



**PASUPATI
SPINNING
& WEAVING
MILLS LTD.**

CORP. OFFICE : 127-128, 1st FLOOR, TRIBHUVAN COMPLEX, ISHWAR NAGAR,
MATHURA ROAD, NEW DELHI-110065 (INDIA) PHONE : 91-11-47632200
E-mail : ho@pasupatitextiles.com ; admin@pasupatitextiles.com
Website : http://www.pasupatitextiles.com
CIN - L74900HR1979PLC009789

28th August, 2023

**The Secretary,
The BSE Limited,
P.J. Tower, Dalal Street,
Mumbai – 400 001**

Dear Sir/ Madam

Subject: Submission of Annual Report for FY 2022-23

Dear Sir/Madam,

Please find enclosed herewith copy of Annual Report 2022-23 in due compliance with Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above information on record.

Thanking you

Yours faithfully

For Pasupati Spinning and Weaving Mills Ltd

DEEPIKA Digitally signed by
MALHOTRA DEEPIKA MALHOTRA
Date: 2023.08.28
12:53:08 +05'30'

**Deepika Malhotra
Company Secretary**

43rd

**Annual Report
2022-23**

Pasupati Spinning and Weaving Mills Limited

Board of Directors

Mr. Ramesh Kumar Jain	-Chairman & Managing Director
Mr. Vedit Jain	- Joint Managing Director
Mr. CM Sharma	- Whole Time Director
Mr. Umesh Chandra Tripathi	-Independent Director
Mr. Ghanshyam Das Gupta	-Independent Director
Mr. Ashwani Kumar Rathore	-Independent Director
Ms. Reema Kalhan	-Independent Director
Mr. Ban Mali Khemka	-Independent Director (resigned w.e.f 01/08/2022)

Company Secretary

Ms. Deepika Malhotra

Chief Finance Officer

Mr. Ajay Kumar Monga

Auditors

M/s. B.K. Shroff & Co.
3/7-B, Asaf Ali Road,
1st Floor, Flat No. 4,
New Delhi-110002

Bankers

Bank of Baroda
Canara Bank
Punjab National Bank
State Bank of India
The Nainital Bank Ltd.

Registered Office & Works

Village Kapriwas (Dharuhera), Distt.Rewari, Haryana.
Company Identity Number (CIN) : L74900HR1979PLC009789
Website : www.pasupatitextiles.com

Sewing Thread Unit:

Village Kheri (Kala-Amb), Distt.Sirmour,
Himachal Pradesh

Head Office

127-128 Tribhuvan Complex,
Ishwar Nagar,
Mathura Road,
New Delhi 110065,
Phone: +91-11-47632200,
Email: cs@pasupatitextiles.com and ho@pasupatitextiles.com

Registrar & Shares / Debentures Transfer Agent

M/s. Skyline Financial Services Pvt. Ltd.
D - 153 A, 1st Floor, Okhla Industrial Area.
Phase - I, New Delhi - 110020
Phones: +91-11-26812682, 83, 64732681-88
Fax: +91-11-26812682
Email:www.skylinerta.com

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Dear Shareholder

Sub: - Go Green Initiative in Corporate Governance: Go Paperless.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No 17/2011 dated 21-4-2011 and Circular No 18/2011 dated 29-4-2011) allowing paperless compliances by companies through electronic mode and same also has been allowed under the Companies Act, 2013. Companies are now permitted to send various notices / documents to its shareholders through electronic mode to the registered email address of shareholders. This move by the MCA is welcome step since it will benefit the society at large through reduction in paper consumption and towards a Greener Environment. It will also ensure prompt receipt of communication, avoid loss in postal transit and helps the larger participation of shareholders in **E-Voting**. Keeping in view the underlying theme and circular issued by MCA and provisions of Companies Act, 2013, we are keen to participate in Green Initiative and henceforth propose to send documents like General Meeting Notices (Including AGM), Audited Financial Statements, Directors Report, Auditors Report etc. to the shareholders in electronic form, to the e-mail address provided by you and made available to us by Depositories /RTA.

In case you are holding shares in electronic form and have registered your e-mail id with the Depository, we will send all notices / documents etc. at that e-mail id. If you desire to have a different e-mail id registered, please update the same with your Depository Participant (DP) or email at cs@pasupatitextiles.com or ho@pasupatitextiles.com or admin@skylinerta.com specifying your Client ID and DPId.

All those shareholders who have not yet registered their e mail IDs or holding shares in physical form are requested to register their email IDs with NSDL/ CDSL and/ **or** our RTA or send their request to register their e-mail id at any one of the following mail ids along with Folio No and No of Shares / Client Id and DPID:-

- 1) cs@pasupatitextiles.com
- 2) ho@pasupatitextiles.com
- 3) admin@skylinerta.com

Kindly note that if any shareholders still wish to receive a physical copy of all the above mentioned communications / documents, the company undertakes to provide the same at no extra cost to you, if a request in this connection is received by the company or RTA. Please note that these documents will also be available on the Company's website www.pasupatitextiles.com

We look forward for your encouraging support in welcoming the "Green Initiative"

Thanking You,

Yours faithfully

For Pasupati Spinning and Weaving Mills Limited

Sd/-

Ms. Deepika Malhotra

Company Secretary and Compliance Officer

PASUPATI SPINNING AND WEAVING MILLS LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 43rd ANNUAL GENERAL MEETING OF THE MEMBERS OF PASUPATI SPINNING AND WEAVING MILLS LIMITED WILL BE HELD ON THURSDAY, THE 28TH SEPTEMBER, 2023 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE KAPRIWAS (DHARUHERA), DISTT. REWARI, HARYANA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Chander Mohan Sharma (DIN- 08047336), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

ITEM-3 RATIFICATION OF REMUNERATION OF THE COST AUDITORS

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the remuneration of Rs.60,000/- plus G.S.T and actual out-of-pocket expenses payable to Mr. Satnam Singh Saggu, Cost Accountants, who was appointed as Cost Auditors by the Board of Directors of the Company on the recommendation of Audit Committee to conduct the audit of cost records of the Company for the Financial Year ending 31st March, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Key Managerial Personnel of the Company be and are hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, proper and expedient for the purpose of giving effect to the above resolution.”

ITEM-4 APPROVAL OF RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions and rules of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 23 of Listing Regulations 2015, the consent of the company, be and is hereby accorded to the related party contracts/transactions proposed to be entered between the company and M/s Shivani Textiles Ltd, a Public Ltd Company in which Mr. Ramesh Kumar Jain, and Mr. Vidit Jain, Directors of the company, are holding more than 2% paid up share capital along with their relatives as per details given

below:-

Nature of Contract	Amount (Lacs) Per Year	Name of Party in which Directors are interested
Purchase of dyed fabric	Rs. 150	Shivani Textiles Ltd
Sales of grey fabric	Rs. 400	Shivani Textiles Ltd
Job Work charges	Rs. 700	Shivani Textiles Ltd

“RESOLVED FUTURE THAT all the transactions as stated aforesaid shall be done at best competitive market prices.”

“RESOLVED FURTHER THAT pursuant to provisions of Section 188 and other applicable provisions and rules of the Companies Act,2013, (including any statutory modification(s)or re-enactment thereof for the time being in force) and regulation 23 of Listing Regulations 2015, the consent of the company, be and is hereby accorded to the lease agreement(s) up to the value of Rs. 15,00,000/- per year, which may be entered by the company with any Director(s) or relatives of directors of the company or with any other Related Party /Parties”

ITEM-5 RE-APPOINTMENT OF MR. UMESH CHANDRA TRIPATHI (DIN: 08364163), AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the said Act and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Umesh Chandra Tripathi (DIN-08364163), Independent Director of the Company, who holds office upto February 13th, 2024 and who has submitted a declaration that he meets the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from February 14th, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Key Managerial Personnel of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, proper and expedient for the purpose of giving effect to the above resolution.”

ITEM-6 RE-APPOINTMENT OF MRS. REEMA KALHAN (DIN: 08499949), AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the said Act and the Companies (Appointment & Qualification of Directors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing

Obligation & Disclosure Requirement) Regulations, 2015 and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Mrs. Reema Kalhan (DIN-08499949), Independent Director of the Company, who holds office upto May 27th, 2024 and who has submitted a declaration that she meets the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from May 28th, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Key Managerial Personnel of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, proper and expedient for the purpose of giving effect to the above resolution.”

ITEM-7 PAYMENT OF REMUNERATION TO MR. RAMESH KUMAR JAIN, CHAIRMAN & MANAGING DIRECTOR

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 , 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in furtherance of the special resolution passed in the 40th Annual General Meeting held on December 30, 2020 (“40th AGM”) and subject to such other approvals as may be necessary, approval of the Company be and is hereby accorded to the payment of maximum remuneration of Rs. 20,00,000/- (Rupees Twenty Lacs) per annum inclusive of all perks & allowances to Mr. Ramesh Kumar Jain ,Chairman & Managing Director, for a period of two years w.e.f. 1-4-2023 up to March 31, 2025 (both days inclusive).

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profits for any financial year, the aforesaid remuneration payable to Mr. Ramesh Kumar Jain shall be the minimum remuneration payable to him in terms of the applicable provisions of Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT the ceiling on remuneration shall not include the terminal benefits”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion may consider necessary, expedient or desirable to give effect to this resolution and also to revise the remuneration of Mr. Ramesh Kumar Jain within the limits stipulated in the Companies Act, 2013.”

ITEM NO. 8: TO AMEND MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, the new sub clause (4) and (5) be inserted after sub clause (3) of clause 3(A) in the existing main objects of the Memorandum of Association of the Company:

(4) To provide facilities for the storage, warehousing, carriage and distribution of merchandise by land, sea and air and to purchase, hire, take on lease, give on lease or otherwise acquire any lands, docks, canals, waterways, warehouses, wharves, buildings or machinery, and to construct and equip them.

(5) To carry on the business of providing Logistics Services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company and/or the Company Secretary of the Company, be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-Form with the Registrar of Companies, NCT of Delhi and Haryana.”

BY ORDER OF THE BOARD

For PASUPATI SPINNING AND WEAVING MILLS LTD.

Place: Delhi
Dated: 14/08/2023

Registered Office
Village Kapriwas
(Dharuhera), Distt.Rewari,
HARYANA

DEEPIKA MALHOTRA
COMPANY SECRETARY
(ACS:-28661)

IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HER. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The Register of Members and the Share Transfer books of the Company will remain closed from 22nd September, 2023 to 28th September, 2023, both days inclusive, for annual closing.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 8 of the accompanying Notice, is annexed hereto.

4. As per MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of AGM is being sent by mail only to those Shareholders who have registered their e-mail addresses with the Company/Depositories. Members who have not registered their mail addresses are therefore requested to register/update the same with the Company's Registrar and Share Transfer Agent/Depositories. The Notice of the Meeting will be available on the Company's website www.pasupatitextiles.com and the websites of the Stock Exchanges and National Securities Depository Limited (NSDL).

5. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.

6. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

8. Shareholders holding shares physically, who have not registered email address with the company, can get the same registered with the company by sending email to cs@pasupatitextiles.com mentioning the Folio No. , name ,address along with the copy of the share certificate(front/back) , self-attested copy of the PAN card and self-attested copy of any document in support of the address of the shareholder. Shareholders holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participants.

9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2023.

10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date may obtain the User ID and password by sending a request by mentioning their Folio No. Client Id and Dp Id.

11. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

13. Pursuant to the provision of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 securities can be transferred only in dematerialized form w.e.f. 1st April, 2019. Shareholders are advised to convert their Physical holding into demat form to avail benefits of dematerialization.

Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of

Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e- voting”) will be provided by National Securities Depository Limited (NSDL).

II. The members who have already voted prior to the AGM would not be entitled to vote at the meeting venue.

III. The remote e-voting period commences on 25th September, 2023 (9:00 am) and ends on 27th September, 2023(5:00 pm). During this period member of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2023, may cast their vote by 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.

IV.A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

V. The process and manner for remote e-voting are as under:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday 25th September, 2023 at 09:00 A.M. and ends on Wednesday 27th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st September, 2023.

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 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 IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDEAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period

	<p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="673 1018 1177 1312" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register

	<p>is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</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](http://www.cdslindia.com).

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting 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.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@pasupatitextiles.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@pasupatitextiles.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com and may contact to concerned officials of NSDL. Members may also write to the Company Secretary at the email ID : cs@pasupatitextiles.com or contact at telephone no. 011-47632233

VII. 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 Password' option available on the site to reset the password.

VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

IX. Mr. Sumit Bajaj, Practicing company secretary (C.P No. 23948 and Membership No. A 45042) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting

process in a fair and transparent manner.

X. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidate report of the total votes in favour or against, not later than 48 hours of the conclusion of AGM, to the Managing Director or a person authorized by him.

XI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pasupatitextiles.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Note:-All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection without any fee at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE

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-3

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of Mr. Satnam Singh Saggu, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and their relatives is concerned or interested (financially or otherwise) in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

ITEM 4

The ordinary resolution as set out in item no. 4 relates to approval of material related party transactions by members as required under Sec 188 of the Act and regulation 23 of SEBI (LODR) Regulations 2015. As per regulation 23 of SEBI (LODR) Regulations 2015, related party transaction is said to be material if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Your board of directors is of the view that during the financial year 2023-24 transactions with related parties namely Shivani Textiles Ltd (in which Mr. Ramesh Kumar Jain and Mr. Vidit Jain, Directors of the company, along with their relatives are holding more than 2% paid up share capital), and with other Related Parties, may exceed the aforesaid threshold limits. Hence, Board of Directors recommends the passing of the resolution at Item No- 4 of the Notice as

ordinary resolution.

Save and except Mr. Vidit Jain and Mr. Ramesh Kumar Jain (along with their relatives) ,none of the other Director(s)/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM 5

The shareholders of the Company at their 39th Annual General Meeting held on 27th September, 2019, had appointed Mr. Umesh Chandra Tripathi (DIN: 08364163) as Independent Director of the Company for a period of five consecutive years upto February 13th, 2024.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but can be reappointed for a second term of upto five consecutive years by obtaining approval of the shareholders by way of Special Resolution and on disclosure of such reappointment in the Board’s Report. Schedule IV of the Act provides for performance evaluation by the Board before extending the term of Independent Director.

Considering the vast experience, knowledge and the possession of relevant expertise by Mr. Umesh Chandra Tripathi and his performance evaluation based on his contribution to the Board, the Board of Directors and Nomination & Remuneration Committee are of the opinion that his continued association would be of immense benefit to the Company. Accordingly, Board of Directors at their meeting held on 14th August, 2023 approved the re-appointment of Mr. Umesh Chandra Tripathi as Independent Director of the Company for a further period of five consecutive years with effect from the end of his respective terms of present appointment, subject to the approval of shareholders through Special Resolution.

Mr. Umesh Chandra Tripathi has given his declarations to the Board that, he meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that he is not disqualified from being re-appointed under Section 164(2) of the Act and have given his consent to act as director. Based on the aforesaid declarations/disclosures received from Mr. Umesh Chandra Tripathi, the board is of the opinion that Mr. Umesh Chandra Tripathi fulfil the conditions as provided in the Act and the Rules made thereunder for his re-appointment as Independent Director of the Company and he is independent of the management.

Accordingly, it is proposed to re-appoint Mr. Umesh Chandra Tripathi as Independent Director for a period of 5 consecutive years from February 14th, 2024 up to February 13th 2029 in terms of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and relevant rules made thereunder.

A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders during business hours. Shareholders may write to the Company at cs@pasupatitextiles.com in this regard.

Brief details of Mr. Umesh Chandra Tripathi as required under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and the Secretarial Standards on General Meetings, are furnished in Annexure – I to this Notice.

Mr. Umesh Chandra Tripathi being appointee or his relatives to the extent of their shareholding, may be deemed to be interested in the respective re-appointment. Save and

except above, none of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolutions set out at Items No. 5 of the accompanying Notice for the approval of the Shareholders of the Company.

ITEM 6

The shareholders of the Company at their 39th Annual General Meeting held on 27th September, 2019, had appointed Mrs. Reema Kalhan (DIN: 08499949) as Independent Director of the Company for a period of five consecutive years upto May 27th, 2024.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but can be reappointed for a second term of upto five consecutive years by obtaining approval of the shareholders by way of Special Resolution and on disclosure of such reappointment in the Board’s Report. Schedule IV of the Act provides for performance evaluation by the Board before extending the term of Independent Director.

Considering the vast experience, knowledge and the possession of relevant expertise by Mrs. Reema Kalhan and her performance evaluation based on her contribution to the Board, the Board of Directors and Nomination & Remuneration Committee are of the opinion that her continued association would be of immense benefit to the Company. Accordingly, Board of Directors at their meeting held on 14th August, 2023 approved the re-appointment of Mrs. Reema Kalhan as Independent Director of the Company for a further period of five consecutive years with effect from the end of her respective terms of present appointment, subject to the approval of shareholders through Special Resolution.

