

RSWM/SECTT/2024

August 14, 2024

<p>BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI - 400 001.</p> <p>Scrip Code: 500350</p>	<p>National Stock Exchange of India Limited Listing Department, Exchange Plaza, C-1, Block - G, Bandra-Kurla Complex, Bandra (East), MUMBAI - 400 051.</p> <p>Scrip Code: RSWM</p>
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Sub : Notice of 63rd Annual General Meeting (AGM) and Annual Report of the Company for the financial year 2023-24.

Dear Sir/ Madam,

In terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of Notice of the 63rd Annual General Meeting and the Annual Report of the Company for the financial year 2023-24.

The above is also uploaded on the website of the Company www.rswm.in

Kindly take the same on record.

Thanking You,

Yours faithfully,
For **RSWM LIMITED**

SURENDER GUPTA
VICE PRESIDENT – LEGAL & COMPANY SECRETARY
FCS – 2615

rswm.investor@lnjbhilwara.com

Encl.: As above

(Formerly Rajasthan Spinning & Weaving Mills Limited)

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Website : www.rswm.in
GSTIN:08AAACR9700M1Z3

Corporate Identification Number:L17115RJ1960PLC008216



Enhance



Energise



Expand



FORWARD-LOOKING STATEMENT

IN THIS ANNUAL REPORT, WE HAVE DISCLOSED FORWARD-LOOKING INFORMATION TO ENABLE INVESTORS TO COMPREHEND OUR PROSPECTS AND TAKE INFORMED INVESTMENT DECISIONS. THIS REPORT AND OTHER STATEMENTS - WRITTEN AND ORAL - THAT WE PERIODICALLY MAKE CONTAIN FORWARD-LOOKING STATEMENTS THAT SET OUT ANTICIPATED RESULTS BASED ON THE MANAGEMENT'S PLANS AND ASSUMPTIONS. WE HAVE TRIED WHEREVER POSSIBLE TO IDENTIFY SUCH STATEMENTS BY USING WORDS SUCH AS 'ANTICIPATES', 'ESTIMATES', 'EXPECTS', 'PROJECTS', 'INTENDS', 'PLANS', 'BELIEVES' AND WORDS OF SIMILAR SUBSTANCE IN CONNECTION WITH ANY DISCUSSION OF FUTURE PERFORMANCE.

WE CANNOT GUARANTEE THAT THESE FORWARD-LOOKING STATEMENTS WILL BE REALISED, ALTHOUGH WE BELIEVE WE HAVE BEEN PRUDENT IN OUR ASSUMPTIONS. THE ACHIEVEMENT OF RESULTS IS SUBJECT TO RISKS, UNCERTAINTIES AND EVEN INACCURATE ASSUMPTIONS. SHOULD KNOWN OR UNKNOWN RISKS OR UNCERTAINTIES MATERIALISE OR SHOULD UNDERLYING ASSUMPTIONS PROVE INACCURATE, ACTUAL RESULTS COULD VARY MATERIALLY FROM THOSE ANTICIPATED, ESTIMATED OR PROJECTED. READERS SHOULD BEAR THIS IN MIND. WE UNDERTAKE NO OBLIGATION TO PUBLICLY UPDATE ANY FORWARD-LOOKING STATEMENTS, WHETHER AS A RESULT OF NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

While tough times aren't always pleasant, they are **potent opportunities** for growth and positive change.

FY24 was one such period when the business world in which we thrived ceased to exist. Our business havens (international and domestic markets) faded.

For most, the prevailing volatility forced them to take cover. For mavericks like us, the tough times have opened doors to new and unexpected possibilities.

When most others worked on saving cash, we decided to invest cash. The novel approach pushed us outside our comfort zone. To think differently. To move away from use case routes.

It **expanded** our **vision**.

It **enhanced** our **passion**.

It **energised** our **drive**.

To be future-ready for a better and brighter tomorrow.

DOCUMENT MILESTONES

THE STORYLINE

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We invested ₹142 crore and acquired Ginni Filament Limited's cotton spinning, knitting and processing units.

OUR STRATEGIC MOVE HAS

EXPANDED OUR PRESENCE

Our investment has helped us break out of our Rajasthan huddle. The new unit is located on the Delhi-Mathura Road, Chhata, Kosi District, Mathura (UP), near the New Noida airport. The unit will strengthen our presence in the cotton yarn and fabric space, a weak link in the RSWM armour. The new unit will expand our capabilities. For example, it manufactures spandex fabric used in athleisure garments, RSWM's new product vertical.

OUR NOVEL APPROACH HAS

ENHANCED OUR CAPABILITIES

The acquisition has appreciably enhanced the manufacturing capabilities - the unit adds infrastructure that can spin 20,000 tonnes of yarn annually, knit 4,300 tonnes of fabric and process 4,300 tonnes of fabric. With an active customer base of over 100 customers (a balanced presence between domestic & exports sales), the unit will significantly expand its capabilities to gain a larger wallet share with existing customers and add new customers.

OUR SHARPENED FOCUS HAS

ENERGISED THE TEAM

The acquisition has brought a streak of energy into the RSWM family. Every team is working on drawing the roadmap that would synergise the operations seamlessly to expand the product basket and enhance productivity and profitability. The unit registered revenue of ₹630 crore in FY23 and the **RSWM team hopes to increase this significantly over the next few years.**



Your Company is
committed to strengthening its
core businesses,
accelerating innovation and
unlocking efficiencies while
exploring new
opportunities to build
for the **future...**

DEAR
SHAREHOLDERS

I am pleased to present the Company's Annual Report, the most important document that details our performance and prospects.



WHILE I know many of you hoped for better, our recent performance has yet to meet the high standards we set for ourselves.

The Board and management team are taking decisive steps to address the prevailing challenges and ensure we can report a stronger performance moving forward. Together, we will turn things around.

The media is rife with stories about geopolitical stresses and fragilities impacting the economic progress of developed and developing nations. But the clouds are not so dark and deep. Brighter and better days appear to be just around the corner.

The immediate future

European nations have factored in the headwinds owing to the continuing human conflict between Ukraine and Russia. The U.S. economy is steadily gaining momentum - the retail sector is rebuilding its inventory pipelines. Elevated interest costs have been largely reigned in. We are witnessing the change - the order flow, which had dried to a nadir, has started to improve. I am hopeful that the risk mitigation strategies adopted by the world will continue to hold and provide the necessary tailwinds to improve the prospects of the textile sector in the current year.



Moreover, the possibility of India endorsing the planned Free Trade agreements appears promising in the short term and creates a platform for a leap in the long term.

Macro tailwinds

While the global textile industry's short-term growth prospects could sway in response to the prevailing adversities, long-term growth appears promising.

A report by FICCI-Wazir Advisors titled 'Textile Industry's Amrit Kaal: Roadmap for US\$350 Billion Market by 2030' highlights that the global apparel market, estimated at around US\$1.7 trillion in 2022, is expected to grow at a CAGR of around 8% to reach US\$2.37 trillion by 2030. Moreover, the Global Textile and apparel trade, which was around US\$910 billion in 2021, is expected to grow at a CAGR of 4% to reach US\$1.2 trillion by 2030.

The report also highlights that given the long-term positive outlook, the Indian textile and apparel market size is projected to grow at a 10% CAGR to reach US\$350 billion by 2030 (around US\$165 bn in 2022).

India- on the verge of a takeoff

There is little doubt that India, already the world's fifth-largest economy, will become the world's third-largest economy well before 2030. By then, the share of India's working-age population to the total population will reach its highest level at 68.9%.

India's middle class currently represents 31% of the population but is expected to be 38% by 2031 and 60% by 2047. When India turns 100, more than one billion Indians will make up the middle class. That is a massive opportunity not just for India but for the world at large.

Our preparedness

Recognizing the likelihood of a promising long-term, we are working on expanding our capabilities; enhancing our capacities and energizing the team to enhance the customer experience a few notches higher.

While equipment modernisation and capacity augmentation are now routine processes for the Company, FY24 was an important milestone as we acquired Ginni Filament's cotton yarn, knitted fabric and processing capacity.

I am particularly pleased with the acquisition as it opens a new product vertical for the Company - fabric for Athleisure garments.



A niche and growing segment

India's Athleisure market has exploded in the past five years, taking the market by storm. Various studies estimate that the category will grow 7-13% CAGR between 2020 and 2025. Three key factors fueling this remarkable growth are India's rising fitness consciousness, the fusion of fashion and function and the seamless blend of traditional and contemporary lifestyles. Our recent acquisition allows us to gain a foothold in this exciting product segment.

In closing

As we progress, RSWM will remain steadfast in executing its strategy with a sharp focus on growth. Your Company is committed to strengthening its core businesses, accelerating innovation and unlocking efficiencies while exploring new opportunities to build for the future.

In closing, I express my sincere gratitude to all of our valued stakeholders. To our dedicated employees, thank you for your hard work and innovation. You are the backbone of our success. To our loyal customers, your trust is what drives us forward. We are committed to exceeding your expectations every step of the way. And to our esteemed investors, your continued belief fuels our growth. I have no doubt that we will reach more incredible milestones together.

Warm regards

Riju Jhunjhunwala
Chairman & Managing Director and CEO

ABOUT THE COMPANY

63+ years of excellence...
 where **tradition and quality** meet innovation

RSWM is part of the LNJ Bhilwara Group, one of the country's esteemed and diverse business conglomerates. The Group's roots date back to 1960, when it started in the small city of Bhilwara, Rajasthan.

Organisational structure



LNJ Bhilwara Group

It is a multi-product and service conglomerate with a total annual turnover of ₹10,104 crore (FY2023-24). The Group operates in various business segments including textiles, graphite electrodes and power generation. Along with RSWM, some of the reputed companies of the Group are HEG Limited, Maral Overseas Limited, Bhilwara Energy Limited, etc.

Holdings
55.69%
 in RSWM (Listed on both NSE and BSE)

Headquartered in Noida, we are one of the India's largest textile manufacturer and exporter of Synthetic, Blended, Mélange, Cotton and Specialty value-added yarns. We also manufacture Denim fabric, Knitted fabric and Green Polyester Fibres in our 12 state-of-the-art manufacturing facilities in two different states in India.

Since commencing our journey in 1960, we have had a brand presence in 70+ countries in Asia-Pacific, the Middle East, Europe and North America. Our client list includes some of the biggest national and international names in fashion, home textiles, active-wear and more.

Our Performance

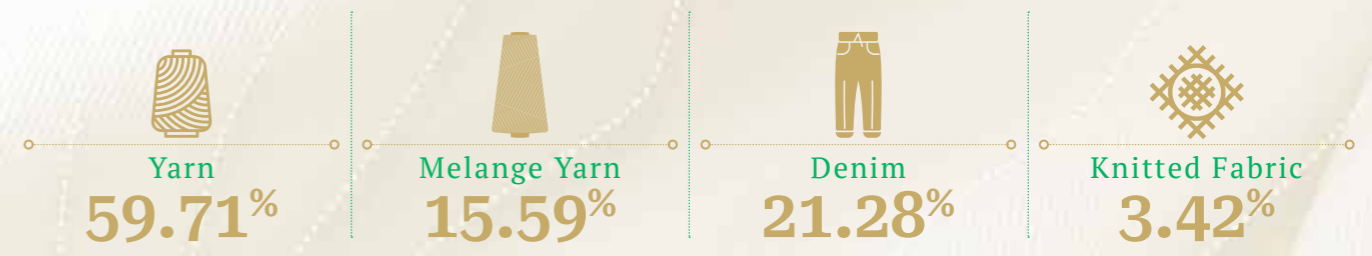


Our Assets

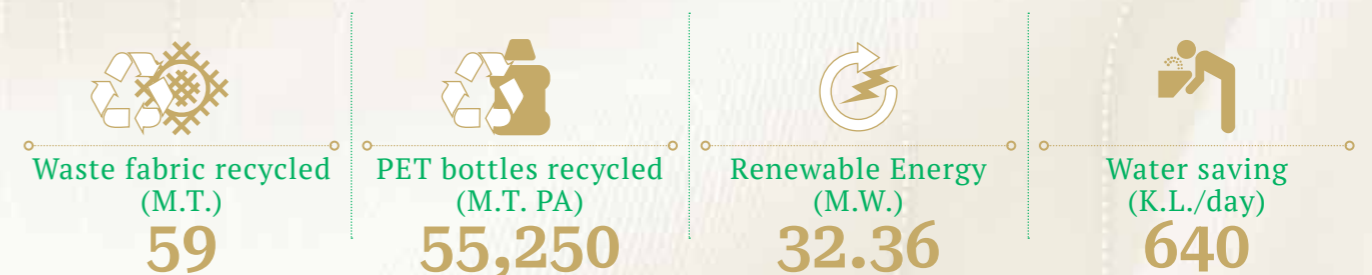


Our Products

(CONTRIBUTION TO REVENUE)



Our Responsibilities



Our Certifications



KEY PERFORMANCE INDICATORS

“Bad days always promise a better tomorrow”

- Ariana E



A 15-MINUTE CONVERSATION WITH THE
JOINT MANAGING DIRECTOR



While the current timing may not be optimal,

success

often rewards those who persevere and work towards a structured goal. With the right strategies and multiple initiatives in place, it's only a matter of time before the **tide shifts in the Company's favour**



**RSWM & Sustainability- an inspiring effort
THE ESSENTIAL ADD-ON**

RSWM has also involved the community, particularly in the four districts of Rajasthan, where it has facilities. The Company has installed PET bottle recycling machines in public places to create community awareness. The machines have been installed at railway stations, bus terminals and other places with heavy footfall.



Q. THE TEXTILE INDUSTRY SAW SOME TURBULENCE IN FY24. WHAT IS YOUR TAKE ON THAT?

A. That is quite an understatement. It was the worst year in living history when practically everything was amiss. As the Russia-Ukraine conflict entered the third year, its negative impact weighed heavily on the European nations - demand for apparel nosedived. Furthermore, currency issues impacted Turkey - the country is the gateway to the European textile market. Likewise, there were substantial issues in other global textile hubs

- Egypt remained plagued with currency and external remittance issues
- Latin American markets remained tepid owing to the political instability

The U.S. market was severely impacted by elevated inflation and hardened interest rates and only displayed some trend reversal towards the close of FY24. When uncertainty prevails for 3-6 months, consumers alter their spending patterns in favour of essentials; apparel is deemed non-essential and gets pushed down the pecking order.

Coming to the domestic market was a problem of plenty. The large players who otherwise balance their volumes between the domestic and international markets diverted their volumes earmarked for exports (and deemed exports) to the domestic market. China started dumping textile products in India at significantly discounted prices. It was utter mayhem.

Q. YOUR NUMBERS SHOWCASE DIVERGENT SIGNALS. THE TOPLINE DOES NOT SEEM TO HAVE BEEN IMPACTED. THE BOTTOM LINE ON THE OTHER HAND, IS QUITE ANOTHER STORY. CAN YOU TAKE US THROUGH THE JOURNEY BETWEEN THE TOPLINE AND THE BOTTOM LINE?

A. Our topline remains largely unaffected because we held on to some of the export business; the shortfall in export volumes was diverted to the domestic market. Easier said than done. Despite the challenges I mentioned above, our marketing team did not leave any stone unturned to steer the additional volumes to the domestic market. Full marks to them for their efforts.

The bottom line was severely impacted. Because we had to compromise our margins to retain our market share and customers. This was a small price to pay in the bigger scheme of things. I am confident this strategy will deliver superior returns when the tide turns.

The Red Sea turmoil that surfaced in the second half of FY24 suddenly sky-rocketed logistics prices. We had to bear the brunt of this unplanned spike, which took a heavy toll on business profitability. Therefore, our profits were severely impacted despite maintaining consistent revenue, which underscores our market presence and operational stability.

Q. DID THE COTTON PRICES PLAY SPOIL SPORT IN FY24 AS THEY DID IN FY23?

A. Unlike FY22 and FY23, cotton prices were reasonably stable. That was primarily a function of weak domestic demand. Most mills were operating way below their peak capacity. That was indeed some saving grace for us and the industry.

Q. WAS THE PERFORMANCE OF THE DENIM UNIT BETTER THAN THE PREVIOUS YEAR?

A. The denim unit's performance was commendable. We were among the few units out of maybe 50-60 denim fabric manufacturers to operate our facility at 90%; leading denim manufacturers struggled to operate at 50%. Our success was due to our sales policy, which helped us overcome the pitfalls in the global market.

It is incredibly heartening that LNJ Bhilwara has emerged as a benchmark in quality fabrics in the denim world. When the markets are normal, we usually need to ration sales volumes for our customers as their orders exceed our output. That is a happy position to be in.

Despite being sold out, pricing pressure drove our margins south; hence, our year's profits were negative.

Q. IT WAS THE FIRST FULL YEAR OF OPERATIONS FOR YOUR KNITTING UNIT. COULD YOU THROW SOME LIGHT ON THE PERFORMANCE?

A. Our capacity is above 400 TPM. Of this, 260 TPM is cotton knitted fabric, and the rest is synthetic knitted fabric.

The cotton knitted fabric unit experienced teething problems in the initial months of FY24. Our team has worked diligently to resolve all the issues successfully. From the second half of the year, our unit operated at 100% utilisation, which was satisfying.

Equipment issues and bottlenecks impacted operations at our synthetic knitted fabric unit. While some issues have been addressed successfully, raising operations at the unit is still a work-in-progress stage. I am confident that all this will be sorted out in the current year (FY25).



RSWM & Sustainability- an inspiring effort

RSWM Ltd, one of India's leading yarn and knitted fabric manufacturers, has taken up six initiatives for its sustainability and green drive. The Company has initiated sustainability measures in six areas: renewable energy, bio-fuel, PET bottles recycling, textile waste recycling, water recycling and using organic manure in at least 50% of its plants.

RENEWABLE ENERGY

The Company has a PPA for 100% power with a 20 MW Wind Power Unit and a wholly-owned subsidiary with a 20 MW Wind Power Facility, making a total of 40 MW. Besides, it has a 32-MW in-house solar facility to supply green power to units.

BIO-FUEL

The Company is working to use bio-fuel in its plants' boilers. It aims to convert all six boilers from coal to bio-fuels by 2025. Three of them are already running on bio-fuel.

RSWM & Sustainability- an inspiring effort

ORGANIC MANURE

The Company has a 220-acre green facility in Banswara, where it has set up an artificial lake, rain forest and an orchard. Most of its facilities have green cover, owing to the Company's focus on rainwater harvesting and planting trees. RSWM also has facilities to convert its waste matter into organic manure. The Company has mandated using only 50% fertilisers or manure in organic form in its plants. Some of the Company's agricultural plots use 100% organic manure.

WATER RECYCLING

At RSWM, all facilities have zero liquid discharge. They have recycling facilities, which ensure that each drop of water is recycled. Water is used for the production or processing of fabrics or utilised in some other way. The Company also has facilities for generating potable water that is distributed to residents in the nearby vicinity.



4

RSWM & Sustainability- an inspiring effort

Recycling pet bottles

The Company converts six million PET bottles per day, including water bottles, into polyester fibre. Earlier, recycled polyester was less than 10% of the total production. Currently, it constitutes 50% of the polyester produced by the Company.

