have not been Audited by us. These Financial Statements and other financial information have been audited by other auditor, whose Financial Statements, other financial information and auditor's reports have been furnished to us by management. Our opinion on the Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of such other auditors.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, we report based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associates, as noted in the 'Other matter' paragraph we report, to the extent applicable, that that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid Consolidated Ind AS Financial Statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Consolidated Comprehensive Income, the Statement of Consolidated Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for purpose of preparation of the Consolidated Ind AS Financial Statements.
  - d) In our opinion, the aforesaid Consolidated Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors of the Holding company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the Statutory Auditors of its subsidiary companies and a associate company incorporated in India, none of the directors of the group companies are disqualified as on 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 Group and its associate company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting;
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the Reports of the other Statutory Auditor of the Subsidiaries and associates as noted in other matter paragraph:
    - i) The Group and its associates did not have any pending litigations which would impact its financial position.
    - ii) The Group and its associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



- iii) There has not been an occasion in case of the Group during the year ended March 31, 2023 to transfer any sums to the Investor Education and Protection Fund. Hence, the question of delay in transferring such sums does not arise;
- iv) a. The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- b. The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries 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.
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v) Rule 11(f) of the Companies (Audit and Auditors) Rules, 2014 is not applicable as the Company has not declared nor paid any dividend during the year. Accordingly, provisions of Section 123 of Companies Act, 2013 are also not applicable.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that the CARO report of following companies contain remarks in these reports.

SI. No.	Name of the Company	Para of CARO containing remarks
1.	Prag Bosimi Synthetics Limited	Para (iii)
		Para (vii)(a)
		Para (ix)(a)
		Para (xvii)

For  
**Rama K Gupta & Co**  
Chartered Accountant  
FR NO.005005C

**CA. Radha Kishan Agarwala,**  
Partner  
Membership No.061696.  
Peer Review No.2844  
UDIN NO. 23061696BGWYWE6696  
FIRM REGISTRATION NO.: 318191E

Place: - Guwahati  
Date:-18.05.2023

# Prag Bosimi Synthetics Limited

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## **ANNEXURE – A to the Independent Auditor’s Report on the Consolidated IND AS Financial Statements of Prag Bosimi Synthetics Limited for the year ended March 31, 2023**

Report On The Internal Financial Controls With Reference To The Aforesaid Consolidated IND AS Financial Statements Under Section 143(3)(I) Of The Companies Act, 2013

### **OPINION**

In conjunction with our Audit of the Consolidated IND AS Financial Statements of Prag Bosimi Synthetics Limited (hereinafter referred to as “the Holding Company”) as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to Consolidated IND AS Financial Statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our Opinion, the Holding Company and such companies incorporated in India which are its Subsidiary companies have, in all material respects, adequate internal financial controls with reference to Consolidated IND AS Financial Statements and such internal financial controls were operating effectively as at March 31, 2023, based on the Internal Financial Controls with reference to Consolidated IND AS Financial Statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The respective Company’s Management and the Board of Directors are responsible for establishing and maintaining Internal Financial Controls with reference to Consolidated IND AS Financial Statements based on the criteria established by the respective Company considering the essential components of Internal Control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

### **AUDITOR’S RESPONSIBILITY**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated IND AS Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Consolidated IND AS Financial Statements. 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 with reference to Consolidated IND AS Financial Statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated IND AS Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated IND AS Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated IND AS Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the Auditors’ judgement, including the assessment of the risks of material misstatement of the Consolidated IND AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated IND AS Financial Statements.

### **MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED IND AS FINANCIAL STATEMENTS**

A company’s internal financial controls with reference to Consolidated IND AS Financial Statements 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’s with reference to Consolidated IND AS Financial Statements includes those policies and procedures that:



- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED IND AS FINANCIAL STATEMENTS**

Because of the Inherent Limitations of internal financial controls with reference to Consolidated IND AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the Internal Financial Controls with reference to Consolidated IND AS Financial Statements to future periods are subject to the risk that the internal financial controls with reference to Consolidated IND AS Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For  
**Rama K Gupta & Co**  
Chartered Accountant  
FR NO.005005C

**CA. Radha Kishan Agarwala,**  
Partner  
Membership No.061696.  
Peer Review No.2844  
UDIN NO. 23061696BGWYWE6696  
FIRM REGISTRATION NO.: 318191E

Place: - Guwahati  
Date:-18.05.2023

# Prag Bosimi Synthetics Limited

## CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2023

(Rupees in Thousands)

Particulars	Notes	As on March 31, 2023	As on March 31, 2022
<b>ASSETS</b>			
<b>Non Current Assets</b>			
(a) Property, Plant and Equipment	3A	1,724,582	1,766,660
(b) Capital work-in-progress	3B	309,035	283,018
(c) Non-Current Financial Assets	4		
(i) Trade Receivables	4.1	11,616	20,768
(ii) Loans	4.2	216,795	217,025
(d) Other Non-Current Assets	5	8,104	8,114
		<b>2,270,132</b>	<b>2,295,585</b>
<b>Current Assets</b>			
(a) Current Inventories	6	44,634	58,412
(b) Current Financial Assets	7		
(i) Trade Receivables	7.1	9,349	3,988
(ii) Cash and Cash Equivalents	7.2	2,791	9,289
(iii) Loans	7.3	22,831	22,978
(c) Other Current Assets	8	395	542
		<b>80,000</b>	<b>95,209</b>
<b>TOTAL ASSETS</b>		<b>2,350,132</b>	<b>2,390,794</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share capital	9		
(b) Other Equity	9.1	927,452	927,452
	9.2	(737,557)	(611,732)
		<b>189,895</b>	<b>315,720</b>
<b>LIABILITIES</b>			
<b>Non Current Liabilities</b>			
(a) Non-Current Financial Liabilities	10		
(i) Borrowings	10.1	1,596,337	1,567,178
(ii) Trade Payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	10.2	82,677	79,266
(b) Non-Current Provisions	11	1,207	2,142
(c) Other Non-Current Liabilities	12	441,678	391,086
		<b>2,121,899</b>	<b>2,039,671</b>
<b>Current Liabilities</b>			
(a) Current Financial Liabilities	13		
(i) Trade Payables			
- total outstanding dues of micro enterprises and small enterprises			
- total outstanding dues of creditors other than micro enterprises and small enterprises	13.1	32,027	26,206
(b) Current Provisions	14	2,757	3,946
(c) Other Current Liabilities	15	3,554	5,251
		<b>38,338</b>	<b>35,403</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>2,350,132</b>	<b>2,390,794</b>
Significant accounting policies	2		
Notes to the financial statements	3 - 39		

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023***(Rupees in Thousands)*

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income</b>			
Revenue From Operations	16	14,975	43,485
Other Income	17	1,702	12,953
<b>Total Revenue</b>		<b>16,677</b>	<b>56,437</b>
<b>Expenses</b>			
Cost of Materials Consumed	18		
Cost of Materials Consumed	18.1	13,451	8,813
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	18.2	327	18,182
Employee Benefits Expense	18.3	4,183	30,047
Finance Cost	18.4	62,289	56,112
Depreciation and Amortisation Expenses	18.5	41,974	46,861
Other Expenses	18.6	15,461	145,321
<b>Total Expenses</b>		<b>137,685</b>	<b>305,336</b>
<b>Profit/(Loss) before Exceptional and Extraordinary Items and Tax</b>		<b>(121,008)</b>	<b>(248,898)</b>
<b>Exceptional Items</b>		-	-
<b>Profit/(Loss) before Tax</b>		<b>(121,008)</b>	<b>(248,898)</b>
<b>Tax Expense</b>		4,817	-
<b>Profit/(Loss) for the year</b>		<b>(125,824)</b>	<b>(248,898)</b>
<b>Other Comprehensive income</b>			
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>Total comprehensive income</b>		<b>(125,824)</b>	<b>(248,898)</b>
<b>Earnings per equity share : (Face value of Rs 10 each)</b>			
Basic and Diluted (Rupees)	38	(1.63)	(3.22)
<b>Significant accounting policies</b>	2		
<b>Notes to the financial statements</b>	3 - 39		