Mrs. Reema Kalhan has given her declarations to the Board that she meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Director) Rules 2014, to the effect that she is not disqualified from being re-appointed under Section 164(2) of the Act and have given her consent to act as director. Based on the aforesaid declarations/disclosures received from Mrs. Reema Kalhan, the board is of the opinion that Mrs. Reema Kalhan fulfil the conditions as provided in the Act and the Rules made thereunder for her re-appointment as Independent Director of the Company and she is independent of the management.

Accordingly, it is proposed to re-appoint Mrs. Reema Kalhan as Independent Director for a period of 5 consecutive years from May 28th, 2024 up to May 27th 2029 in terms of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and relevant rules made thereunder.

A copy of the draft letter of appointment setting out the terms and conditions will be available for inspection of the Shareholders during business hours. Shareholders may write to the Company at cs@pasupatitextiles.com in this regard.

Brief details of Mrs. Reema Kalhan as required under Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and the Secretarial Standards on General Meetings, are furnished in Annexure – I to this Notice.

Mrs. Reema Kalhan being appointee or her relatives to the extent of their shareholding, may be deemed to be interested in the respective re-appointment. Save and except above, none of the Directors/Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolutions set out at Items No. 6 of the accompanying Notice for the approval of the Shareholders of the Company.

ITEM 7

The Members of the Company at the 40th Annual General Meeting held on December 30, 2020 ("40th AGM") had appointed Mr. Ramesh Kumar Jain as the Chairman and Managing Director of the Company effective from April 01, 2020 for a period of five years up to March 31, 2025 (both days inclusive) on a maximum salary of Rs. 20,00,000/- (Rupees Twenty Lacs) per annum inclusive of all perks and allowances.

As per the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, payment of the remuneration can be approved by the shareholders resolution for a for a period not exceeding three years. Therefore, upon the recommendation of Nomination and Remuneration Committee, the board at its meeting held on 14th August, 2023 has approved the payment of maximum remuneration of Rs. 20,00,000/- (Rupees Twenty Lacs) per annum inclusive of all perks and allowances to Mr. Ramesh Kumar Jain, Chairman and Managing Director of the Company for a further period of two years for the remaining tenure w.e.f from April 01, 2023 upto March 31, 2025. It is proposed to seek the members' approval for the payment of remuneration to Mr. Ramesh Kumar Jain as Chairman & Managing Director on the terms as set out in the resolution.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Ramesh Kumar Jain as Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 7 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time. Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following: (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors. (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee at its meeting held on 14th August, 2023 has already approved the above remuneration payable to Mr. Ramesh Kumar Jain, Chairman and Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed payment of remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and hence approval of Central Government is not required for the above payment of remuneration.

All other terms and conditions of his appointment as Chairman and Managing Director of the Company as approved by the members of the Company shall remain unchanged. Considering Mr. Ramesh Kumar Jain's experience in textile industry, and the trend in the industry, the terms

of his remuneration are considered to be fair, just and reasonable and are recommended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Ramesh Kumar Jain and Mr. Vidit Jain along with their relatives, are in any way, concerned or interested in the said resolution.

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

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

I	General Information		
1.	Nature of Industry	Textile Segment	
2.	Date or expected date of Commencement of Commercial production	Commercial Production has commenced long back.	
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not applicable	
	Financial performance based on given indicators	Particulars	2022-23 (as per audited financials Report) (In Lakh)
		Paid up Capital	INR 933.71
		Reserves and Surplus	INR 2040.11
		Total Revenue from Operations	INR 13743.57
		Total Expenses	INR 13764.68
		Profit before Tax	INR 104.41
		Tax Expenses including Deferred Tax	INR (5.37)
		Profit after Tax	INR 109.78
	Foreign investments or collaborators, if any	Not applicable	
II	INFORMATION ABOUT THE APPOINTEE:		
	Background details	Mr. Ramesh Kumar Jain has been on the board of the company since 13th August, 1979. He is having valuable experience of more than 44 years.	
	Past Remuneration	Maximum INR 20 Lacs per annum	
	Job profile and his suitability	Textile, Industrial and Business Experience	
	Remuneration proposed	Maximum INR 20 Lacs per annum	

	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration proposed to be paid to Mr. Ramesh Kumar Jain, Chairman and Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Ramesh Kumar Jain before recommending the remuneration as proposed hereinabove
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Ramesh Kumar Jain is relative of Promoters of the Company.
III	OTHER INFORMATION	
	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins
	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.
IV	Disclosures:	
	The information, as required, is provided under Annual Report 2022-23. The remuneration package proposed to be given to Mr. Ramesh Kumar Jain is as per the details given in the resolution. The Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

ITEM 8

Your Company wish to add up one more segment to its present business activities i.e. to set up warehouse spaces and distribution centres. The company's objective is to expand its reach and increase its operational efficiency by strategically locating these facilities in a key industrial hub. The warehouse spaces and distribution centers will be equipped with the latest technology and infrastructure to ensure seamless storage, handling, and distribution of goods.

The launch of warehouse spaces and distribution centers is expected to enhance Company's competitiveness in the logistics industry. The Company is committed to providing world-class facilities

and services to its customers and maintaining high standards of operational excellence. The expansion into the warehousing and distribution sector is a strategic move that is expected to strengthen its market position and create new opportunities for growth.

Accordingly it is desirable to amend the object clause of Memorandum of Association by adding the new sub clause (4) and (5) after sub clause (3) of clause 3(A) in the existing main objects of the Memorandum of Association of the Company.

Pursuant to Section 13 of the Companies Act 2013, any alteration in the object clause requires approval of shareholder through Special Resolution.

The entire set of the altered Memorandum of Association of the Company and other relevant documents are available for inspection by the shareholders at the Registered Office of the Company on any working day except Saturdays, Sundays and public holidays between 11.00 a.m. to 5.00 p.m. till the date of AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

BY ORDER OF THE BOARD
For PASUPATI SPINNING AND WEAVING MILLS LIMITED

Place: Delhi

Dated: 14/08/2023

Registered Office
Village Kapriwas
(Dharuhera), Distt.Rewari,
HARYANA

DEEPIKA MALHOTRA
COMPANY SECRETARY
(ACS:-28661)

Annexure I

Details of Directors proposed to be appointed/re-appointed/continued as Director as required under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings.

Name of Director	Mr. Chander Mohan Sharma	Mr. Umesh Chandra Tripathi	Mrs. Reema Kalhan
DIN	08047336	08364163	08499949
Age	66 Years	68 Years	49 Years
Qualification	B. Tech	M. Tech from IIT Delhi	Post Graduate
Date of first appointment on the Board	20/12/2017	14/02/2019	28/05/2019
Brief resume and Nature of Expertise in specific functions	Have experience of more than 30 years in Textile Industry.	Having sound knowledge of Textile industry.	Having good knowledge of Accounts & Taxation.
Shareholding in the Company	NIL	NIL	NIL
Last Drawn Remuneration	INR 7.85 Lacs	NIL	NIL
Relationship with other directors or key managerial personnel of the Company	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorship in other Companies as on 31.03.2023	NIL	NIL	NIL
Chairmanship / Membership of Committees of other Companies	NIL	NIL	NIL
No. of Meetings of Board attended during the year 2022-23	3	3	2

PASUPATI SPINNING AND WEAVING MILLS LIMITED

DIRECTORS REPORT

The Directors are pleased to present the 43rd Directors Report on the business and operations of the Company together with the Audited Accounts for the financial year ended 31st March, 2023.

1. FINANCIAL PERFORMANCE

Particulars	<u>2022-23</u> <u>Rs./Lacs</u>	<u>2021-22</u> <u>Rs./Lacs</u>
Sales and other Income	13,869.09	10340.70
Profit / (Loss) before Taxes	104.41	3.48
Payment/Provision for Taxation	(5.37)	(1.69)
Profit after Taxation	109.78	5.17
Other Comprehensive Income	6.59	(1.37)
Total Comprehensive Income of the year	116.37	3.80

During the year under review, the turnover of the company significantly increased by 34.12% as compared to last year, which was partially affected due to COVID-19 pandemic. The profit before tax also jumped to Rs.104.41 Lacs from Rs. 3.48 Lacs in the last financial year. The improvement in financial result has been possible due to better market scenario prevailed during first nine months of the financial year. However from last quarter of FY 2022-23, the market conditions have deteriorated. The management is hopeful that market conditions will improve from 3rd quarter of financial year 2023-24.

II THE MANAGEMENT DISCUSSION & ANALYSIS

Spinning Unit, Dharuhera

As already reported last report that the company had discontinued job work operations. Instead, the company had started own manufacturing on Joint Venture Basis with another company but market conditions again deteriorated. Therefore, the job work operations were terminated from August 2022. Thereafter the company is manufacturing polyester fiber for M/s Ganesha Ecospheres Ltd with 100% buy back arrangement. However due to adverse market conditions, the operations have been curtailed significantly.

Knitting & Garment unit, Dharuhera

After COVID 19, the market conditions continue to be grim both on domestic and export front and the company is struggling to procure orders for readymade garments. However the management is hopeful that market conditions should improve by 2nd half of financial year 2023-24.

Sewing Thread Unit at Kala Amb, Himachal Pradesh

The operations for this unit have improved significantly as compared to last year, which was partly hit by 2nd wave of pandemic. However shortage of labour continues to be cause of concern for the management. However, the market conditions deteriorated from last quarter of FY 2022-23. The market conditions are expected to improve from 3rd quarter of FY 2023-24. In order to improve capacity utilisation, the company continues to outsource grey yarn from open market and also getting the fiber converted into grey yarn on job work basis from outside parties and subsequently converting the same into value added product. Barring unforeseen circumstances, the operations of this unit are expected to improve during financial year 2023-24.

III PARTICULARS OF INFORMATION FORMING PART OF THE BOARD'S REPORT PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2013, RULE 8 OF THE COMPANIES (ACCOUNTS RULE 2014 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

ANNUAL RETURN

The annual return of the company has been placed on the website of the company and can be accessed at www.pasupatitextiles.com

NUMBER OF MEETING OF BOARD

During the year, four (4) Board Meetings and four (4) Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively

STATEMENT ON DECLARATION BY THE INDEPENDENT DIRECTORS.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Listing regulations, 2015.

NOMINATION & REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel. More details of the same are given in the Corporate Governance Report.

EXPLANATION OR COMMENTS ON AUDITORS REPORT AND SECRETARIAL AUDIT REPORT

Auditors' observations relating to Note no. 41 as contained in the Main Report under the para 'Basis of Qualified Opinion' are explained hereunder: -

Note 41: Although, the company has made representation to the competent authority for payment of compensation at market rate in respect of part of company's factory land acquired by Government of Haryana, the company feels that final decision in this regard may take a very long time and moreover there is uncertainty about the success of company's representation. Hence, it has been decided that its affect would be given in company's books as and when actual compensation is received from Government of Haryana.

There is no qualification, reservations or adverse remarks made by secretarial auditor in the Secretarial Audit Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, company has not given any loans, Guarantee or made any investments covered under the provisions of Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business. Particulars of the same are being provided in Form AOC-2 which is annexed herewith as **Annexure D**.

STATE OF COMPANY'S AFFAIRS

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis.

AMOUNTS PROPOSED TO BE CARRIED TO RESERVES

Board of Directors does not appropriate any amount to be transferred to General Reserves during the year under review.

DIVIDEND

In view of the requirement of fund for working capital of the company, the Board of Directors is not in a position to recommend any dividend for the year under review.

MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company and the date of signing of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

RISK MANAGEMENT POLICY

Pursuant to the requirement of SEBI (LODR) Regulations, 2015, the Company has constituted a Risk Management Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. On the recommendation of the Risk Management Committee, the Board has adopted Risk Management Policy, which outlines the program implemented by the Company to ensure appropriate risk management within its system and culture. The Risk Management Policy is also posted on the website of the Company. The Company's risk management program comprises of a series of processes, structures and guidelines which assist the Company to identify, assess, monitor and manage its business risks, including any material changes to its risk profile. To achieve this, the Company has clearly defined the responsibility and authority of the Company's Board of Directors and of the Risk Management Committee to oversee and manage the risk management program while conferring responsibility and authority on the Company's senior management to develop and maintain the risk management program in light of the day to day needs of the Company. Regular communication and review of risk management practices provide the Company with important checks and balances to ensure the efficacy of its risk management program.

CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

The relevant provisions of the Companies Act, 2013 and Listing regulations are not applicable to our company.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, and Regulation 17 of the SEBI(LODR) Regulations, 2015 the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The board's performance for the current year was assessed on the basis of participation of directors, quality of information provided/available, quality of discussion and contribution etc. The overall performance of the Board and Committee's of the Board was found satisfactory. The overall performance of Chairman, Executive Directors and the Non-executive Directors of the Company is satisfactory. The review of performance was based on the criteria of performance, knowledge, analysis, quality of decision making etc.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there has been no change in the nature of business of the Company.

DETAILS OF APPOINTMENT AND RESIGNATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Chander Mohan Sharma retires by rotation and being eligible, offers himself for re-appointment.

Directors appointed/resigned during the FY 2022-23

During the financial year under review, Mr. Ban Mali Khemka, Independent Director resigned w.e.f 01/08/2022. Also Mr. Chander Mohan Sharma was re-appointed as Whole Time Director, liable to retire by rotation for a period of 5 years, with effect from 20th December 2022 to 19th December, 2027 (both days inclusive) and Mr. Vedit Jain retired by rotation at the annual general meeting held on 29/09/2022 and was re-appointed.

However, after the closure of financial year there has been no change in the directorship of the Company.

Key Managerial Personnel (KMP) appointed and resigned during the F.Y 2022-23

During the financial year, no changes took place in Key Managerial Personnel.

NAMES OF THE COMPANIES WHICH HAVE BECOME/ CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

The Company did not have any subsidiaries, associates or joint ventures during the year.

DEPOSITS

The Company has not accepted deposits under Chapter V of the Companies Act, 2013.

SIGNIFICANT ORDERS PASSED BY REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS

To the best of our knowledge, the Company has not received any such orders from Regulators, Courts or Tribunals during the year, which may impact the going concern status or the Company's operations in future.

INTERNAL CONTROL SYSTEMS

Your Company has evolved a system of internal controls to ensure that the assets are safeguarded and transactions are authorised, recorded and correctly reported. The internal control system is supplemented by management reviews and independent periodical reviews which evaluate the functioning and quality of internal controls and provides assurance of its adequacy and effectiveness. The scope of internal audit covers a wide variety of operational methods and, as a minimum, ensures compliance with specified standards with regard to availability and suitability of policies and procedures, extent of adherence, reliability of management information system and authorization procedures including steps for safeguarding of assets. The reports of internal audit are placed before Audit Committee of the Directors and Board. Audit Committee and board reviews such audit findings and the adequacy of internal control systems. The Statutory Auditors and the Internal Auditors of the Company also interact with the Audit Committee and Board to share their findings and the status of corrective actions under implementation.

INFORMATION FORMING PART OF THE DIRECTORS' REPORT PURSUANT TO RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees in receipt of remuneration in excess of Rs. 1 Crore and 2 Lacs per year to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rupees One Crore and two Lacs during the financial year 2022-23. The information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is annexed as **Annexure-C**

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Board of Directors has adopted the Vigil Mechanism / Whistle Blower Policy. The policy has provided a mechanism for Directors, Employees and other persons dealing with the Company to report to the Chairman of the Audit Committee, any instance of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company. The details of the policy has been uploaded at the website of the Company @ www.pasupatitextiles.com

COMPOSITION OF AUDIT COMMITTEE

The composition of the Audit Committee has been mentioned in the Corporate Governance Report annexed to this report.

AUDITORS

• STATUTORY AUDITORS

During the year under review, M/s. B K Shroff & Co. Chartered Accountants, has been appointed as Statutory Auditors for a period of 5 years to hold office as such till the conclusion of the Forty Seventh Annual General Meeting to be held in the year 2027.

• COST AUDITORS

The Central Govt. has approved the appointment of Mr. Satnam Singh Saggu, Cost Accountants as cost auditors for conducting Cost Audit for the Financial Year 2023-24. The report of Cost Auditors in respect of audit of the cost records of the Company for the year ended 31st March 2023 will be submitted to the Central Government in due course.

• SECRETARIAL AUDITORS

The Company has undertaken Secretarial Audit for the financial year 2022-23 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report. The Report of the Secretarial Audit as submitted by Sumit Bajaj & Associates is annexed herewith as **Annexure-A**.

• ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the Financial Year 2022-23 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Sumit Bajaj & Associates, Practicing Company Secretaries has been submitted to the Stock Exchange.

CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Listing Regulations with the BSE Limited. Pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

APPRECIATION

The Board of Directors acknowledge with gratitude the co-operation and assistance extended by all its stakeholders, including its shareholders, employees/workers, bankers, customers, business associates and employees. The company also conveys special thanks to Central & State Government and its Bankers, who have helped the company from time to time for their continued support.