Recycling textile waste

RSWM has open-ended spinning mills, which help it use the waste generated in the spinning process. Similarly, its fabric units are equipped with the facility to convert and reuse the waste from the fibre plant.

Q. THE TEXTILE SECTOR FACED SIGNIFICANT TURBULENCE. THE COMPANY'S OPERATIONS RAN LOSSES. YOU WENT AHEAD AND MADE AN ACQUISITION. CAN YOU SHARE YOUR THOUGHTS ON THIS?

A. Initially, seemingly bad invaluable growth opportunities for organisations are robust and resilient in the long run. This is the unwritten rule. So it was and is with us.

We acquired the spinning, knitting, and processing unit of Ginni Filaments in Mathura on a slump sale basis at an enterprise value of ₹142 crore. You would ask how this unit fits into our model and why this is a value purchase. I would answer the second question first.

For the price we paid, we got current assets valued at about ₹6 crore and non-current assets valued at about ₹136 crore (land, building, equipment, etc.).

What we bought fits in perfectly into our business. Let me explain. Our strength is man-made fibre and cotton yarn is more of a recent addition; it's an area where we have yet to establish ourselves fully. This cotton-based unit significantly strengthens our position in the cotton yarn and knitted fabric space. It is a fully functional unit operating at 100% utilisation. It has its own set of customers. With the power of the RSWM brand name, it

has earned a stamp of quality, which infuses energy into people and its operations.

Q. WOULD YOU NEED TO MAKE ANY FURTHER INVESTMENTS IN THIS UNIT?

A. We plan to make substantial investments in modernising the acquired assets, introducing cutting-edge technologies such as the latest generation compact ring frames, advanced carding and comber machines and power infrastructure. This move aims to enhance recoveries, higher productivity and better product diversity to cater to premium clients. This should happen in the next 12-18 months.

Q. WHAT OTHER INITIATIVES HAVE YOU EMBARKED ON DURING FY24?

A. Essentially two. We centralised our New Product Development (NPD) process to enhance efficiency and collaboration. By consolidating NPD under one team, we foster better communication and resource utilisation, enabling faster innovation and reduced time to market for our new products.

We are strategically investing in Artificial Intelligence (AI) technology as part of our initiative to upgrade our Information Technology edge. We are also in the process of assembling a dedicated team for this purpose. We want to leverage the benefits of this digital drive in the current year. This is a critical step towards graduating RSWM from a hard-working organisation into a hard-working and smart-working enterprise.

Q. HOW DO YOU SEE THE CURRENT YEAR (FY25) PANNING OUT? IS THERE A PROSPECT OF REVIVAL ON THE HORIZON?

A. Green shoots of recovery were visible towards the close of the year and this was reflected in our performance, as we reported a positive bottom line in the last two months. However, these are early days and anything can happen, especially considering the increasing fragilities in an overheated geopolitical environment. The visible positives are that the U.S. market is stabilising, inflation in the U.K. has dropped and Central Bank interest rate stability in Europe has worked well in building consumer confidence. If these factors continue into FY25, we should see better days.

Q. WHAT IS THE KEY MESSAGE YOU WISH TO SEND TO SHAREHOLDERS?

A. While the current timing may not be optimal, **success often rewards those who persevere and work towards a structured goal.** With the right strategies and multiple initiatives in place, it's only a matter of time before the tide shifts in the Company's favour. The wait will be worth it.





BUSINESS
VERTICAL

1

The
yarn

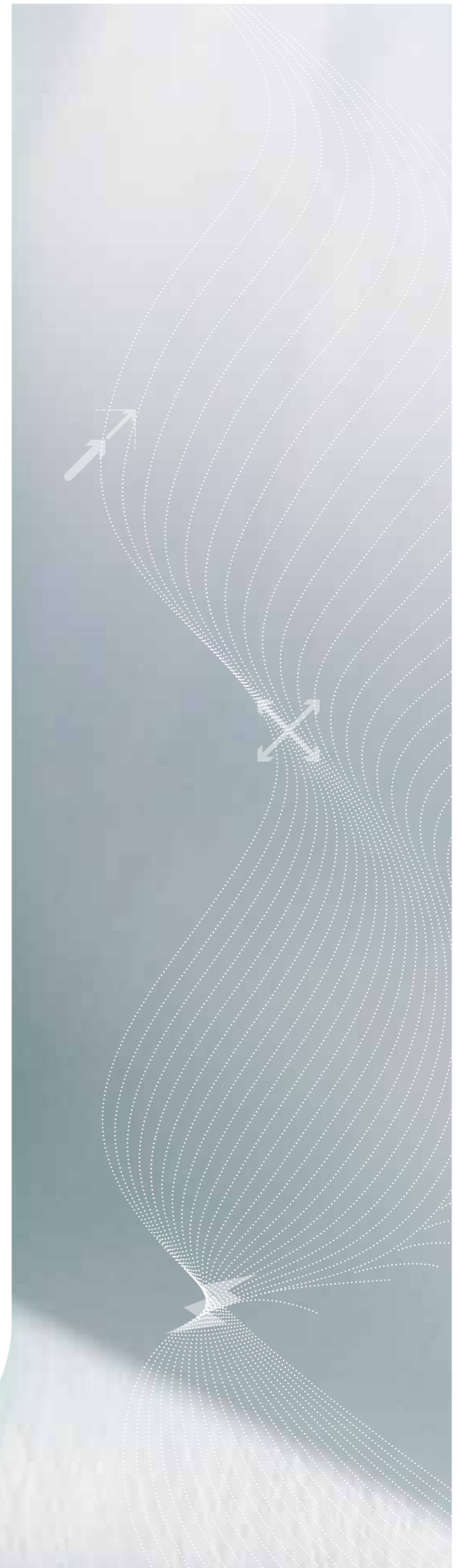
4,79,696
Spindles
March 31, 2024

4,160
Rotors
March 31, 2024

1,18,031
Yarn output M.T.
(March 31, 2024)

2,422.57
Revenue (₹ in Crore)
(March 31, 2024)

59.71
Contribution to the
total revenue (%)



RSWM is an established manufacturer and exporter of polyester and blended yarn. Recognised for its impeccable quality, the Company's products are marketed to leading weavers in India and across the world. The Company's unwavering focus on innovation has enabled it to create a wide basket of unique yarns that continue to cement its customer loyalty. As an environment-respecting Company, the Company has invested in a PET bottle recycling unit that generates recycled polyester fibre.

Our edge

- Multi-decadal experience
- One of the most extensive product basket
- Respected for product quality and consistency
- Prudent balance between domestic and global markets
- Presence in more than 70 countries spanning several continents

Performance in FY24

The yarn division registered a dismal performance owing to persisting global headwinds that throttled demand and resulted in price erosion. While the domestic market remained robust, it was flooded by cheaper imports from China.

While most yarn manufacturers were forced to operate their capacities at sub-optimal levels, RSWM operated at optimum utilisation. Its balanced sales policy and strong customer relations helped the Company sustain sales volumes and market share at previous year (FY23) levels. Price erosion impacted the Company's profitability and the division reported a considerable loss for FY24.

Energising our operations

During FY24, the Company commenced operations of its 100% cotton compact yarn unit (51,072 spindles) at Banswara. The Company branded the high-quality, value-added yarn as KAPAAS, generating considerable customer interest. When the tide turns favourable, this should generate sizeable revenue for the division.

Despite the dismal period, the Company invested approximately ₹117.36 crore in modernising the equipment.

The Company aggressively continued its cost optimisation drive to minimise business losses. Additionally, it worked on tracking its performance in each global market to increase volumes from the active markets and the number of active markets.

New Product Development continued unabated as the team focused on developing products aligned with the market dynamics and customer requirements. The team took two essential steps to develop new products:

- They worked on raw material engineering to develop quality yarns using cost-effective fibres to meet customer requirements in challenging times. This only widened the product basket
- They used Siro Compact attachments to develop Siro compact yarn, a cheaper alternative to 2-ply yarn

Outlook for FY25

External landscape: The worst is over for the textile sector as demand for yarns has increased towards the close of FY24 and remains steady. With inventory pipelines running dry, industry experts suggest that a demand uptick could transpire in the second half of FY25.

The home textiles and denim sectors are experiencing a decent uptick in demand, creating growth opportunities. Also, the anti-dumping duty imposed on synthetic-dyed fabric augurs well for the demand for synthetic-dyed yarn.

Internal strategy: RSWM will focus on upping its operational excellence. While cost efficiencies will be paramount in its priority list, the team will focus on new product development. On the marketing front, the Company will aggressively expand its geographic footprint and widen the awareness of KAPAAS, its high-quality cotton compact yarn.

The team will also work on improving the operations of the newly acquired facilities and drawing synergies between its existing operations and the new facilities.

As a responsible corporate citizen, the Company intends to increase its reliance on renewable energy sources. It will continue to scale its investments in solar energy.



New Product Development accounts for 10-15% of RSWM's product portfolio. The team plans to increase that steadily to 40% over the coming years.



BUSINESS
VERTICAL

2

The Mélange yarn

1,05,840

Spindles
March 31, 2024

20,936

Mélange Yarn
output M.T.
(March 31, 2024)

632.40

Revenue (₹ in Crore)
March 31, 2024

15.59

Contribution to the
total revenue (%)

MÉLANGE yarns blend coloured fibres to create a range of effects in the woven or knit fabric, from subtle to bold.

RSWM has long experience in creating superior mélangé yarns, a value-added yarn variety. Its products are marketed under the 'Melantra' brand and are widely accepted by leading global brands operating in India.

The mélangé yarn business is a crown jewel in RSWM's textile portfolio. The Company manufactures mélangé yarn at three factories at Mandpam, Kanyakheri and Kharigram, Rajasthan.

RSWM's mélangé yarns cater to a wide range of applications. From undergarments and business suits to casual wear and home furnishings, its mélangé yarns add a touch of sophisticated texture and depth to any creation. This adaptability positions the Company as a supplier of choice for fashion designers, manufacturers, and everyone seeking unique and visually compelling textile solutions.

The success of this division lies in the fact that it skilfully blends fibres of various colours, which can create a beautiful, multi-tonal effect in the final yarn.

Our edge

- Consistent product quality is the hallmark of the division
- An unwavering passion for innovation has enabled the team to create a huge product basket of multi-speciality yarns
- As part of India's largest yarn, our mélangé yarn division has access to the huge domestic and international market
- Proven skills to work with brands

Performance in FY24

Global woes and subdued demand impacted the division's performance. The year was fraught with inadequate market demand. The units operated at sub-optimal utilisation due to small order volumes from customers. Among other things, problems like labour shortages, power cuts at the facilities and price wars impacted the topline.

The division could not utilise its fibre dyeing equipment at full capacity due to the product shift from cotton-dyed to DOPE-dyed PC products.

Some export markets like the Middle East and the USA displayed remarkable resilience with a multi-fold increase in sales volume in FY24 compared to the previous fiscal. Significant improvement was noticed in the South Asian and European markets, while the Far East registered only a marginal increase.

Energised our operations

New product development: The division plans to introduce a series of new products in the market in FY25. One of them is Dope Dyed Viscose, which has been developed and samples were sent for garmenting. The team is also developing several new fibres (including cost-effective and sustainable products) that should be launched in the current year (FY25). The team is working on the Autumn-Winter collection for 2024-25 and the Spring-Summer collection for 2025-26.

Machine productivity: The division replaced legacy equipment with contemporary variants to improve machine productivity between 3-5% over the previous year's levels. The team optimised select processes to reduce the batch time.

Utility consumption: The teams worked hard to reduce the consumption of utilities, namely, power, water and steam. The teams saved the energy bill primarily by maintaining the load factor, optimise water by reducing RO water consumption and it took initiatives to reduce the cost of steam generation.

Environment management: The manufacturing facilities increased their energy sourcing from renewable sources (solar power) to reduce their carbon footprint. In addition, the team made appreciable efforts to reduce the consumption of fresh water and recycle the processed water to use in downstream processes. Further, the team carried out plantation drives to increase the green cover.

Outlook for FY25

External landscape: The market dynamic represents a mixed bag. While the global markets are expected to remain dismal, the domestic market should see broader and better growth opportunities.

International market: The persistent volatility does not augur well for demand growth. Moreover, the increased freight rates further dampen growth opportunities. The cotton prices pose another challenge. International cotton prices (contamination-free) are below the cotton prices prevailing in India - this makes exports from India uncompetitive. Also, the foreign currency crisis looming in the Middle East and Bangladesh would adversely impact exports.

Domestic market: Customer feedback and channel interaction indicate that the demand would improve for the Autumn-Winter 2024 and Spring-Summer 2025 collections. Additionally, the nation should see improved demand as Western players are discussing and debating on shifting their sourcing from India. Also, retail sales have picked up in the current year, but the purchasing pattern has changed to buying based on sale patterns rather than keeping inventory.

Internal strategies: The division has drawn the strategic roadmap for the domestic and export markets.

International market: New product developments and customer additions should increase sales volumes. The division will focus on increasing its business volumes and focus on connecting and engaging with global brands to secure a share of their business. Additionally, the team will work towards interacting with end users to enhance business profitability; it would also provide the team insights into market trends.

Additionally, the team would endeavour to strengthen its customer base in established and new markets to expand its opportunity landscape.

Domestic market: We have defined our work for the current year. The list includes the following:

- Hastening the speed of sampling and lab dips
- Working out long-term contractual terms with customers that align with both parties' profitability aspirations
- Partner with the fabric division to connect with brands to provide a holistic solution





BUSINESS
VERTICAL

3

The denim

172
Looms
(March 31, 2024)

40,848
Spindles
(March 31, 2024)

1,680
Rotors
(March 31, 2024)

30.01
Denim fabric output
Million Meter
(March 31, 2024))

863.47
Revenue (₹ in Crore)
(March 31, 2024)

21.28
Contribution to the
total revenue (%)

STARTING in 2007, this division of RSWM boasts a rich heritage in denim manufacturing, establishing them as a leading player in the industry. Today, RSWM's denim division is renowned for its exceptional quality, representing a blend of style, comfort and durability, all rooted in a dedication to innovation.

The Company offers a vast range of denim options, from classic indigo shades to unique washes and finishes. This variety caters to a diverse clientele, from fashion designers seeking the perfect base for their creations to manufacturers producing everyday denim apparel.

Its commitment to excellence is reflected in its state-of-the-art manufacturing facilities equipped with cutting-edge technology and a skilled workforce. However, RSWM's denim division is not only focused on delivering exceptional products but also prioritises sustainability and ethical practices.

Being a yarn manufacturer, the potential for the denim division's growth lies in venturing into high-performance denim or exploring new opportunities to further solidify its global and domestic presence. Thus, RSWM's denim division promises to weave a path of continued success by strategically adapting to market trends.

Our edge

- Reputed and respected for its consistent product quality
- Creativity and innovation have allowed the Company to develop one of the widest product baskets in the denim space
- Balanced market presence between exports, brands and domestic trade
- Customisation focus- one variety-one brand- allows it to retain its niche and solidifies customer loyalty
- Unflinching passion to push the excellence bar a few notches higher

Performance in FY24

Geopolitical tensions and adverse economic conditions significantly impacted the global and domestic denim market. This was reflected in the altered consumer spending habits gravitating towards essential goods. As a result, exports to advanced economies dropped considerably.

Within India, robust economic growth, increasing per capita income and expanding retail and e-commerce sectors have bolstered denim consumption, surpassing levels seen in other nations.

As exports dropped and brand demand reduced, the Company intelligently diverted its output to the domestic trade to meet the burgeoning domestic demand. This worked well for the Company as sales volumes, which could have dropped significantly, were maintained at the previous year's (FY23) levels, resulting in the plant operations at optimum capacity utilisation throughout the fiscal year.

A drop in realisation impacted profitability. Although the first half of the financial year saw a lacklustre performance, the team rebounded in subsequent quarters to report a positive Profit Before Depreciation and Tax.

Energised our operations

The standout achievement was the Company regaining its podium position with Levi's as the largest supplier. Moreover, RSWML will increase its supplies marginally to Levi's to cater to their growing demand.

The Company did not add any new distributors at the domestic trade level, which helped it cement a lasting bond with its existing distribution network.

The Company added a new global brand to its customer list, providing revenue visibility for a few months, extending into the first half of the current year (FY25).

It increased its sales volumes partially with a large domestic brand, which will also increase in the current year (FY25). Also, RSWM denim was empanelled as a supplier of denim fabric for a new product line for this brand. These realities should help the Company shore up volumes.

The team continued to progress with its New Product Development blueprint. It added new varieties of yarn and fabric, which increased its attractiveness to customers. Additionally, the team actively participated in textile exhibitions in Japan and Bangladesh to enhance its market presence and showcase its innovation and creativity. This generated considerable interest and enabled the Company to explore further growth opportunities.

Outlook for FY25

External landscape: The global scenario has improved considerably from FY24. Consumer confidence has strengthened with developed nations implementing robust mitigation measures to prevailing and foreseeable geopolitical challenges. This results in improved denim offtake, which will likely continue in FY25, subject to new risks that could impact global progress.

Internal strategy: To satiate customer demand, the Company will focus on increasing its sales volumes beyond its manufacturing output while maintaining product quality. Additionally, the Company is considering exploring the option of moving up the value chain to garmenting. It is in conversation with a suitable partner for this venture.

Also, the Company will change its boilers in FY25 from fossil fuel to bio-fuel to reduce its carbon footprint- this is an essential requirement for growing its business volumes with global marquee brands. This initiative should commence operations towards the close of FY25.



BUSINESS
VERTICAL

The 4 knitting

96

Knitting Machines
March 31, 2024

2,53,808

Needles
March 31, 2024

2,610

Knitted fabric output
(M.T.) / (March 31, 2024)

138.75

Revenue (₹ in Crore)
(March 31, 2024)

3.42

Contribution to the
total revenue (%)

WHILE RSWM is a textile powerhouse, its knitting division has added a new growth lever to the Company's business model. Helmed by a team with expertise in yarn selection, knitting techniques, and garment construction, this division transforms high-quality yarns into exceptional knitted fabric.

The knitted fabrics produced by the Company ensure comfort, weightlessness, wrinkle resistance and a multitude of properties built in especially for today's needs. It offers a dynamic product range that comprises knitted fabrics like Single Jersey, Interlock, Rib, Fleece, Flat Back Rib, Terry, Foma, Honey-comb, Pique, Waffel and many more.

The team produces various garment types, from everyday essentials like t-shirts and polos to more intricate knitted sweaters and scarves. Their ability to adapt to market trends allows them to cater to classic and contemporary styles.

Efficiency and precision are hallmarks of the knitting operation. Modern state-of-the-art knitting machines ensure consistency, minimise waste and enable intricate designs in our Mordi (Banswara) and Chhata (Mathura) facilities. Experienced knitting professionals ensure

meticulous attention to detail, producing products that meet the highest quality standards.

Looking ahead, strategic partnerships with fashion designers or retailers could further elevate the profile of the Company's knitted apparel. With a focus on innovation and market responsiveness, the knitting division is poised to play an even more significant role in RSWM's future success.

Our edge

- Established a healthy presence among domestic and international customers
- Working with cotton and synthetic fibres is a significant positive
- Product diversity has significantly widened the opportunity horizon
- Sophisticated equipment coupled with cutting-edge technology to manufacture high-quality output consistently
- Passion to enter new opportunity spaces to grow the business

Performance in FY24

The division sold 2,610 tonnes per annum of fabric during the year, with the lion's share going to the domestic market.