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,  
Chartered Accountants**  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of  
Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati  
Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

# Prag Bosimi Synthetics Limited

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

A. Equity share capital		(Rupees in Thousands)
Particulars	Amount	
As at March 31, 2021	927,452	
Changes in equity share capital during the year	-	
As at March 31, 2022	927,452	
Changes in equity share capital during the year	-	
As at March 31, 2023	927,452	

B. Other Equity		(Rupees in Thousands)			
Particulars	Reserve and surplus				Total
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained earnings	
Balance as at March 31, 2021	16,700	814,625	1,439,774	(2,633,933)	(362,834)
Profit/(loss) for the year	-	-	-	(248,898)	(248,898)
Transferred during the year	-	-	-	-	-
Other comprehensive income for the period	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	(248,898)	(248,898)
Balance as at March 31, 2022	16,700	814,625	1,439,774	(2,882,831)	(611,732)
Profit/(loss) for the year	-	-	-	(125,824)	(125,824)
Transferred during the year	-	-	-	-	-
Other comprehensive income for the period	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	(125,824)	(125,824)
Balance as at March 31, 2023	16,700	814,625	1,439,774	(3,008,655)	(737,557)
Significant accounting policies	2				
Notes to the financial statements	3 - 39				

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
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Non Executive Director  
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**Bina Advani**  
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**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

**STATEMENT OF CONSOLIDATED CASH FLOW FOR THE YEAR APRIL 01, 2022 TO MARCH 31, 2023***(Rupees in Thousands)*

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>A Cash flow from operating activities:</b>		
Loss before tax	(121,008)	(248,898)
<b>Adjustments for:</b>		
Loss on Damage of Plant, Property and Equipments	-	66
Loss on Sale of Plant, Property and Equipments	-	130,096
Profit on Sale of Plant, Property and Equipments	(195)	-
Transfer from Capital Work in Progress	215	-
Interest on Income Tax Refund	(7)	-
Interest Income	(57)	(61)
Interest Expense	62,289	56,112
Depreciation and Amortization Expense	41,974	46,861
Operating profit/(loss) before working capital changes	(16,790)	(15,825)
<b>Adjustments for:</b>		
(Increase) / decrease in Inventories	13,778	27,166
(Increase) / decrease in Trade Receivables	3,791	2,071
(Increase) / decrease in Other Current Assets	10	3,231
(Increase) / decrease in Other Non-current Assets	148	20
(Increase) / decrease in Current and Non-current Loans and Advances	(3,851)	(9,901)
Increase / (decrease) in Trade Payables	9,231	604
Increase / (decrease) in Other Current Liabilities	(1,696)	(6,080)
Increase / (decrease) in Other Non-Current Liabilities	(5,520)	(2,980)
Increase / (decrease) in Provisions	(2,124)	(27,075)
<b>Cash generated from operations</b>	<b>(3,023)</b>	<b>(28,768)</b>
Taxes paid	(583)	(1,709)
<b>Net cash flows from operating activities</b>	<b>(3,606)</b>	<b>(30,478)</b>
<b>B Cash flow from investing activities</b>		
Purchase of Property, Plant and Equipment including Capital Work-in-progress (Net)	(26,232)	(68,905)
Sale of Property, Plant and Equipment	300	31,839
Insurance Claim Received on Loss of Property, Plant and Equipment	-	75
Interest received	57	61
<b>Net cash flows from / (used in) investing activities</b>	<b>(25,875)</b>	<b>(36,930)</b>
<b>C Financing Activities</b>		
Government Grant Received	-	80,000
Proceed/(Repayment) of Long-term Borrowings (Net)	23,600	(7,800)
Interest paid	(618)	-
<b>Net cash flow from / (used in) financing activities</b>	<b>22,982</b>	<b>72,200</b>
<b>Net increase /(decrease) in cash and cash equivalents</b>	<b>(6,499)</b>	<b>4,792</b>
Cash and cash equivalents at the beginning of the year	9,289	4,497
Cash and cash equivalents at the end of the year	2,791	9,289
<b>Net increase /(decrease) in cash and cash equivalents</b>	<b>(6,499)</b>	<b>4,792</b>
<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
<b>Components of cash and cash equivalents</b>		
Cash in hand	1,305	1,534
Balances with banks in current account	693	4,651
Balances with banks in Escrow Account	93	(896)
Term Deposit with Bank (Sweep in Facility)	700	4,000
Others - Margin Money Deposit	-	-
<b>Total cash and cash equivalents</b>	<b>2,791</b>	<b>9,289</b>
<b>Significant accounting policies</b>	<b>2</b>	
<b>Notes to the financial statements</b>	<b>3 - 39</b>	

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023

### 1 COMPANY OVERVIEW

Prag Bosimi Synthetics Limited (“the company”) is a domestic public limited company with registered office situated at House No. 19, Milan Path, Ambikagiri Nagar, RGB Road, Guwahati – 781 024. It is engaged primarily in manufacturing of Polyester Yarn. The Company is listed on the Bombay Stock Exchange (BSE).

### 2 BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements (CFS) relates to parent company Prag Bosimi Synthetics Limited (PBSL) and its subsidiary companies (collectively referred to as the “Group”).

#### PRINCIPLES OF CONSOLIDATION:

The Consolidated Financial Statements are prepared, as far as possible using uniform significant accounting policies for the transactions and other events in similar circumstances and are presented in the same manner as Prag Bosimi Synthetics Limited’s separate financial statements. The Financial statements of Prag Bosimi Synthetics Limited and its subsidiaries have been consolidated on a line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, the intra group balance and intra group transactions and unrealized profits or losses resulting from intra group transactions are fully eliminated.

#### COMPANIES INCLUDED IN CONSOLIDATION:

The CFS comprises the audited financial statements (except as mentioned otherwise) of PBSL and its subsidiaries for the year ended March 31, 2023, which are as under:

Name of the Company	Country of Incorporation	Ownership Interest	
		As on March 31, 2023	As on March 31, 2022
Prag Jyoti Textile Park Private Limited	India	16.08%	16.08%
Prag Bosimi Packaging Private Limited	India	100%	100%
Prag Bosimi Texurising Private Limited	India	100%	100%

### 3 SIGNIFICANT ACCOUNTING POLICIES

#### (a) Basis for Preparation of Accounts

- i. Compliance with Ind AS: These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The Financial Statements are approved by the Board on May 18, 2023.
- ii. Historical Cost Convention: The financial Statements have been prepared on an historical cost basis except for certain financial instruments which are measured at fair value.
- iii. Current Non - Current Classification: All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### (b) Summary of Significant Accounting Policies

##### i. Financial Assets:

##### Classification:

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

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those measured at amortized cost.

**Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)**

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

**Measurement:**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**Impairment of financial assets:**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

**Derecognition of financial assets:**

A financial asset is derecognized only when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to one or more recipient.
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

**ii. Financial Liabilities:****Classification as debt or equity:**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definition of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

**Initial recognition and measurement:**

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

**Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**Borrowings:**

Borrowings are subsequently carried at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the statement of profit and loss over the period of the borrowings



## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

### **Trade and other Payable**

These amounts represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. These Payables are classified as current liabilities if Payment is due within one year or less otherwise they are presented as non-current liabilities. Trade and Payables are subsequently measured at amortised cost using effective interest method.