For & On Behalf of Board of Directors

**Sd/-
Ramesh Kumar Jain
Chairman & Managing Director**

Place : New Delhi
Dated : 14/08/2023



Sumit Bajaj & Associates

(Practicing Company Secretaries)

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Registration No. S2019DE677200, Peer Review No. 2885/2023

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

To,
The Members,
PASUPATI SPINNING AND WEAVING MILLS LIMITED
Village Kapriwas, Dharuhera,
Distt. Rewari, Haryana

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PASUPATI SPINNING AND WEAVING MILLS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and Compliance-Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 thereunder and the relevant provisions of the Act;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not applicable to the Company during the Audit Period.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -



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- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - *Not applicable as the Company did not issue any security during the financial year under review;*
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - *Not applicable as the Company does not have Employee Stock Option Scheme for its employees;*
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable as the Company has not issued any debts security during the financial year under review;*
 - (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 as the Company has not delisted its equity shares from any stock exchange during the financial year under review; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - *Not applicable as the Company has not done any buyback of its securities during the financial year under review.*
- (vi) The following key/significant laws as specifically applicable to the Company:

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

We further report that:-

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



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

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

We further report that based on review of compliance mechanism established by the Company and on the basis of the compliance certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

As informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory/regulatory authorities and initiated actions for corrective measures, wherever necessary.

There are no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the Company's Affairs.

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

For Sumit Bajaj & Associates
Company Secretaries
(Peer Reviewed Firm)

Sumit Bajaj
Proprietor
M. No. A45042
CP No.23948

UDIN: A045042E000752617

Place: Delhi

Date: 07.08.2023



Sumit Bajaj & Associates

(Practicing Company Secretaries)

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ANNEXURE A TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To,
The Members,
PASUPATI SPINNING AND WEAVING MILLS LIMITED

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial and other 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 and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We further report that the compliance by the Company of applicable Financial Laws like Direct and Indirect Tax Laws has not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For Sumit Bajaj & Associates
Company Secretaries
(Peer Reviewed Firm)

Place: Delhi
Date: 07.08.2023

Sumit Bajaj
(Proprietor)
M. No. A45042
CP No. 23948
UDIN: A045042E000752617



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SECRETARIAL COMPLIANCE REPORT OF
PASUPATI SPINNING AND WEAVING MILLS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023

We Sumit Bajaj & Associates, Whole Time Practicing Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by **Pasupati Spinning and Weaving Mills Limited** ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the period under review)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the period under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable for the period under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the period under review)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the period under review)**



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(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/guidelines issued thereunder;

(j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										

We further hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Si. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observation/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified	Yes	NA



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	by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
2.	Adoption and timely updating of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes Yes	NA
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	NA
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NA
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The company does not have any subsidiary Company.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	NA
8.	Related Party Transactions: (a) The listed entity has obtained prior	Yes	NA



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	approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Not Applicable	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	NA
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NA

For Sumit Bajaj & Associates
(Practicing Company Secretary)

Date: 05-05-2023

Place: New Delhi

UDIN: A045042E000176470

CS Sumit Bajaj
(Proprietor)
C. P. No: 23948
M. No.: 45042

CONSERVATION OF ENERGY.**a) ENERGY CONSERVATION MEASURES TAKEN:**

- The Company has installed new state of the art draw frame machine at its plant at Dharuhera, Haryana. Three Autoconer machines have been installed at its factory at Kalaamb, Himachal Pradesh. These machines are energy efficient and consume lower electricity.
- The Company has recently installed 100KVA solar generation facility at its plant at Dharuhera, Haryana which has been commissioned in May, 2023.

b) ADDITIONAL INVESTMENT PROPOSALS, IF ANY, BEING IMPLEMENTED FOR SAVING ENERGY:

Based upon the 100KVA solar generation facility installed at Dharuhera (Haryana), the Company is planning to install more such facilities with higher capacities.

c) IMPACT OF THE MEASURES FOR REDUCTION OF ENERGY CONSUMPTION AND CONVERSANT IMPACT ON THE COST OF PRODUCTION OF GOODS:

The above measures have resulted in saving of energy and to that extent the cost had reduced.

Form A:

A POWER AND FUEL CONSUMPTION	F.Y 2022-23	F.Y 2021-22
<u>1 Electricity</u>		
a) Purchased Units(in lacs)	269.64	233.62
Total amount paid (Rs in lacs)	1638.71	1472.70
Rate/unit (Rs)	6.08	6.30
b) Own generated through Diesel generators (units)(in lacs)		
Rate of diesel/HFO (Rs/Ltr)	84.26	81.73
Cost/Unit (Rs)	28.25	23.35
<u>2 Coal used in boiler</u>		
Quantity (MT)	1586.00	1102.31
Total Cost (Rs.in lacs)	267.82	188.65
Avg. Cost per MT (Rs in lacs)	0.17	0.17
B) CONSUMPTION PER UNIT OF PRODUCTION:		

Production of Yarn (MT)	5052.05	4340.062
Electricity (KWH/Ton)	5347.18	5393.07
Coal (Kg/Ton)	313.93	253.98
Others (Diesel/HFO Ltr/Ton)	3.32	2.89

FORM B: TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT

Specific areas in which R&D carried out by the Company:

- 1) Recycled polyester yarn for sewing thread application made from pet bottles. For this Company has applied for GRS certification & expects to receive it soon.

BENEFITS ARRIVED AS A RESULT OF R&D

Consistent quality products has helped Company to increase its market share.

FUTURE PLAN OF ACTION

We wish to sell GRS approved yarn at 10% higher price and earn more margin.

FOREIGN EXCHANGE EARNING AND OUTGO (Rs. In Lacs)

Total Foreign Exchange earned (on FOB basis)	Rs.1340.33
Total Foreign Exchange used	Rs. 21.50

Annexure C

PARTICULARS PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of Director and KMP	Designation	Remuneration of Director/KMP for financial year 2022-23 (Amt. in lacs)	Remuneration of Director/KMP for financial year 2021-22 (Amt. in lacs)	% increase in Remuneration in the Financial Year 2022-23	Ratio of remuneration of each Director/ to median remuneration of employees
Mr. Ramesh Kumar Jain	Managing director	4.64	5.53	(16.09%)	1.33
Mr. Vedit Jain	Joint Managing Director	13.72	11.31	21.31%	3.83
Mr. C.M. Sharma	Whole Time Director	7.85	7.85	NIL	2.24
Mr. Umesh C Tripathi	Independent Director	0.30	0.20	50%	0.09
Mr. Ghanshyam Dass Gupta	Independent Director	0.80	0.35	128.57%	0.22
Mr. Ashwani Kumar Rathore	Independent Director	0.30	0.20	50%	0.09
Mrs. Reema Kalhan	Independent Director	0.20	0.10	100%	0.06
Mr. Ban Mali Khemka*	Independent Director	-	0.05	(100%)	0
Mr. Ajay Kumar Monga	CFO	16.61	14.18	17.14%	4.75
Mrs. Deepika Malhotra	Company Secretary	5.66	5.42	4.45%	1.62

*Mr. Ban Mali Khemka resigned w.e.f 01/08/2022.

ii) The median remuneration of employees of the Company during the financial year was 3.50 lakh p.a.

- iii) In the financial year, there was an increase of about 11.8 % in the median remuneration of employees;
- iv) There were 504 permanent employees on the rolls of Company as on March 31,2023;
- v) Relationship between average decrease in remuneration and company performance:-

Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:-The total remuneration of Key Managerial Personnel increased by 13.62% from Rs. 19.60 lacs in 2021-22 to 22.27 lacs in 2022-23 whereas during the year under review, the company has earned a profit of INR 104.41 Lacs as against the profit before taxes of Rs.3.48 lacs in last year.

Vi)Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or 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:

Closing date of Financial Year	Issued Capital (Shares) No of shares	Closing Market Price (Per Share)	EPS	PE Ratio	Market Capitalization (Rs.)
31-3-2022	9337068	26.00	0.06	433.33	24,27,63,768
31-3-2023	9337068	15.75	1.18	13.35	14,70,58,821
Increase/(Decrease)	–	(10.25)	1.12	(419.98)	(9,57,04,947)
% of Increase/ (Decrease)	–	(39.42%)	1866.67%	(96.92%)	(39.42%)

Market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer.:-The equity shares of the Company were initially listed on BSE Ltd. in the year 1982. The last public offer of the equity shares was made in the year 1991 by way of Rights Issue to the existing equity shareholders in the ratio of 1:5 at a price of Rs. 25/- per equity share of Rs.10/-at a premium of Rs. 15 per share. As on 31st March, 2023, the market quotation of the Company's share price (closing price) was Rs. 15.75 i.e. decrease in price of 39.42%.

- V. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- VI. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive Remuneration in excess of the highest paid director during the year – Not Applicable; and
- VII. 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.

FORM NO. AOC -2

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

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	Not Applicable
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL No	<u>Name (s) of the related party & nature of relationship</u>	<u>Details</u>	<u>Nature of contracts/arrangements/transaction</u>	<u>Duration of the contracts/arrangements/transaction</u>	<u>Salient terms of the contracts or arrangements or transaction including the value, if any</u>	<u>Date of approval by the Board, If any</u>	<u>Amount paid as advances, if any</u>
1	Mr. Ramesh Kumar Jain	Chairman and Managing Director	Remuneration and perquisites paid during the year :- (Rs in lacs) 4.64	One year	N/A	15-05-2023	Nil
2	Mr. Vedit Jain	Executive Director	Remuneration and perquisites and Retirement Benefits paid during the year :- (Rs in lacs) 13.72	One year	N/A	15-05-2023	Nil

3	Mr. Umesh C Tripathi	Independent Director	Sitting Fees (Rs in lacs) 0.30	One year	N/A	15-05-2023	Nil
4	Mr. Ghanshyam Das Gupta	Independent Director	Sitting Fees (Rs in lacs) 0.80	One year	N/A	15-05-2023	Nil
5	Mr. Ashwani K Rathore	Independent Director	Sitting Fees (Rs in lacs) 0.30	One year	N/A	15-05-2023	Nil
6	Mr. CM Sharma	Executive Director	Remuneration and perquisites paid during the year :- (Rs in lacs) 7.85	One year	N/A	15-05-2023	Nil
7	Mr. BanMali Khema	Independent Director	Sitting Fees (Rs in lacs) NIL	One year	N/A	15-05-2023	Nil
8	Mrs. Reema Kalhan	Independent Director	Sitting Fees (Rs in lacs) 0.20	One year	N/A	15-05-2023	Nil
9	M/s Shivani Textiles	Directors along with their relatives are holding more than 2% shareholding of the company	Sales (Rs in lacs) 22.33 Job Work (Rs. in lacs) 32.12 Purchases (Rs in lacs) 23.95	One year	N/A	15-05-2023	Nil

CHAIRMAN AND MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER CERTIFICATION

**To,
The Board of Directors,
Pasupati Spinning & Weaving Mills Ltd,**

We, the undersigned, in our respective capacities as Chairman & Managing Director and Chief Financial Officer of **Pasupati Spinning & Weaving Mills Ltd** (“the Company”), to the best of our knowledge and belief certify that:

1. We have reviewed financial statements and the cash flow statement of Pasupati Spinning and Weaving Mills Ltd for the year ended 31st March, 2023 and to the best of our knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s Code of Conduct.

3. We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

4. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company’s internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

5. We have indicated, based on our most recent evaluation, whenever applicable to the Auditors and the Audit Committee:

(i) that there are no significant changes in internal control over financial reporting during the year;

(ii) that there are no significant changes in accounting policies during the year; and

(iii) that there are no instances of significant fraud of which we have become aware.

Ramesh Kumar Jain
(Chairman & Managing Director)

Ajay Kumar Monga
(Chief Financial Officer)

Place: New Delhi

Date: 14/08/2023

Declaration Regarding Compliance by Board Members and Senior Management Personnel with Code of Conduct.

This is to confirm that Company has adopted “Pasupati Spinning & Weaving Mills Ltd Code of Conduct” for its Senior Management and Board members and the same has been posted on Company’s website.

I confirm that the Company has in respect of the financial year ended 31st March, 2023, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Senior means personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management i.e. Executive Directors and all functional heads.

Ramesh Kumar Jain
Chairman & Managing Director

New Delhi
Date-14/08/2023

PASUPATI SPINNING & WEAVING MILLS LIMITED

REPORT ON CORPORATE GOVERNANCE

Your Directors present the Company's Report on Corporate Governance as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March 2023.

1 COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company's philosophy of corporate governance is to conduct its business on the basis of ethical business value and maximize its value to all its stakeholders. The Company has inculcated a culture of transparency, accountability and integrity. The Company has already put in place systems and procedures and has complied with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2 BOARD OF DIRECTORS:

The Company has an Executive Chairman and the number of Independent Directors is more than half of the total strength of the Board. The Company has complied with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Composition of the Board of Directors (Board). None of the Independent Directors have any material pecuniary relationship or transactions with the Company.

Necessary disclosures regarding composition of the Board, category, attendance of Directors at the Board Meetings and last Annual General Meeting, number of other Directorship and other Committee Memberships are given below:-

Name & Designation of Directors	Category	No. of Board Meetings attended	No. of Directorships held in other Companies	Attendance at last AGM	No. of Committee positions held in other Companies		Directorship in other Listed Companies
					Chairman of Committee	Member of Committee	
Mr. Ramesh Kumar Jain (Chairman & Managing Director)	ED and Promoter	4	2	Yes	Nil	Nil	Nil
Mr. Vidit Jain	ED & Promoter	4	4	Yes	1	2	Pasupati Fincap Limited
Mr. Ghanshyam Das Gupta	NED & Independent	4	2	Yes	Nil	Nil	Nil
Mr.	NED	3	Nil	Yes	Nil	Nil	Nil

Ashwani Kumar Rathore	&Independent						
Mr. CM Sharma	Whole Time Director	3	Nil	No	Nil	Nil	Nil
Mr. Umesh C Tripathi	NED &Independent	3	Nil	Yes	Nil	Nil	Nil
Mr. Ban Mali Khema *	NED &Independent	NIL	N.A	N.A	N.A	N.A	N.A
Mrs. Reema Kalhan	NED &Independent	2	Nil	No	Nil	Nil	Nil

* Mr. Ban Mali Khemka resigned from the directorship w.e.f 01/08/2022.

ED – Executive Director/ NED – Non-Executive Director

None of the Directors on the Board is a member of more than 10 committees or Chairman of more than 5 Committees as specified in SEBI LODR 2015 across all the Companies in which he/she is a Director.

Mr. Ramesh Kumar Jain is father of Mr. Vedit Jain. And none of the other Directors on the Board are related to each other.

Matrix of skills/competence/expertise of Directors

The following matrix summarizes list of core skills/ expertise/competencies identified by the Board as required in the context of its business and the sector in which the Company operates.

Board Competency Matrix

Industry Knowledge/Experience	Technical Skills/Expertise/Competencies
Industry Experience	Finance & Accounting
Global Business	Strategy and Business Development
Understanding of government legislation Information	Legal & Governance
Knowledge of Sector	Human Resource Management & Labour Laws

Number of Board Meetings:-

During the financial year 2022-23, four board meetings were held on the following dates:-

S. No.	Date	Board Strength	No. of Directors present
1	30/05/2022	8	5
2	10/08/2022	7	6
3	11/11/2022	7	5
4	08/02/2023	7	7

- **Name & Designation of Compliance Officer**

Ms. Deepika Malhotra has been appointed as Company Secretary cum Compliance Officer w.e.f. 5th December 2020.

3 AUDIT COMMITTEE:-

Composition, meetings and the attendance during the year:

The Company has complied with all the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR 2015) relating to the composition of the Audit Committee. During the financial year 2022-23, four meetings of the Audit Committee were held on the 30th May, 2022, 10th August, 2022, 11th November, 2022 and 08th February 2023.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Date of the Meetings	Composition	Attendance (Yes/ No)	Chairman
30/05/2022	Mr. G.D. Gupta, Member and Chairman Mr. Umesh C. Tripathi, Member Mr. Ashwani Kumar Rathore, Member	Yes Yes Yes	Mr. G.D.Gupta
10/08/2022	Mr. G.D. Gupta, Member and Chairman Mr. Umesh C. Tripathi, Member Mr. Ashwani Kumar Rathore, Member	Yes No Yes	Mr. G.D.Gupta
11/11/2022	Mr. G.D. Gupta, Member and Chairman Mr. Umesh C. Tripathi, Member Mr. Ashwani Kumar Rathore, Member	Yes Yes No	Mr. G.D.Gupta
08/02/2023	Mr. G.D. Gupta, Member and Chairman Mr. Umesh C. Tripathi, Member Mr. Ashwani Kumar Rathore, Member	Yes Yes Yes	Mr. G.D.Gupta

The Audit Committee meetings were attended by Chief Financial Officer and Statutory Auditors were also invited to the meeting. The Company Secretary acted as the Secretary to the Committee.