Energised our operations

The team used this period of turmoil and volatility well, focusing on stabilising manufacturing operations. The team created and institutionalised SOPs for every process to ensure process consistency.

The division launched the Spring-Summer 2025 Collection, which was greatly appreciated by its global and domestic customers. It also started work on the Autumn-Winter 2025 collection, which will be launched in the current year (FY25).

The team also worked on drawing the road map for significant export growth to achieve a balanced marketing presence.

To expand its presence in the knitted fabrics space, the Company acquired the facilities of Ginni Filaments Ltd. (detailed earlier in the report).



This unit enables the Company to strengthen its foothold on cotton yarn knitted fabrics. Post the acquisition, the Company's knitted fabric capacity has leapfrogged to about 760 tonnes per month (earlier ~400 tonnes per month), which is balanced between cotton knitted fabric (600 tonnes per month) and synthetic knitted fabric (160 tonnes per month).

The teams of both units are working on synergising the operations of both units to grow the overall knitted business.

Outlook for FY25

External landscape: With the world deploying adequate measures to rebalance itself on the path to progress, consumer confidence has stabilised. This augurs well for the global textile market, evidenced by the marginal improvement in business enquiries. The Indian market continues to be robust, with the Athleisure segment growing rapidly. This trend is expected to continue over the current year, which should help the Company strengthen its presence in the domestic market.

Internal strategy: The division has drawn up a multi-fold strategy to elevate the business into a new growth orbit.

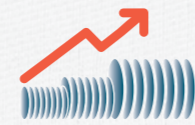
Manufacturing: The team will work hard to synergise the operations of both units to achieve optimum equipment utilisation. They will also work on modernising the newly acquired facility to upgrade existing machines and add new equipment to bolster output and efficiency. The division will also invest to increase its finishing capacity, which will help enhance the value-addition quotient.

Marketing: The team will meticulously execute its global roadmap to increase its export volumes steadily.

The focus will be on marketing its synthetic knitted fabric (which is prevalent among marquee global brands). For this, the Company is also scouting for opportunities to work directly with global brands (nominated business), which will enhance its respect and reputation in the global world.

Environment: The team will prioritise environment management, essential for approaching and working with large global brands. As a first step, the team will change its boilers in FY25 from fossil fuel to bio-fuel. Other environment management solutions will also be implemented during the year.

Managing business uncertainties



DEMAND RISK

Continuing tepid demand would derail the Company's business plans and growth aspirations.

Mitigation measures

- Stable economic conditions in developed economies suggest a revival in the fortunes of the textile industry
- Continued negotiations with global trade partners suggest that India is moving closer to enforcing free trade agreements with key trading nations, which should improve the fortunes of the textile sector
- The Company has developed a framework for continuously monitoring economic conditions and relevant market trends. As a result, it is able to detect sectoral trends in the domestic and global markets and proactively tweak its business strategies
- It remains focused on developing responsive supply chain management. It helps adjust our production level and inventory management according to fluctuations in demand



COMPETITION RISK

Growing competitive intensity could impact sales volumes and exert pressure on margins.

Mitigation measures

- RSWM's legacy of delivering innovative and quality products over more than five decades has enabled it to forge strong relationships with marquee domestic and global brands in the textile value chain
- The Company continues to invest significantly in R&D to create innovative and diversified products, which helps us stay competitive and seize new opportunities - enhancing its relevance to discerning customers and minimising competitive pressure
- Sustained investment in technological advancements and automation has helped the Company improve cost and operational efficiency and significantly improve product quality



CAPACITY RISK

Capacity constraints could impact the Company's ability to capitalise on growth opportunities.

Mitigation measures

- Equipment modernisation is an ongoing process at RSWM that helps it stay at the cutting edge of technology and enhances equipment productivity
- The recent acquisition has augmented capacity appreciably, which should cater meaningfully to business growth
- Modernisation and equipment addition are part of the upgrade plan for the acquired unit, which should further enhance capacity and output



ENVIRONMENTAL RISK

A focused approach towards environmental management is critical for business sustainability.

Mitigation measures

- RSWM has prioritised environment management as an important business pillar in its sustainable business growth
- Its initiatives and investments towards environment management are detailed elsewhere in the report
- It plans to invest ₹35 crore in converting the fuel source for its boilers to agri fuel, which should be operational in FY25



INFORMATION TECHNOLOGY (IT) RISK

Today's complex and diverse business requirements mandate the extensive use of IT solutions.

Mitigation measures

- In addition to the ERP solution, RSWM is investing in an organisation-wide AI solution to enhance the speed, accuracy and efficiency of business processes and data-backed decision-making
- From a safety perspective, the Company has upgraded its e-mail security system and installed an endpoint security system to secure its devices from malware, ransomware, etc.
- It has secured an uninterrupted power supply for the data centers and all other IT systems. The IT team has also added disaster recovery software as a safety measure to its system
- Furthermore, regular simulations, mock drills and training related to IT risks are provided to the employees



FUNDING RISK

The paucity of adequate liquidity could impact the execution of business strategies.

Mitigation measures

- A strong financial position is showcased in a low debt-equity ratio of 1.36x as of March 31, 2024
- Liquidity to improve consequent to the full operations of the new unit - net operating cash flow should improve from FY25 onwards
- Enjoys strong relations



Management
discussion &
analysis

An economic overview

INDIA's economy has shown remarkable resilience and strength in fiscal year 2023-24, with a stellar growth rate that has pleasantly surprised many experts. Despite several factors, such as a decline in industrial output, decreased government spending in an election year and erratic rainfall leading to a slowdown in agriculture due to the El Nino effect, the economy still managed to grow by an impressive rate of 8.2%.

The construction and manufacturing sectors have played a crucial role in offsetting the effects of these factors and contributing to the robust growth rate. However, the economy still faces significant risks, such as tepid private consumption and external factors.

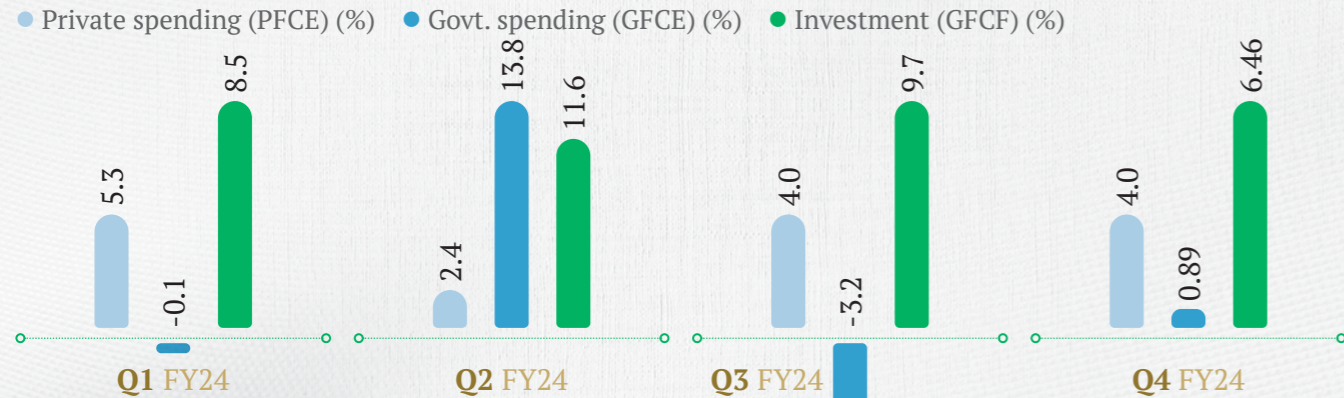
Inflation has softened considerably this fiscal year and is projected to remain within the RBI's acceptable limit at 5.1%. It is expected to decrease even further in the upcoming fiscal year. Despite this, food prices continue to remain high, although there has been a moderation in core inflation. The repo-rate has remained unchanged throughout the fiscal year. Due to the global economic slowdown and ongoing geopolitical tensions, merchandise exports have moderated to USD 437.06 billion from USD 451.07 billion in FY23. However, India's current account deficit (CAD) has narrowed to 1.2% of the GDP for the first nine months in FY24 compared to

2.6% a year ago for the corresponding period due to the declining merchandise trade deficit.

Looking ahead, consumer and business sentiment is expected to improve in FY25, driven by factors such as a recovery in global economies, a declining unemployment rate and increasing investment. The Indian economy is projected to grow at a rate of 7% in the 2024-25 fiscal.

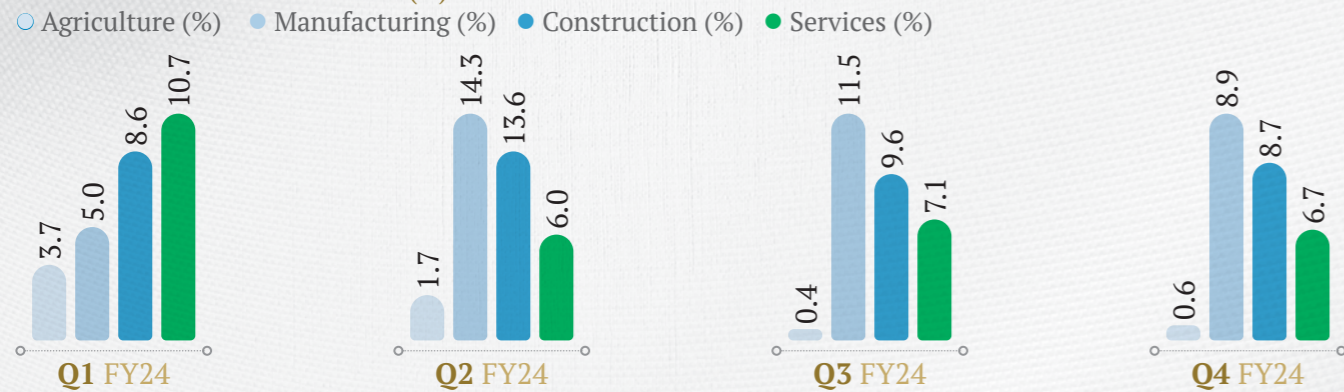
However, there are significant downside risks, such as the debt crisis and rising energy prices due to the worsening geopolitical climate, which could jeopardize the economy's overall growth in the coming years.

GOVT. SPENDING RECOVERS



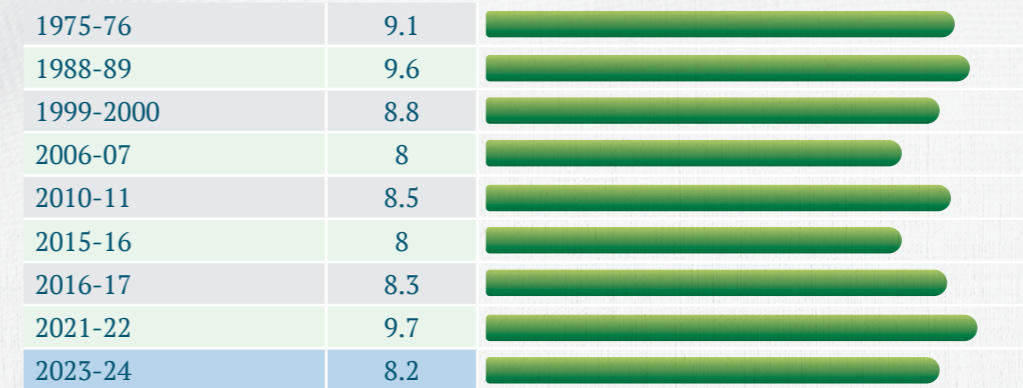
PFCE: Private Final Consumption Expenditure GFCE: Government Final Consumption Expenditure GFCF: Gross Fixed Capital Formation

MANUFACTURING MODERATES



A LOOK BACK

Nine times GDP growth rates crossed 8% since 1961-62 [in %]



Source: MoSPI

Sources:

- <https://www.moneycontrol.com/news/business/well-done-india-top-economists-laud-8-2-gdp-growth-in-fy24-12738106.html>
- https://www.business-standard.com/economy/news/india-to-grow-7-in-fy25-fastest-among-major-economies-rbi-annual-report-124053001205_1.html
- <https://pib.gov.in/PressReleaseIframePage.aspx?PRID=2005313>
- <https://www.cnbctv18.com/economy/rbi-monetary-policy-mpc-february-2024-interest-rates-cpi-retail-inflation-gdp-shaktikanta-das-19003231.htm>
- <https://economictimes.indiatimes.com/news/economy/indicators/indias-gdp-growth-to-exceed-govt-estimate-of-7-6-in-fy24-may-touch-8-rbi-governor-das/articleshow/108266162.cms>
- <https://www.livemint.com/economy/indias-gdp-may-touch-8-this-fiscal-year-to-exceed-govt-estimate-of-7-6-rbi-governor-shaktikanta-das-11709724500684.html>



The sectoral overview



Indian textile sector

THE Indian textile sector boasts a rich heritage, deeply intertwined with the country's cultural identity. The industry extends far beyond just vibrant silks and intricate weaves.

It contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is anticipated to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

The sector encompasses diverse activities, from raw cotton production to finished garment manufacturing. A significant portion of the sector remains unorganised, with countless small-scale weavers and artisans persisting with their traditional techniques. However, organised players are increasingly driving growth, focusing on product innovation, efficient manufacturing, technological advancements and global competitiveness.

Furthermore, being a dynamic economic powerhouse, the textile sector employs millions and caters to domestic and international markets. It is renowned for high-quality cotton fabrics and competitive pricing. It enjoys the status of being the third-largest exporter of textiles and apparel globally.

Performance in FY24

In the financial year 2023-24, the Indian textile and apparel sector demonstrated resilience and growth. The domestic market played a significant role, contributing most of the industry's revenue.

Apparel, followed by technical textiles, held a significant share in the domestic market. Government initiatives and focus on technical textiles offered a boost, but rising cotton prices and global economic uncertainties posed challenges.

Exports

While domestic demand remained tepid, export growth did not match the

highs of FY 2022. Nevertheless, India maintained its position as one of the largest textile exporters, with textile exports amounting to USD 34.4 billion in the financial year, albeit with a decline of ~3% yearly.

However, cotton yarns, fabrics, made-ups and the handloom segment saw an increase in exports of USD 740 million year-on-year. The sector's trajectory remains positive, poised for further expansion in the coming years.

Domestic

The revenue of Indian garment manufacturers is expected to increase by 8-10% in the 2023-24 fiscal year due to lower inflation and healthy domestic demand. Also, the notable expansion of major retailers and brands into Tier 2 and 3 markets in

2023 has substantially driven sales growth within the apparel segment.

According to a CRISIL Ratings report, volume growth in the apparel sector will be higher at 6-8% in this fiscal, as against 3-5% in the previous fiscal.

Possibilities for FY25

In the future, the industry anticipates a shift from the initial trend of the immediate post-pandemic consumer 'revenge shopping' to restrained shopping behaviour. However, consumers are anticipated to refresh their wardrobes, signaling a return to normalcy in shopping patterns.

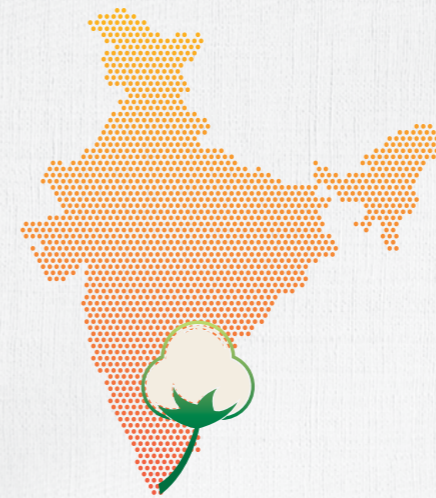
Innovative design, retail sector expansion in small cities and the e-commerce boom will continue positively impacting the sector. Also, the luxury sector will remain relatively

immune to economic cycles and can be an area of opportunity.

Free Trade Agreements with countries like the UAE and Australia offer exciting export opportunities. Securing deals with the UK and the EU could further solidify India's global presence. Falling inflation in advanced economies will likely boost consumer spending in CY2024 and CY2025, potentially increasing demand for apparel imports and benefitting Indian exporters.

Sources:

<https://textileinsights.in/garment-manufacturers-revenue-may-rise-8-10-in-fy24/#:~:text=Revenue%20of%20Indian%20garment%20manufacturers,percent%20in%20the%20previous%20fiscal>



Indian cotton production

With a rich history stretching centuries, India remains a global giant in cotton production. Despite leading the world in cotton acreage, the country ranks second in actual production.

While rain nourishes cotton plants, this dependence on unpredictable weather patterns can impact yields. India faces the challenge of fully bridging the yield gap to capitalise on its vast cotton cultivation area.

With projections from the agriculture ministry estimating a cotton output of 31.6 million bales for 2023-24, India is likely to solidify its position as the world's largest cotton producer. The Cotton Association of India (CAI)

asserts that the total availability of cotton for the season is anticipated to reach 34.6 million bales, comfortably meeting domestic demand, which stands at 31.1 million bales.

Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing consumer demand. It is expected to surpass USD 30 billion by 2027, with an estimated 4.6-4.9% share globally.

Sources:

<https://www.ibef.org/industry/textiles>
https://economy-finance.ec.europa.eu/economic-forecast-and-surveys/economic-forecasts/winter-2024-economic-forecast-delayed-rebound-growth-amid-faster-easing-inflation_en#:~:text=EU%20HICP%20inflation%20is%20forecast%20to%20fall,area%2C%20it%20is%20projected%20to%20decelerate%20from
<https://timesofindia.indiatimes.com/blogs/voices/weaving-a-bright-future-growing-importance-of-indian-textiles-in-global-trade/>

Government initiatives

PM MITRA Parks (Mega Integrated Textile Region and Apparel Parks) refers to seven plug-and-play facilities for textile businesses provided by the Central and state governments. The parks aim to enhance investment, drive innovation, foster job creation and position India as a leading global hub for textile manufacturing and exports. These parks have the potential to significantly impact the scale of the textile industry and elevate export figures.

These parks envisage nearly ₹70,000 crore investment and the creation of two million jobs. The Textiles Ministry oversees these projects and a special

purpose vehicle (SPV) owned by the centre and state governments is being set up for each park, which will oversee the implementation of the projects.

FY25 Budgetary allocation

The budget allocation for FY25 has been increased by 27.60% by the Indian government to ₹4,392.85 crore, with a significant emphasis on the textile industry. The amount allotted to textile research and capacity building has almost doubled to ₹646 crore and support for other textile initiatives has increased. Revenue expenditures totalling ₹4,373.70 crore are included in the budget breakdown.

Import duty waiver for cotton

As of February 2024, the Indian government has fully exempted customs duty on extra-long staple cotton (ELS) that is not carded or combed and has a staple length of more than 32 millimeters. This decision is in response to concerns raised by the cotton industry.