### **De-recognition:**

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains/ (losses). When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### **iii. Property, Plant and Equipment (PPE)**

Property, plant and equipment are stated at acquisition or construction cost less accumulated depreciation and impairment loss. Cost comprises the purchase price and any attributable cost of bringing the asset to its location and working condition for its intended use, including relevant borrowing costs and any expected costs of decommissioning. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. The cost of an item of PPE is recognized as an asset if, and only if, it is probable that the economic benefits associated with the item will flow to the Company in future periods and the cost of the item can be measured reliably. Expenditure incurred after the PPE have been put into operations, such as repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred. Items such as spare parts, standby equipment and servicing equipment are recognized as PPE when it is held for use in the production or supply of goods or services, or for administrative purpose, and are expected to be used for more than one year. Otherwise such items are classified as inventory. An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the assets. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

### **iv. Depreciation on Property, Plant and Equipment**

Depreciation on fixed assets other than lease-hold land is provided on straight-line method in the manner specified in Schedule II of Companies Act, 2013. Leasehold Land is amortized over the remaining period of lease. Depreciation on additions/deductions during the year has been provided on pro-rata basis with reference to the month of addition/ deduction.

**Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)****v. Treatment of Expenditure during Construction Period**

As per the consistent accounting policy all expenditure related to the project construction/implementation and income arising out of project activities and funds related to the project are capitalized and allocated to the respective fixed assets.

**vi. Investments**

Temporary in nature Investments other than long term investments being current investments are Investments which are intended to be held for more than a year from the date of acquisition are classified as long term investments and are valued at cost subject to reduction made for diminution in value that is other than valued at cost or fair market value whichever is lower.

**vii. Investments in Subsidiaries, Joint ventures and Associates:**

Investment in equity instruments of subsidiary, joint ventures and associates is recognized at cost as per Ind AS 27.

**viii. Inventories**

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any. Cost includes purchase price, duties, transport & handling costs and other costs directly attributable to the acquisition and bringing the inventories to their present location and condition.

- Raw materials, stores, spares, consumables and construction materials: At lower of cost or net realizable value.
- Work in process: At lower of cost or net realizable value.
- Finished Goods: At lower of cost or net realizable value

**ix. Retirement Benefits****Defined Contribution Plan:**

The Company's liability towards Employee's Provident Fund scheme administered by the Employees Provident Fund Scheme, Govt. of India is considered as Defined Contribution Plan. The Company's contributions paid towards these defined contribution plans is recognized as expense in the Profit and Loss Account during the year in which the employees rendered the related service.

**Defined Benefit Plan:**

Company's liabilities towards gratuity and leave encashment if any are considered as Defined Benefit Plans. The present value of the obligations towards gratuity is determined based on actuarial valuation using the projected unit credit method. As regards the Leave encashment, it is calculated on the actual balance leave of each employee on the year-end. This is done on the same basis as in the last accounting year.

**x. Cash and Cash Equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**xi. Government Grants**

Grants related to assets are government grants whose primary condition is that an entity qualifying for them should purchase, construct or otherwise acquire long-term assets. Subsidiary conditions may also be attached restricting the type or location of the assets or the periods during which they are to be acquired or held. Grants from the government are recognized as per Ind AS 20. Government Grant are recognised at their fair value based on Capital Approach where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income.

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### xii. Provisions, Contingent Liabilities and Contingent Assets:

#### Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. The amount recognised 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). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

#### Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. Contingent assets are not recognised but disclosed only when an inflow of economic benefits is probable.

### xiii. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefit will flow to the Company and the revenue can be reliably measured.

- i. Revenue is recognized upon transfer of control of promised goods to the customers in an amount that reflects consideration which the company expects to receive in exchange of the goods. Revenue from Sale of goods is recognized at the point of time when the control is transferred to the customer which is usually dispatched / delivery of goods based on contracts with the customer. Revenue is measured based on the transaction price which is consideration. Revenue excludes taxes collected from customer on behalf of the Government.
- ii. Income from services is recognized (net of GST as applicable) as they are rendered, based on agreement/ arrangement with the concerned customers.
- iii. Dividend income is accounted for when the right to receive the income is established.
- iv. For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset.
- v. Interest income for all financial instruments measured at fair value through other comprehensive income is recognized in the Statement of Profit and Loss.

### xiv. Taxes on income

Current tax is determined on the basis of taxable income and tax credits computed in accordance with the provisions of applicable tax laws of the jurisdictions where the entity is located.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the entity will pay normal income tax. Accordingly, MAT is recognised as an asset in the balance sheet when it is highly probable that future economic benefit associated with it will flow to the entity.

**Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognised for all deductible temporary differences and on unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences and unused losses can be utilised.

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 is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

**xv. Earnings Per Share****Basic Earnings per share**

Basic earnings per share is calculated by dividing:- the profit attributable to owners of the Company- by the weighted average number of equity shares outstanding during the financial year.

**Diluted Earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### 3A Property, Plant and Equipment

(Rupees in Thousands)

Particulars	Land Freehold	Land Leasehold	Building Owned	Plant & Machinery	Furniture & Fixtures	Vehicles	Office Equipment	TOTAL
<b>Gross Carrying Amount</b>								
<b>Balance as at March 31, 2021</b>	<b>579</b>	<b>230</b>	<b>290,220</b>	<b>1,942,963</b>	<b>4,352</b>	<b>1,616</b>	<b>1,151</b>	<b>2,241,109</b>
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	(15,302)	(308,402)	(1,495)	-	-	(325,200)
<b>Balance as at March 31, 2022</b>	<b>579</b>	<b>230</b>	<b>274,918</b>	<b>1,634,560</b>	<b>2,856</b>	<b>1,616</b>	<b>1,151</b>	<b>1,915,909</b>
Exchange Difference	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-
Reclassification as held for sale	-	-	-	-	-	-	-	-
Disposals	-	-	-	(10)	-	(769)	-	(779)
<b>Balance as at March 31, 2023</b>	<b>579</b>	<b>230</b>	<b>274,918</b>	<b>1,634,551</b>	<b>2,856</b>	<b>847</b>	<b>1,151</b>	<b>1,915,131</b>
<b>Accumulated Depreciation</b>								
<b>Balance as at March 31, 2021</b>	<b>-</b>	<b>100</b>	<b>85,210</b>	<b>176,547</b>	<b>2,613</b>	<b>1,011</b>	<b>32</b>	<b>265,513</b>
Additions	-	20	17,947	28,319	450	124	-	46,861
Disposals	-	-	(10,923)	(151,554)	(647)	-	-	(163,124)
Reclassification as held for sale	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2022</b>	<b>-</b>	<b>120</b>	<b>92,234</b>	<b>53,312</b>	<b>2,416</b>	<b>1,135</b>	<b>32</b>	<b>149,250</b>
Additions	-	20	15,490	26,335	60	69	-	41,974
Disposals	-	-	-	(2)	-	(672)	-	(674)
Reclassification as held for sale	-	-	-	-	-	-	-	-
<b>Balance as at March 31, 2023</b>	<b>-</b>	<b>140</b>	<b>107,725</b>	<b>79,645</b>	<b>2,476</b>	<b>532</b>	<b>32</b>	<b>190,549</b>
<b>Net carrying amount</b>								
<b>Balance as at March 31, 2022</b>	<b>579</b>	<b>110</b>	<b>182,683</b>	<b>1,581,248</b>	<b>440</b>	<b>481</b>	<b>1,119</b>	<b>1,766,660</b>
<b>Balance as at March 31, 2023</b>	<b>579</b>	<b>90</b>	<b>167,193</b>	<b>1,554,906</b>	<b>380</b>	<b>315</b>	<b>1,119</b>	<b>1,724,582</b>

### 3B Capital Work in Progress

(Rupees in Thousands)

<b>March 31, 2022</b>	<b>283,018</b>
<b>March 31, 2023</b>	<b>309,035</b>

(Ageing of Capital Work in Progress is Given in Note No. 20)

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

## 4 Non-Current Financial Assets

## 4.1 Non-Current Trade Receivables

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Trade Receivable Considered Good - Secured	-	-
Trade Receivable Considered Good - Unsecured	11,616	20,768
Trade Receivable Not Considered Good - Unsecured	-	-
Trade Receivable which have significant increase in Credit Risk	-	-
Trade Receivable - Credit Impaired	-	-
	<b>11,616</b>	<b>20,768</b>
Less: Provision for Doubtful Debts	-	-
	<b>11,616</b>	<b>20,768</b>