Terms of reference:

The terms of reference of the Committee, inter alia covers the matters specified under Regulation 18 of SEBI (LODR) 2015 as amended from time to time as well as specified in Section 177 of the Companies Act, 2013 read along with rules made thereunder. Besides, in additions to other terms as may be referred by the Board of Directors, the Audit Committee has the power inter alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company and seek legal and professional advice.

4 NOMINATION AND REMUNERATION COMMITTEE

Composition:

The strength of the Nomination and Remuneration Committee as on 01.04.2022 was three members i.e. Mr. G. D. Gupta, Chairman, Mr. Umesh Chandra Tripathi and Mr. Ashwani Kumar Rathore as Members. Presently all the members of the Committee including its Chairman are independent Directors. The Company Secretary acted as the Secretary of the Committee.

Terms of Reference:

The role, terms of reference, authority and powers of the Remuneration Committee are in conformity with the SEBI LODR 2015 and as prescribed under the Companies Act, 2013. The remuneration committee of the Company reviews approves and recommends to the Board the matters connected with fixation and periodic revision of remuneration of Chairman & Managing Director, Whole Time Directors and Executive Directors.

Role of committee inter-alia includes the following:

- (1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) Devising a policy on diversity of board of directors;
- (4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Number of Committee Meetings and Attendance:-

Date of the Meetings	Composition	Attendance (Yes/ No)	Chairman
30/05/2022	1. Mr. G.D Gupta, Member and Chairman 2. Mr. A.K Rathore, Member 3. Mr. Umesh Chandra Tripathi, Member	Yes Yes Yes	Mr. G.D. Gupta
10/08/2022	1. Mr. G.D Gupta, Member and Chairman 2. Mr. A.K Rathore, Member 3. Mr. Umesh Chandra Tripathi, Member	Yes Yes No	Mr. G.D. Gupta

APPOINTMENT & REMUNERATION POLICY:

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration and evaluation criteria for performance evaluation of Independent Directors.

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT IS GIVEN BELOW:-

1. Appointment Criteria and Qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position for which he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice calling general meeting for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term/Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

sDetails of Remuneration/Sitting fees paid to directors during the year 2022-23:-:

Sl. No.	Name of the Director	Description of Transaction	Salary (Rs. in lacs)	Perquisites (Rs. in lacs)	Sitting Fee (Rs. in lacs)	Retirement Benefits(in lacs)	Total (Rs. in lacs)
1	Mr. Ramesh Kumar Jain Chairman & Mng. Director	Perquisites	Nil	4.64	Nil	Nil	4.64
2	Mr. Vedit Jain Whole Time Director	Remuneration & perquisites	7.20	6.52	Nil	Nil	13.72
3	Mr. CM Sharma Whole Time Director	Remuneration & perquisites	7.85	NIL	Nil	Nil	7.85
4	Mr. Umesh C Tripathi. Director	Sitting Fees	Nil	Nil	0.30	Nil	0.30
5	Mr. G. D. Gupta Non-Executive Director	Sitting Fees	Nil	Nil	0.80	Nil	0.80
6	Mr. Ashwani Kumar Rathore, Non-Executive Director	Sitting Fees	Nil	Nil	0.30	Nil	0.30
7	Mr. Banmali Khemka	Sitting Fees	Nil	Nil	NIL	Nil	NIL
8	Mrs. Reema Kalhan	Sitting Fees	Nil	Nil	0.20	Nil	0.20

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL.

1. Remuneration to Managing / Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

2. Remuneration to Non- Executive / Independent Director:

The Non-Executive Independent Director may receive remuneration/compensation/commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

The aforesaid Policy and evaluation criterion is disclosed on the Company's website and the weblink for the same is:

http://www.pasupatitextiles.com/pdf/Pasupati%20_Nomination_and_RemunerationPolicy.pdf

5 STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee is vested with the requisite power and authority to specifically look into the redressal of the shareholders'/Debtenture holders/ Investors' Grievance. The Committee considers and resolves the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

a) Composition

Presently the Stakeholder Relationship Committee consisted of three members – Sh. Ashwani Kumar Rathore as Chairman, Sh. Ramesh Kumar Jain and Sh. Vidit Jain as members.

b) Name & Designation of Compliance Officer

Ms. Deepika Malhotra serves as Company Secretary cum Compliance Officer.

c) Investors Complaints received and resolved during the year 2022-23

Complaints Received	Complaints Resolved	Complaints Pending
Nil	Nil	NIL

d) Meetings:-

During the year ending 31.03.2023, 27 (Twenty Seven) Meetings of Stakeholder Relationship Committee were held. The Details of attendance of Members are as under:

Name of Member	No. of Meetings Held	No of Meetings attended
1. Mr. Ashwani Kr. Rathore (Chairman)	27	27
2. Mr. Ramesh Kumar Jain	27	27
3. Mr. Vidit Jain	27	27

6 THE COMPANY HAS FORMED A BUSINESS RISK EVALUATION/ MANAGEMENT COMMITTEE CONSISTING OF THE FOLLOWING MEMBERS.

Name of The Member	Designation	No of Meetings held during the year
Mr. Ramesh Kumar Jain	Chairman	Nil
Mr. C M Sharma	Member	Nil
Mr. Vidit Jain	Member	Nil

The objectives and scope of the Risk Management Committee broadly comprise of

- i. To consider the Company's risk management strategies;
- ii. To consider, review and approve risk management policies and guidelines;
- iii. To decide on risk levels, risk appetite and related resource allocation;

- iv. To approve major decisions affecting the Group's risk profile or exposure and give such directions as it considers appropriate;
- v. To approve major risk management activities such as hedging transactions;
- vi. To review the Group's approach to risk management and approve changes or improvements to key elements of its processes and procedures; and
- vii. Provide an update report to the Board in this regard no less frequent than annually.

7 CODE OF CONDUCT:

The Board of Directors of the Company has adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel. In terms of the requirements of SEBI Listing Regulations, 2015 the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company, www.pasupatitextiles.com. All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2023 and a declaration to that effect signed by the Chairman & Managing Director is attached and forms part of this report.

8 CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Company has adopted Modal Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre- clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. Web link for Modal Code of Insider trading of the company is:

http://www.pasupatitextiles.com/pdf/PREVENTION_OF_INSDIER_TRADING_CODE_OF_CONDUCT.pdf

9 PERFORMANCE EVALUATION:

In compliance with the provisions of the Companies Act, 2013 ('the Act') and SEBI Listing Regulations, 2015, the Board during the year adopted a formal mechanism for evaluation of its performances as well as that of its committees and individual Directors, including the Chairman of the Board. 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. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

10 INDUCTION & FAMILIARIZATION PROGRAMS FOR INDEPENDENT DIRECTORS:

On appointment of the Independent Directors a letter of Appointment setting out in detail, the terms of appointment, duties and responsibilities is issued. Each newly appointed Independent Director is taken through a familiarization programme. The program aims to familiarize the Directors with the Company, their role and responsibilities, business model of the Company etc.

11 INDEPENDENT DIRECTORS' MEETING:

As required under Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI LODR 2015, the Independent Directors have to hold at least one meeting in a year, without the attendance of non-independent directors and members of the management.

During the financial year 2022-23 one (1) meeting was held on 08th February, 2023 which was attended by all the independent directors.

The role, broad terms and reference of the committee shall include the following:

- a. Review the performance of Non-Independent Directors and the Board as a whole;
- b. Review the performance of the Chairperson of the Company, taking into account the views of Executive directors and Non-executive Directors;
- c. Assess 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

12 RELATED PARTY TRANSACTIONS

The Company has entered Related Party Transactions during the financial year 2022-23. All Related Party Transactions entered into during the year are on an arm's length basis and are in the ordinary course of business. There are no materially significant Related Party Transactions made by the Company with promoters, directors, Key Managerial Personnel or other designated persons which may have potential conflict with the interests of the Company at large. On the recommendation of the Audit Committee, the Board of Directors has adopted a policy on Related Party Transactions, which is also uploaded on the website of the Company www.pasupatitextiles.com under the head 'Investor -Policies'. The Policy envisages the procedure governing related party transactions required to be followed to ensure compliance with the applicable laws and regulations as well as to ensure that the Related Party Transactions are managed and disclosed in accordance with the strict legal and accounting requirements. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms & conditions of the transactions. The statement is supported by a certificate from the CMD and CFO. The particulars of related party transactions are given in form AOC-2 and are annexed as Annexure-D to Directors report. Web link where policy on dealing with related party transactions is:- <https://pasupatitextiles.com/#>

13 MEANS OF COMMUNICATION & WEBSITE:

- The Quarterly & Annual Results were generally published in the newspaper i.e. Financial Express (English

edition) and in the Jansatta (Hindi edition). The Quarterly results are also displayed on the website of the Company, i.e., www.pasupatitextiles.com

- In line with the existing provisions of SEBI LODR 2015, the Company has created a separate e-mail address viz. cs@pasupatitextiles.com to receive complaints and grievances of the investors.
- Company displays official news release on its website as required.

14 GENERAL BODY MEETINGS

Annual General Meetings:

Location and time for the three previous AGM's are as follows:-

Year	Date	Venue	Time
2020	30-12-2020	Village Kapriwas, Dharuhera (Dist- Rewari) Haryana	10.00 A.M
2021	24-09-2021	-do-	10.00 A.M
2022	29-09-2022	-do-	10.00 A.M

Special Resolutions

Three special resolutions were passed at the 42nd Annual General Meeting held for F.Y. 2021-22. However, no special resolution was passed at the 41st Annual General Meeting held for F.Y. 2020-21. And only two Special Resolutions were passed at the 40th Annual General Meeting held for F. Y. 2019-20.

Postal Ballot:

For the year ended March 31, 2023 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot. During the year Company does not propose to pass any special resolution through postal ballot.

15 GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting date, time and venue:-

The 43rd Annual General Meeting of the members of the company will be held at the registered office & works of the company at Village Kapriwas (Dharuhera), Distt. Rewari, Haryana on Thursday, the 28th September 2023 at 10.00 A.M.

Annual General Meeting	
Date & Time	28-09-2023 at 10 A.M
Venue	Registered Office of the Company at Village Kapriwas (Dharuhera) Distt. Rewari, Haryana

Financial Calendar:-

Financial Year :	1st April – 31st March
Unaudited Results for the quarter ending 30 th June, 2023	On or before 14 th August, 2023
Unaudited Results for the quarter ending 30 th September, 2023	On or before 14 th November, 2023
Unaudited Results for the quarter ending 31st December, 2023	On or before 14 th February, 2024
Audited Results for the year ending 31st March, 2024	On or before 30 th May, 2024
Date of Book Closure	22 nd September, 2023 to 28 th September, 2023, both days inclusive
Demat ISIN in CDSL/NSDL	INE909B01020

#Company has not declared any dividend during the year 2022-23.

Listing at Stock Exchanges:

The details regarding payment of listing fee to Stock Exchange are given below:

S. No.	Stock Exchange Code No	Name of Stock Exchanges	Listing Fee Paid up to
1	A-1	Bombay Stock Exchange	F.Y 2023-24

Market Price data: High/Low during the year 2022-23

High/Low of Market price of Company's equity shares traded on the **Bombay Stock Exchange Ltd.** during the financial year ended on March 31, 2023 was as follows:

Month	High (Rs)	Low (Rs)
April, 2022	29.95	23.25
May, 2022	26.60	23.40
June, 2022	26.85	17.00
July, 2022	21.45	15.40
August, 2022	25.50	17.75
September, 2022	25.50	18.95
October, 2022	25.35	21.20
November, 2022	25.90	21.55
December, 2022	25.50	21.30
January, 2023	29.70	22.90
February, 2023	26.50	22.55
March, 2023	23.25	15.35

High/Low of BSE Sensex during the year 2022-23

Period High: 63583.07

Period Low: 50921.22

Date	High	Low
April, 2022	60845.10	56009.07
May, 2022	57184.21	52632.48
June, 2022	56432.65	50921.22
July, 2022	57619.27	52094.25
August, 2022	60411.20	57367.47
September, 2022	60676.12	56147.23
October, 2022	60786.70	56683.40
November, 2022	63303.01	60425.47
December, 2022	63583.07	59754.10
January, 2023	61343.96	58699.20
February, 2023	61682.25	58795.97
March, 2023	60498.48	57084.91

CREDIT RATING

India Ratings & Research (Ind-Ra) has upgraded the Company's Long-Term Issuer Rating to 'IND BB' from 'IND B+'. And, the instrument wise rating actions are as under:

Instrument Type	Date of Issuance	Coupon Rate	Maturity Date	Size of Issue (million)	Rating	Rating Action
Fund-based limits	-	-	-	INR 345.15 (decreased from 345.3)	IND BB/Stable	Upgraded
Non-fund-based limits	-	-	-	INR 69.7 (increased from INR 59.5)	IND A4+	Upgraded
Term loan	-	-	-	INR 100.27	IND BB/Stable	Upgraded

Registrars and Share Transfer Agents for Shares:

Address & Contact No. of Registrar & Share Transfer Agent are as follows:

M/s. Skyline Financial Services Pvt. Ltd
D-153, 1st Floor, Okhla Industrial Area
Phase -1, New Delhi 110020.
Tel.: 011 -26812682,83 , 011-64732681-88

Share Transfer System:

Shareholders seeking demat/remat of their shares must approach the 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 the Registrar and Share transfer Agent (“the Registrar”) of the Company. Upon receipt of the request and share certificate, the Registrar will verify the same. Upon verification, the Registrar will request the National Securities Depository Ltd. (NSDL)/Central Depository Services Ltd. (CDSL) to confirm the Demat request. The Demat account of the concerned shareholder will be credited with an equivalent number of shares. In case of a rejection of the request, it will be communicated to the shareholder. In the case of remat, upon receipt of a request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests the NSDL and CDSL to confirm the request. The approval of the company is sought and an equivalent number of shares are issued in the physical form to the shareholder. The share certificates are dispatched within one month from the date of issue of shares.

Distribution of Shareholding as on 31.03.2023:

PAN CONSOLIDATION

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
1	2	3	4	5
Up To 500	5950	96.67	414965.00	4.44
501 To 1000	108	1.75	80753.00	0.86
1001 To 2000	42	0.68	61660.00	0.66
2001 To 3000	17	0.28	40931.00	0.44
3001 To 4000	9	0.15	31064.00	0.33
4001 To 5000	5	0.08	23651.00	0.25
5001 To 10000	8	0.13	52370.00	0.56
10000 and Above	16	0.26	8631674.00	92.45
Total	6155	100.00	9337068.00	100.00

WITHOUT PAN CONSOLIDATION

Share or Debenture holding Nominal Value	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount	% to Total Amount
1	2	3	4	5
Up To 5,000	5987	96.61	4155650.00	4.45
5001 To 10,000	111	1.79	829910.00	0.89

10001 To 20,000	42	0.68	610400.00	0.65
20001 To 30,000	18	0.29	435330.00	0.47
30001 To 40,000	10	0.16	343440.00	0.37
40001 To 50,000	6	0.10	272280.00	0.29
50001 To 1,00,000	7	0.11	465750.00	0.50
1,00,000 and Above	16	0.26	86257920.00	92.38
Total	6197	100.00	93370680.00	100.00

Dematerialization of Shares:

As on 31st March, 2023, 90,24,768 shares (i.e. 96.66% of the Company's equity shares) were held in dematerialized form and balance are held in physical form. Trading in Company's shares is permitted only in demat form w.e.f. 06.09.2000 as per notification issued by the Securities & Exchange Board of India.

Outstanding: GDR/ADR/Warrants/Options

As of date, the Company has not issued GDRs/ADRs/Options.

Subsidiary Company

Company does not have any subsidiary company.

Plant Location:

Polyester Viscose Yarn & Cotton Yarn Unit	Village Kapriwas(Dharuhera)Distt. Rewari, Haryana
Sewing Thread Unit	Village Kheri (Kala-Amb) Distt. Sirmour, H.P.

Address for correspondence:-

Registered Office:	Village Kapriwas (Dharuhera), Distt. Rewari (Haryana)
Corporate office address :	127-128 , Tribhuvan Complex, Ishwar Nagar , Mathura Road , Delhi-110065
Telephone No	011-47632200,01147632221
Email	cs@pasupatitextiles.com , ho@pasupatitextiles.com

Secretarial Department

The Company's Secretarial Department, headed by the Company Secretary is situated at the Office mentioned above. Shareholders/Investors may contact the Company Secretary for any assistance they may need.