Man-made fibre

India's man-made fibre (MMF) industry is booming, ranking second in global production. Think polyester, viscose and acrylic - these fibres fuel a thriving garment and textile industry. MMF is the dominant player in global fibre consumption, accounting for a whopping 70% share. Polyester reigns supreme within MMF, with the fastest growth and maximum market share. MMF is in vogue for a few reasons. First, it blends well with cotton, creating comfy, affordable fabrics. Second, demand is rising - production is expected to jump 15-20% for polyester filament yarn alone. This surge is driven by domestic and international markets for clothing, home textiles and industrial uses. India boasts a strong, self-reliant MMF industry, controlling the entire chain from raw materials to finished fabrics. This, combined with constant innovation, positions India as a major player in the global textile scene.

Opportunities

The Indian MMF industry presents exciting opportunities in FY25 due to a confluence of factors explained below:

Preferred choice: MMF-based apparel products are expected to lead the future. Categories such as trousers, sweaters and dresses have significant MMF shares (38% to 69%). From wrinkle-free work-wear to moisture-wicking active-wear, MMF's performance makes it the preferred choice for customers. Also, compared to natural fibre, MMF offers affordability.

Fast-growing Indian Technical Textile Industry: The industry is expanding quickly in terms of output and value and a variety of industries benefit from its products, including those in the automotive, agricultural, home care, construction, aerospace, protective gear and healthcare sectors. These products improve functional qualities like greater tenacity and strength and better thermal and chemical resistance.

PLI schemes: To improve competitiveness and support large-scale manufacturing, the PLI programme for the textile industry focuses on MMF fabrics, MMF garments and technical textiles. Launched in September 2021, the ₹10,683 crore PLI initiative for the textile industry is anticipated to generate over ₹3 trillion in cumulative turnover.

Other government initiatives: The government has also put in place other vital initiatives such as The National Technical Textile Mission and the Remission of Duties and Taxes on Exported Products (RoDTEP) plan for Man-made Textiles to support the industry's growth.

Vertical Integration: As one of the largest producers of man-made fibres globally, the country's MMF value chain is vertically integrated, ranging from raw materials to finished goods. This integration facilitates efficient production processes and positions India favourably in the global market.

Rising domestic demand: India's growing population and increasing disposable income will fuel demand for apparel and technical textiles, which rely heavily on MMF.

Global demand and export potential: India is a prominent MMF exporter and with strategic investments in capacity building and technological advancements, the country can further solidify its position in the global market. Factors such as non-woven and technical textiles, changing consumer trends (including fitness and hygiene), brand consciousness and dynamic fashion preferences worldwide will likely drive global demand.

By capitalising on these opportunities, the Indian MMF industry can witness significant growth in FY25.

By 2025-2026, the global technical textiles industry is expected to grow from its current valuation of USD 260 billion to USD 325 billion. With a market valued at USD 22 billion, India is currently making enormous progress.

Sources: <https://indianexpress.com/article/business/economy/govt-cuts-import-duty-on-turkeys-exempts-extra-long-staple-cotton-from-tax-9172043/>

Spinning sector

Spinning is winding together drawn-out strands of fibres to form a yarn. The textile industry uses spinners, including rings, rotors and air-jet spinners.

The Indian spun yarn industry is a global powerhouse, boasting the world's second-largest spinning capacity with 48 million spindles. They produce a massive amount of yarn, with cotton comprising most of it. Indian mills spin yarn for every imaginable use, from coarse to ultra-fine and basic to fancy.

India's spinning industry is located in the cotton-growing regions of Maharashtra, Gujarat and Rajasthan. The country has thousands of ginning units and textile mills.

India exports about 1.2 billion kilos of yarn yearly, accounting for 30% of the global yarn trade.

Performance in FY24

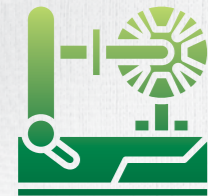
According to ICRA, the cotton spinning sector in India is expected

to expand by 12-14% in FY24. Due to a shift in sourcing preferences away from China and forecast of increasing demand for the spring-summer season in the US and the EU, yarn exports are expected to rise sharply by 85%- 90%. This will fuel domestic textile and clothing makers' demand.

However, a decrease in cotton prices will likely result in lower yarn realisations, which will cause revenues to drop by 9-10% year on year to about ₹33,465 crore in FY24. Roughly 60% of the exports will be to China, Vietnam and Bangladesh.

Possibilities for FY25

The spinners have delayed major capital plans in the immediate term due to decreased realisations in FY24. Nonetheless, ICRA anticipates a slight increase in capital expenditure announcements for FY25, primarily due to the need for machinery modernisation, the flow of demand from the China Plus One program and better domestic demand from downstream garment companies.



Sources: <https://www.indiantextilemagazine.in/indian-spinning-industry-a-global-leader-but-challenges-ahead/#:~:text=India%20has%20the%20second%20largest,kilos%20of%20yarn%20every%20year.>
<https://theyarnbazaar.com/spinning-mills-in-india.html#:~:text=Spinning%20Mills%20in%20India,%20A%20Global%20Leader%20in%20Yarn%20Trade&text=The%20history%20of%20spinning%20mills,of%20the%20cotton%20textile%20sector.>
<https://www.fibre2fashion.com/news/cotton-news/india-s-cotton-spinning-sector-to-grow-12-14-in-fy24-icra-292642-newsdetails.htm#:~:text=crore%20in%20FY24,-,India's%20cotton%20spinning%20industry%20is%20forecast%20to%20grow%2012%20D14,per%20cent%20drop%20in%20revenues.>
<https://www.icra.in/CommonService/OpenMedia?Key=8495db3b-dd82-4973-b60f-651937506dff>

Sources: <https://www.livemint.com/news/india/indian-technical-textiles-sector-expected-to-reach-50-billion-in-five-years-11690286298844.html#:~:text=%E2%80%9CThe%20global%20technical%20textiles%20market,market%20size%20at%20%20%2422%20billion.>
<https://www.ibef.org/industry/textiles>



Denim sector

Starting in 19th-century England, denim has revolutionised the modern fashion world as work-wear and casual wear, thus becoming an essential component of everyday life.

In India, denim started its journey in the 1980s and since then, the domestic market has been thriving relentlessly. Today, the Indian denim industry is the second largest globally, with a sizeable global reach.

The Indian denim sector benefits from the abundant availability of cotton, skilled labour force and evolving manufacturing capabilities. Also, Indian denim manufacturers have embraced modern technology and sustainable practices to enhance productivity and quality, making them competitive players in the global denim market.

The sector has witnessed significant investments in infrastructure and machinery in recent years, facilitating the production of a diverse range of denim products. As a result, it contributes to job creation and socio-economic development, particularly in rural areas where denim manufacturing units are often located.

By 2027, the international denim market is projected to grow at a 4.7% CAGR to reach USD 87.4 billion. Although this figure is not particularly promising, the scenario in the Indian denim market is somewhat different. Here, the market is projected to grow at a current rate of 8%-9% CAGR to reach approximately USD 11.07 billion by 2028.

Growth drivers

Broader appeal irrespective of gender, age and locality: Denim is very popular among the younger demographic, which has higher purchasing power, mostly in urban areas. However, due to comfort and style, it is also a popular choice among many customer segments, including the mature working population. Further, denim is gaining rapid popularity among women and young people, even in smaller cities and rural areas.

Growth in the retail industry: India's booming retail sector is fuelling the denim industry's growth. The trend-conscious nature of the retail industry is pushing the denim industry to innovate and offer new styles and fits, further propelling its expansion. Rising disposable incomes, a key driver of retail expansion and a growing number of malls and stores also translate to more people buying denim, encouraging domestic production and attracting foreign investment.

Performance in FY24

The performance of the Indian denim industry in FY24 appears to be mixed. Reports suggest some major denim manufacturers witnessed revenue growth while others faced slight dips, indicating a varied performance within the industry.

Fluctuations in cotton prices, a key raw material and reliance on imports for high-end finishes have impacted profitability. Overall, FY24 remained a year of consolidation for the Indian denim industry. While there's growth potential due to exports and government support, some companies might face challenges.

Opportunities

FY25 presents compelling opportunities for the Indian denim industry to strengthen its foothold and drive growth. Here's a breakdown of some key areas to consider:

Capitalise on FTAs: Free Trade Agreements with several countries are opening doors to new export markets with duty-free access, making Indian denim more competitive. Thus, by focusing on quality, innovation and strategic pricing, Indian exporters can increase their market share in the global denim industry.

Government initiatives and support for the textile industry: The Indian government has been actively promoting the textile industry, including the denim sector, through various initiatives and policies. Programmes like Make in India and the National Textile Policy aim to boost manufacturing, attract investments and create a favourable business environment.

Tier-2 & Tier-3 cities: As disposable income rise in smaller cities, the demand for denim will surge. Expanding distribution network and offering budget-friendly options can tap into this vast potential.

Women's and athleisure denim: The industry can cater to the growing demand for women's denim with a broader range of styles and fits. Additionally, focusing on the athleisure segment, which blends comfort and style, can attract new customers.

Omni channel presence: A robust online presence alongside a well-established brick-and-mortar network creates a seamless customer shopping experience, maximising reach and sales.

Growing demand for premium and super-premium denim products: India has a rising demand for premium and super-premium denim products. As disposable incomes increase and fashion consciousness grows, consumers are willing to pay for high-quality denim products.

Sustainable practices: Embracing eco-friendly practices like water-efficient dyeing and recycled materials can attract environmentally conscious consumers and enhance brand image.

Technological advancements: Investing in technologies like laser washing and ozone treatment can reduce water usage and create unique denim finishes, giving Indian manufacturers an edge.



Sources:
<https://cxotoday.com/interviews/indian-denims-promising-future-in-face-of-global-uncertainty/>

Operational performance



THE last financial year was marked with challenges and risks at the macro and micro levels. While FY24 witnessed weak demand in domestic and overseas markets, the Company's manufacturing operations faced frequent power problems.

Plagued with hurdles, the Company focused on cost-saving measures, strengthening the IT infrastructure and new product developments to broaden its revenue palette. RSWM invested in modernising and upgrading its existing machines to increase productivity.

The yarn and denim units operated at optimum capacity but synthetic dyed yarn and melange yarn experienced some strain in FY24.

Cost management and productivity enhancement efforts continued at all plants with considerable success. The marketing team of every business worked relentlessly to add customers and expand marketing opportunities to funnel its output. The innovation team supported their efforts, focusing on new product development aligned with customer aspirations and market trends. This helped the marketing team to gain the attention of customers.

Financial performance



ALIGNED with the global market, the performance of the Company remains tepid even in 2023-24. Ongoing geo-political crisis, subdued demand in both the domestic and overseas markets and stubborn inflation deeply impacted the performance of the textile and apparel sector.

In FY24, revenue from operations saw an improvement of 7%, rising from ₹3,788.90 crore in FY23 to ₹4,057.20 crore in the year under review. However, EBITDA decreased by over 61% to ₹131.65 crore and the EBITDA margin also dropped considerably. Profit after tax decreased significantly to ₹34.92 crore from ₹109.61 crore.

This decline in profits and profitability was primarily attributed to the substantial increase in input prices, which could not be passed on to consumers due to challenging market conditions. Also, the total debt as of March 31, 2024, stood at ₹1,777 crore, compared to ₹1,151 crore as of March 31, 2023.

On a positive note, the total non-current assets moved north to ₹1,811.69 crore in FY24 from ₹1,449.06 crore in the 2022-23 financial year. Moreover, the Shareholders' Fund increased from ₹1,268.42 crore as of March 31, 2023, to ₹1,309.29 crore as of March 31, 2024.

Significant changes (i.e., change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios, along with explanation, are as under

	FY24	FY23	% Change
STABILITY RATIOS			
Debt Equity Ratio	1.36	0.91	49.45
Debt Service Coverage Ratio	1.89	1.81	4.42
Interest Coverage Ratio	1.43	4.59	(68.85)
LIQUIDITY RATIOS			
Current Ratio (incl. CPTL)	1.15	1.44	(20.14)
Current Ratio (excl. CPTL)	1.28	1.58	(18.99)
Debtor Turnover Ratio (days)	58	44	31.82
Inventory Turnover Ratio (days)	73	65	12.31
PROFITABILITY RATIOS			
Operating Profit Margin (%)	3.24	8.96	(63.84)
Net Profit Margin (%)	0.78	2.89	(73.01)

Human resource



IN today's ever-changing business environment, human resource management is an essential foundation for an organisation's success. Human capital management is crucial in defining organisational culture, performance and growth trajectories within the complexity of corporate undertakings.

In line with this belief, the Company invests in its human capital, enhancing its capacity, honing its skills and fostering a leadership culture, all of which combine to position RSWM as a hub for learning and delivery.

Key Initiatives in 2023-24

Installed an HR Management Information System (HR MIS) solution. It will provide all the information on the HR function on a dashboard with a single click. This solution will allow the HR team to keep track of the pulse of the employees and the business and can identify strengths and weaknesses in the employee performance matrices.

Recruited 55 young and energetic graduates through a campus recruitment initiative. The infusion of new talent enriches our workforce and underscores the Company's commitment to foster growth opportunities and invest in the next generation of leaders.

Facilitated the participation of eight senior executives in a comprehensive leadership training and development program conducted at the IIM Indore.

This intensive eight-month course comprised an array of modules and workshops designed to strengthen their leadership skills, enhance strategic thinking capabilities and cultivate innovative management techniques.

Orchestrated an Ignite 2026 event aimed at cultivating a culture of innovation, teamwork and sustainable development. This initiative gathered our leadership team for productive dialogues, problem-solving sessions and strategic brainstorming exercises.

Organised the Management Innovation Workshop in Udaipur aimed to foster a culture of innovation and excellence within the organisation. This workshop provided employees a platform to explore and implement innovative management practices, strategies and techniques to enhance organisational performance and competitiveness.

Meticulously designed the training module for new joinees to ensure their seamless initiation into the company culture and to equip them with the necessary skills and knowledge for success.

Plan for 2024-25

The HR team's Key Responsibility Area (KRA) will be managing the business, handling succession planning and nurturing talent.

The HR team will play a pivotal role in aligning the human capital strategy with the Company's overall business objectives. The HR team will spearhead efforts to identify and develop high-potential employees who can step into key leadership roles in the future. Additionally, the team will focus on creating a supportive and engaging work environment that fosters employee growth, satisfaction, and loyalty.



Information Technology (IT)



INFORMATION Technology (IT) plays a vital role in modern businesses, providing a wide range of tools and solutions to streamline operations, enhance productivity and drive innovation. Naturally, it is a critical enabler for business growth and competitiveness, helping companies adapt to changing market dynamics and achieves their strategic objectives.

RSWM is not an exception in this regard and has long prioritised a strong IT infrastructure, much before it became a business imperative. Through its IT initiatives, the Company grew cohesively despite expanding across diverse geographical regions. Thus, by embracing these cutting-edge IT tools, the Company aims to enhance efficiency and effectiveness to meet its growth objectives.

Key IT initiatives of FY 2023-24

Online system for vendor onboarding: RSWM has introduced an advanced online system for vendor onboarding in the fiscal year 2023-24. This innovation simplifies onboarding by enabling vendors to digitally register and submit their details. By transitioning to an online platform, RSWM intends to enhance efficiency, minimise paperwork and provide a smoother experience for its business partners.

Moreover, the new system promotes transparency, allowing vendors to monitor their onboarding progress in real-time. This initiative underscores RSWM's dedication to harnessing technology to enhance operations and cultivate better ties with its vendors.

Implementation of a new generation of device security: The team implemented an advanced device security solution with EDR (Endpoint Detection and Response) and behavioural AI for enhanced threat detection. It facilitates automated swift recovery from ransomware attacks, restoring systems with a one-click rollback feature.

Successful implementation of email security: The team installed an enhanced e-mail security protocol called Domain-based Message Authentication, Reporting and Conformance (DMARC) to combat phishing and spoof attacks, preserving brand reputation and financial integrity.

This initiative effectively curtailed spam messages and enhanced employee productivity by reducing the time spent filtering irrelevant emails. The solution also ensured a robust defence against malicious emails. For better protection, the Company has re-configured the Cisco Email Security solution to upgrade the solution to evolving business realities and external threats.

To ensure compatibility and enhanced performance, the team migrated the Active Directory Server from 2012 R2 to 2016, including all the in-plant Additional Domain Controllers (ADCs).

Data centre digitisation & automation: The team has configured its UPS on Metadata for real-time monitoring of power-related metrics in the data centre and cooling systems to receive necessary alerts. Its digitised data centre diagrams for improved visualisation and efficiency, transitioning to screen presentation mode.

Furthermore, the team has upgraded the Data Center (DC) and Disaster Recovery (DR) software to ensure optimal performance and security with the latest firmware and patches. Additionally, they deployed a battery health monitoring system to extend the battery lifespan while ensuring uninterrupted power supply.

The Company has established a Hybrid Email Environment with Office 365, creating TAAC IDs on O365 to ensure seamless email functionality.

Cyber threat simulations and training: During the fiscal, the team

created different types of cyber threat simulations and conducted mock drills to test our readiness to deal with possible adversities. This drive has enhanced awareness and resilience in every layer of the organisation.

Besides, it organised comprehensive cyber awareness programmes, including training sessions, email campaigns and induction programmes, to educate the users about cyber threats and promote best practices for cyber security.

Disaster recovery updates: Performed a thorough disaster recovery drill, effectively gauging the Company's preparedness for handling potential disruptions and safeguarding the seamless operation of vital functions, including ERP and e-mail services. This drill also validates our recovery plans, trains our teams, tests technology and meets compliance requirements.

The Company further upgraded the Nutanix Hyper-converged Infrastructure (HCI) software across data centres and disaster recovery sites, ensuring peak performance and security by implementing the most recent firmware updates and patches.

Review of IT Policy: The team assess edits IT policy in response to evolving business needs and emerging threats, ensuring alignment with organisational goals and regulatory standards. By offering detailed explanations of each IT activity, stakeholders thoroughly understood the initiatives, their objectives and the benefits they bring to the organisation.

Internal control and its adequacy

RSWM acknowledges the fundamental importance of robust control mechanisms within the organisation. Consequently, it maintains a comprehensive framework of established policies and procedures to oversee internal operations and activities.

The Company remains committed to integrating all components of its operations, spanning strategic support functions such as finance, human resources and regulatory compliance

to core operational domains, including research, manufacturing and supply chain management.

To reinforce its internal oversight mechanisms, RSWM consistently strengthens its internal audit function in collaboration with statutory auditors, focusing on statutory compliance and operational efficacy.

Holding ISO 9001 and ISO 14001 certifications, RSWM always adheres rigorously to standardised practices in its manufacturing and operational

endeavours. The appointment of independent agencies as internal auditors ensures impartial assessment and evaluation of internal controls.

The primary objective of this audit initiative is to assess the adequacy and efficacy of all internal control systems while proactively recommending enhancements. Significant findings and concerns are promptly escalated to the audit committee for periodic review and strategic intervention.

Risk Management

THE Company has implemented a robust and well-defined process for conducting comprehensive risk assessments, mitigating potential risks and managing any identified risks.

To ensure continuous improvement and alignment with organisational goals, periodic reviews are conducted by the Risk Management Committee

with the utmost confidence and thereafter laid before the Board for its review.