## 4.1.1 Trade Receivables ageing schedule for the year ended as on March 31, 2023

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
		a) Undisputed Trade Receivables - Considered Good	-	-	-	
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	-	-	<b>1,005</b>	<b>10,610</b>	<b>11,616</b>

## 4.1.2 Trade Receivables ageing schedule for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
		a) Undisputed Trade Receivables - Considered Good	-	-	343	
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	-	-	<b>343</b>	<b>102</b>	<b>20,323</b>	<b>20,768</b>

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### 4.2 Non-Current Long Term Loans (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Unsecured, Considered Good</b>		
Non Current Advances to Suppliers	32,966	33,203
Advances receivable in Cash/Kind	183,830	183,821
	<u>216,795</u>	<u>217,025</u>

### 5 Other Non-Current Assets (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Security Deposits	7,499	7,509
Other Non-Current Assets	605	605
	<u>8,104</u>	<u>8,114</u>

### 6 Inventories (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Raw Materials	1,173	7,924
Work-in-Progress	3,702	3,978
Finished Goods	4,137	4,187
Stores and Spares	35,623	42,322
	<u>44,634</u>	<u>58,412</u>

### 7 Current Financial Assets

#### 7.1 Current Trade Receivables (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Unsecured, Considered Good</b>		
Trade Receivable Considered Good - Secured	-	-
Trade Receivable Considered Good - Unsecured	9,349	3,988
Trade Receivable which have significant increase in Credit Risk	-	-
Trade Receivable - Credit Impaired	-	-
	<u>9,349</u>	<u>3,988</u>



## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

7.1.1 Trade Receivables ageing schedule for the year ended as on March 31, 2023: (Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) Undisputed Trade Receivables - Considered Good	-	-	-	-	9,349	9,349
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	-	-	-	<b>9,349</b>	<b>9,349</b>

7.1.2 Trade Receivables ageing schedule for the year ended as on March 31, 2022: (Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) Undisputed Trade Receivables - Considered Good	-	3,988	-	-	-	3,988
b) Undisputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
c) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
d) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
e) Disputed Trade Receivables - Which have Significant Increase in Credit Risk	-	-	-	-	-	-
f) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	-	<b>3,988</b>	-	-	-	<b>3,988</b>

7.2 Cash & Cash Equivalent (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Balances with Bank	693	4,651
Balances in Escrow Account	93	(896)
Cash on hand	1,305	1,534
Term Deposit with Bank (Sweep in Facility)	700	4,000
Others - Margin Money Deposit	-	-
	<b>2,791</b>	<b>9,289</b>

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### 7.3 Current Loans and Advances (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Unsecured, Considered Good</b>		
Loans and Advances to Employees	746	915
Advances to Suppliers	905	672
Balance with Government Authorities	21,180	21,391
	<u>22,831</u>	<u>22,978</u>

### 8 Other Current Assets (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Preliminary Expenses (to the extent not written off)	379	379
Unbilled Revenue	-	42
Income Accrued but not Due	-	90
Prepaid Expenses	16	31
	<u>395</u>	<u>542</u>

### 9.1 Equity Share Capital

#### 9.1.1 Details of Authorised Shares, Issued, Subscribed and Fully Paid Up Share Capital (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Authorised shares :</b>		
1. 12,00,00,000 Equity Shares of ₹ 10/- each with voting rights	1,200,000	1,200,000
2. 300,00,000 Equity Shares (Unclassified) of ₹ 10/- each with voting rights	300,000	300,000
3. 10,00,000 Redeemable Preference Shares of ₹ 100/- each	100,000	100,000
4. 90,00,000 Optionally Convertible Redeemable Preference Shares of ₹ 100/- each	900,000	900,000
	<u>2,500,000</u>	<u>2,500,000</u>
<b>Issued, subscribed and fully paid up capital :</b>		
Equity Shares of ₹ 10/- each with voting rights	772,876	772,876
Calls in Arrears	(3,124)	(3,124)
15,77,000 Optionally Convertible Redeemable Preference Shares of ₹ 100/- each	157,700	157,700
	<u>927,452</u>	<u>927,452</u>

#### 9.1.2 Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period

(Rupees in Thousands)

Particulars	As on March 31, 2023		As on March 31, 2022	
	Number	Amount	Number	Amount
At the beginning of the period	77,287,587	772,876	77,287,587	772,876
Add: Share issued during the period	-	-	-	-
Outstanding at the end of the period	<u>77,287,587</u>	<u>772,876</u>	<u>77,287,587</u>	<u>772,876</u>

**Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)****9.1.3 Details of shareholders holding more than 5% shares in the Company**

Particulars	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Assam Industrial Development Corporation Limited	18,377,980	24.71%	18,377,980	24.71%
Akhilesh Merchantile Private Limited	6,423,909	8.64%	6,423,909	8.64%
Devsai Investments and Finances Private Limited	4,250,000	5.71%	4,250,000	5.71%

**9.1.4 Shareholding of the Promoters of the Company**

Particulars	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Assam Industrial Development Corporation Limited	18,377,980	23.78%	18,377,980	23.78%
Kaushalya Marketing Private Limited	1,485,400	1.92%	1,485,400	1.92%
Ramya Marketing Private Limited	1,470,000	1.90%	1,470,000	1.90%
Devsai Investments and Finances Private Limited	4,250,000	5.50%	4,250,000	5.50%
Akhilesh Merchantile Private Limited	6,428,109	8.32%	6,428,109	8.32%
Swayambhu Leasing & Finances Private Limited	90,000	0.12%	90,000	0.12%
Mani Sethi	16,950	0.02%	16,950	0.02%
Gurmukh Singh Sethi	12,500	0.02%	12,500	0.02%
Harilaxmi Bhanushanker Vyas	100	0.00%	100	0.00%
Devila H Vyas	2,192,600	2.84%	2,192,600	2.84%
Deepika Ashokkumar Vyas	1,500	0.00%	1,500	0.00%
Rajen Shah	800	0.00%	800	0.00%
Devendra Pannalal Bachkaniwala	261,300	0.34%	261,300	0.34%
Dhruv R Bachkaniwala	4,700	0.01%	4,700	0.01%
Krishna P Bachkaniwala	1,000	0.00%	1,000	0.00%
Ashok Bhanushanker Vyas	1,500	0.00%	1,500	0.00%
Hemant B Vyas	110	0.00%	110	0.00%
Ushma Vyas	1,250	0.00%	1,250	0.00%
Rajesh A Doshi	121,166	0.16%	181,317	0.23%
Arjun Vyas	1,250	0.00%	1,250	0.00%
Pranav B Pandya	3,800	0.00%	3,800	0.00%
Nomita Vyas	1,000	0.00%	1,000	0.00%
Vaishali Hemant Vyas	701,297	0.91%	701,297	0.91%
Kamlesh B Bachkaniwala	79,500	0.10%	79,500	0.10%
Devang H Vyas	113,860	0.15%	113,860	0.15%
Leena Kamlesh Bachkaniwala	160,000	0.21%	160,000	0.21%
Lokesh Ashokkumar Vyas	1,000	0.00%	1,000	0.00%
Devang H Vyas - HUF	103,740	0.13%	103,740	0.13%
Unnati D Bachkaniwala	3,000	0.00%	3,000	0.00%
Dhruvan Jagdishchandra Vyas	2,500	0.00%	2,500	0.00%
Vasumati B Bachkaniwala	154,000	0.20%	154,000	0.20%
Smeeta Vyas	1,250	0.00%	1,250	0.00%
Hasit B Pandya	300	0.00%	300	0.00%
<b>Total</b>	<b>36,043,462</b>	<b>46.64%</b>	<b>36,103,613</b>	<b>46.71%</b>

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### 9.1.5 Reconciliation of the number of Preference Shares outstanding at the beginning and at the end of the reporting period

(Rupees in Thousands)

Particulars	As on March 31, 2023		As on March 31, 2022	
	Number	Amount	Number	Amount
At the beginning of the period	1,577,000	157,700	1,577,000	157,700
Add: Share issued during the period	-	-	-	-
Outstanding at the end of the period	<b>1,577,000</b>	<b>157,700</b>	<b>1,577,000</b>	<b>157,700</b>

### 9.1.6 Details of Preference shareholders holding more than 5% shares in the Company

Particulars	As on March 31, 2023		As on March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Assam Industrial Development Corporation Limited	1,063,000	67.41%	1,063,000	67.41%
Shri Devang Hemantkumar Vyas	514,000	32.59%	514,000	32.59%

### 9.1.7 Terms / rights attached to equity shares

The company has only one Class of Equity Shares having a par value of ₹10/- per share. Each Holder of Equity Share is entitled to one vote per share. The shareholders are entitled to dividend in the proportion of their shareholding. In the event of Liquidation of the company the Holders of Equity Shares will be entitled to receive remaining assets of the Company, after payment of all external liabilities. The Distribution will be in proportionate to the number of Equity Shares.