16 DISCLOSURES

a. Related Party Transactions

a. The Company did not enter into any materially significant related party transactions, which had potential conflict with the interest of the Company at large.

b. Compliance with Regulations

In current financial year 2022-23 the Company has duly made all the compliances of SEBI (LODR) Regulations, 2015.

c. Vigil Mechanism / Whistle Blower Policy

a. The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The objective of the Policy is to explain and encourage the directors and employees to raise any concern about the Company's operations and working environment, including possible breaches of Company's policies and standards or values or any laws within the country or elsewhere, without fear of adverse managerial action being taken against such employees. It is hereby affirmed that in relation to the same, no personnel have been denied access to the audit committee. The Whistle Blower Policy of the Company has been uploaded and can be viewed on the Company's website.

d. Mandatory and non-mandatory requirements

The Company has complied with the mandatory requirements of SEBI LODR 2015 which are detailed in the annual report. As regard non mandatory requirements company is planning to adopt some non-mandatory requirement in future for good governance.

e. Web Link of policy on related party transactions-

<https://pasupatitextiles.com/#>

f. Commodity Price Risk/Foreign Exchange Risk and Hedging Activities

On exports, foreign exchange risk is low as company discounts its foreign debtor's bills on dispatch; similarly foreign exchange risk is also low on import of raw material as company makes payment on receipt. Hence, no hedging activities are undertaken.

g. There is no fund raised through preferential allotment or qualified institutions placement as specified under regulation 32(7A).

h. The company has accepted all the recommendations of Audit committee and Nomination committee.

i. In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee. During the year under review, no complaints pertaining to sexual harassment were received and no complaint was pending as on 31st March, 2023.

j. Total fees paid to Statutory Auditor during Financial Year 2022-23.

For Statutory Audit	-	5.35 lacs
For Quarterly Reviews	-	4.05 lacs
For other services	-	<u>0.10 lacs</u>

Total - **9.50lacs**

- k.** M/s Sumit Bajaj & Associates, Practicing Company Secretaries have certified that for the financial year ended on 31st March, 2023, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority.
- l.** There is no non-compliance of any requirement of corporate governance report of sub-paras (2) to (10) of Section C of Schedule V of SEBI (LODR) Regulations 2015 subject to matters reported in point 16(b) of this Corporate Governance Report (under clause (b) of sub-para 10 of Section C of Schedule V of SEBI (LODR) Regulations 2015).
- m.** All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of clause (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied in this Corporate Governance Report.

CEO / CFO Certification

Managing Director & Chief Financial Officer of the Company have furnished the requisite Compliance Certificates to the Board of Directors under Regulation 17 of the SEBI (LODR) 2015.

For and on behalf of the Board of Directors

Place: New Delhi
Dated: 14/08/2023

Sd/-
Ramesh Kumar Jain
Chairman & Managing Director

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To
The Members,
Pasupati Spinning and Weaving Mills Limited

We have examined the compliance of conditions of Corporate Governance by Pasupati Spinning and Weaving Mills Limited ("the Company"), for the financial year ended on 31st March, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

Managements' Responsibility

The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Auditor's Responsibility

We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountant of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC)1, Quality Control for Firms that performs Audits & Reviews of Historical Financial information and other Assurance & related service engagements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance for the year ended 31st March, 2023 as stipulated in the above-mentioned Listing Regulations, as applicable.

For B. K. Shroff & Co.
Chartered Accountants
Reg. No.: 302166E

(O.P. SHROFF)
Partner
Membership Number: 006329

Dated: 14th August,2023
Place: New Delhi
UDIN: 23006329BGYYUQ9280

Independent Auditors' Report

To
The Members of
Pasupati Spinning & Weaving Mills Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of **Pasupati Spinning & Weaving Mills Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2023, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis of Qualified Opinion section of our report*, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

The company has claimed additional compensation in respect of part of factory land acquired. The additional compensation demand is Rs.614.64 Lacs (including amount upto previous year Rs. 614.64 Lacs), which according to the management shall be accounted for as and when received. Had the additional compensation been accounted for the profit for the year and other current assets would have been higher by the said amount. (Refer Note no. 41 of the accompanying notes to the financial statements).

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to:

a) Note 62 to the standalone financial statements, which states that in the opinion of the management the provision made for debtors is sufficient and the balance debtors are good and recoverable and no further provision is required.

b) Note 35(a) to the standalone financial statements, which states that the premises in which stocks of the company valued at Rs. 172.16 lacs were lying was sealed on 16th August, 2016. Legal case for release of material is pending. Therefore, verification of stock could not be carried out. However, in the opinion of the management no provision for any loss is required.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis of Qualified Opinion and Emphasis of Matter section we have determined the matters described below to be the key audit matters to be communicated in our report.

1. The company has material matters under dispute which involves significant judgment to determine the possible outcome of these disputes (Refer Note No. 29 to the standalone financial statements). We obtained the details of the disputes with their present status and documents. We made an in-depth analysis of the dispute. We also considered legal procedures and other rulings in evaluating management's position on these disputes to evaluate whether any change was required to management's position on these disputes.
2. As on 31st March 2023, current tax assets and other current assets includes amounts recoverable from government department for which efforts for recovery are being made (refer Note No. 13 & 14 to the standalone financial statements). Our audit procedures consisted of evaluating whether any change was required to management's position on the likelihood of recoverability.

Information Other than the Standalone 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, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and shareholder's information report are expected to be made available to us after the date of this auditor's report.

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

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

When we read the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and share holder's information report, If, we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged With Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting

Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 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 the requirements of section 197(16) of the Act, as amended:

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

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 29 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company - Refer Note 26 to the financial statements;
- iv. (a) The management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds 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(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; *-Refer Note 57 to the financial statements;*

(b)The management has represented, that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("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; *-Refer Note 58 to the financial statements;* and

(c)Based on such audit procedures that we have 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 (a) and (b) contain any material mis-statement.

- v. In our opinion and based on the information and explanation provided to us, during the year no dividend has been declared or paid by the company.

- vi. Maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable with effect from April 1, 2023, and accordingly reporting thereon is not applicable for current year.

For B. K. Shroff & Co.,
Chartered Accountants
Firm's Registration No: 302166E

(OM PRAKASH SHROFF)
Partner
Membership No. 006329

Place: New Delhi
Date: 15.05.2023
UDIN: 23006329BGYYUJ9370

Annexure A referred to in Paragraph (I) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Pasupati Spinning & Weaving Mills Limited on the standalone financial statements for the year ended 31st March 2023

(i) (a)(A)	The company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.
(i) (a)(B)	The company does not have any intangible assets and hence provisions of clause (i) (a) (B) are not applicable to the company.
(i) (b)	All the property, plant and equipment have been physically verified by the management according to a regular program, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies with respect to book records were noticed on such verification. Discrepancies noticed have been properly dealt with in the books of account.
(i) (c)	The title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
(i) (d)	During the year, the company has not revalued its property, plant and equipment (including right to use assets) or intangible assets or both and hence provisions of clause (i) (d) are not applicable to the company.
(i) (e)	According to the information and explanation given to us and the records maintaining by the company no proceedings have been initiated or are pending against the company for holding .any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
(ii)(a)	Physical verification of inventory (except material in transit or lying with third party or lying in sealed premises) has been conducted by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable. Discrepancies of 10% or more in the aggregate for each class of inventory with respect to book records were not noticed on such verification. Discrepancies noticed have been properly dealt with in the books of account.
(ii)(b)	In our opinion and according to the information and explanation given to us and records maintained by the company, the total of current assets disclosed in the quarterly return QIS II/FFR I filed by the company with banks are generally in agreement with the books of account of the company.

(iii)	According to the information and explanation provided to us, the company has made investments in but not provided any guarantee or security or granted any loans or advances in the nature of loans secured or unsecured to companies, firms, limited liability partnerships or other parties and hence provisions of clause (iii)(a) and (c) to (f) of the order are not applicable to the company.																
(iii)(b)	The terms and conditions on which investments are made are not prejudicial to the interest of the company.																
(iv)	In our opinion and according to the information and explanations given to us during the year no loans, investments, guarantees and security covered under section 185 and 186 of the Companies Act, 2013 has been given by the company.																
(v)	According to the information and explanation given to us, the company has not accepted any deposit or amounts which are deemed to be deposits from the public and hence provisions of clause (v) of the order are not applicable to the company.																
(vi)	We have broadly reviewed the books of account maintained by the company pursuant to the order made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such accounts and records.																
(vii)(a)	<p>The company is generally regular in depositing with the appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were outstanding as at 31st March, 2023 for a period of more than six months from the date they became payable.</p> <p>(vii)(b) According to the records of the company, dues referred to in sub clause (a) which have not been deposited on account of any dispute are as under:</p> <table border="1" data-bbox="239 1653 1471 1935"> <thead> <tr> <th>Name of the statute</th> <th>Nature of dues</th> <th>Amount (Rs. in lacs)</th> <th>Forum where pending</th> </tr> </thead> <tbody> <tr> <td><i>Income Tax Act</i></td> <td><i>Income Tax</i></td> <td>39.49</td> <td><i>Commissioner (Appeals)</i></td> </tr> <tr> <td><i>Haryana Value Added Tax Act</i></td> <td><i>VAT</i></td> <td>42.23</td> <td><i>Punjab & Haryana High Court</i></td> </tr> <tr> <td><i>Himachal Pradesh Value added Tax Act</i></td> <td><i>VAT</i></td> <td>3.48</td> <td><i>Commissioner (Appeals)</i></td> </tr> </tbody> </table>	Name of the statute	Nature of dues	Amount (Rs. in lacs)	Forum where pending	<i>Income Tax Act</i>	<i>Income Tax</i>	39.49	<i>Commissioner (Appeals)</i>	<i>Haryana Value Added Tax Act</i>	<i>VAT</i>	42.23	<i>Punjab & Haryana High Court</i>	<i>Himachal Pradesh Value added Tax Act</i>	<i>VAT</i>	3.48	<i>Commissioner (Appeals)</i>
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<i>Income Tax Act</i>	<i>Income Tax</i>	39.49	<i>Commissioner (Appeals)</i>														
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<i>Himachal Pradesh Value added Tax Act</i>	<i>VAT</i>	3.48	<i>Commissioner (Appeals)</i>														

(viii)	According to the information and explanations provided to us, there were no transactions which were not recorded in the books of account and have been surrendered or disclosed as income, during the year, in the tax assessments under the Income Tax Act, 1961.
(ix)(a)	In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
(ix)(b)	According to the records of the company and information or explanation given to us, during the year the company was not a declared willful defaulter by any bank or financial institution or any other lender.
(ix)(c)	According to the records of the company and information and explanation given to us, term loans received during the year were applied for the purpose for which the loans were obtained.
(ix)(d)	According to the records of the company and information and explanation given to us, funds raised on short term basis has not been utilized for long term purposes.
(ix)(e)	According to the records of the company and information and explanation given to us, the company has taken Rs.92.10 lacs from joint venture partner to meet his obligation of their joint venture at the year end. (Refer note 35(b) to the financial statements)
(ix)(f)	According to the records of the company and information and explanation given to us, the company has raised loans during the year on the pledge of 699115 equity shares of the company held in its associate company. The company has not defaulted in repayment of such loans raised.
(x)(a)	According to the records of the company and information and explanation given to us, during the year no money was raised by way of initial public offer or further public offer (including debt instruments) and hence provisions of clause (x)(a) of the order are not applicable to the company.
(x)(b)	According to the records of the company and information and explanation given to us, during the year the company has not made any preferential allotment or private placement of shares or fully, partially or optionally convertible debentures and hence provisions of clause (x)(b) of the order are not applicable to the company.
(xi)(a)	According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
(xi)(b)	The auditors have not filed any report under sub-section (12) of section 143 of the Companies Act in form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(xi)(c)	According to the records of the company and information and explanation given to us, no whistle blower complaints have been received by the company during the year.

(xii)	According to the records of the company and information and explanation given to us, the company is not a Nidhi Company and hence provisions of clause (xii) of the order are not applicable to the company.
(xiii)	In our opinion all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
(xiv) (a)	In our opinion and according to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business.
(xiv) (b)	The reports of internal auditors for the period under audit issued to the company till date have been considered by us in determining our audit procedures.
(xv)	According to the information and explanations given to us, the company has not entered into any non cash transactions with directors or persons connected with them.
(xvi) (a)	According to the information and explanations given to us, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934.
(xvi) (b)	According to the information and explanations given to us, during the year the company has not conducted any Non-Banking Financial or Housing Finance activities.
(xvi) (c)	According to the information and explanations given to us, the company is not a Core Investment Company (CIC) or an exempted or unregistered CIC as defined in the regulations made by the Reserve Bank of India.
(xvi) (d)	According to the records of the company and information and explanations given to us, the group has four CIC as part of the group.
(xvii)	According to the records of the company and information and explanations given to us, the company has not incurred cash losses in the financial year under audit or in the immediately preceding financial year.
(xviii)	During the year there has been no resignation of the statutory auditors of the company and hence provisions of clause (xviii) of the order are not applicable to the company.
(xix)	On the basis of the financial ratio, ageing and expected date of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditors knowledge of the Board of Directors and management plans we are of the opinion that no material uncertainty exists as on the date of audit report that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. 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)	According to the records of the company and information and explanations given to us, during the year CSR activities as per section 135 of the Companies Act,2013 was not applicable to the company and hence provisions of clause (xx) of the order are not applicable to the company.
(xxi)	According to the records of the company and information and explanations given to us, during the year preparation of consolidated financial statements was not applicable to the company and hence provisions of clause (xxi) of the order are not applicable to the company.

For B. K. Shroff & Co.,
Chartered Accountants
Firm's Registration No: 302166E

(OM PRAKASH SHROFF)
Partner
Membership No. 006329

Place: New Delhi
Date: 15.05.2023
UDIN: 23006329BGYYUJ9370

Annexure “B” referred to in Paragraph (II)(f) under the heading of “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Pasupati Spinning & Weaving Mills Limited on the standalone financial statements for the year ended 31st March 2023

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

We have audited the internal financial controls over financial reporting of **Pasupati Spinning & Weaving Mills Limited** (“the Company”) as of March 31, 2023 in conjunction with our audit of the Standalone 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 (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI)”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that:

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- b) 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
- c) 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 Over Financial Reporting

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

Opinion

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

For B. K. Shroff & Co.,
Chartered Accountants
Firm's Registration No: 302166E

Place: New Delhi
Date: 15.05.2023
UDIN: 23006329BGYYUJ9370

(OM PRAKASH SHROFF)
Partner
Membership No. 006329

PASUPATI SPINNING AND WEAVING MILLS LIMITED				
BALANCE SHEET AS AT 31ST MARCH 2023				
	Note No	Rs in Lacs		
		As at 31.03.2023	As at 31.03.2022	
ASSETS				
NON CURRENT ASSETS				
1	Property, Plant and Equipment	4	2,974.37	2,857.22
2	Capital Work in Progress	5	-	22.34
3	Financial Assets			
	(i) Investments	6	7.26	6.47
	(ii) Others	7	178.98	177.49
4	Other Non Current Assets	8	60.89	17.15
CURRENT ASSETS				
1	Inventories	9	2,985.41	3,283.71
2	Financial Assets			
	(i) Trade receivables	10	2,973.25	3,108.78
	(ii) Cash and cash equivalents	11	106.45	104.18
	(iii) Bank Balances other than (ii) above	12	156.64	79.39
3	Current Tax Assets (net)	13	181.47	159.31
4	Other Current Assets	14	661.37	912.01
			10,286.09	10,728.05
EQUITY AND LIABILITIES				
EQUITY				
1	Equity Share Capital	15	933.71	933.71
2	Other Equity		2,040.11	1,923.73
LIABILITIES				
NON-CURRENT LIABILITIES				
1	Financial Liabilities			
	(i) Borrowings	16	592.84	858.41
	(ii) Lease Liability Payable	17	-	-
	(iii) Trade Payables	18		
	Due to Micro Small & Medium Enterprises		-	-
	Due to Others		210.46	210.46
	(iv) Other Financial Liabilities	19	92.15	297.93
2	Provisions	20	112.40	106.77
3	Deferred Tax Liabilities (net)	21	110.93	113.70
4	Other Non Current Liabilities	22	5.62	5.93
CURRENT LIABILITIES				
1	Financial liabilities			
	(i) Borrowings	23	4,512.80	4,469.00
	(ii) Lease Liability Payable	24	-	0.24
	(iii) Trade Payables	25		
	Due to Micro Small & Medium Enterprises		0.21	1.46
	Due to Others		1,039.88	1,205.78
2	Other current liabilities	26	524.97	503.33
3	Provisions	27	91.38	83.56
4	Current Tax Liabilities	28	18.63	14.04
			10,286.09	10,728.05
	Contingent Liabilities & Commitments	29		
	Significant Accounting Policies	2		
See Accompanying Notes to the Financial Statements				
As per our report of even date annexed For B. K. Shroff & Co., Chartered Accountants Reg. No. 302166E				
	Ramesh Kumar Jain Chairman & Managing Director DIN No. 00575142		Vidit Jain Joint Managing Director DIN No. 01347588	
	O P Shroff Partner Membership No. 06329 Place: New Delhi Date : 15/05/2023		Deepika Malhotra Company Secretary	A K Monga Chief Financial Officer