CORPORATE INFORMATION

L.N. Jhunjhunwala Chairman - Emeritus

BOARD OF DIRECTORS

Riju Jhunjhunwala Chairman & Managing Director and CEO	B M Sharma Joint Managing Director	Amar Nath Choudhary Director	Archana Capoor Director
Ravi Jhunjhunwala Director	Arun Churiwal Director	Surya Kant Gupta Director	
Shekhar Agarwal Director	Dr. Kamal Gupta Director	Deepak Jain Director	

KEY MANAGERIAL PERSONNEL

Riju Jhunjhunwala Chairman & Managing Director and CEO	Avinash Bhargava Chief Financial Officer (Demised on 25.07.2024)
B M Sharma Joint Managing Director	Surender Gupta Company Secretary

BUSINESS HEADS & KEY EXECUTIVES

Prakash Maheshwari Chief Executive (Corporate Affairs)	Yogesh Dutt Tiwari Chief Executive (Melange)
Suketu Shah Chief Executive (Denim)	Puneet Anand President & Chief Strategy Officer
Balkrishan Sharma Chief Executive (Yarn)	Manoj Sharma President & CHRO
Arvind Kumar Maurya Chief Executive (Knit)	Naresh Sharma Chief Information Officer

AUDITORS

Lodha & Co LLP
S S Kothari Mehta & Co. LLP

REGISTERED OFFICE

Kharigram,
P.O. Gulabpura-311 021
Distt.Bhilwara, Rajasthan

CORPORATE OFFICE

Bhilwara Towers,
A-12, Sector -1,
Noida - 201 301 (U.P.)

BANKERS

State Bank of India
Bank of Baroda
Punjab National Bank
Union Bank of India
ICICI Bank Limited
Yes Bank Limited
HDFC Bank Limited
Export-Import Bank of India
Central Bank of India
IndusInd Bank Limited
Canara Bank
Shinhan Bank

PLANT LOCATIONS

Kharigram, P. O.Gulabpura - 311 021
Dist. Bhilwara, Rajasthan
LNJ Nagar, Mordi,
Dist. Banswara - 327 001, Rajasthan
(Denim & Knits)
Mayur Nagar, Lodha,
Dist. Banswara - 327 001, Rajasthan
Mandpam, Dist. Bhilwara - 311 001
Rajasthan
Kanya Kheri, Dist. Bhilwara - 311 025
Rajasthan
Rishabhdev, Dist. Udaipur - 313 802,
Rajasthan
Ringas, Dist. Sikar- 332 404,
Rajasthan (Green Fibre and Spinning)
Chhata, Delhi Mathura Road,
Distt. Mathura, (U.P.)
(Spinning, Knitting and Processing)

Directors' Report

Dear Members,

The Directors present the Annual Report together with the audited Balance Sheet and the Statement of Profit and Loss and other financial statements of RSWM Limited for the year ended March 31, 2024.

Company's Performance

Your Company's performance during the year 2023-24 is summarized below:

Financial Results

(₹ in Crore)

Particulars	2023-24	2022-23
Turnover		
Export	1,162.25	937.14
Domestic	2,894.95	2,851.76
TOTAL	4,057.20	3,788.90
Profit before Interest & Depreciation	131.65	339.53
Less: Interest/Finance Cost	92.13	73.95
Profit before Depreciation & Amortisation	39.52	265.58
Less: Depreciation & Amortization	149.59	127.30
Profit/(Loss) before exceptional items & tax	(110.07)	138.28
Exceptional Items	137.76	-
Profit/(Loss) before Tax	27.69	-
Less: Current Tax	5.74	24.48
Tax of earlier years provided (written back)	(2.79)	(20.66)
Deferred Tax Liability/(Asset)	(10.18)	24.85
Profit/(Loss) after Tax	34.92	109.61
Add: Opening Balance	768.49	716.58
Dividends & Others	(22.70)	(57.70)
Profit available for appropriation	780.71	768.49

Number of Meetings of the Board

The particulars of the meetings held during the year along with the details regarding the meetings attended by the Directors form part of the Corporate Governance Report.

The composition of the Board and its committees is in the report on Corporate Governance.

Dividend and other Appropriations

Keeping in view the financial position of the Company during the financial year under review, your directors do

not recommend any dividend on the equity shares of the Company for the year ended the March 31, 2024.

No amount is proposed to be transferred to General Reserve. The amount of ₹780.71 Crore has been carried over to next year.

Your Directors have adopted the Dividend Distribution Policy in line with the Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same forms part of this Annual Report and is also available on the website of the Company.

Operational Performance

Your Directors present the operational performance of your Company for the financial year ended 31st March, 2024. Your Directors inform the members that the financial year under review started under the shadow of recessionary conditions in the Europe & West and inflationary pressures which prevailed in the United States rendering the exports to these countries severely impacted. These conditions continued to prevail largely throughout the year under review. Your Directors inform the members there were some positive signals in the fourth quarter giving hopes of better performance in the next financial year. Domestic markets were also under pressure owing to excess capacity, higher input costs and lower margins. However, your Directors are pleased to inform the members that your Company focused on consolidating its operations and used this opportunity to acquire the Chhata Unit comprising of Spinning, Knitted Fabric and Processing facilities from M/s. Ginni Filaments Limited to enable itself to expand its capacities to take the maximum benefit when the normalcy returns. The Chhata Unit comprises of 80,016 spindles, 720 Rotors, 12 tons per day of Knitting and Processing capacity. This capacity addition is expected to add about ₹600 Crores to the Turnover of the Company on full year basis. Your Directors are hopeful that with this capacity addition, your Company would be able to take further strides and boost its overall operations.

Your Company kept its continuous focus on cost reduction measures to make its operations cost effective and also operated on optimum capacity to minimize its losses during difficult periods. Your Company also focused on realizing its outstanding dues as also to keep its inventories lower to be able to sustain its operations. Your Directors inform the members that after difficult business conditions which prevailed throughout the year, some signs of improvement are visible towards the end of financial year giving some hopes of recovery and better future prospects.

Your Company recorded a turnover of ₹4057.20 Crore as against a turnover of ₹3788.90 Crore recorded in the previous year. This includes the full year operations of the Knits Unit at Mordī, Banswara and Mélange Unit at Kharigram and partial operations of newly set up Kapaas Unit at Lodha, Banswara, which commenced its operations in the second quarter of the year under review and Chhata Unit acquired towards the end of financial year under review. In view of the business conditions explained above, the operating profit of

the Company declined to ₹131.65 Crore from ₹339.53 Crore recorded in the previous year. Profit before depreciation also declined to ₹39.52 Crore against ₹265.58 Crore recorded in the previous year and the profit after tax also decreased to ₹34.92 Crore against ₹109.61 Crore in the previous year.

The analytical review of the Company's performance and its businesses, including initiatives in the areas of human resources and information technology, has been presented in the section on Management Discussion and Analysis of the Annual Report.

Working results of last three financial years 2021-22 to 2023-24 are given in Annexure – I and form part of this report.

Expansion and Modernization

Your Directors are pleased to inform the members that during the year under review the Company completed its capital expenditure program at Lodha, Banswara comprising of 51,072 Spindles at a capital outlay of ₹315.00 Crore. Your Directors further inform that an outlay of ₹117.36 Crore was incurred as capital expenditure on Modernisation and Balancing Equipment's across all locations during FY23-24.

Your Directors inform the members that though the above stated capital expenditure programs were completed during the previous year, the Company could not take the full advantage of the above programs due to depressed market conditions which prevailed throughout the financial year. Some improvement was witnessed in the last quarter giving rise to the hope of better business prospects in the current financial year.

Your Directors in their previous report had mentioned that the Company keeps evaluating opportunities for inorganic growth apart from the organic expansion of its capacity as and when any such opportunity come across. Your Directors gladly inform the members that your Company was able to identify the one such opportunity and acquired Chhata Unit from M/s. Ginni Filaments Limited comprising of Spinning, Knitting and Processing division at an Enterprise Value of ₹142.21 Crore. The acquisition process was completed on 15th February, 2024 and made effective from 16th February, 2024. Your Directors are drawing the modernisation needs of these facilities and would take necessary steps in this regard. Your Directors are hopeful that with the addition of these facilities there would be significant improvement in the topline and bottom line of the Company in subsequent year(s).

Subsidiary Companies, Joint Ventures & Associates

Your Directors in their previous report had informed the members that upon completion of 100% shareholding in M/s. BG Wind Power Limited (BGWPL) it became wholly owned subsidiary of your Company. Your Directors inform the members that the Company had been receiving wind power supply from BGWPL for its various Units. Your Directors inform the members that the restoration work of all the wind mills had been completed during the year under review and the Company had been receiving the supply of long term uninterrupted clean power from the operations.

Your Directors during the year carried out a review of the status of investment by the Company in Bhilwara Energy Limited (BEL). Your Directors after review were of the opinion that continuation of Shri Riju Jhunjhunwala as a representative of the Company on the Board of BEL was no longer necessary in view of growth in BEL, a comfortable level of stability having been achieved in its operations, tremendous emphasis being put on renewables, potential for future growth and the significant reduction in the Company's investment exposure in respect of BEL. In view of the above the arrangement whereby Shri Riju Jhunjhunwala was nominated to represent the Company on the Board of BEL was brought to an end and the Company continued to remain a financial investor in BEL without having significant influence over it. Accordingly, Your Directors rescinded the arrangement of representation of Shri Riju Jhunjhunwala on the Board of BEL as nominee of the Company. As a consequence, during the year under review, BEL ceased to be an Associate of the Company.

Your Directors in their previous reports had been mentioning about the investment of the Company in M/s. LNJ Skills & Rozgar Private Limited which is involved in skill development related activities. Your Directors inform the members that during the year under review, your Company continued to hold 47.30% of total shareholding in LNJ Skills & Rozgar Private Limited at an investment of ₹11.80 Crore and therefore it is continuing as Associate of your Company. Your Directors feel pleasure that by virtue of this investment, your Company is continuing to contribute its bit in enhancing the skill levels of manpower of our country.

A statement containing the salient features of the financial statements of M/s. BG Wind Power Limited and M/s. LNJ Skills & Rozgar Private Limited is annexed as Annexure – II in the prescribed format in Form AOC-1.

Contribution to the Exchequer

Your Company has contributed an amount of ₹385.13 Crores in terms of taxes and duties to the Exchequer.

Corporate Social Responsibility

Your Directors feel pleasure to inform the members that your Company has been on the forefront to fulfil its obligation towards the society at large and accordingly made its contribution in various activities viz. sanitation and safe drinking water, eradicating hunger, poverty and malnutrition, promoting education, skills development, empowering women, ensuring environmental sustainability, ecological balance, protection of national heritage, help to armed forces veterans and promotion of rural sports etc. During the financial year 2023-24, your Company has incurred ₹2.06 Crore on account of CSR activities which includes health care, sanitation & safe drinking water ₹0.40 Crore; promoting education, skills development ₹0.68 Crore; ensuring environment sustainability, ecology balance ₹0.06 Crore, protection of national heritage, culture ₹0.89 Crore and towards empowering women, help to armed forces veterans & training to promote rural sports ₹0.03 Crore.

Your Directors inform the members that the Corporate Social Responsibility Committee comprising of Shri Arun Churiwal, Shri Riju Jhunjhunwala and Shri Amar Nath Choudhary monitors the expenditure incurred on the CSR activities and formulate an Annual Budget for these activities. Your Directors also review the progress periodically.

The Annual Report on CSR initiatives undertaken by the Company as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as Annexure III forming part of this report.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Your Directors inform the members that your Company endeavors to look continuously for energy conservation measures in all areas of operation across its various Units. Similarly, your Company endeavors to lookout for up-gradation and absorption of technology. Your Company also spends continuously on Research and Development. Your Directors are glad to inform the members that your Company is a net foreign exchange earner. The relevant details as required to be disclosed with respect to Energy Conservation, Technology absorption and Foreign Exchange Earnings and

Outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in Annexure – IV forming part of this report.

Annual Return

In terms of Companies Act, 2013 as amended, the Annual Return is available on the website of the Company at the following link:

<https://rswm.in/wp-content/uploads/2024/07/Annual-Return-2023-24.pdf>

Directors & Key Managerial Personnel

Shri Ravi Jhunjhunwala and Shri B. M. Sharma, Directors retire by rotation and being eligible offer themselves for reappointment.

Your Directors further inform the members that Shri Surya Kant Gupta who was inducted on the Board as an Additional Director in the category of Independent Director with effect from 10th August, 2023 was appointed as an Independent Director of the Company with effect from 10th August, 2023 for a term of 5 years by the Shareholders at the last Annual General Meeting held on September 15, 2023. Shri Surya Kant Gupta brings with him vast experience in the field of textile industry.

Your Directors further inform the members that the term of Shri B. M. Sharma as Joint Managing Director of the Company is due for completion on 6th August, 2024. Your Directors upon commendation of Nomination and Remuneration Committee approved the reappointment of Shri B. M. Sharma for a further period of two years w.e.f. 7th August, 2024 after the completion of his present term on 6th August, 2024. The proposal with regard to his reappointment shall be put up at ensuing Annual General Meeting for approval of the Members.

Your Directors further inform the members that declarations have been taken from the Independent Directors at the beginning of the financial year stating that they meet the criteria of independence as specified under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, Shri Riju Jhunjhunwala, Chairman & Managing Director and Chief Executive Officer, Shri B. M. Sharma, Joint Managing Director, Shri Avinash Bhargava,

Chief Financial Officer and Shri Surender Gupta, Company Secretary have acted as Key Managerial Personnel.

Directors' Appointment and Remuneration Policy

Your Directors inform the members that a Nomination and Remuneration Policy as amended from time to time in view of regulatory changes had been in place for the appointment of Directors and Senior Management and fixation of their remuneration. The Nomination and Remuneration Policy as framed is annexed as Annexure-V and forms part of this report.

Your Directors inform the members that the Nomination and Remuneration Committee as well your Directors endeavor to follow the policy and all appointments at Board and Senior Management are considered at the meetings of the Committee and the Board.

Annual Evaluation by the Board

Your Board of Directors, during the financial year under review, carried out annual evaluation of its own performance as well as its Committees and also of the individual Directors in the manner as enumerated in the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Directors feel pleasure in informing the members that the performance of the Board as a whole and its members individually was rated satisfactory.

Public Deposit

During the year under review, your Company has not accepted any public deposit under Companies Act, 2013.

Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investment is given in the Notes to the Financial Statements at appropriate places.

Particulars of Contracts or Arrangements with Related Parties

All contracts/ arrangements/ transactions entered into by the Company during the financial year with the related parties are on arm's length basis and in the ordinary course of business. During the financial year, there were no material contracts or arrangements entered into by the Company with any of the related party. Your Directors draw attention of the members to Note No.39 to the financial statement, which contain particulars with respect to transactions with related parties.

The policy on dealing with the related party transactions as amended from time to time in view of regulatory changes and as approved by the Board of Directors is disclosed on the website of the Company under the following link:

https://rswm.in/pdf/policy/Related_Party_Transaction_Policy.pdf

Significant and Material Orders Passed by the Regulators or Courts

During the year under review, no significant and materials orders were passed by the Regulators or Courts.

Risk Management Policy

Your Directors in their previous report informed the members that a detailed Risk Management Policy was framed in line with SEBI stipulations along with the framework for identification of internal and external risks faced by the Company as well as measures for risk mitigation including systems and processes for internal control of identified risks. Your Directors periodically review the risks associated with the business which can threaten the prospects of the Company along with the measures for mitigation of such risks.

The Risk Management Committee met periodically to monitor, review and evaluate the identified risks as per Enterprise Risk Management Policy.

Internal Control Systems

Your Directors inform the members that your Company has put in place strong internal control systems which commensurate with the size of the Company and ensure that all assets are properly safeguarded and also that all the information provided to the management is reliable and the obligations of the Company are properly adhered to.

As reported in previous reports, your Directors place the utmost importance on continuous strengthening of internal control systems and inform the members that in pursuit of strengthening internal control systems, your Company has put in place a system whereby all areas of the operations of the Company are reviewed by the internal as well as external professionals and independent audit firms. Your Company takes adequate measures with respect to gaps, if any, reported. The Audit Committee of your Company regularly monitors the annual operating plans, risk assessment and minimization procedures as well as mitigation plans and discuss reports by the independent audit firms on internal audit findings.

Your Directors endeavor to continuously improve and monitor the internal control systems.

Particulars of Employees

The information pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of the employees is annexed as Annexure –VI.

Further, pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the relevant statement is annexed as Annexure - VII.

Auditors

Statutory Auditors

Your Directors inform the members that M/s. Lodha & Co. LLP, Chartered Accountants (Firm Registration No.301051E/E300284), were reappointed as Joint Statutory Auditors of the Company for second term of five years from the conclusion of 61st Annual General Meeting of the Company held on 6th September, 2022 till the conclusion of 66th Annual General Meeting of the Company in accordance with the provisions of Section 139 of the Companies Act, 2013.

Your Directors also inform the members that M/s. S S Kothari Mehta & Co. LLP, Chartered Accountants (Firm Registration No.000756N/N500441) Joint Statutory Auditors of the Company, who were re-appointed at the 58th Annual General Meeting of the Company held on 11th September, 2019 for a second term of 5 years would be completing their second term at the ensuing Annual General Meeting of the Company and shall not be eligible for re-appointment pursuant to Section 139 of the Companies Act, 2013 and rules made thereunder.

The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Auditors' Report does not contain qualification, reservation or adverse remark.

Internal Auditors

Your Directors, during the year under review, appointed M/s. BGJC & Associates LLP, Chartered Accountants (Firm Registration No.003304N) and M/s. V Sankar Aiyar & Co., Chartered Accountants (Firm Registration No.109208W) to act as the Internal Auditors of the Company for the financial year 2023-24 pursuant to section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

Secretarial Auditor

Your Directors, during the year under review, also appointed Shri Mahesh Kumar Gupta, Practicing Company Secretary (Membership No. FCS 2870 and CP No.1999) Proprietor of

M/s. Mahesh Gupta & Company, Company Secretaries, Delhi as the Secretarial Auditor of the Company for the financial year 2023-24 pursuant to Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Report of Secretarial Audit is annexed as Annexure-VIII.

Cost Auditor

Your Directors inform the Members that Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, Textile Companies are required to get their cost records audited. In this connection, the Board of Directors of the Company on the commendation of Audit Committee had approved the appointment of M/s. N. D. Birla & Company, Cost Accountants, (Firm Registration No.000028), Ahmedabad as the Cost Auditor of the Company for the year ending March 31, 2024.

Corporate Governance

Report on Corporate Governance along with the Certificate of Auditors M/s. S S Kothari Mehta & Co. LLP, Chartered Accountants (Firm Registration No 000756N/N500441), Plot No-68, Okhla Industrial Area, Phase III, New Delhi -110020 and M/s. Lodha & Co. LLP, Chartered Accountants (Firm Registration No.301051E/E300284), 12, Bhagat Singh Marg, New Delhi – 110001 confirming compliance to conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of the Annual Report.

Whistle Blower Policy

Your Directors inform the Members that with the objective of pursuing the business in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior and to encourage and protect the employees who wish to raise and report their genuine concerns about any unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct, the Company has adopted a Whistle Blower Policy. Policy adopted by the Company contains a framework whereby the identity of the complainant is not disclosed. The policy has been disclosed on the website of the Company, the link of which is given hereunder:

https://rswm.in/pdf/policy/Whistle_Blower_Policy.pdf

Management Discussion and Analysis Report

Management Discussion and Analysis Report as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Annual Report.