## 9.2 Other Equity

### 9.2 Reserves & Surplus

(Rupees in Thousands)

Particulars	As on	As on
	March 31, 2023	March 31, 2022
Capital Reserve	16,700	16,700
Capital Redemption Reserve	814,625	814,625
General Reserve	1,439,774	1,439,774
Retained Earnings	(3,008,655)	(2,882,831)
	<b>(737,557)</b>	<b>(611,732)</b>

## 10 Non-Current Financial Liabilities

### 10.1 Non-Current Borrowings

(Rupees in Thousands)

Particulars	As on	As on
	March 31, 2023	March 31, 2022
<b>Unsecured Debentures</b>		
Optionally Cumulative Convertible Debentures (OCCD)	543,700	543,700
<b>Unsecured Loans</b>		
From Government	28,000	28,000
From Related Parties	868,578	964,478
Intercorporate Loans	156,059	31,000
	<b>1,596,337</b>	<b>1,567,178</b>

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

## 10.2 Non-Current Trade Payables

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	82,677	79,266
	<b>82,677</b>	<b>79,266</b>

## 10.2.1 Trade payables ageing schedule for the year ended as on March 31, 2023:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	-	11,977	8,306	62,394	82,677
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	-	<b>11,977</b>	<b>8,306</b>	<b>62,394</b>	<b>82,677</b>

## 10.2.2 Trade payables ageing schedule for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	-	9,918	14,440	54,908	79,266
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	-	-	<b>9,918</b>	<b>14,440</b>	<b>54,908</b>	<b>79,266</b>

## 11 Non-Current Provisions

(Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
<b>Provisions for Employee Benefits</b>		
(i) Gratuity	654	929
(ii) Leave Encashment	553	1,173
(iii) Leave Travel Allowance	-	40
(iv) Other Defined Benefit Plan - Insurance	-	-
	<b>1,207</b>	<b>2,142</b>

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### 12 Other Non-Current Liabilities (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Deferred Income - Government Grant	200,000	200,000
Interest Accrued on Borrowings	173,984	130,488
Non Current Advances from Customers	3,397	3,665
Non Current Salary Payable	2,302	6,220
Other Expenses Payable	-	-
Security Deposits Payable	277	287
Retention Money	8,827	10,111
Money Against Share Application	112	112
Unpaid Dividend	52,780	40,164
Statutory Liabilities	-	40
	<b>441,678</b>	<b>391,086</b>

### 13 Financial Liabilities

#### 13.1 Current Trade Payables (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
- total outstanding dues of micro enterprises and small enterprises		
- total outstanding dues of creditors other than micro enterprises and small enterprises	32,027	26,206
	<b>32,027</b>	<b>26,206</b>

#### 13.1.1 Trade payables ageing schedule for the year ended as on March 31, 2023: (Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	27,342	4,528	157	-	32,027
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2023</b>	-	<b>27,342</b>	<b>4,528</b>	<b>157</b>	-	<b>32,027</b>

#### 13.1.2 Trade payables ageing schedule for the year ended as on March 31, 2022: (Rupees in Thousands)

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
a) MSME	-	-	-	-	-	-
b) Other than MSME	-	20,159	-	73	5,974	26,206
c) Disputed MSME	-	-	-	-	-	-
d) Disputed other than MSME	-	-	-	-	-	-
<b>Total as on March 31, 2022</b>	-	<b>20,159</b>	-	<b>73</b>	<b>5,974</b>	<b>26,206</b>

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

**14 Current Provisions** *(Rupees in Thousands)*

<b>Particulars</b>	<b>As on March 31, 2023</b>	<b>As on March 31, 2022</b>
<b>Provisions for Employee Benefits</b>		
(i) Gratuity	1,026	1,951
(ii) Leave Encashment	-	265
Provision for Expenses	<u>1,730</u>	<u>1,730</u>
	<b><u>2,757</u></b>	<b><u>3,946</u></b>

**15 Current Liabilities** *(Rupees in Thousands)*

<b>Particulars</b>	<b>As on March 31, 2023</b>	<b>As on March 31, 2022</b>
Advances from Customers	1,696	0
Salary Payable	617	3,314
Statutory Liabilities	<u>1,242</u>	<u>1,937</u>
	<b><u>3,554</u></b>	<b><u>5,251</u></b>

**16 Revenue from Operations** *(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Sale of Products (Net of Sales Return)	5,601	20,273
Other Operating Revenue		
- Sale of Scrap	882	330
- Brokerage and Commission	5,788	13,541
- Other Operating Revenues	<u>2,704</u>	<u>9,340</u>
	<b><u>14,975</u></b>	<b><u>43,485</u></b>

**17 Other Income** *(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Interest Income	57	61
Liabilities/Balances Written Back (Net)	28	12,609
Profit on Sale of Property, Plant and Equipments	195	-
Other Non-operating Income	<u>1,421</u>	<u>282</u>
	<b><u>1,702</u></b>	<b><u>12,953</u></b>



# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### 18.1 Cost of Materials Consumed (Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Raw Materials at the Beginning of the year	7,924	15,081
Add: Purchases	-	1,656
Add: Provision made for Obsolete Stores and Spares	6,700	-
	14,624	16,737
Less: Raw Materials at the End of the year	1,173	7,924
<b>Total Cost of Materials Consumed</b>	<b>13,451</b>	<b>8,813</b>

### 18.2 Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade (Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b><u>Inventories at the End of the Year</u></b>		
Finished Goods	4,137	4,187
Work-in-Progress	3,702	3,978
	<b>7,839</b>	<b>8,166</b>
<b><u>Inventories at the Beginning of the Year</u></b>		
Finished Goods	4,187	15,538
Work-in-Progress	3,978	10,809
	<b>8,166</b>	<b>26,347</b>
	<b>327</b>	<b>18,182</b>

### 18.3 Employee Benefits Expense (Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, Wages and Bonus	3,923	9,010
Golden Handshake Scheme Settlement (Refer Note No. 25)	-	20,638
Contributions to Provident and Other Funds	173	246
Staff Welfare Expenses	87	154
	<b>4,183</b>	<b>30,047</b>

### 18.4 Finance Cost (Rupees in Thousands)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Expenses	62,289	56,112
	<b>62,289</b>	<b>56,112</b>

**Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)****18.5 Depreciation and Amortisation expenses***(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Depreciation on Plant, Property and Equipment	41,954	46,841
Amortiation of Intangible Assets	20	20
	<b>41,974</b>	<b>46,861</b>

**18.6 Other Expenses***(Rupees in Thousands)*

<b>Particulars</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Consumption of Stores and Spares	-	2
Power and fuel	352	1,535
Labour Charges	102	317
Freight and forwarding	93	976
Advertisement expenses	94	65
Rent including lease rentals	3,382	3,593
Repairs and maintenance - Others	373	153
Insurance Expenses	562	850
Interest on delayed payment	31	82
Rates and taxes	587	586
Communication	97	155
Vehicle Expenses	190	190
Loss on Damage of Property, Plant and Equipments	-	66
Loss on Sale of Property, Plant and Equipments	-	130,096
Travelling and conveyance	1,024	879
Printing and stationery	321	154
Commission Expenses	-	10
Donations and contributions	9	0
Legal and Professional Expenses	2,603	1,608
Settlement against Full and Final Payment to Creditors	2,000	-
Auditors' Remuneration (See details below)	252	235
Prior Priod Expenses (Net of Income)	391	-
Security Charges	1,855	2,363
Miscellaneous expenses	1,144	1,406
	<b>15,461</b>	<b>145,321</b>
<b>Payments made to Auditors</b>		
Statutory Audit Fees	102	185
Tax Audit Fees	100	50
Other Services	50	-
	<b>252</b>	<b>235</b>