PASUPATI SPINNING AND WEAVING MILLS LIMITED

STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED 31ST MARCH 2023

Particulars	Note No	Rs in Lacs except EPS	
		For the period	For the period
		01.04.2022 to 31.03.2023	01.04.2021 to 31.03.2022
INCOME			
I Revenue from Operations	31	13,743.57	10,174.35
II Other Income	32	125.52	166.35
III Total Income (I+II)		13,869.09	10,340.70
IV EXPENSES			
Cost of Material Consumed	33	6,101.92	3,815.84
Purchases of Stock-in-Trade		51.05	36.63
Changes in Inventories of Finished Goods, stock-in-trade and Work in Progress	34	179.86	(202.98)
Share of Joint Venture Partner	35	(205.74)	(3.27)
Employee Benefits Expense	36	2,149.34	1,889.90
Finance Costs	37	474.97	354.04
Depreciation & Amortization Expenses	38	203.10	372.44
Other Expenses	39	4,810.18	4,074.62
Total expenses (IV)		13,764.68	10,337.22
V Profit/(loss) before exceptional items and tax (III- IV)		104.41	3.48
VI Exceptional Items (see note 47)		-	-
VII Profit/(loss) before tax (V-VI)		104.41	3.48
VIII Tax expense:			
Current Tax		18.63	14.04
Earlier Year Tax		(0.07)	0.48
Deferred Tax		(5.30)	(2.17)
MAT Credit Entitlement		18.63	14.04
IX Profit/(Loss) for the period from continuing operations (VII-VIII)		109.78	5.17
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		109.78	5.17
XIV Other Comprehensive Income			
Items that will not be reclassified to profit & loss		9.13	(1.90)
Income tax relating to above		(2.54)	0.53
Items that will be reclassified to profit & loss		-	-
Income tax relating to above		-	-
		6.59	(1.37)
XV Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)		116.37	3.80
XVI Earnings per equity share (for continuing operation):			
Basic and Diluted	40	1.18	0.06
XVII Earnings per equity share (for discontinued operation):			
Basic and Diluted		-	-
XVIII Earnings per equity share (for discontinued & continuing operations)			
Basic and Diluted		1.18	0.06
Significant Accounting Policies	2		

See Accompanying Notes to the Financial Statements

As per our report of even date annexed

For B. K. Shroff & Co.,
Chartered Accountants
Reg. No. 302166E

Ramesh Kumar Jain
Chairman & Managing Director
DIN No. 00575142

Vidit Jain
Joint Managing Director
DIN No. 01347588

O P Shroff
Partner
Membership No. 06329
Place: New Delhi
Date : 15/05/2023

Deepika Malhotra
Company Secretary

A K Monga
Chief Financial Officer

PASUPATI SPINNING AND WEAVING MILLS LIMITED
CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2023

Particulars	Rs in Lacs	
	For the period	For the period
	01.04.2022 to 31.03.2023	01.04.2021 to 31.03.2022
A. Cash Flow from Operating Activities		
Net Profit/(Loss) after Tax and OCI	116.38	3.79
Adjustments for:		
Depreciation	203.10	372.44
Interest Income	(8.35)	(6.60)
(Profit)/Loss on Fixed Assets sold/discarded	(6.34)	(20.58)
(Profit)/Loss on revaluation of Investments	(0.80)	(0.69)
Interest Charged	425.81	328.88
Tax Impact	(2.83)	(2.22)
Operating Profit before Working Capital Changes	726.97	675.02
Adjustments for:		
Trade & Other Receivables	263.69	(183.48)
Inventories	298.30	(278.27)
Trade Payables & Other Liabilities	(132.62)	(517.20)
Cash Generated from Operations	1,156.34	(303.93)
Interest Paid	(425.81)	(328.88)
Taxes Paid	(17.49)	(34.69)
Net Cash from Operating Activities	713.04	(667.50)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(302.11)	(251.06)
Sale of Fixed Assets	10.53	22.07
Interest Received	8.36	6.60
Net Cash used in Investing Activities	(283.22)	(222.39)
C. Cash Flow from Financing Activities		
Proceeds from /Repayment of Borrowings		
- Short Term	(121.34)	36.73
- Long Term	(121.43)	634.88
Contribution from Joint Venture Partner	(205.78)	297.88
Proceeds from/Repayment of Unsecured Loans	21.00	(165.54)
Net Cash used in Financing Activities	(427.55)	803.95
Net (Decrease)/Increase in Cash & Cash equivalents	2.27	(85.94)
Cash & Cash equivalents at start of the year	104.18	190.12
Cash & Cash equivalents at close of the year	106.45	104.18

Note: Brackets represent cash outflows

See accompanying notes to the financial statements

As per our report of even date annexed

For B. K. Shroff & Co.,
Chartered Accountants
Reg. No. 302166E

Ramesh Kumar Jain
Chairman & Managing Director
DIN No. 00575142

Vidit Jain
Joint Managing Director
DIN No. 01347588

O P Shroff
Partner
Membership No. 06329
Place: New Delhi
Date : 15/05/2023

Deepika Malhotra
Company Secretary

A K Monga
Chief Financial Officer

PASUPATI SPINNING AND WEAVING MILLS LIMITED
STATEMENT OF CHANGES IN EQUITY
A. EQUITY SHARE CAPITAL

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of Shares	Amount (Rs in lacs)	Number of Shares	Amount (Rs in lacs)
Balance at the beginning of the current reporting period	93,37,068	933.71	93,37,068	933.71
Changes in Equity Share Capital due to prior period errors	-	-	-	-
Restated balance at the beginning of the current reporting period	93,37,068	933.71	93,37,068	933.71
Changes in Equity Share Capital during the current year	-	-	-	-
Balance at the end of the current reporting period	93,37,068	933.71	93,37,068	933.71

B. OTHER EQUITY

Particulars	Amount (Rs in lacs)				Total
	Reserves and surplus				
	Capital Reserve	Share Premium	Retained Earnings	Other comprehensive income	
Balance as of 01.04.2021	403.52	866.10	627.23	23.09	1,919.94
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as on 01.04.2021	403.52	866.10	627.23	23.09	1,919.94
Total comprehensive income for the year			5.16	(1.37)	3.79
Balance as of 31.03.2022	403.52	866.10	632.39	21.72	1,923.73
Balance as of 01.04.2022	403.52	866.10	632.39	21.72	1,923.73
Changes in accounting policy or prior period errors	-	-	-	-	-
Restated balance as on 01.04.2022	403.52	866.10	632.39	21.72	1,923.73
Total comprehensive income for the year			109.79	6.59	116.38
Balance as of 31.03.2023	403.52	866.10	742.18	28.31	2,040.11

The receipts of capital nature are credited in Capital Reserve.

The premium received on allotment of shares are credited in Share Premium.

The accumulated profit/(loss) are carried forward as Retained Earnings.

The accumulated balance of items that will not be reclassified to profit & loss are carried forward as Other Comprehensive Income.

See Accompanying notes to the Financial Statements

As per our report of even date annexed

For B. K. Shroff & Co.,
Chartered Accountants
Reg. No. 302166E

Ramesh Kumar Jain
Chairman & Managing Director
DIN No. 00575142

Vidit Jain
Joint Managing Director
DIN No. 01347588

O P Shroff
Partner
Membership No. 06329
Place: New Delhi
Date :

Deepika Malhotra
Company Secretary

A K Monga
Chief Financial Officer

PASUPATI SPINNING AND WEAVING MILLS LIMITED

Notes to financial statements

1 Company Overview

Pasupati Spinning & Weavings Mills Ltd is a public limited company incorporated in India and has its registered office in Haryana, India. The company has interests in Fabrics, Bed Sheets, Acrylic Fiber, Cotton and Polyester Blended Yarns as well as Commodity Trading. The company has evolved into one of the most updated, professionally managed and growth oriented textile companies in India.

2 Significant Accounting Policies

2.1 Basis of Preparation of financial statements

Compliance with Ind AS

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016.

Basis of preparation and presentation

The Standalone Financial Statements have been prepared on the historical cost basis except for certain financial instruments measured at fair values at the end of each reporting period, as explained in the accounting policies.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primary functional currency of the company) and rounded off to the nearest rupee lacs, unless otherwise stated.

2.2 Classification of Assets and Liabilities

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities even if they are due to be settled more than twelve months after the reporting period.

2.3 Revenue Recognition

Revenue is recognized based on the nature of activity when consideration can be reasonably measured and there exists reasonable certainty of its recovery.

(i) Revenue from sale of products is recognized on accrual basis.

(ii) Interest income from deposits and others is recognized on accrual basis. Dividend income is recognized when the right to receive the dividend is unconditionally established. Profit/loss on sale/redemption of investments is recognized on the date of transaction of sale/redemption and is computed with reference to the original cost of the investment sold.

(iii) Insurance claims are recognized in the books only after certainty of its realization.

2.4 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

2.5 Foreign currency transactions and translation

Foreign Currency transaction are initially recorded at the rate of exchange ruling at the date of transaction.

Foreign currency monetary item (assets and liabilities) are restated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Gain and losses, if any, at the year-end in respect of monetary assets and monetary liabilities are recognized in the Statement of Profit and Loss.

Items denominated in foreign currencies at the year end and not covered by forward exchange contracts are translated at year end rates and those covered by forward exchange contracts are translated at the rate ruling at the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference having been recognized over the life of the contract.

Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit & loss statement. The company uses foreign currency forward contracts and currency options to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. Derivative instruments are initially measured at fair value and are re-measured at subsequent reporting dates. Mark to market losses on such measurement are recognized in the profit & loss statement.

PASUPATI SPINNING AND WEAVING MILLS LIMITED

2.6 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.7 Employee Benefits

(i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

(ii) Post-Employment Benefits

(a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(b) Defined Benefit Plans

The present value of obligation under defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

2.8 Taxation

Income tax expense represents the sum of the current tax and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income.

Deferred tax

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 liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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.

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 Company 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 Company.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax asset against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they are related to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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2.9 Property, Plant and Equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised if the activities undertaken improves the economic benefits expected to arise from the asset. Cost includes financing cost till the commencement of commercial production, inward freight, duties & taxes, incidental expenses related to acquisition and is net of MODVAT / CENVAT. In respect of major projects involving construction, related pre-operational expenses form part of the value of the assets capitalized.

Expenditure related to and incurred during implementation of capital projects is included under "Capital Work in Progress" or "Project Development Expenditure" as the case may be. The same is allocated on a systematic basis to the respective fixed assets on completion of construction/ erection of the capital project/ fixed assets.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under construction account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if

Depreciation commences when the assets are ready for their intended use. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

Depreciation on amount of additions made to fixed assets on account of foreign exchange fluctuation is provided for over the residual life of the fixed assets.

Depreciation on Assets acquired /capitalised/ disposed off during the year is provided on pro-rata basis with reference to the date of addition/capitalization/ disposal. Lease hold land is amortized over the period of lease.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

2.10 Intangible Assets

Intangible Assets are stated at cost less accumulated amortization.

2.11 Impairment of Property, plant and equipment and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

2.12 Inventories

Inventories are valued at lower of cost or market price except for waste. Waste is valued at realizable value. The cost comprises of cost of purchase, cost of conversion and other cost including appropriate production overheads incurred in bringing such inventories to their present location. In case of raw materials and stores & spares the cost is determined using FIFO method.

2.13 Provisions

Provisions are recognised when the company has 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 the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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

2.14 Investment in subsidiaries, associates and joint ventures

Investment in subsidiaries, associates and joint ventures are shown at cost. On disposal of investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the Statement of Profit and Loss.

2.15 Borrowings.

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

2.16 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

2.17 Earnings Per Share

Earnings per share is calculated by dividing the Profit after tax by the weighted average number of equity shares outstanding during the year.

2.18 Contingent Liability and Contingent Assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.19 Trade Receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

2.20 Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

(a) Classification

The Investments and other financial assets have been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

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

b.1 Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

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b.2 Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

(c) Impairment of financial assets

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

(d) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- 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.

(e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(f) Income recognition

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

3 Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

3.1 Property, Plant and Equipments

Property, Plant and Equipments represent a significant proportion of the asset base of the company. The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets. The management of the Company believe that on balance sheet date no impairment indications were existing.

3.2 Trade Receivables

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at at Balance Sheet date. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

3.3 Defined Benefit Plans

The provisions for defined benefit plans have been calculated by a actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

3.4 Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

3.5 Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

3.6 Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

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4. PROPERTY, PLANT and EQUIPMENTS	Amount (Rs in Lacs)								
Particulars	Land - Freehold	Land - Leasehold	Buildings	Plant & Machinery	Furniture & Fixtures	Factory & Office Equipments	Right to use Assets	Vehicles	Total
Gross Carrying Value as on 01.04.2021	47.93	18.03	2,562.41	17,375.53	87.86	211.31	24.14	239.34	20,566.55
Addition	-	-	-	202.65	0.17	5.29	-	25.92	234.03
Deletions	1.01	-	-	-	-	-	-	5.98	6.99
Gross Carrying Value as on 31.03.2022	46.92	18.03	2,562.41	17,578.18	88.03	216.60	24.14	259.28	20,793.59
Accumulated Depreciation as on 01.04.2021	-	3.60	2,064.97	15,062.58	69.17	196.85	15.42	156.84	17,569.43
Depreciation for the period	-	0.45	66.53	268.32	2.19	4.02	8.42	22.50	372.43
Deductions/Adjustments	-	-	-	-	-	-	-	5.49	5.49
Accumulated Depreciation as on 31.03.2022	-	4.05	2,131.50	15,330.90	71.36	200.87	23.84	173.85	17,936.37
Carrying Value as on 31.03.2022	46.92	13.98	430.91	2,247.28	16.67	15.73	0.30	85.43	2,857.22
Gross Carrying Value as on 01.04.2022	46.92	18.03	2,562.41	17,578.18	88.03	216.60	24.14	259.28	20,793.59
Addition	-	-	33.96	250.49	0.67	9.32	-	30.00	324.44
Deletions	-	-	-	-	-	-	-	59.44	59.44
Gross Carrying Value as on 31.03.2023	46.92	18.03	2,596.37	17,828.67	88.70	225.92	24.14	229.84	21,058.59
Accumulated Depreciation as on 01.04.2022	-	4.05	2,131.50	15,330.90	71.36	200.87	23.84	173.85	17,936.37
Depreciation for the period	-	0.45	59.40	115.43	2.25	4.46	0.29	20.82	203.10
Deductions/Adjustments	-	-	-	-	-	-	-	55.25	55.25
Accumulated Depreciation as on 31.03.2023	-	4.50	2,190.90	15,446.33	73.61	205.33	24.13	139.42	18,084.22
Carrying Value as on 31.03.2023	46.92	13.53	405.47	2,382.34	15.09	20.59	0.01	90.42	2,974.37

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5 CWIP Ageing Schedule

CWIP	Amount (Rs. In lacs)				
	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	than 3 years	
Projects in progress	- (22.34)	- (-)	- (-)	- (-)	- (22.34)
Projects temporarily suspended	- (-)	- (-)	- (-)	- (-)	- (-)

Note:

(i) Previous year figures are given in brackets

(ii) The completion of the project is neither overdue nor has exceeded cost compared to its original plan.