Business Responsibility and Sustainability Report (BRSR)

In terms of the Regulation 34 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Business Responsibility and Sustainability Report forms part of the Annual Report.

General

- a) The Company being a Textile Company falls under the prescribed class of Companies and maintain Cost Accounts and Records which are subject to audit conducted by the Cost Auditor.
- b) In line with the provisions of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has in place a Policy framed at Group level and also set up an Internal Complaints Committee (ICC) to deal with any such reported matter. During the year the ICC did not report receipt of any complaint with regard to sexual harassment.
- c) The Company is in compliance of all applicable secretarial standards issued by The Institute of Company Secretaries of India from time to time.

Directors' Responsibility Statement.

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors state that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) They had prepared the annual accounts on a going concern basis; and
- (e) They had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

- (f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements

Your Directors take this opportunity to thank Customers, Members, Suppliers, Bankers, Business Partners/Associates,

Central and State Governments for their consistent support and co-operation extended to the Company. We also acknowledge the significant contribution made by the employees by their dedication and hard work and trust reposed on us. We look forward to have the same support in our endeavor to help the Company to grow faster.

For and on behalf of the Board

Riju Jhunjunwala

Chairman & Managing Director and CEO

DIN – 00061060

Place: Noida (U.P)

Date: May 24, 2024

Annexure I To Directors' Report

WORKING RESULTS

Particulars	UOM	2023-24	2022-23	2021-22
I. Production				
Yarn	In MTs			
Own		1,59,014	1,38,934	1,31,849
Job Spinning from outside (Domestic)		-	-	-
		1,59,014	1,38,934	1,31,849
Fibre	In MTs	44,785	43,745	42,217
		44,785	43,745	42,217
Fabric and Denim	In thousand meters			
Own		30,011	28,377	29,526
Job Weaving from outside (Domestic)		-	-	2,630
		30,011	28,377	32,156
Knitted Fabric	In MTs			
Own		2,610	1263	-
Job Weaving from outside (Domestic)		-	-	-
		2,610	1,263	-
II. Turnover	₹ in Lakh			
Yarn				
Domestic				
Grey Yarn		1,64,878	1,66,990	1,13,836
Dyed Yarn		84,936	78,974	73,046
Job Spinning		489	919	931
Total (Domestic Yarn)		2,50,303	2,46,883	1,87,813
Export				
Grey Yarn		63,513	52,061	84,679
Dyed Yarn		34,158	28,361	35,862
Total (Export Yarn)		97,671	80,422	120,541
Total (Domestic and Export Yarn)		3,47,974	3,27,305	3,08,354
Less: Inter Unit/ Division Transfer/ Job Receipt/ Incentives, Discounts & Rebate Claims as per Ind AS		42,931	41,912	27,015
Net Turnover (Yarn)		3,05,043	2,85,393	2,81,339
Fibre				
Domestic		33,497	39,500	34,569
Export		662	238	80
Total (Fibre)		34,159	39,738	34,649
Inter Unit/ Division Transfer/ Discounts & Rebate Claims as per Ind AS		32,662	37,982	31,643
Net Turnover (Fibre)		1,497	1,756	3,006

WORKING RESULTS (Contd..)

Particulars	UOM	2023-24	2022-23	2021-22
Fabric and Denim	₹ in Lakh			
Domestic		72,642	71,785	51,187
Export		18,050	13,098	21,437
Total (Fabric and Denim)		90,692	84,883	72,624
Less: Inter Unit/ Division Transfer/ Discounts & Rebate Claims as per Ind AS		13	16	406
Net Turnover (Fabric and Denim)		90,679	84,867	72,218
Weaving and Processing Charges				
Weaving Charges		55	-	19,343
Processing Charges		-	338	699
Total (Weaving and Processing Charges)		55	338	20,042
Less: Inter Unit/ Division Transfer		-	-	273
Net Weaving and Processing Charges		55	338	19,769
Skill Services		2,535	2,442	1,628
Waste				
Domestic				
Yarn		6,747	5,367	4,693
Fabric and Denim		747	585	418
		7,494	5,952	5,111
Less: Inter Unit/ Division Transfer				
Yarn		1,583	1,858	1,329
Fabric and Denim		-	-	-
Net Waste Sales		5,911	4,094	3,782
Net Turnover		4,05,720	3,78,890	3,81,742

Form: AOC-I

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

Part – A: Subsidiaries

1	Name of the subsidiary	BG Wind Power Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	06.04.2023 to 31.03.2024
3	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	N.A.
4	Share capital	
	Authorized Share Capital	₹34 Crore
	Paid Up Share Capital	₹ 22.05 Crore
5	Reserves & surplus	₹ (7,899.30) Lakh
6	Total assets	₹ 5,740.67 Lakh
7	Total Liabilities	₹11,434.97 Lakh
8	Investments	Nil
9	Turnover	₹ 888.94 Lakh
10	Profit/Loss before taxation	₹ (1,256.79) Lakh
11	Provision for taxation	Nil
12	Profit/Loss after taxation	₹ (1,256.79) Lakh
13	Proposed Dividend	Nil
14	% of shareholding	100%

Note: No subsidiary has been liquidated or sold during the financial year.

Part - B : Associates

(₹ in Lakh)

1	Name of Associate	LNJ Skills & Rozgar Private Limited
2	Latest audited Balance Sheet Date	March 31, 2024
3	Shares of Associate held by the Company on the year end	
	Nos.	11,80,000
4	Amount of Investment in Associate	1,180.00
5	Extent of Holding %	47.30%
6	Description of how there is significant influence	Holding more than 20%
7	Reason why the associate is not consolidated	N.A.
8	Net worth attributable to shareholding as per latest Balance Sheet	1,319.01
9	Profit/(Loss) for the year	189.34
	i. Considered in Consolidation	89.81
	ii. Not Considered in Consolidation	100.07

1 Names of Associates or Joint Ventures which are yet to commence operations. – N.A

2 Names of Associates or Joint ventures which have been liquidated or sold during the year- N.A

For and on behalf of Board of Directors

Riju Jhunjunwala
Chairman & Managing Director and CEO
DIN: 00061060

B. M. Sharma
Joint Managing Director
DIN: 08195895

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M. No. FCS - 2615

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2023-24

1. **Brief outline on CSR Policy of the Company:** The brief outline of CSR policy has been enumerated in the Board Report under the para Corporate Social Responsibilities.

2. **Composition of CSR Committee**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Shri Arun Churiwal	Chairman of the Committee	4	4
2	Shri Riju Jhunjunwala	Member	4	2
3.	Shri Amar Nath Choudhary	Member	4	4

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects/activities approved by the Board are disclosed on the website of the Company.

https://www.rswm.in/RSWM_CSR_POLICY

4. Provide the executive summary along with web-link of Impact assessment of CSR projects carried out in pursuance of sub- rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: **Not Applicable**

5 a) Average net profit of the company as per section 135(5): **₹11,956.18 Lakh**

b) Two percent of average net profit of the company as per section 135(5): **₹239.12 Lakh**

c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **N.A.**

d) Amount required to be set off for the financial year, if any : **₹34 Lakh**

e) Total CSR obligation for the financial year {(b+c)-(d)}: **₹205.12 Lakh**

6 a) Amount spent on CSR Project :-

• Ongoing Project : **Not Applicable**

• Other than Ongoing Project : **₹206.36 Lakh**

b) Amount spent in administrative overheads: **Nil**

c) Amount spent on impact assessment, if applicable: **Not Applicable**

d) Total amount spent for the financial Year (a+b+c): **₹ 206.36 Lakh**

e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in ₹ Lakh)	Amount Unspent (in ₹ Lakh)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund under Schedule VII as per second proviso to sub-section (5) of section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount	Date of transfer.
₹206.36	Not Applicable		Not Applicable		

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (₹ in Lakh)
(i)	Two percent of average net profit of the company as per section 135(5)*	239.12
(ii)	Total amount spent for the Financial Year	206.36
(iii)	Amount required to be set off for the financial year	34.00
(iv)	Excess amount spent for the financial year [(iii+ii)-(i)]	1.24
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(vi)	Amount available for set off in succeeding financial years	1.24

* During the year the Company was required to spend ₹239.12 Lakh on CSR activities and the Company spent an amount of ₹206.36 Lakh under review. The excess amount of ₹ 34.00 Lakh of previous year was available for set off which the company utilised fully for set off for meeting its CSR obligation for the year under review. ₹1.24 Lakh of previous year is available for set off in the next financial year.

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account as per section 135(6)	Balance Amount in unspent CSR account under sub-section (6) of section 135	Amount spent in the reporting Financial Year	Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). Amount / Date of transfer		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
1.	2020-21	N A	N A	N A	N A	N A	N A	N A
2.	2021-22	N A	N A	N A	N A	N A	N A	N A
3.	2022-23	N A	N A	N A	N A	N A	N A	N A

8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR amount spent in the financial year: **Not Applicable**

If Yes, enter the number of Capital assets created/acquired

Furnish the details relating to such assets (s) created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or assets(s) including complete address and location of the property	Pincode of the property or assets (s)	Date of creation	Amount of CSR amount spent	Details of entity/Authority/beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

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

Dated: May 24, 2024
Place:-Noida (U.P.)

Arun Churiwal
(Director and Chairman CSR Committee)
DIN: 00001718

Riju Jhunjhunwala
(Chairman & Managing Director and CEO)
DIN: 00061060

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

Energy conservation measures demonstrate a company's commitment to operating efficiently by reducing power consumption and mitigating global warming effects. During the fiscal year 2023-24, the company implemented several significant steps in this direction.

A. YARN BUSINESS

a. Various ways of energy conservation were adapted, amongst them major were as under-

1. Installation of Variable frequency Drive (VFD)-

At Lodha, variable frequency drives installed. One on the 11 KW supply air fan motor in Mill-8's blow room tower, to adjust power usage based on atmospheric conditions, resulting in daily savings of 18 units and another at supply and return air fan motors (7.5 KW) in the humidification plant of the New Product Development (NPD) department, optimizing power usage and saving 20 units/day.

Similar, VFD also installed on the supply air fan motor in the humidification plant at Rishabhdev unit, resulting in a savings of 48 units/day.

The starter of the 11 KW motor for the Draw line -2 RHS dryer blower switched from a Direct on Line (DOL) to a Variable Frequency Drive (VFD). Saving 120 units/day and the starter for the 30 KW chilled water pump motor upgraded from Direct on Line (DOL) to Variable Frequency Drive (VFD), resulting in a savings of 123 units/day at Ringas unit.

2. Replacements of old power consuming equipments-

The suction fan in the Carding machine modified, resulting in a daily saving of 435 units and humidification plant fan also replaced with more energy-efficient model, saving 220 units/day at Kharigram.

At Lodha, the conventional 75 KW main centrifugal fan motor of the carding waste collection system replaced with IE-4 motors, saving 118 units/day.

Some equipments at Rishabhdev unit were replaced thereby saving 232 units/day- old 86-watt ceiling fans in the staff colony with 26-watt Brushless Direct Current

(BLDC) energy-efficient ceiling fans, high 36-watt fluorescent tube lights with 22-watt LED tube lights in residential areas for enhanced illumination and pneumatic accessories were replaced with mechanical parts in spinning production line.

A 22 KW energy-efficient motor installed for the TFO, resulting in a daily savings of 58 units/day at Ringas-spinning.

3. Rewound motors replacements-

Rewound motors in the Ring Frame and Two for One (TFO) machines replaced, achieving a daily saving of 155 units at Kharigram.

At Lodha, energy-efficient 45 KW motors (IE4/Opti power) replaced repeatedly rewound motors in the LR-6/S Ring Frame machines, saving 165 units/day as well as an Eco Pneuma inverter system was installed on a KTTM ring-frame suction fan motor as recommended by the OEM, saving 103 units/day.

4. System automation

Automation system implemented at newly acquired Chhata unit resulted in 395 units daily savings. These were- Relative Humidity regulation in Ring Frame and Autoconer towers no 3, 4, 12, 13, 14 and 16.

5. Enhancing compressor performance

A Compressor heat recovery unit (HRU) is in place, which is now saving 144 units/day at Ringas unit and new valve block installed in Autoconer to prevent air leakage, which saved 60 units/day at Chhata unit.

6. Process modification-

A process modification involved removing the conveyor belt, which saved 16 units/day and a pneumatic operated sliding valve installed, saving 98 units/day at Ringas unit. They also removed offline Label Scrapper output conveying belt resulted in a daily savings of 18 units.

7. Energy generation-

A 5.5MW Solar PV Plant installed on both the rooftop and ground, generating 17,970 units of solar energy per day at Chhata unit.

8. Improving power factor-

At Chhata, LT power capacitors enhanced the power factor to 0.994, saving 30 units/day.

9. Boilers conversion-

The share of bio mass fuel consumption in boilers increased at Chhata unit, Mathura (U.P.) from 20% to 44%, saving 485 units/day.

B. MELANGE YARN BUSINESS

1. Installation of Variable frequency Drive (VFD)-

Optimized frequency in drives at Fibre Deposit Plant (FDP) without affecting quality, saving 87 units/day at Kanyakheri unit.

Blower Cubic Meter per Hour (CMH) optimized at Kharigram unit by installing drive on blower in Air Handling Unit (AHU) and saved 92 units/day.

2. Replacements of old power consuming equipments-

Installed one 5.5 KW, 2900 RPM motor in DC fan at Mandpam unit, against 2 X 4 KW motor in Carding Waste Collection System (WCS), saved 40 units/day, similarly they replaced old conventional ceiling fan to BLDC energy efficient ceiling fan in labour colony average saving is 35 units/day.

All unused lights removed at Kharigram unit, that saved, 67 units/day

3. Process modification-

Optimized running Humidification plants by maintaining required RH percentage, saved 100 units/day at Kanyakheri unit.

At Kharigram unit, various process optimization steps taken to save 591 units/day. These steps were- CLC machine duct modified in Blow room, maintained required suction pressure even after stopped fan and frequency in Supply Air Fan (SAF) and Return Air Fan (RAF) of humidification plant of entire unit, based on outside temperature optimized.

Modifications were also done in pressure at Sample Ring frames and suction fan intensity in Speed Frame Machines.

4. Energy generation-

Steps taken to utilise alternate sources of energy by installing 1.6 MW ground mounted solar panel at Kanyakheri unit.

C. DENIM BUSINESS

1. Enhancing compressor performance

Connected Denim Compressor house (Atlas copco) to Spinning Phase 3 Compressor House (Kaeser) through 8 Inch Line, for Air CFM and Pressure balancing and optimum utilization of compressor's capacity, it saved 725 units/day.

D. KNIT BUSINESS

1. Process modification-

Pressure switch installed is softening water line, now pumps are running as required and rest of this pump saved energy, 50 units/day likewise a timer installed in lighting timer, saved 5 units/day

(b) Energy conservation plan for 2024-25

A. YARN BUSINESS

1. Installation of Variable frequency Drive (VFD)-

A Variable Frequency Drive (VFD) will be installed at Kharigram unit, on the boiler feed water pump following recommendations from the Energy Audit team. This improvement, requiring an investment of ₹1.50 Lac, will result in energy savings of 0.30 lac units/year.

To optimize power consumption of suction fan waste collection system motors used in ring frame machines for collecting bonda waste, VFD will be installed. This involves four motors, each of 11 KW & 15 KW and is expected to save 250 units/day at Lodha as well as an Eco Pneuma inverter system will be installed on eighteen KTTM make Ring-Frame machines to save power, which will result in a savings of 720 units/day.

Likewise, 682 units/day will be saved by installing various VFDs at different requirements in RCPF, these will be-

- The motor starters for the heat exchanger blowers of wash lines 1 and 2, each 18.5 KW, will be converted
- The 15 KW motor starters for the eddy current in wash lines 1 and 2 upgradation
- The motor starter for the 37 KW thermo pack oil circulation pump conversion
- Updates to motor starters for the 18.5 KW heat exchanger blowers in wash lines 1 and 2
- Updates to the 15 KW motor starters for the eddy current in wash lines 1 and 2
- The conversion of the 37 KW motor starter for the thermo pack oil circulation pump to VFD

In the KTTM make Ring Frame through the installation of an inverter in the suction fan motor will lead to a daily savings of 674 units and installing inverters for the 2x75 KW steam fan motors in the Carding WCS at Chhata unit will also save energy.

The variator drives in the LR6 Ring Frame will be replaced with inverter drives.

2. Replacements of old power consuming equipments-

Eight humidification plant fans are set to be replaced with new energy-efficient models. This upgradation, costing ₹12.80 Lac, projected to save 1.56 lac units of

energy annually at Kharigram unit. Similar to this, high energy-consuming old ceiling fans will be replaced with a hundred new generation energy-saving fans. This replacement, with an investment of ₹3.0 Lac, will lead to an energy saving of 0.15 lac units annually.

At Lodha, old air conditioners will be replaced with 5-star rated units and old ceiling fans with BLDC ceiling fans, similar work will be done at Chhata unit as well.

Mono block pumps in the pump room shall be replaced with new energy-efficient centrifugal type pumps, each with a capacity of 15 KW, resulting in a daily savings of 24 units and mono block pumps used for negative suction shall be replaced with 15 KW energy-efficient centrifugal type pumps, achieving an additional daily savings of 24 units at Rishabhdev unit.

3. System optimization

Optimizing the suction pressure at Comber WCS below 150 Pa and in carding through FU & pressure transducers, as per the SITRA report, will save 322 and 333 units/day respectively at Chhata unit.

4. Enhancing compressor performance

Air leaks in the spinning mill and process house will be arrested as indicated in the SITRA report that will save 761 units/day at Chhata unit.

5. Process modification-

Power consumption for the humidification plant will be optimized through an air audit conducted by the original equipment manufacturer (OEM) and fine-tuning by an engineer from M/s Luwa India at Lodha

A Waste Collection System (WCS) heat recovery system at Ringas unit is set to be installed, which is projected to save 96 units/day.

By some modifications in RCPF plant at Ringas unit like-removing flange heater in vacuum cleaner and rotary gate valve in dryer section in place of rotary motor will save 187 units/day.

6. Boilers conversion-

Fuel savings will be achieved by replacing the existing 2x3 TPH boilers with a more efficient 8TPH boiler.

Summary of energy saved in the year 2023-24 -

Sr. No.	Name of unit	Capital investment on energy saving (₹ In Lakh)	Energy saving (Lakh units)	Amount of energy saving (₹ In Lakh)
1	Kharigram (Bhilwara)	17.74	2.01	14.00
2	Lodha (Banswara)	21.43	0.56	3.79
3	Rishabhdev (Udaipur)	6.19	0.36	2.40
4	Ringas - Spinning (Sikar)	4.22	0.27	1.66
5	Ringas - Fibre (Sikar)	3.00	1.36	10.32
6	Chhata (Mathura)	24.00	2.90	20.59
7	Mandpam (Bhilwara)	3.50	0.85	5.86
8	Kanyakheri (Bhilwara)	0.00	0.64	4.42
9	Melange (Kharigram, Bhilwara)	0.30	2.70	20.49
10	Denim (Mordi, Banswara)	28.00	1.53	10.67
11	Knits (Mordi, Banswara)	0.04	0.21	1.35

B. MELANGE YARN BUSINESS

1. Installation of Variable frequency Drive (VFD)-

A Variable Frequency Drive (VFD) will be installed at Mandpam unit, on the boiler feed water pump following recommendations from the Energy Audit team. This improvement, requiring an investment of ₹1.50 Lac, will result in energy savings of 0.30 lac units/year.