## Prag Bosimi Synthetics Limited

### Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

#### 19 Ratios: The following are the Analtical ratios for the year ended March 31, 2023 and March 31, 2022

Particulars	Numerator	Demoninator	March 31, 2023	March 31, 2022	Variance
Current Ratio	Current Assets	Current Liabilities	2.09	2.69	-22.41%
Debt-Equity Ratio	Total Debt	Shareholders Equity	8.41	4.96	69.35%
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	(0.01)	(0.01)	2.63%
Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity	(0.50)	(0.57)	-11.98%
Inventory Turnover Ratio	Sales	Average Inventory	0.11	0.28	-61.40%
Trade receivables turnover ratio	Net Credit Sales	Average Trade Receivable	0.25	0.79	-68.83%
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	Not Applicable	0.02	100.00%
Net capital turnover ratio	Net Sales	Working Capital	0.13	0.34	-60.34%
Net Profit Ratio	Net Profit	Revenue	(7.26)	(4.41)	64.52%
Return on capital employed	Earning before interest and taxes	Capital Employed	(0.03)	(0.10)	-67.89%
Return on Investment	Income generated from investments	Time weighted average investments	Not Applicable	Not Applicable	Not Applicable

#### Explanation for change in the ratio by more than 25% as compared to the preceding year as follows:

a) Debt-Equity Ratio	The total Debts of the company has increased as compared to Previous year and Shareholders equity has been reduced due to Loss of Current Year and therefore impact on the ratio.
b) Debt Service Coverage Ratio	Earnings available for debt service (Loss in case of the company) has decreased as compared to Previous Year, and therefore impact on the ratio.
c) Return on Equity Ratio	Net Profit after taxes (Loss in case of the company) has decreased as compared to Previous Year, and therefore impact on the ratio.
d) Inventory Turnover Ratio	As Net Sales of the company for current year are less as compared to the Previous Year, also the Sales of current year is made from Opening Inventory, and therefore the Inventory Turnover ratio has reduced resulting in impact as compared to previous year.
e) Trade Receivables Turnover Ratio	As Net Sales of the company for current year are less as compared to the Previous Year, the Trade Receivables Turnover ratio has reduced resulting in impact as compared to previous year.
f) Trade Payables Turnover Ratio	During the year, the company has not made any Purchase, and therefore not Applicable.
g) Net Capital Turnover Ratio	As Net Sales of the company for current year are less as compared to the Previous Year, the Net Capital Turnover ratio has reduced resulting in impact as compared to previous year.
h) Return on Capital Employed	Earning before interest and taxes (Loss in case of the company) has decreased as compared to Previous Year, and therefore impact on the ratio.

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

## 20 Capital Work in Progress ageing schedule

## 20.1 for the year ended as on March 31, 2023:

(Rupees in Thousands)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More Than 3 Years	
Projects in Progress	26,482	68,905	21,834	192,279	309,500
Projects temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>26,482</b>	<b>68,905</b>	<b>21,834</b>	<b>192,279</b>	<b>309,500</b>

## 20.2 for the year ended as on March 31, 2022:

(Rupees in Thousands)

Particulars	Amount in CWIP for a period of				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More Than 3 Years	
Projects in Progress	68,905	21,834	7,257	185,021	283,018
Projects temporarily Suspended	-	-	-	-	-
<b>Total</b>	<b>68,905</b>	<b>21,834</b>	<b>7,257</b>	<b>185,021</b>	<b>283,018</b>

20.3 The Holding Company has Capital Work in Progress of ₹ 11,850/- (Rupees in thousands) as on March 31, 2023 [Previous Year ₹ 12,065/-]. The Value is represented by items such as Plant and Machinery, Equipments, Building which were planned for erection of Line No. 1 (Conti Ploy) Spinning Line. The progress and work of the erection of the above Capital Asset is delayed due to unavoidable circumstances beyond the control of the Management. The Delay was caused on account of Covid-19 Lockdown followed by suspension of Electricity by the Assam State Electricity Board and Workers union strike. The management is in process to restart the Erection in consultation with the project manager. The Erection of the Spinning Line is planned to be completed either by own funds or by a Joint Venture with third Party by the Management.

The company is setting up new Textile Park. The project has been set up under the Scheme for Integrated Textile Park (SITP) under the Ministry of Textile, Govt. of India. It has been developed in a land area measuring 60.08 acres to provide standard infrastructural facilities for Textile based industrial units. Expenses are related to area and road development, boundary wall and gate, common facility building including labor rest room, construction of packing, dyeing and bleaching unit, standard design factory, Pre Engineering Building fabrication/Erection and warehousing. During the current year expenses incurred (Net) amounted to ₹ 26,697/- (Rupees in thousands) (Previous year ₹ 69,951/- (Rupees in thousands)). Thus, Capital Work-in-progress stands at ₹ 2,98,910/- (Rupees in thousands) as on March 31, 2023.

## 21 Related Party Transactions:

As per Indian Accounting Standard 24 'Related Party Transactions' as prescribed by Companies (Indian Accounting Standards) Rules, 2015, the Company's related parties and transactions are disclosed below:

## A. List of Related Parties

Sr. No.	Relation	Name
1	Directors	Raktim Kumar Das
		Devang Hemant Vyas
		Girindra Mohan Das
		Rohit Paramananddas Doshi (Resigned on 01.07.2022)
		Prasanta Bora
		Mukund Pradyumanrai Trivedi
		Bina Vasdev Advani
		Manvendra Pratap Singh (Appointed on 24.05.2022)
		Sunita Anil Shah (Appointed on 10.08.2022)
		Adil Khan (Resigned on 24.05.2022)

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

Sr. No.	Relation	Name
2	Key Managerial Personnel	Ramesh C. Pokhriyal - Chief Executive Officer (Resigned on 17.05.2022)
		Prakasam Raghavan - Chief Financial Officer
		Madhu Dharewa - Company Secretary
3	Entities with Significant Influence / Common Directors	Ayodhya Vintrade Private Limited
		Karma Land and Infrastructure Development Company Private Limited
		Interlink Suppliers Private Limited
		Gateway Commo Sales Private Limited
		Gateway Advisors Private Limited
4	Proprietorship and Firms of Director	Magnum Developers
		Rak Magnum Realty LLP
5	Others	Devila Hemant Vyas - Promoter Shareholder & Relative of Director
		Late Shri. Hemant Bhanushankar Vyas (Erstwhile Managing Director)

### B. Details Of Transaction carried out with Related Parties:

(Rupees in Thousands)

Sr. No.	Name	Nature of Transaction	Year ended March 31, 2023	Year ended March 31, 2022
1	Magnum Developers	Business Consultancy Services	1,296	2,592
		Combined Office Admin Services	1,353	2,706
		Other Facility Usage Charges	1,287	2,574
2	Rak Magnum Realty LLP	Other Facility Usage Charges	-	1,468
3	Ramesh C. Pokhriyal	Remuneration Paid to KMP	77	602
4	Prakasam Raghavan	Remuneration Paid to KMP	363	362
5	Madhu Dharewa	Remuneration Paid to KMP	363	362
6	Raktim Kumar Das	Director Remuneration	660	660
		Conveyance Expenses	185	180
		Professional Fees - CWIP	600	-
		Reimbursement of Expenses	146	276
7	Girindra Mohan Das	Director Sitting Fees	20	15
8	Rohit Paramananddas Doshi	Director Sitting Fees	5	25
9	Mukund Pradyumanrai Trivedi	Director Sitting Fees	20	25
10	Bina Vasdev Advani	Director Sitting Fees	20	25
11	Sunita Anil Shah	Director Sitting Fees	10	-
12	Karma Land and Infrastructure Development Company Private Limited	Loan Repaid	-	12,500
13	Devila Hemant Vyas	Loan Repaid (Net of Received)	(4,500)	12,500
14	Late Shri. Hemant Bhanushankar Vyas	Loan Repaid	-	39,600
15	Devang Hemant Vyas	Loan Repaid (Net of Received)	(91,400)	800