6 NON CURRENT INVESTMENTS

Particulars	No. of Shares		Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Investments carried at fair value through profit and loss				
Quoted - Trade (Equity Shares of Rs. 10 each)				
Girnar Spintex Industries Ltd (Formerly Amit Spinning Industries Limited)	100	100	0.02	0.02
Quoted - Non Trade (Equity Shares of Rs. 10 each)				
Pasupati Fincap Limited	70,000	70,000	7.00	7.00
Unquoted - Non Trade (Equity Shares of Rs. 10 each)				
Shivalik Solid Waste Management Ltd.	20,000	20,000	2.00	2.00
			9.02	9.02
Less: Provison for Diminution in value of investments			1.76	2.55
Total			7.26	6.47
Aggregate value of quoted investments			7.02	7.02
Aggregate value of unquoted investments			2.00	2.00
Total			9.02	9.02
Market value of quoted investments			0.66	0.66
NAV of unquoted investments			6.60	5.81

7 OTHER NON-CURRENT FINANCIAL ASSETS (Unsecured-Considered good)

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Post office Balance due after one year of Balance Sheet (Held as margin/security)	1.65	1.66
Security Deposits	177.33	175.83
Total	178.98	177.49

8 OTHER NON CURRENT ASSETS (Unsecured - considered good)

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Capital Advances	60.89	17.15
Total	60.89	17.15

9 INVENTORIES (As taken, valued and certified by the management)

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Raw Materials	156.30	255.00
Work in progress	669.86	958.53
Finished Goods *	1,917.90	1,803.24
Waste	6.03	11.88
Stores & Spares	235.32	255.06
Total	2,985.41	3,283.71

*including in transit Rs. 16.96 Lacs (Previous year Rs. 103.60 Lacs)

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10 TRADE RECEIVABLES

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Considered good - secured	-	-
Considered good - unsecured	2,484.51	2,402.50
Having significant increase in credit risk	507.85	726.52
Credit impaired	-	-
Total	2,992.36	3,129.02
Less: Provision for Doubtful Debts	19.11	20.24
	2,973.25	3,108.78

AGEING OF TRADE RECEIVABLES

As on 31st March 2023

Particulars	Rs in Lacs					Total
	Outstanding for					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	2,484.51	-	-	-	-	2,484.51
Undisputed Trade Receivables - which have significant increase in credit risk	-	100.86	37.91	35.73	-	174.50
Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	333.35	333.35
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	2,484.51	100.86	37.91	35.73	333.35	2,992.36

As on 31st March 2022

Particulars	Rs in Lacs					Total
	Outstanding for					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	2,402.50	-	-	-	-	2,402.50
Undisputed Trade Receivables - which have significant increase in credit risk	-	72.34	71.40	168.32	-	312.06
Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	414.46	414.46
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
Total	2,402.50	72.34	71.40	168.32	414.46	3,129.02

Unbilled dues NIL (Previous year NIL)

11 CASH & CASH EQUIVALENTS

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Balances with banks in current accounts	39.90	40.93
Cheques/drafts in hand	64.53	49.23
Cash in hand	2.02	14.02
Total	106.45	104.18

PASUPATI SPINNING AND WEAVING MILLS LIMITED

12 BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Fixed deposits with banks due within one year of Balance Sheet date (Held as margin/security)	152.51	72.49
Interest accrued on above	4.13	6.90
Total	156.64	79.39

PASUPATI SPINNING AND WEAVING MILLS LIMITED

13 CURRENT TAX ASSETS

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Advance Income Tax (including Tax Deducted at Source)	82.51	75.58
MAT Credit Entitlement	98.96	83.73
Total	181.47	159.31

14 OTHER CURRENT ASSETS

(Unsecured-considered good)

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Advances recoverable in cash or in kind or for value to be received	466.38	536.10
Export Incentive Receivable	1.40	17.69
GST/Sales Tax/VAT/Excise Recoverable	160.97	220.18
Others Recoverable	32.62	138.04
Total	661.37	912.01

Loans or Advances in the nature of loans granted to promoters, Directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment: -

Type of Borrower	As at	As at	As at	As at
	31.03.2023	31.03.2023	31.03.2022	31.03.2022
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total Loans and Advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

PASUPATI SPINNING AND WEAVING MILLS LIMITED

15 SHARE CAPITAL

a) Authorised

Particulars	No. of Shares		Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Equity Shares of Rs. 10 each				
At the beginning of the year	1,21,00,000	1,21,00,000	1,210.00	1,210.00
Add: Additions during the year	-	-	-	-
Less: Reduction during the year	-	-	-	-
At the end of the year	1,21,00,000	1,21,00,000	1,210.00	1,210.00

b) Issued, Subscribed and Paid up

Particulars	No. of Shares		Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Equity Shares of Rs. 10 each fully paid up				
At the beginning of the year	93,37,068	93,37,068	933.71	933.71
Add: Additions during the year	-	-	-	-
Less: Reduction during the year	-	-	-	-
At the end of the year	93,37,068	93,37,068	933.71	933.71

c) Details of shares in the company held by each shareholder holding more than 5% of shares is as under:

Name of the Shareholder	No. of Shares		% of Holding	
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022
Pasupati Olefin Limited	40,68,428	40,68,428	43.57%	43.57%
Sulabh Impex Limited	17,77,354	17,77,354	19.04%	19.04%
J M Financial Asset Reconstruction Co. Pvt. Ltd	10,00,000	10,00,000	10.71%	10.71%
Mrs. Vrinda Jain	7,14,052	7,14,052	7.65%	7.65%

d) Details of shares in the company held by the promoters are as under:

Name of promoter shareholder	No. of Shares		% of holding		% change during the year
	As at 31.03.2023	As at 31.03.2022	As at 31.03.2023	As at 31.03.2022	
Pasupati Olefin Limited	40,68,428	40,68,428	43.57	43.57	NIL
Sulabh Impex Limited	17,77,354	17,77,354	19.04	19.04	NIL
Mrs. Vrinda Jain	7,14,052	7,14,052	7.65	7.65	NIL
Shailja Investment Ltd	1,68,454	1,68,454	1.80	1.80	NIL
Mr. Vidit Jain	1,34,076	1,34,076	1.44	1.44	NIL
Mr. Tushar Jain	1,31,606	1,31,606	1.41	1.41	NIL
Total	69,93,970	69,93,970	74.91	74.91	

16 LONG TERM BORROWINGS (Secured)

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Term Loan from Banks		
Equipment Finance Loan (a)	199.70	130.91
Emergency Credit Facility (b)	-	48.43
Emergency Credit Line Guarantee Scheme (c)	711.50	855.25
Vehicle Loans (d)	52.09	46.64
From Others		
Vehicle Loans (d)	0.61	4.10
Sub-Total	963.90	1,085.33
Less: Transferred to Current maturity	371.06	226.92
Total	592.84	858.41

Notes: -

- (a) Secured against machinery purchased out of the loan amount and second charge on all immovable/movable fixed assets of the company both present and future.
- (b) Secured against hypothecation of raw materials, finished goods, semi-finished goods, stores and spare parts, book debts, etc. together with second charge on all immovable/movable fixed assets of the company both present and future alongwith personal guarantee of CMD. The loans are further secured against pledge of 699115 equity shares of the company held by promoters/associates

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- (c) Secured against hypothecation of raw materials, finished goods, semi-finished goods, stores and spare parts, book debts, etc. together with second charge on all immovable/movable fixed assets of the company both present and future. alongwith personal guarantee of CMD. The loans are further secured against pledge of 699115 equity shares of the company held by promoters/associates. Further the loan is with 100% Guarantee cover by National Credit Guarantee Trustee Company Limited.

- (d) Secured against hypothecation of vehicle financed out of the loan amount.

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(e) The above loans are repayable as follows:

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Payable after 1 year	360.20	260.42
Payable after 2 years	161.22	327.71
Payable after 3 years	69.85	185.29
Payable after 4 years	6.09	90.02
Payable after 5 years	2.53	3.33
Payable after 6 years	1.42	1.07
Unamortised Upfront fees	(8.47)	(9.43)
Total	592.84	858.41

17 NON CURRENT LEASE LIABILITY PAYABLE

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Lease Liability Payable	-	0.24
Less: Transferred to current maturity	-	0.24
Total	-	-

18 NON CURRENT TRADE PAYABLE

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Total outstanding dues of Micro, Small and Medium Enterprises	-	-
Others	210.46	210.46
Total	210.46	210.46

TRADE PAYABLE AGEING SCHEDULE

As ast 31st March 2023

Particulars	Rs in Lacs				Total
	Outstanding for				
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	-	-	210.46	-	210.46
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	-	-	210.46	-	210.46

As ast 31st March 2022

Particulars	Rs in Lacs				Total
	Outstanding for				
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	-	210.46	-	-	210.46
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	-	210.46	-	-	210.46

The information regarding suppliers covered under the Micro, Small and Medium Enterprises Development Act, 2006 has been provided to the extent suppliers have been identified as registered under the said Act on the basis of information received from them. The amount outstanding is towards principal amount as payments have been made by the appointed date and hence no interest has been paid or is payable.

19 OTHER NON-CURRENT FINANCIAL LIABILITIES

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Unsecured Loans from Companies*	422.07	422.07
Less: Transferred to current maturity	422.07	422.07
Sub-Total	-	-
Contribution from Star (see note 35(b))	92.10	297.88
Security Deposits	0.05	0.05
Total	92.15	297.93

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*The company has given an undertaking to lenders not to repay any loan/deposit received from the Directors/Client/Relatives as unsecured loan during the currency of Bank's finance.

20 NON CURRENT PROVISIONS

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Provisions for Employee Benefits	112.40	106.77
Total	112.40	106.77

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21 DEFERRED TAX LIABILITIES (NET)

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
A) Deferred Tax liability		
Fixed Assets	388.26	381.15
Others	2.36	2.63
Total (A)	390.62	383.78
B) Deferred Tax Assets		
Carry forward loss	205.49	199.52
43B items	11.70	11.27
Provisions not allowable under I.T.Act	62.50	59.29
Total (B)	279.69	270.08
Net Deferred Tax Liability (A-B)	110.93	113.70

Deferred tax assets in respect of amount disputed in appeals has not been created. During the year certain appeals were decided in favour of the company resulting in increase in carry forward losses and consequent increase in Deferred Tax Asset.

22 OTHER NON CURRENT LIABILITIES

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Deferred Government Grants related to Property, Plant & Equipments	5.62	5.93
Total	5.62	5.93

23 SHORT TERM BORROWINGS

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Secured		
Loans repayable on Demand		
-From Banks *	2,717.15	2,838.49
Current Maturity of Long Term Borrowings	371.06	226.92
Unsecured**		
Inter Corporate loan	1,002.52	981.52
Current Maturity of Inter Corporate loan	422.07	422.07
Total (A+B)	4,512.80	4,469.00

* Secured against hypothecation of raw materials, finished goods, semi-finished goods, stores and spare parts, book debts, etc. together with second charge on all immovable/movable fixed assets of the company both present and future alongwith personal guarantee of CMD. The loans are further secured against pledge of 699115 equity shares of the company held by promoters/associates

**The company has given an undertaking to lenders not to repay any loan/deposit received from the Directors/Client/Relatives as unsecured loan during the currency of Bank's finance.

24 CURRENT LEASE LIABILITY PAYABLE

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Current Maturity of Lease Liability Payable	-	0.24
Total	-	0.24

25 CURRENT TRADE PAYABLES

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Total outstanding dues of Micro, Small and Medium Enterprises	0.21	1.46
Others	1,039.88	1,205.78
Total	1,040.09	1,207.24

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CURRENT TRADE PAYABLE AGEING SCHEDULE

As ast 31st March 2023

Particulars	Rs in Lacs				
	Outstanding for				Total
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
MSME	0.21	-	-	-	0.21
Others	721.75	46.45	52.34	219.34	1,039.88
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	721.96	46.45	52.34	219.34	1,040.09

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As at 31st March 2022

Particulars	Rs in Lacs				Total
	Outstanding for				
	Less than 1 year	1-2 Years	2-3 years	More than 3 years	
MSME	1.46	-	-	-	1.46
Others	843.42	106.20	127.37	128.79	1,205.78
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-
Total	844.88	106.20	127.37	128.79	1,207.24

Unbilled dues NIL (previous year NIL)

The information regarding suppliers covered under the Micro, Small and Medium Enterprises Development Act, 2006 has been provided to the extent suppliers have been identified as registered under the said Act on the basis of information received from them. The amount outstanding is towards principal amount as payments have been made by the appointed date and hence no interest has been paid or is payable.

26 OTHER CURRENT LIABILITIES

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Advance from Customers	2.49	6.29
Interest Accrued on Loans	0.06	1.38
Deferred Government Grants related to Property, Plant & Equipments	0.31	0.31
Other Payables	522.11	495.35
Total	524.97	503.33

No unclaimed amounts are outstanding to be credited to investor education & protection fund.

27 CURRENT PROVISIONS

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Provisions for Employee Benefits	91.38	83.56
Total	91.38	83.56

28 CURRENT TAX LIABILITIES

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
Provision for Income Tax	18.63	14.04
Total	18.63	14.04

29 CONTINGENT LIABILITIES AND COMMITMENTS

(to the extent not provided for)

Particulars	Rs in Lacs	
	As at 31.03.2023	As at 31.03.2022
A. Contingent Liabilities		
Letters of Credit outstanding	289.90	-
Bank Guarantees	71.96	71.96
Claims not acknowledged as debts	101.63	144.97
Income Tax demand disputed by the Company	39.49	16.08
Sales Tax demands disputed by the Company	45.71	45.71
B. Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	447.75	50.37

30 In the opinion of the board the assets other than property, plant & equipments and capital work in progress have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

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31 REVENUE FROM OPERATIONS

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Gross Sales of Products*		
Sewing Thread/Yarn	13,452.99	8,783.24
Garments	497.13	843.16
Others	158.35	92.71
	14,108.47	9,719.11
Less: Rebate & Discount	24.97	4.10
Less: Freight & Forwarding	340.37	337.64
	13,743.13	9,377.37
Job Work Income	0.44	796.98
Total	13,743.57	10,174.35

*Sales include Export Incentives

32 OTHER INCOME

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Interest	8.36	6.60
Rent	34.09	45.90
Dividend	0.36	0.30
Insurance and other claims received	-	31.32
Miscellaneous Receipts & Income	42.77	22.31
Excess Provisions/Sundry balances written back	24.35	38.65
Exchange Rate Fluctuations	7.33	-
Profit on sale of Property, plant and equipment	6.34	20.58
Provision for Bad Debts Written back	1.13	-
Profit on accretion in value of investments	0.79	0.69
Total	125.52	166.35

33 COST OF MATERIALS CONSUMED

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
At the beginning of the period	255.00	160.26
Add: Purchases during the period	6,003.22	3,910.58
Less: Consumption during the period	6,101.92	3,815.84
At the end of the period	156.30	255.00

34 CHANGES IN INVENTORIES

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Closing Stock		
Finished Goods	1,917.90	1,803.24
Work in Progress	669.86	958.53
Waste	6.03	11.88
	2,593.79	2,773.65
Opening Stock		
Finished Goods	1,803.24	1,663.97
Work in Progress	958.53	895.42
Waste	11.88	11.28
	2,773.65	2,570.67
(Increase)/Decrease in stocks	179.86	(202.98)

- 35 (a) The company(Pasupati) has w.e.f. 1.4.2013 entered into joint venture with Star Cotspin Limited(Star) for the purpose of getting cotton yarn manufactured on job work basis from an outside party for sale. As per terms of joint venture agreement dated 1.4.2013, the profit sharing ratio between Star and Pasupati is 75:25 respectively. All the income, expenses, assets and liabilities of joint venture operations are included in the accounts of Pasupati as per the terms of joint venture agreement and amount of share of profit of Star Rs. (-)2.42 Lacs (previous year Rs.(-)0.81 Lacs) for the year has been adjusted in the accounts of Pasupati, the details of which are as under: -

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Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Other Income	-	-
Total Income	-	-
Other Expenses	3.22	1.08
Total Expenses	3.22	1.08
Profit/(Loss) for the year	(3.22)	(1.08)
Share of profit/(loss) of Star @ 75%	(2.42)	(0.81)

The assets and liabilities of the joint venture at the year end included in the assets and liabilities of Pasuapti are as under: -

Particulars	Rs in Lacs			
	As at 31.03.2023		As at 31.03.2022	
PASUPATI'S CONTRIBUTION		222.38		241.68
CURRENT LIABILITIES				
Short-Term Borrowings	12.54		12.54	
Trade Payables	30.84	43.38	30.84	43.38
		265.76		285.06
PROPERTY, PLANT & EQUIPMENTS		19.00		20.07
CURRENT ASSETS				
Inventories	172.16		172.16	
Trade Receivables	-		2.15	
Short Term Loans & Advances*	74.60	246.76	90.68	264.99
		265.76		285.06

* Includes Rs. 72.35 Lacs (Previous year Rs. 88.44 Lacs) due from Star

Note: - The operations were temporarily suspended from 16.08.2016 as premises of the party doing job work was sealed. The company has initiated legal action for release of its material lying in the premises, which has been decided in favour of the company. Appeal has been filed against the order issued in favour of the company. In view of the fact that the premises in which stock was lying was sealed, the stock could not be verified by the management. However the management is of the opinion that the amounts are recoverable and no provision for any loss is required to be made in these accounts.

(b) The company(Pasupati) has entered into another joint venture agreement with Star Cotspin Limited(Star) effective from 15.03.2022 for the purpose of manufacturing and sale of yarn to be manufactured at existing Dharuhara plant of Pasupati . As per terms, the profit is to be shared between Star and Pasupati in 50:50 ratio and loss is of Star. All the income, expenses, assets and liabilities of joint venture operations are included in the accounts of Pasupati as per the terms of joint venture agreement and amount of share of loss of Star Rs. (-)203.32 Lacs (previous year Rs.(-) 2.46 Lacs) for the year has been adjusted in the accounts of Pasupati, the details of which are as under: -

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Income	756.16	-
Total Income	756.16	-
Expenses		
Cost of Material Consumed	694.22	107.62
Changes in Inventories of Finished Goods, stock-in-trade and Work in Progress	(101.97)	(156.19)
Employee Benefits Expense	128.35	21.34
Finance Costs	31.28	0.03
Other Expenses	207.60	29.66
Total Expenses	959.48	2.46
Profit/(Loss) for the year	(203.32)	(2.46)
Share of (loss) of Star	(203.32)	(2.46)

The assets and liabilities of the joint venture at the year end included in the assets and liabilities of Pasuapti are as under: -

Particulars	Rs in Lacs			
	As at 31.03.2023		As at 31.03.2022	
CONTRIBUTION				
PASUPATI*	168.29		4.41	
STAR	92.10	260.39	297.88	302.29
CURRENT LIABILITIES				
Other current liabilities		0.05	-	24.32
		260.44		326.61
CURRENT ASSETS				
Inventories		258.15	-	273.88
Other Current Assets		2.29	-	52.73
		260.44		326.61

*Pasupati has earmarked its cash credit account as its share of contribution.