2. Replacements of old power consuming equipments-

RO booster pump BM17A-16 N will be changed by energy efficient CRN 10-12 B, it will save 92 KWh/day at Mandpam unit.

3. System optimization

Power will be saved by optimization of suction intensity 70% to 50% in suction fan motor in Draw Frame machine and suction fan frequency.

Optimizing, plant and colony light. These changes will save 521 units/day at Kharigram unit.

4. Enhancing compressor performance

Audit of air leakages and its rectification have target of 196 units/day power saving at Mandpam unit.

C. DENIM BUSINESS

1. Replacements of old power consuming equipments-

Old ten 7.7 KW Mono-block pump will be replaced with energy efficient pump at (Effluent Treatment Plant) ETP Plant for water supply at Denim, investment will be of ₹8.5 Lac, it will save 156 units/day.

2. System optimization

Power will be saved by optimization of suction intensity 70% to 50% in suction fan motor in Draw Frame machine and suction fan frequency. These changes will save 449 units/day at Mordi unit (Banswara).

D. KNIT BUSINESS

1. Replacements of old power consuming equipments-

Conventional ceiling fan of 80 watts will be replaced with BLDC 26-28-watt fan; it will save 34 units/day. Two 5.5 KW single stage vertical pumps for Uf feed and second stage feed will be replaced, this will save 20 units/day.

c) Water conservation measures taken during FY 2023-24

A. YARN BUSINESS

1. Replacements of old more water consuming machines-

Old dyeing machines replaced with new ones that have a low liquor ratio to conserve water.

2. Reusing water-

Water drained from the Yarn Conditioning Plant (YCP) is recycled for use in the humidification plant.

Sewage water treated through a Sewage Treatment Plant (STP) and reused for gardening to reduce fresh water consumption.

Water discharged from the YCP collected in an underground tank for use in gardening and rejected water from domestic Reverse Osmosis (RO) systems utilized in the fire hydrant tank.

3. Arresting leakages-

Underground hydrant lines prone to leakages relocated above ground.

4. Process modification-

The batch size for fibre dyeing increased by loading more fibre into existing vessels.

B. MELANGE YARN BUSINESS

1. Reusing water-

RO water saved by reuse of boiler RO rejected water for preparation of chemical solution at old ETP, saving 30 KL per day and STP water used for plantation, through drip irrigation and sprinklers

2. Process modification-

Banas water used in place of RO water for chemical preparation at new ETP saving of 15 KL RO water and optimized the process RO in air washer tank.

C. DENIM BUSINESS

Replacements of old more water consuming machines-

Installed new technology 4th stage RO plant of 250 KLD with hardness removal plant. It is saving 125 KL per day likewise commissioned a new Multi Effect Evaporator (MEE) with Agitated Thin Film Dryer (ATFD) plant of 200 KL per day, saving 150 KL water/day.

D. KNIT BUSINESS

Process modification-

Hot water sent to RO to ETP for retreatment and separation of effluent done from process – separating high TDS stream from plant, after its implementation RO efficiency improved

Summary of water saved in the year 2023-24

Sr. No.	Name of Unit	Capital investment on water saving (₹ In Lakh)	Water saving (KL)	Amount of water saving)(₹ In Lakh)
1	Kharigram (Bhilwara)	138	10,500	10.50
2	Lodha (Banswara)	NIL	20,148	0.927
3	Rishabhdev (Udaipur)	Nil	59,043	3.54
4	Ringas (Spinning)	NIL	318	0.38
5	Chhata (Mathura)	4	18,000	1.80
6	Mandpam (Bhilwara)	Nil	15,750	18.90
7	Kanyakheri (Bhilwara)	Nil	48	0.83
8	Melange (Kharigram, Bhilwara)	Nil	15,098	6.19
9	Denim (Mordi, Banswara)	861	73,000	102.2
10	Knits (Mordi, Banswara)	102	21,564	28.93

(d) Water conservation plan for 2024-25

A. YARN BUSINESS

1. Replacements of old more water consuming machines-

Two dyeing machines will be upgraded to models with a lower liquor ratio to save water and explorations will be made into installing an RO plant at the new project site to reduce water usage by decreasing the drain frequency of air washer tanks in humidification plant.

2. Arresting leakages-

Rusted underground hydrant lines will be replaced and relocated above ground.

3. Enhancing water harvesting facility

A water harvesting system will be installed to help recharge the underground water table.

4. System modification

Existing urinals will be replaced with water-efficient and waterless models and taps will be fitted with aerators to conserve water.

The feasibility of adopting a shorter dyeing cycle using Nicca Smart Dyeing technology will be evaluated.

B. MELANGE YARN BUSINESS

1. Replacements of old more water consuming machines-

In RFD and bleach, one bath saving (four bath will be used in place of three bath). Means there will be 6.7 litre per kg saving. (150 tons per month), polyester dyeing will be done with smart process with - Nicca Chemicals, by this way in dark shades, two bath will be saved. There will saving of 13.4 litre per kg.

2. Enhancing water harvesting facility

Rainwater harvesting units will be installed at dead bore wells

C. DENIM BUSINESS

System modification

By Indirect heating system, condensate recovery will be improved on process machine it will reduce 60-65 % water requirement

D. KNIT BUSINESS

System modification

Reusable Water (RFD Drain) will be separated directly from machine where TDS is only up to 1000 and double dyeing will be done from single bath it will reduce water consumption.

(e) New products developed during the FY 2023-24

A. YARN BUSINESS

1. New fibre introduced in manufacturing

- RSWML Recycled Biodegradable Polyester
- Natural Banana fibre
- Natural Hemp fibre and
- Jute Fibre

2. New yarn collection launched-

- Exclusive Bamboo dyed yarn collection A24A launched in market.
- Home Linen Collections H23A, H2-4A & H24B (Biodegradable PET) launched.
- Woven dyed collections W24A launched.
- Dyed Yarn Knit wear collections K23A launched.
- Dyed Yarn Active wear collections A23A & A23B (Sustainable Yarns) launched.

3. Cut through development

- Seasonal fleece products developed in open-end machine.

4. Specific developments

- 2/24's FR for garment
- 12's PV and 16's PV 90/10 (with Optical polyester)
- 4/17's and 4/20's SHT Siro yarn
- 20's PV 50/50 with green gold 305 and Ecoliva viscose
- 3/13's SHT on dye tube

5. Development in fibre manufacturing

- Biodegradable (CICIO) polyester fibre
- Dope-dyed (Black) 2.5 dn TBL
- 1.2 dn Grey fibre
- 1.4 dn off white
- Supreme black fibre in high colour depth

B. MELANGE YARN BUSINESS

1. Specific developments-

- Pokolbin: Cotton/Recycle Poly/Linen
- Joy: Organic Cotton/ Ecovero
- Tri Blend Fancy: Organic Cotton/ Recycle. Polyester/Acrylic

2. Azure Sea Range: Lenzing Dope Dyed Indigo Modal & their blends

- 100% Lenzing Modal
- Lenzing Modal/Org Cotton

- Lenzing Modal/Hemp 80/20
- Lenzing Modal/Linen 80/20
- Lenzing Modal/Org Cotton/Wool 50/35/15
- Lenzing Modal/Sparkle Poly 98/02

3. Novelty yarn-

- Novelty Yarn (NPD-0010): FT Organic Cotton/ Recycle Poly 60/40
- Novelty yarn (NPD-0011): BCI Cotton/ Recycle Poly 60/40

4. Special effect based -

- Ecolin Effect: Organic Cotton/ Ecovero/ Linen 40/40/20
- Ecolin Effect: Organic Cotton/ Ecovero/ Linen 50/40/10
- Special Effect (NPD-0012): Organic Cotton/ Recycle Poly/ Viscose 50/38/12

C. DENIM BUSINESS

1. Developments by weave

A new dobby design developed in shirting fabric looks like a jacquard weave and having an extra ordinary 3D effect after wash down.

2. Sustainable product development

Sustainable denim developed, using Tencel / Hemp Lycra in the weft, which has UV protection, good absorption resistance, durability and anti-microbial qualities.

Introduced NUCYCL®, a novel fiber for denim that offers superior performance in all applications and can be formed and reformed TM with less water, chemicals, pesticides and methane emissions. It is also naturally softer, absorbent and more robust than virgin cotton and polyester. Because produced goods emit 25,000 tons less CO2E year, they are also sustainable.

Developed clean core concept in indigo dyed fabric. It also allows saving significant amount of water and energy throughout the manufacturing process from fabric to garmenting.

3. Comfort specific development

Developed product with use of LYCRA® ADAPTIV fiber in which have high stretch, excellent recovery, shape retention and durable.

Used Cotton Tencel (50/50) warp, which has a high tenacity profile, effective moisture management, tenderness to skin, wrinkle resistance and non-allergenic qualities.

D. KNIT BUSINESS

1. Cutting-Edge Materials-

Introduced Polyester and Polyester/Spandex, setting new benchmarks in fabric innovation

2. Nylon-based fabrics-

Displayed advanced durability and versatility in developed specific fabrics.

3. Sustainable Blends –

Explored sustainable blended fabrics, crafted from eco-conscious materials such as Bamboo, Sarona, Modal, Sea cell, renew cell, Linen, Wool, Coffee, and Recycled PES & CTN, embodying our commitment to environmental stewardship.

4. Exceptional work (NPD textile innovation):

401 meticulously constructed samples unveiled under New Product Development (NPD) during FY 2023-24.

(f) New process, process optimisation, quality upgradation, waste reduction, cost and manpower reduction measures taken in FY 2023-24

A. YARN BUSINESS

1. Process optimisation-

Recycle cotton up to 50 % adopted at Lodha as new product for new market capacity, enhanced to 250 MT per month and reutilized BDCD up to 30% via recycling.

Similarly recycle polyester direct bale feeding started under process optimisation at Ringas unit, they also installed 10 more Cyclone in mixing at Ringas unit. This has led to better blending of fibre, less fly generation and ease of work to the worker.

One Ring frame's lift up gradation from 170 mm to 160 mm with existing spare availability, so we are getting 4% more productivity and two Ring frames Drafting stands height reduce by 30 mm, this led to increased productivity by 3% at Chhata.

2. Quality improvement-

New TC-12 card material diverted for 30's ABS for quality improvement at Rishabhdev unit, they also did trial on plastic tube in SHT count to see dyeing variation issues and result found ok.

3. Manpower reduction-

At all locations through workload study done by NITRA.

4. Waste reduction-

At all locations.

5. Cost reduction-

Precitex and Inarco make perforated aprons (Lattice apron) used in place of imported aprons at Chhata Unit. To reduce cost they changed waste purchasing, earlier waste purchased from outside agency for open end mixing. Now they are using in-house waste to prepare mixing for open end.

Some more changes made at Chhata unit to optimise cost like- conversion of cone size in Eli twist yarn saving of packing cost, use of dia cots bigger in KTTM make ring frames.

B. MELANGE YARN BUSINESS

1. Process optimisation-

Low temperature soaping started in fibre dyeing so one bath reduced and temperature down by 200 centigrade and Bio scouring started in place of normal scouring so steam saving done by reducing 15-degree centigrade at Mandpam unit.

At Melange (Kharigram) achieve recovery in Carded process over all year- 77.39% and 66.77 % in Comber process.

2. Quality improvement-

Compact spin attachment procured and installed in 10 Ring frame machine for reducing hairiness index resulting less pilling in fabric stage in Mandpam, Quantum 3 EYC also installed in three Auotconer machines for better quality at there.

3. Manpower reduction-

Through studies by NITRA.

4. Cost reduction-

Cost saving in RO water by ₹18.90 lacs per annum at Mandpam unit.

C. KNIT BUSINESS

1. Process optimisation

Double dyeing done without pre-treatment in navy and black shade and Bio scouring done in black shade in lesser cost for light GSM fabric

2. Cost reduction-

Various better price dyes and chemicals introduced.

Pre-treatment done without H2O2 in navy and black shade that saved cost.

(g) Technology absorption and up gradation during the FY 2023-24

A. YARN BUSINESS

1. Technology upgradation for yarn business increased productivity and better quality

Four, LMW make LF-4280A speed frame installed in place of Jingwei speed frame and Four LMW make double delivery LDB-3 Draw Frame in mill 9 at Kharigram unit.

R-37 Semi-automatic machine adopted at Lodha (Banswara) for better yarn quality & higher productivity.

One Blow Room, five TC 12 Cards, one Rieter Draw Frame and Four Speed Frame LF-4280 installed at Rishabhdev unit.

To Increase flexibility (small lots / different products), improve quality and increase overall productivity Ringas unit installed- two Chute feed line (LMW & P& G) in place of Hinatex Lap Scutcher 4 cards. They also installed Four cards LC 361 chute feed with WCS cards in place of LC 1/3 lap feed card, three Draw Frames, two Speed frame LF4280 A in place of LF 1400 and two Autoconers.

Some machines like - ten Cyclones in Mixing Bins, Air Dryer to remove moisture from compressed air and Roving Stop Motion Premier IMS & RSM on RF M-1 8208 spindle installed at Ringas unit.

At Chhata Unit Ring Frame pneumatic suction, fan introduced (Continuous) in place of old Drum type suction fan. Soft plus cots used in place of normal cots (Quality improvement under trial) and SB-2 Draw frame machine conversion done.

2. New era testing facility adaption

To provide top-notch quality yarns we asses it from Uster quantum foreign fibre clearing gauges & latest equipment from Uster to test fibre to yarn at Lodha unit.

3. Machines upgradation for improved product quality

To arrest the contamination, total 14 nos. of OHTC installed for speed frame and Four OHTC installed on Ring Frame at Kharigram unit.

4. Introduction to latest manufacturing technology-

New latest 51,070 spindles installed with latest available technology in world, involving extreme fibre contamination sorter for Jossi in blow room at Lodha unit.

New plant branded as KAPAAS installed with latest card from Trutzschler, draw frame from Rieter, Comber from Rieter for excellent combing with highly efficient Marzoli speed frame & state of art Ring frames from KTTM having autodoffing with linkconer at Lodha unit.

B. MELANGE YARN BUSINESS

Technology upgradation for increased productivity and better quality

At Mandpam below upgradation were done-

- Improvement in yarn strength (RKM value) as per market requirement by introducing compact spin arrangement
- New model LC 361 carding installed for high productivity and less downtime
- New model Comber LK 69 installed for improvement in productivity and high nips rate
- New model Draw frame installed high productivity and less down time
- More sensitive EYC installed having both option of optical/ capacitive in quantum 3
- Upgradation done in Multi Effect Evaporator (MEE) plant for Zero Liquid Discharge (ZLD)
- New model SSM cheese winding installed for getting better density
- Steam flowmeter installed in yarn dyeing for steam monitoring purpose

At Kanyakheri unit three Rotocraft installed (Compact attachment) in Ring frames to improve quality.

Likewise 5,040 Ring spindles converted from normal to LMW compact (Spin Pact) at Melange, Kharigram unit this led to productivity gain of 10%.

C. DENIM BUSINESS

Technology upgradation for increased productivity and better quality

Upgradation done of Draw Frame Sliver Focus Unit- 03 No (Auto Leveller) and energy efficient Ball Loading Stacker installed to reduce loading time.

D. KNIT BUSINESS

Technology upgradation for increased productivity and better quality

High TDS Water separation from machine affecting efficiency of ZLD System.

(h) New technology adoption plan for 2024-25 for betterment of products: -

A. YARN BUSINESS

1. Technology upgradation for increased productivity and better quality

Fibre dyeing machine of 200 kg and 50 Kg capacity with latest technology will be installed at Kharigram unit along with a hydro extractor.

KAPAAS is also addressing new segments of Slub & Siro yarns effects by adding two more Ring frame for additional production in 100% cotton segments.

Heat Recovery system to use hot air from WCS in department in rainy/winter season to avoid using heating lamp; thereby reducing power consumption will be installed at Ringas unit.

Two, X-6 Autoconer Winding machines will be installed at Rishabhdev unit.

Dosser line -1 PLC and drive will be upgraded at RCPF, Ringas Unit. Because old models spares are not available easily and these are costly. Now this will be upgrading it to Siemens PLC and drive for less breakdown and better productivity.

Flexi clean (Blow room machine) will be used in place of uniflex for waste saving purpose at Chhata. Apart from this, some conversion will also take place at Chhata like- Comber section ratchet wheel conversion, LR section main motor will be converted from variator belt to timing belt, KTTM section main motor flat belt will be converted in timing belt and Simplex bottom clearer cloth will be converted in stripper.

2. Technology upgradation sustainable environment-

Eighteen MT Multi fuel/ Agro based boiler will replace 12 TPH + 6TPH Coal fuelled Boilers of RCPF & Spinning division at Ringas unit.

3. New era testing facility adaption

Yarn testing equipment UT-6, UTR-5 & Classmate to reach quality segments of market will be installed at Lodha unit.

At Ringas unit one Spectrophotometer for better shade matching is being installed

B. MELANGE YARN BUSINESS

1. Technology upgradation for increased productivity and better quality

An automatic double head cots grinding machine will be installed to avoid frequent change of stone for grinding of soft cots and long cots at Mandpam unit.

Five Compact attachment in Ring Frames- Conversion of main motor with Inverter (34 KW to 37 KW) for Course Count is planned at Kanyakheri unit.

2. Technology upgradation sustainable environment-

Agro fuel based boiler will be installed at Mandpam unit.

C. DENIM BUSINESS

1. Technology upgradation for increased productivity and better quality

Some planned upgradation in Denim unit are as under-

- Finishing department: upgradation of Coating machine (Zimmer machine) and Stentor machine
- RO Plant 1: Upgradation of drive & display + sensor + PLC of Ro plant
- Spinning 1: Ring frame-3 drive & display upgradation from OEM
- Spinning 1: Speed frame-1 drive & display upgradation from OEM
- Spinning 1: New Corolab sensor for open end machine (Model SE-12)
- Upgradation of Lycra Attachment drive & display + sensor - for Ring frame
- Upgradation in Picanol loom from PB to LEDAC
- Upgradation of OHTC for Picanol loom

2. Technology upgradation sustainable environment-

- New technology AFBC Biomass feed two steam boiler of 16 TPH will be installed

D. KNIT BUSINESS

1. Technology upgradation for increased productivity and better quality

Natural dyes adopting for knits fabric dyeing and C/P or PC are Dyeing in Single Bath instead of Double Bath.

2. Technology upgradation sustainable environment-

Reducing carbon emission by using biofuel based thermic heater.