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

## C. Receivables/Payables as on 31.03.2023:

(Rupees in Thousands)

Sr. No.	Particulars	As on March 31, 2023	As on March 31, 2022
1	Unsecured Loans Payable		
	a. Late Shri. Hemant B. Vyas	-	412,362
	b. Devila Hemant Vyas	8,000	12,500
	c. Devang Hemant Vyas	321,762	800
	d. Ayodhya Vintrade Private Limited	79,950	79,950
	e. Interlink Suppliers Private Limited	433,675	433,675
	f. Gateway Commo Sales Private Limited	3,400	3,400
	g. Gateway Advisors Private Limited	10,000	10,000
2	Remuneration Payable to Key Managerial Personnel		
	a. Late Shri. Hemant B. Vyas	-	5,654
	b. Ramesh C. Pokhriyal	173	230
	c. Prakasam Raghavan	30	30
	d. Madhu Dharewa	30	30
	e. Raktim Kumar Das	49	(50)
3	Trade Receivables		
	a. Magnum Developers	-	1,467
	b. Rak Magnum Realty LLP	4,948	4,948

## 22 Due to Micro, Small and Medium Enterprises:

Under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, which came into force from 02nd October, 2006, the following disclosures are made for the amounts due to Micro and Small Enterprises:

Particulars	As on March 31, 2023	As on March 31, 2022
The amounts remaining unpaid to any supplier as at the end of the year:		
a) Principal	-	-
b) Interest	-	-
Amount of Interest paid by the company in terms of Section 16 of MSMED Act, 2006, along with the amount of Payment made to the supplier beyond the appointed day during each accounting year.	-	-
Amount of Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the accounting year) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

Note: The Dues to Micro, Small and Medium Enterprises are taken as certified by the Management.

- 23 The company have received the order from National Company Law Tribunal, Guwahati Bench, Guwahati, in the matter of 3A Capital Private Limited whereby the company is directed to pay sum of ₹ 5,79, 97, 128/- within 45 days from the order. The order was received on 21st May 2022. As per legal advice, our councils have reiterated and advised that the said judgment is a fit matter to be challenged in a higher forum as NCLT had no jurisdiction and this being a contempt matter compensation cannot be awarded on the same matter. Accordingly the Company have filed a petition in NCLAT against the order on 29th June 2022. The matter has been admitted in NCLAT and hearing on the matter is going on.

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

### 24 Contingent Liability not Provided for in the Financial Statements: (Rupees in Thousands)

Particulars	As on March 31, 2023	As on March 31, 2022
Counter Guarantees for Sales tax	-	5
Claims against the Group not acknowledged as debts	333,703	284,938
Letter of undertaking executed in favor of Joint Director General of foreign trade under Duty Exemption Entitlement Scheme (Advance License Scheme) for custom duty	13,041	13,041
Letters of credit and Bank Guarantees given by bankers on behalf of the Company.	5,250	5,250
	<b>351,994</b>	<b>303,234</b>

### 25 Golden Handshake Scheme

During the Previous Financial Year ended March 31, 2022, the company had made Payment in terms of "Golden Handshake Scheme" amounting to ₹ 2,06,37,880/- to all the Eligible Employees of the company in One time Settlement of all their dues against the company. The Scheme is primarily based on the Government of Assam VRS Notification No. P/2006/28 dated 15th February, 2006 adopted as per applicable terms of the companies pay structure notified vide No. PBSL/RO/UNION(PART-II)/52/2016-17/262/8 dated 03rd August, 2017 as per Labour Tribunal Order dated 22nd February, 2017 in case No. 04/2014. The scheme was applicable to all the employees of the company with effect from their last working day in the company, when they have logged their attendance (i.e. 24th March, 2020). The above Scheme was prepared in consultation and approved by the Board of Directors, Ministry of Industry and Commerce and PBSL Employees Union.

26 During the Previous Financial Year ended March 31, 2022, the Management with Approval of Board of Directors Passed a Resolution on June 30, 2021 with a view to Sell old, Obsolute, Idle Equipments, Plant and Machineries on account of change in Production lines which were lying in Factory with no present use and occupying huge space to utilise the Proceeds to settle the Golden handshake dues and other Statutory dues of the company. The same were sold off with due diligence. The company has thus disposed off the following Property, Plant and Equipments and the resulting effect is provided in the Financial Statements as follows:

(Rupees in Thousands)

Particulars	Amount
Gross Value of Plant, Property and Equipments Sold	779
Less: Accumulated Depreciation	674
<b>Net Carrying Value of Plant, Property and Equipments Sold</b>	<b>104</b>
Less: Amount Received on Sale	201
<b>Loss on Sale of Plant, Property and Equipments</b>	<b>(96)</b>

27 During the Previous Financial Year ended March 31, 2022, the Management with Approval of Board of Directors Passed a Resolution on November 11, 2022 and Board Resolution on January 25, 2022 to Write off old Debit/Credit Balances Total amounting to ₹ 1,16,98,473/- (NET). The same are being Written off in the Financial Statements and are shown under Other Income as Balances Written off.

28 During the Previous Financial Year ended March 31, 2022, the Company had transferred the Balance of Profession Tax Payable amounting to ₹ 21,01,432/- to Salary Payable as on March 31, 2022. The same has been Outstanding since more than 5 Years. The Management had decided to merge the Balances on account of the Settlement completed with the old Employees under the Golden Handshake Scheme. As per Explanation from the Management, the same is being repaid to the Employees from whom the Profession Tax was deducted. No Payment is made during the current year.

### 29 Balances with Government Authorities:

Balances with Government Authorities Include Goods and Service Tax (GST) Receivable in form of Input Tax Credit amounting to ₹ 1,69,26,724/- (As per Books of Accounts). However Balance as per GST Portal is ₹ 22,31,706/- as on Date of Financial Statements. The Actual balance of Input Tax Credit as per Electronic Credit Ledger is not ascertainable as the GST Return for the month of March, 2022 is not filed by the company as on Date of financial statements. The Management is in process of reconciliation of GST Records to reconcile the above difference of ₹ 1,46,95,018/-



**Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)**

- 30** Preliminary expenses will be written off from the year of commencement of commercial activity in case of Subsidiary Companies and Associate Company.
- 31** The Board is contemplating taking steps for recovering the calls-in-arrears from defaulting applicants, including forfeiture of the shares as a last resort after exhausting all other avenues for recovery in a spirit of maintaining shareholder friendly environment. The Board therefore considers it prudent not to provide for the interest on calls-in-arrears.
- 32** In the opinion of the Board of Directors, in the ordinary course of business the value on realization of current assets, loans and advances, including security Deposits are at least equal to the amount at which they are stated in the Balance Sheet.
- 33** Amounts appearing in Trade Receivables & Payables are realized and paid as on date of signing. Balances of Banks, Sundry Debtors, Sundry Creditors, Loans & Advance, and Deposits are subject to confirmation.
- 34** Prag Bosimi Synthetics Limited (Holding Company) has two subsidiary companies i.e. Prag Bosimi Texurising Private Limited and Prag Bosimi Packaging Private Limited which are non-operating and non-revenue generating. Therefore, operating expenditure's incurred by the companies are absorbed by the holding Company. The same is authorized by the Board Resolution dated: 14/08/2014.
- 35** The production activities of the company was stopped from 23rd March 2020, with the National Lockdown which was declared due to COVID-19 Pandemic. With the said closure, the company suffered heavy financial losses leading to severe liquidity crunch because of non realisation of debtors or movement of stock. Such liquidity crunch lead to worker's agitation which eventually resulted in Union Strike by the Workers Union. This led to blockage of the main gate of the Factory, unabling the management to restart timely production work. Further, due to Natural Calamities the Electricity supply of the company was destroyed resulting complete stoppage of Electricity to the company. Even after destruction the company was burdened with heavy electricity dues by the Assam Power and Distribution Company Limited which eventually led to disconnection of power supply due to Non Payment of Dues. In the meantime Covid-19 had struck a heavy blow to the company in the form of death of its founder Managing Director, Shri. Hemant B. Vyas along with a number of Senior Executives. Besides the deaths almost all of the Top Management suffered from it. However the company kept up with the challenges. The company had managed to make settlement with its workers and have paid all their debts and realeased them under the Golden Handshake Scheme in which Hon'ble Minister of Industries & Commerce, Government of Assam was a signatory along with the Local Member of Legislative Assembly (MLA) and Assam Industrial Development Corporation. On settlement with the workers the company started selling off its finished stock. The Board of Directors also approved Selling off its Old, Unused Plant, Property and Equipment which could generate funds. Now that the initial problems are resolved the company had already approached Assam Power Distribution Company Limited for reconciliation and reconnection of power. Once the power is reconnected, the company would take steps for refurbishing its 132 KV substation and maintenance of its plant and machinery, The company is also planning the optimal manpower required for phase wise restarting and the recruitment process of the same.
- 36** The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of these standalone financial statements including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company has, at the date of approval of these financial statements, used internal and external sources of information including credit reports and related information and economic forecasts and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.
- 37** Disclosure under IND AS – 108 – Segment Report: Operating Segments:
- Packaging – Corrugated Box
  - Garment – Readymade Garments
  - Knitted Fabrics – Knitted Fabrics
  - Others – Fabrics, Yarn and Others

The chief operational decision maker (CODM) monitors the operating results of its business for the purpose of making decisions about resource allocation and performance assessment. Operating segments have been identified on the basis of the nature of products. Revenue and Expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses. Assets & Liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets & Liabilities are disclosed as un-allocable.

# Prag Bosimi Synthetics Limited

## Notes forming part of Consolidated Financial Statement as of and for the year ended March 31, 2023 (Contd.)

(Rupees in Thousands)

Particulars	Yarn	Packaging	Garment/ Fabrics	Knitted Fabrics	Others	Total
<b>REVENUE</b>	5,601	-	-	-	11,076	16,677
Previous Year	17,946	-	-	2,328	36,163	56,437
<b>RESULT</b>	(12,360)	-	-	-	(9,202)	(21,562)
Previous Year	(43,710)	-	-	(3,078)	(99,138)	(145,926)
<b>Finance Cost</b>	62,289					
Previous Year						56,112
<b>Unallocable Expenses</b>						41,974
(Net of Unallocable Income)						
Previous Year						46,861
<b>Net Profit</b>						(125,824)
Previous Year						(248,898)

### 38 Earnings per Share:

Computation of Number of Shares for Calculating Diluted Earnings per Share:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Number of Shares considered as Basic Weighted average shares outstanding	77,287,587	77,287,587
Number of Shares considered as Weighted average shares outstanding	77,287,587	77,287,587
Net Profit after Taxation attributable to Equity Shares	(125,824)	(248,898)
Net Profit after Taxation for Diluted earnings per Shares	(125,824)	(248,898)
Earnings Per Share		
- Basic	(1.63)	(3.22)
- Diluted	-	-

39 Previous Year's figures are regrouped / reclassified / rearranged wherever necessary, to confirm to this year's classification.

The accompanying notes are integral part of these financial statements

**For Rama K. Gupta & Co.,**  
Chartered Accountants  
Firm Registration No.: 005005C

**For and on behalf of Board of Directors of**  
**Prag Bosimi Synthetic Limited**  
CIN: L17124AS1987PLC002758

**Manvendra P Singh**  
Chairman/Director  
DIN: 07708018

**Radha Kishan Agarwala**  
Partner  
Membership No.: 061696

**Raktim Kumar Das**  
Whole Time Director  
DIN: 05115126

**Devang H. Vyas**  
Non Executive Director  
DIN: 00076459

**Bina Advani**  
Director  
DIN: 08534761

**Sunita Shah**  
Director  
DIN: 09654534

**Place: Guwahati**  
**Date: May 18, 2023**

**Girindra M. Das**  
Director  
DIN: 00144978

**Mukund P. Trivedi**  
Director  
DIN: 07179964

**Prakasam Raghavan**  
Chief Financial Officer

**Madhu Dharewa**  
Company Secretary

**CONSOLIDATED ANNEXURE-I****A. DETAILS OF OPENING STOCK, PURCHASES, SALES & CLOSING STOCK OF FINISHED GOODS ARE AS UNDER**

	Unit	For the twelve months period ended 31.03.2023		For the twelve months period ended 31.03.2022	
		Quantity	Amount ₹	Quantity	Amount ₹
a. Opening Stock					
Yarn	MT	25.25	2723836	47.27	4960719
Readymade Garment	Pcs	-	-	1994	519000
Knitted Fabric	MT	-	-	24.41	3541348
b. Purchases					
Readymade Garment (Purchase Returned)	Pcs			-1994	(339,685)
c. Actual Production/Processed					
Yarn (Trf from Raw Material)	MT			70.78	
Yarn (Trf from WIP)	MT	5.60		85.80	
Knitted Fabric(Trf from Raw Material)	MT			5.21	
d. Sales					
Yarn	MT	6.10	634,605	178.60	17,945,520
Others			4,966,358		-
Knitted Fabric	MT			29.62	2,327,940
e. Closing Stock					
Yarn	MT	24.75	2,713,583	25.25	2,723,836
<b>B. (i) Details of Raw Materials Consumed</b>					
Yarn	MT	8.90	997,502	70.78	7,924,977
Knitted Fabric	MT			6.13	888,125
Others			12,453,712		
<b>Total</b>			<b>13,451,214</b>		<b>8,813,102</b>



**ANNEXURE-II****BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE****i. Registration Details**

Registration No	2758	State Code	02
Balance Sheet Date	<b>31-Mar-23</b>		

**ii. Capital raised during the year (Amount in rupees)**

Public issue	Nil	Rights issue	
Bonus issue	Nil	Private Placement	

**iii. Position of Mobilisation and Deployment of Funds (Amount in rupees)**

Total liabilities	2,350,132,424	Total assets	2,350,132,424
Sources of funds			
Paid up Capital	927,452,070	Reserves & Surplus	(737,556,559)
Non-current liabilities	2,121,899,172	Current liabilities	38,337,740
Application of Funds:			
Net Fixed Assets&CWIP	2,033,616,165		
Non-Current Investments		Current Investments	0
Non-current assets	236,515,614	Current assets	79,999,644

**iv. Performance of Company (Amount in rupees)**

Turnover (including other income)	16,677,304	Total Expenditure	137,684,936
Profit/(Loss) Before Tax	(121,007,632)	Profit/(Loss)After Tax	(125,824,412)

**v. Generic Name of the Principal Products of the Company**

Item Code No.(ITC Code)	5402.42	Earning Per Share	(1.63)
Product Description		Polyester Filament Yarn (PFY)	

# Prag Bosimi Synthetics Limited

## PRAG BOSIMI SYNTHETICS LIMITED

CIN: L17124AS1987PLC002758

House No. 19, Ambikagiri Nagar, Milan Path, R.G. Barua Road, Guwahati - 781024, Assam.

Tel : +91 22 22660300/301 • Email : secretarial@bosimi.com • Website : www.pragbosimi.com

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following:

Folio No.	:	
PAN No.	:	
E-mail ID	:	
Telephone Nos. with STD Code	:	+91
Name and Signatures	:	1.
		2.
		3.

Thanking you,

For **Prag Bosimi Synthetics Limited**

Madhu Dharewa  
Company Secretary & Compliance Officer