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Note: - However due to adverse market conditions joint venture agreement has been terminated w.e.f. 1st August 2022. Necessary steps for realisation of assets and payment of liabilities appearing on that date are being taken.

36 EMPLOYEE BENEFITS EXPENSE

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Salaries & Wages	2,052.83	1,805.94
Gratuity	21.16	17.47
Contribution to Provident & Other Funds	37.78	40.27
Staff Welfare & Recruitment Expenses	37.57	26.22
Total	2,149.34	1,889.90

EMPLOYEE POST RETIREMENT BENEFITS

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
a) State Plans		
Contribution made by the company to various state plans which have been recognized as an expense in the profit & loss statement are: -		
Employer's contribution to Employees State Insurance Scheme	6.91	7.67
Employer's contribution to Employees Provident Fund	30.87	32.60
b) Defined Benefit Plan		
The present value of obligation on account of gratuity (unfunded) is determined based on actuarial valuation		
I. Assumptions		
Discount Rate	7.45%	7.10%
Rate of increase in Compensation	5.00%	5.00%
II. Table showing Changes in Present Value of Obligations during the period		
Present Value of Obligation as at the beginning of the period	190.34	175.93
Interest cost	21.16	11.87
Current Service Cost	13.50	17.47
Past Service Cost	-	-
Benefit paid	(12.10)	(16.83)
Actuarial (gain) / loss on obligations	(9.13)	1.90
Present Value of Obligation as at the end of the period	203.77	190.34
III. Table showing Fair Value of Plan Assets		
Funded Status	(203.77)	(190.34)
IV. Actuarial gain / loss recognized for the period		
Actuarial gain / (loss) for the period – Obligation	9.13	(1.90)
Total (gain) / loss for the period	(9.13)	1.90
Actuarial (gain) / loss recognized in the period	(9.13)	1.90
V. The amounts to be recognized in Balance Sheet and statements of profit and loss		
Present Value of Obligation as at the end of the period	203.77	190.34
Funded Status	(203.77)	(190.34)
Net Liability Recognized in Balance sheet	203.77	190.34
VI. Expense recognized in the statement of profit and loss for the period		
Current Service Cost	13.50	17.47
Past Service Cost	-	-
Interest cost	21.16	11.87
Net actuarial (gain) / loss recognized in the period	(9.13)	1.90
Expenses Recognized in the statement of Profit & Loss	25.53	31.24

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	For the period 01.04.2022 to 31.03.2023		For the period 01.04.2021 to 31.03.2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)	217.98	191.61	203.54	179.03
(% change compared to base due to sensitivity)	8.00%	-6.70%	8.00%	-6.70%
Salary Growth Rate (-/+ 1%)	191.24	218.19	178.71	203.70
(% change compared to base due to sensitivity)	-7.00%	8.10%	-7.00%	8.10%
Attrition Rate (-/+ 50% of attrition rates)	202.45	205.01	191.14	189.71
(% change compared to base due to sensitivity)	0.70%	-0.60%	0.70%	-0.60%
Mortality Rate (-/+ 10% of mortality rates)	203.68	203.86	190.26	190.41
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

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Notes: -

- i) The above information is certified by the actuary
- ii) As per rules of the company leaves are not encashed

37 FINANCE COSTS

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Interest Expense	425.81	328.88
Bank and Finance Charges	49.16	25.16
Total	474.97	354.04

38 DEPRECIATION & AMORTISATION EXPENSE

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Depreciation on Right to use Assets	0.29	8.42
Depreciation on Other Property, Plant & Equipments	202.81	364.02
Total	203.10	372.44

39 OTHER EXPENSES

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Consumption of Stores, Spare and Packing Materials	1,540.30	1,290.02
Power & Fuel	1,920.68	1,671.63
Job Work expenses	384.22	529.32
Rent	62.79	51.82
Repairs to Buildings	15.98	6.10
Repairs to Machinery	17.38	5.78
Insurance	29.29	23.31
Rates & Taxes	26.45	17.31
Travelling & Conveyance	129.22	107.29
Professional & Consultancy Charges	53.16	33.75
Other Selling Expenses	164.54	150.96
Charity & Donation	0.93	0.44
Exchange Rate Difference (Net)	-	0.26
Claims Paid/Written off	45.57	7.37
Bad debts/Advances provided/written off	240.74	25.56
Miscellaneous Expenses*	178.93	153.70
Total	4,810.18	4,074.62

* Includes Auditors'

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
To Statutory Auditors		
As Audit Fees	5.35	-
As Quarterly Review Fees	2.70	-
In Other Capacity	-	-
To Ex-Statutory Auditors		
As Audit Fees	-	5.35
As Quarterly Review Fees	1.35	4.05
In Other Capacity	0.10	0.10

40 EARNING PER SHARE (EPS)

Particulars	Rs. in lacs except EPS	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
Basic and Diluted Earnings Per Share		
Profit/(Loss) after tax as per profit & loss account (A)	109.78	5.17
No. of equity shares (B)	93,37,068	93,37,068
Basic and Diluted Earning Per Share (A/B)	1.18	0.06

- 41 In earlier years, the company had received compensation of Rs.61.61 lacs on acquisition of part of its factory land at Dharuhera. Representation has been made before Sub Divisional Magistrate, Gurgaon cum competent authority(LA) of National Highway Authority of India for payment of compensation at a higher rate. Additional compensation of Rs. 614.64 lacs demanded in the representation will be accounted for as and when received.

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42 Related Party Disclosure:

Names of related parties with whom transactions exist and description of relationship

i) Key Management Personnel and their relatives

Shri Ramesh Kumar Jain - CMD
 Shri Vidit Jain - JMD
 Shri C. M. Sharma , WTD
 Shri Ghanshyam Das Gupta, Director
 Shri Ashwani Kumar Rathore, Director
 Shri Umesh C. Tripathi , Director
 Shri Ban Mali Khemka, Director (upto 31st July 2022)
 Smt. Reema Kalhan, Director
 Shri A.K. Monga, CFO
 Smt Deepika Malhotra, Company Secretary

ii) Associate

Shivani Textiles Limited
 Sulabh Impex Limited

Particulars	Rs in Lacs			
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022	Outstanding as on 31.03.2023	Outstanding as on 31.03.2022
Remuneration paid				
Shri Ramesh Kumar Jain	4.64	5.53	-	-
Shri Vidit Jain	13.72	11.31	0.05 Cr	0.29 Cr
Shri C M Sharma	7.85	7.85	1.10 Cr	1.05 Cr
Shri Ajay Kumar Monga	16.61	14.18	1.38 Cr	1.07 Cr
Smt. Deepika Malhotra	5.66	5.42	0.53 Cr	0.50 Cr
Sitting Fee paid				
Ms Reema Kalhan	0.20	0.10	-	-
Sh. Umesh Tripathi	0.30	0.20	-	-
Shri Ghanshyam Das Gupta	0.80	0.35	-	-
Shri Ban Mali Khemka	-	0.05	-	-
Shri Ashwani Kumar Rathore	0.30	0.20	-	-
Shivani Textiles Limited			292.59 Dr	344.77 Dr
Sales	22.33	49.00		
Job Work Charges paid	32.12	110.40		
Purchases	23.96	6.42		
Sulabh Impex Ltd			1412.04 Cr	1391.04 Cr
Loans/Advances received	-	-		
Loans/Advances received	21.00	78.65		
Loans refunded	-	253.38		

Note : Sh. Ramesh Kumar Jain, Chairman & Managing Director has not been paid salary w.e.f. 1.4.2011. Other benefits are being paid.

43 The company's business activity falls within a single primary reportable segment viz. Textiles and Textile Articles. Accordingly, pursuant to Ind AS 108 "Operating Segments" issued by the Institute of Chartered Accountants of India segmental information is not required to be given

44 In view of the accumulated losses incurred by the company exceeding its net worth, the company made a reference under Section 15(1) of Sick Industrial Companies (Special provisions) Act, 1985 to the Board for Industrial and Financial Reconstruction (BIFR). The company was declared a sick Industrial company within the meaning of section 3(1)(o) of the said Act by BIFR on 14.7.2005 and Bank of Baroda was appointed as the operating agency (OA) to examine viability of the company and formulate rehabilitation scheme. The OA filed a draft rehabilitation scheme with BIFR which was approved by BIFR vide its order dated 17.2.2012. The company has substantially implemented the scheme sanctioned by BIFR and taken credit for relief and concessions granted by BIFR in the accounts resulting in positive net worth. Application for de-registration has been made to BIFR/NCLT.

45 Balance of sundry creditors, sundry debtors, investments and loans and advances are subject to confirmation and reconciliation. In the opinion of the management the balances of debtors and advances are good and recoverable and no further provision is required.

46 Previous year figures have been regrouped and / or re-arranged wherever considered necessary

47 The borrowings taken during the year have been used for the purpose for which taken.

48 During the year Property, Plant and Equipment has not been revalued.

49 The company does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, where any proceeding has been initiated or pending against the company.

50 The total of current assets declared in the quarterly return QIS2/FFR1 filed by the company with banks during the year are generally in agreement with the books of accounts and there are no material discrepancies.

PASUPATI SPINNING AND WEAVING MILLS LIMITED

- 51 During the year the company was not declared as a wilful defaulter by any bank or financial institution or any other lender.
- 52 During the year there are no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- 53 Satisfaction of charge of loans repaid in earlier years are yet to be registered with ROC.
- 54 During the year the company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

55 Accounting Ratio's

S.No.	Ratio	Numerator	Denominator	Current year	Previous Year	% of change	Reason if change above 25%
(a)	Current Ratio	Current Assets	Current Liabilities	1.15	1.22	-6.21%	N.A.
(b)	Debt-Equity Ratio	Total Debts(incl. fixed payment obligations)	Shareholder's Equity	0.20	0.30	-33.64%	Increase in profit
(c)	Debt Service Coverage Ratio	Net operating Income(EBIT)	Current Debt obligations	1.05	1.25	-15.65%	N.A.
(d)	Return on Equity Ratio (%)	Net income after tax and dividend on preference	Average Shareholder's Equity	12.46	0.41	2962.37%	Increase in profit
(e)	Inventory turnover ratio	Cost of Goods	Avareage	4.04	3.02	33.89%	Decrease in
(f)	Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivables	4.75	3.38	40.28%	Increase in Sales
(g)	Trade payables turnover ratio	Net Credit Purchase	Average Accounts Payables	24.93	10.23	143.69%	Increase in purchases
(h)	Net capital turnover ratio	Net Annual Sales	Average Working Capital	4.95	3.61	37.14%	Increase in Sales
(i)	Net profit ratio (%)	Profit After Tax	Net Annual Sales	0.85	0.04	2167.07%	Increase in Profit
(j)	Return on Capital employed (%)	EBIT	Capital Employed	17.83	11.63	53.30%	Increase in Profit
(k)	Return on investment (%)	Net Return on Investments	Cost of investment	3.99	3.32	20.00%	Increase in Profit

- 56 During the year no Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- 57 During the year the company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall 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 to or on behalf of the Ultimate Beneficiaries.
- 58 During the year the company has not received funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall 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.
- 59 During the year no amount has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 60 During the year CSR activities under section 135 of the Companies Act,2013 was not applicable to the company.
- 61 There was no trade or investment in Crypto currency or Virtual Currency during the financial year.
- 62 Due to COVID 19, realisation from customers was disrupted. During the year debts of Rs. 240.74 Lacs (Previous year Rs.25.56 Lacs), which were not recoverable have been written off. The management is taking suitable steps and is confident of affecting the recoveries of balance debts. However, provision of Rs. 19.12 lacs (previous year Rs.20.24 lacs is considered sufficient by the management and the balance debtors are considered goo and recoverable by the management.

63 VALUE OF IMPORTED/INDIGENOUS RAW MATERIALS, STORES & SPARES CONSUMED

Class of Goods	For the period 01.04.2022 to 31.03.2023		For the period 01.04.2021 to 31.03.2022	
	%	Rs in Lacs	%	Rs in Lacs
Raw Materials				
Imported	-	-	-	-
Indigenous	100.00	6,101.92	100.00	3,815.84
Total	100.00	6,101.92	100.00	3,815.84

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Stores, Dyes & Packing materials				
Imported	1.26	19.43	3.33	42.91
Indigenous	98.74	1,520.87	96.67	1,247.11
Total	100.00	1,540.30	100.00	1,290.02

64 OTHER INFORMATIONS

Particulars	Rs in Lacs	
	For the period 01.04.2022 to 31.03.2023	For the period 01.04.2021 to 31.03.2022
C.I.F. value of Imports		
Stores & Spares	8.74	53.73
Plant & Machinery	171.65	-
Expenditure in foreign currency		
Travelling (does not include cost of air tickets)	4.92	3.79
Commission & Brokerage	16.58	19.60
Earnings in Foreign currency		
FOB Value of Exports (Does not include export through merchant exporters)	1,340.33	1,127.11

As per our report of even date annexed

For B. K. Shroff & Co.,
Chartered Accountants
Reg. No. 302166E

Ramesh Kumar Jain
Chairman & Managing Director
DIN No. 00575142

Vidit Jain
Joint Managing Director
DIN No. 01347588

Partner
Membership No. 06329
Place: New Delhi
Date : 15/05/2023

Deepika Malhotra
Company Secretary

A K Monga
Chief Financial Officer

PASUPATI SPINNING & WEAVING MILLS LTD.

Regd Office & Works: Village Kapriwas (Dharuhera) Distt. Rewari (Haryana)
Head Office: 127-128, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi-110065
Website-www.pasupatitextiles.com, Email-cs@pasupatitextiles.com

Ph: 011--47632200

CIN- L74900HR1979PLC009789

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN:	L74900HR1979PLC009789
Name of the company	Pasupati Spinning & Weaving Mills Limited
Registered office	Village Kapriwas (Dharuhera) Distt. Rewari, Haryana

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No*	
Client Id:	
DP ID:	

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:,----- or failing him/her

2. Name:

Address:

E-mail Id:

Signature:,----- or failing him/her

3 Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual general meeting of the company, to be held on Thursday, the 28th September, 2023, At 10.00 A.M. at

Village Kapriwas (Dharuhera) Rewari, Haryana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	Consideration and adoption of Annual Audited Account & Reports for the Financial Year ended 31 st March, 2023, Reports of the Board of Directors and the Auditors.		
2.	To appoint a director in place of Mr. Chander Mohan Sharma (DIN-08047336) who retires by rotation, and being eligible, offers himself for re-appointment.		
3.	To ratify the remuneration of the cost auditors.		
4.	To approve the related party transactions.		
5.	To re-appoint Mr. Umesh Chandra Tripathi (DIN: 08364163) as an Independent Director for a second term of 5 Years		
6.	To re-appoint Mrs. Reema Kalhan (DIN: 08499949) as an Independent Director for a second term of 5 Years		
7.	To approve payment of remuneration to Mr. Ramesh Kumar Jain, Chairman & Managing Director		
8.	To amend Main objects of Memorandum of Association		

Signed this ----- day of ----- 2023

Signature of shareholder-----

Signature of Proxy Holder(s) -----

Affix revenue Stamp of Rs. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Notes:

1. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

2. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company not later than FORTY-EIGHT HOURS before the commencement of the aforesaid meeting.

PASUPATI SPINNING & WEAVING MILLS LTD
CIN L74900HR1979PLC009789
Regd. Office & Works: Village Kapriwas (Dharuhera) Distt. Rewari (Haryana)

Head Office: 127-128, Tribhuvan Complex, Ishwar Nagar, Mathura Road, New Delhi-110065
Tel: 011-47632200, Website: www.pasupatitextiles.com
E-mail:cs@pasupatitextiles.com

ATTENDANCE SLIP

I hereby record my presence at the 43rd Annual General Meeting being held on Thursday, the 28th September, 2023 at 10.00 AM at Village Kapriwas (Dharuhera), Distt. Rewari, Haryana.

Name of the Shareholder-----
-

(In block letters)

Folio No./ DPID* No. and Client I D No.* -----

No. of shares held -----

(Signature of the shareholder/ Proxy)

*Applicable for Members holding shares in electronic form.

Note:-

1 Member/Proxy holder desiring to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.

2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for Reference at the meeting.