(i) Expenditure on research and development during the FY 2023-24

(₹ in Lakh)

Sr. No.	Particular	Capital	Revenue	Total
1	R&D Expenditure	1,746.36	695.78	2,442.14

(j) Details of major machines installed during the FY 2023-24

S. No	Unit	Details of major machine installed during the FY 2023-24	
		Name of machine	Model/ make
1	Kharigram (Bhilwara)	14 Nos. of OHTC for speed frame	ELGI
		4 Nos. of OHTC for Ring Frame	ELGI
		Cots mounting and demounting machine	Perfect
		Ultra violet treatment machine (Burkolising Machine)	Perfect
		4 Nos. Breaker Draw frame (Double Delivery)	LDB-3 LMW
		4 Nos. of speed frames (120 spindles each)	LF-4280A LMW
		4 Nos. of two way distributor BR2W	BR2W Trutzschler
		23 Nos. of Hi-Tech gold 750a (single deck TFO) 180 spindles each	Hi-Tech
		2 Nos. of PPW Cheese Winding machine 80 drum-2 ply.	Reshmi
		Cone Winding Machine 24 Drums	Peas Versa-C
		Automatic packing line complete	ITW
		6 Nos. of OHTC for Hi-Tech TFO	ELGI
		2 Nos. of OHTC for Reshmi Cheese Winding	ELGI
		Rewinding Machine PS Versa-C (30 Drums)	Peass Versa-C
2	Lodha (Banswara)	Rieter Open End machine	R-37 (500 Rotors)
		Rieter Draw frame	D-50
		Linkconer	AC-X-6
		Carding	LMW LC-361
		Draw frame	LMW LDB-3
		Speed frame	Marzoli
		Ring frame	KTTM
		Contamination sorter	Vishion sheild
		Trutzschler	TC-15
		3	Rishabhdev (Udaipur)
5 Nos new Card of TC- 12	Trutzchler		
One Rieter Draw frame D-45	Rieter		
4 Simplex frame changed LF 4280 in place of LF 1400	LMW		
4	Ringas (Sikar)	1500 CFM Compressor Dryer	Make - Kaiser
		Autoconers – 4 Nos (Old from Banswara) to replace Older version of Autoconers	Make - Orion

S. No	Unit	Details of major machine installed during the FY 2023-24	
		Name of machine	Model/ make
5	RCPF, Ringas (Sikar)	Safex hoist 1T electric wire rope	Kbs-1985/Safex Electromech
		Fork lift with attachment 3 ton	Gx 300 e Uno/Godrej
		Steam boiler 12 TPH chain conveyor	Kraft Engineers
		VP-1 oil closed loop system	In-house fabricated
		Crystalliser Magnet 900x390	Jay Krishna Magnetics
		Finisher TOV complete set	Hk-10/Vowa
		Single phase welding machine	Champ Arc 201/ador
6	Chhata (Mathura - U.P.)	Mixing bale opener	HBO -1000 / P&G engineers
7	Mandpam (Bhilwara)	Card -06	LC 363/361 /LMW
		Comber -1	LK 69/LMW
		Draw Frame 2	LDB 3/LMW
		Conversion to aero feed from lap feed -2	LA7 /6/ LMW
		Air Dryer	Kaeser
		Cheese winding 30 spindles	SSM
		Sasu Compact Fan on Ring Frame-05nos	Sasu LMW
8	Melange (Kharigram)	Comber -1nos	E65/Rieter
		PP module – 350 drum	Uster quantum 4
		New technology 4 th stage RO plant – 250 KLD with Hardness removal.	Power H2O make
9	Denim (Mordi, Banswara)	New MEE with ATFD plant – 200 KLD	Unitop make
		Relax Dryer(Santa Shrink Progress)	Belt Dryer/Santex
10	Knits (Mordi, Banswara)		

(k) Foreign Exchange Earnings and Outgo

- Activities relating to export, initiatives to increase exports, development of new export markets for product and services and export plan.

The Company has continued to maintain focus and avail export opportunities based on economic consideration. During the year, the Company has made exports worth ₹1,092.45 Crores (\$133.25 million) on FOB Basis.

- Total Foreign Exchange Earned and Used

Particulars	₹ In Crore	\$ Million
Foreign exchange earned in terms of actual inflows	1092.45	133.25
Foreign exchange used in terms of actual outflows	101.55	

NOMINATION & REMUNERATION POLICY

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time, every Listed Public Company is required to constitute a Nomination and Remuneration (NRC) Committee with at least three Non-Executive- Directors, out of which not less than two third shall be Independent Directors.

The Company already had in place a Remuneration Committee which was made well in line with the above mentioned requirements. The Board has authority to reconstitute this Committee from time to time. In order to align the policy with the provisions of the Companies Act, 2013 and the Listing Regulation, 2015 as amended from time to time, the Board of Directors of the Company at their meeting held on the 22nd April, 2014, renamed the "Remuneration Committee" as "Nomination and Remuneration Committee".

The Nomination and Remuneration Committee and NRC Policy being in compliance with the provisions of Section 178 of the Companies Act, 2013, read with the applicable Rules and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applies to the Board of Directors, Key Managerial Personnel and the Senior Management of the Company.

Key Managerial Personnel (KMP) means and comprise:

- Managing Director & Chief Executive Officer or the Manager,
- Whole Time Director,
- Company Secretary,
- Chief Financial Officer,
- Such other officer not more than one level below the directors who is in whole-time employment, designated as Key Managerial Personnel by the Board; and
- Such other Officer as may be prescribed.

"Senior Management" shall mean officers/personnel of the listed entity who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the Chief Executive Officer/Managing Director/ Whole Time Director/ Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and Including Functional Heads and shall specifically include Company Secretary and Chief Financial Officer

Role and Objective of Committee:

1. To formulate 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. The Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board for every appointment of an Independent Director and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agency(ies), if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
3. Identify persons who are qualified to become Directors and who may be appointed in senior management positions in accordance with the criteria laid down in the policy.
4. Recommend to the Board the appointment and removal of Directors and Senior Management.
5. Formulate criteria for effective evaluation of performance of Independent Directors, Board, its Committees and Individual Directors to be carried out either by the Board, by the Committee itself or by an independent external agency and review its implementation and compliance.
6. To devise a policy on Board diversity.
7. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run Company successfully. To ensure the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

8. To develop a Succession Plan for the Board and to review it regularly.
9. To recommend to the Board, all remuneration, in whatever form, payable to senior management.
10. To perform such other functions as may be referred by the Board or be necessary in view of the Listing Regulation, 2015 and the provisions of the Companies Act, 2013 and Rules made thereunder.
11. To recommend 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.
12. Such other key issues/matters as may be referred by the Board or as may be necessary in view of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and provision of the Companies Act, 2013 & Rules thereunder.

Membership:

1. The Committee shall comprise at least three (3) Directors.
2. All members shall be Non- Executive Directors and at least two third of them shall be Independent Directors provided that in case company will have outstanding SR equity shares, two third of them shall be independent directors.
3. Membership of the Committee shall be disclosed in the Annual Report.
4. Term of the Committee shall be continued unless terminated by the Board of Directors.

Chairman:

1. Chairman/Chairperson of the Committee shall be an Independent Director.
2. Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
3. In the absence of the Chairman/Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman/ Chairperson.
4. Chairman/Chairperson of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member of the Committee to answer the shareholders' queries.

Frequency of Meetings:

The meeting of the Committee shall be held at such regular intervals as may be required. However, the Committee shall meet at least once in a year.

Quorum:

The quorum for a meeting of the Nomination and Remuneration Committee shall be either two members or one third of the members of the Committee, whichever is greater, including at least one Independent Director in attendance.

Committee Member's Interests:

1. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
2. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

Voting:

1. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall, for all purposes, be deemed to be a decision of the Committee.
2. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Appointment of Directors / KMP / Senior Management:

While recommending a candidate for appointment, the Committee shall have regard to:

- Assessing the appointee against a range of criteria which includes but not limited to qualifications, skills, experience, integrity, background and other qualities required to operate successfully;
- The experience and knowledge that the appointee brings to the role of KMP/Senior Management, which, in turn, will enhance the skill sets and experience of the Board as a whole;

The nature of existing positions held by the appointee including Directorship and such other relationship and the impact of the same on the Company's welfare.

Term / Tenure

Appointment of Managing Director / Whole-time Director

The terms and conditions of appointment and remuneration payable to a Managing Director and Whole-time Director(s) shall be recommended by the Nomination and Remuneration Committee to the Board for its approval which shall be subject to approval by shareholders of the Company as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and in compliance of the Listing Regulation, 2015 as amended tile to time.

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 for a period upto five years or such other period as may be stipulated on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Removal/Retirement

Due to any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations. The Directors, KMP and Senior Management shall retire as may be recommended by the NRC and approved by the Board as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company.

Letter of Appointment:

Each Independent/KMP/Senior Management, Director is required to sign the duplicate copy of the letter of appointment issued by the Company, which contains the terms and conditions of his/her appointment.

Policy on Board Diversity:

The Nomination and Remuneration Committee shall ensure that the Board of Directors has the combination of Directors from different areas/ fields or as may be considered appropriate in the best interests of the Company. The Board shall have at least one Board member who has accounting/ financial management expertise.

Remuneration of Directors, Key Managerial Personnel and Senior Management:

The salaries of Directors, Key Management Personnel and other Senior Management shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

1. Fixed Pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Nomination and Remuneration Committee in accordance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time. The salary paid need to be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities to be usually reviewed on an annual basis;

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (LODR) Regulations, 2015, as amended from time to time.

3. Provision for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the approval of members by way of Special Resolution, where required, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company and until such sum is refunded, hold it in trust for the Company.

4. Increment:

Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board, which should be within the slabs approved by the Shareholders in the case of Managerial Person.

5. Sitting Fees:

A director may receive remuneration by way of fees for attending meetings of Board or Committee(s) thereof unless he/she is not getting any remuneration by way of Salary. Provided that the amount of such fees per meeting of the Board or Committees shall not exceed the maximum amount as provided in the Companies Act, 2013 as amended from time to time.

6. Remuneration/Commission to Non-executive / Independent Director:

The remuneration/commission to Non-executive / Independent Director shall be in accordance with the statutory provisions of the Companies Act, 2013 and the Rules made thereunder for the time being in force.

Except with the approval of the Company in the general meeting by a special resolution the overall Commission to the Non-Executive Directors (including Independent Directors) may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013 & rules thereto.

Evaluation/ Assessment of Directors/ of the Company:

The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis and to satisfy the requirements of the Listing Regulation, 2015, as amended from time to time.

The following criteria may assist in determining how effective the performance of the Directors has been:

- Leadership & stewardship abilities.
- Assess policies, structures & procedures.
- Regular monitoring of corporate results against projections.
- Contributing to clearly define corporate objectives & plans.
- Obtain adequate, relevant & timely information.
- Review achievement of strategic and operational plans, objectives, budgets.
- Identify, monitor & mitigate significant corporate risks.
- Review management's Succession Plan.
- Effective meetings.
- Clearly defining role & monitoring activities of Committee.
- Review of ethical conduct.
- Assuring appropriate Board size, composition, independent structure,
- Clearly defining roles & monitoring activities of Committee,
- Communication of expectations and concerns clearly with subordinates.
- Direct, monitor & evaluate KMPs, , Senior Officials

Evaluation following the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors shall evaluate /assess each of

the Independent Director of the aforesaid parameters which shall also include the following,

- a) performance of the Directors and
- b) fulfillment of the Independence criteria as specify in Listing Regulation as amendment from time to time and their independence from management,

Only the Independent Director being evaluated will not participate in the said evaluation discussion.

Manner for Effective Evaluation of Performance of Board, its Committees and Individual Directors:

The Performance Evaluation of Independent Directors, the Board as a whole, its Committees shall be carried out on Annual Basis and be reported to the Board of Directors for further evaluation. The Director being evaluated will not participate in evaluation process.

Performance Evaluation of KMPs/ Senior Management of the Company

The performance evaluation of KMPs/ Senior Management is measured with regard to the goals and objectives set for the year and increase in compensation & reward by way of variable bonus is linked to the evaluation of individual's performance. Additionally, industry benchmarks are also used to determine the appropriate level of remuneration, from time to time.

Deviations from this Policy:

Deviations on elements of this policy, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case. However, this shall be subject to the approval of the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company.

Policy review

- a. This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the subject as may be notified from time to time.
- b. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

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

(i) The ratio of the remuneration of each director to the median remuneration of the employee of the company for the financial year

Median Salary for the Financial Year 2023-24 ₹1.83 Lakh

Sr. No..	Name of the Director	Remuneration FY 2023-24 (In Lakh)	Ratio
1	Shri Riju Jhunjhunwala (Chairman & Managing Director and CEO)	341.79	186.77
2	Shri B. M. Sharma (Joint Managing Director)	288.03	157.39

(ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any in the financial year

S.no.	Name of the Director & KMP	% Increase in Remuneration
1	Shri Riju Jhunjhunwala (Chairman & Managing Director and CEO, KMP)	No Increase
2	Shri B. M. Sharma (Joint Managing Director)	No Increase
3	Shri Avinash Bhargava (Chief Financial Officer)	6.21
4	Shri Surender Gupta (Company Secretary)	7.49

(iii) The percentage increase in the median remuneration of employees in the financial year

% increase in the Median remuneration of employees in the FY. -1.61

(iv) The number of permanent employee on the rolls of Company

No. of Permanent Employees as on 31st March, 2024 18,622

(v) Average percentile increase already made in the salaries of employee other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstance for increase in the managerial remuneration;

Salary/Wages of employee other than managerial personnel has marginally increased

The remuneration to employees and managerial personnel is commensurate with Industry standards.

(vi) Affirmation that the remuneration is as per remuneration policy of the company.

Yes, the remuneration is as per the remuneration policy of the Company.

Statement of Particulars of Employees pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. The name of the top ten Employees in terms of remuneration drawn.

Sr. No.	Name of Employee	Designation	Remuneration (₹ In Lakh)	Qualification	Experience (Years)	Commencement of Employment	No. of Shares Held	Whether Permanent / Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1	Shri Riju Jhunjhunwala	Chairman & Managing Director and CEO	341.79	MBA	23	1 st May, 2013	3,77,000	Contractual	45	HEG Limited	Executive Director	15 Months
2	Shri B. M. Sharma	Joint Managing Director	288.03	FCA	41	15 th January, 2011	-	Contractual	66	Kesar Enterprises Ltd	AVP	5
3	Shri Prakash Maheshwari	Chief Executive- Corporate Affairs	165.27	BSC FCA	47	1 st April, 2003	-	Permanent	69	HEG Limited	President	14
4	Shri Suketu N Shah	Chief Executive- Denim Business	159.21	BSC DTC	40	3 rd December, 2018	-	Permanent	61	Mafatlal Industries Ltd.	BH & President	2
5	Shri Puneet Anand	Chief Strategy Officer	117.19	CA CFBA	16	1 st April, 2022	-	Permanent	37	E & Y	Sr. Manager	10
6	Shri Vinod Mehta	Sr Vice President, Corporate Commercial	87.00	CA	35	15 th March, 2007	-	Permanent	58	HEG Limited	Sr. Vice President (Commercial)	1
7	Shri Naresh Kumar Bahedia	Chief Operating Officer	86.17	ICMA	34	3 rd December, 1990	-	Permanent	56	HEG Limited	GM (Commercial)	13
8	Shri Ashutosh Sharma	Sr. Vice President Yarn Marketing	86.13	MBA	32	24 th August, 1991	-	Permanent	54	-	-	-
9	Shri Manoj Sharma	President & CHRO	81.98	MBA LLB (Hons)	37	9 th April, 2019	-	Permanent	60	RG Group	Sr. Vice President CHR & Business Strategy	3
10	Shri Surender Gupta	Vice President Legal & Company Secretary	73.34	M.Com FCS LLB	35	25 th January, 1989	-	Permanent	59	-	-	-

B. Persons employed throughout the financial year & paid Rupees One crore two Lakh P.A. or more

Sr. No.	Name of Employee	Designation	Remuneration (₹ In Lakh)	Qualification	Experience (Years)	Commencement of Employment	No. of Shares Held	Whether Permanent / Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1	Shri Riju Jhunjhunwala	Chairman & Managing Director and CEO	341.79	MBA	23	1 st May, 2013	3,77,000	Contractual	45	HEG Limited	Executive Director	15 Months
2	Shri B. M. Sharma	Joint Managing Director	288.03	FCA	41	15 th January, 2011	-	Contractual	66	Kesar Enterprises Ltd	AVP	5
3	Shri Prakash Maheshwari	Chief Executive- Corporate Affairs	165.27	BSC, FCA	47	1 st April, 2003	-	Permanent	69	HEG Limited	President	14
4	Shri Suketu N Shah	Chief Executive- Denim Business	159.21	BSC, DTC	40	3 rd December, 2018	-	Permanent	61	Mafatlal Industries Ltd.	BH & President	2
5	Shri Puneet Anand	Chief Strategy Officer	117.19	CA, CFBA	16	1 st April, 2022	-	Permanent	37	E & Y	SR. Manager	10

C. Persons employed part of the financial year & paid ₹8.5 Lakh p.m or more

Sr. No.	Name of Employee	Designation	Remuneration (₹ In Lakh)	Qualification	Experience (Years)	Commencement of Employment	No. of Shares Held	Whether Permanent / Contractual	Age (Years)	Last Employed		
										Organisation	Post Held	Duration (Years)
1	Shri Suresh Sharma	Business Head Yarn Business	101.37	B. Text.	41	8 th February, 2003	-	Permanent	65	Parasrampur Synthetics Ltd.	DGM	5
2	Shri Arvind Gupta	Business Head MYB & Knit	89.73	BE (Chemical), MBA (USA), EPSCM (IIMC)	33	17 th February, 2020	-	Permanent	58	Tolaram Group	President Director	4
3	Shri Vimal Banka	President - Corporate Office	47.05	CA	44	1 st April, 1990	8,083	Permanent	73	Shashi Commercial Ltd	Manager	4

Notes :

1 None of the employee is holding more than 2% of the paid - up capital of the Company.

2 Shri Riju Jhunjhunwala, Chairman & Managing Director and CEO is relative of Shri Ravi Jhunjhunwala, Director.

Annexure VIII to Directors' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

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

To
The Members
RSWM LIMITED
(CIN:L17115RJ1960PLC008216)
Kharigram, P.O. Gulabpura, Distt. Bhilwara,
Rajasthan-311021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RSWM 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, 2024** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of

Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and in compliance with the SDD provisions.
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not applicable as the Company has not issued any debt securities during the financial year under review.**
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not got delisted its equity shares from any stock exchange during the financial year under review.**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**

i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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.

All decision at Board Meeting and Committee meetings are carried out unanimously and the views of dissenting members, if any, are captured and recorded as part of the minutes of Board of Directors or Committees of the Board, as the case may be.

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the Managing Director & CEO and CFO 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 in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that during the audit period there is no other major actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. above taken place.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited and SEBI (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. as 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.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were

For Mahesh Gupta & Company
Company Secretaries

MAHESH KUMAR GUPTA
PROPRIETOR

Place: Delhi FCS:2870:C.P.: 1999
Date: 24th May, 2024 Peer review certificate no: 727/2020
UDIN NO.:F002870F000436930

To
The Members
RSWM LIMITED
(CIN:L17115RJ1960PLC008216)
Kharigram, P.O. Gulabpura, Distt. Bhilwara,
Rajasthan-311021

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

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

For Mahesh Gupta & Company
Company Secretaries

MAHESH KUMAR GUPTA
PROPRIETOR

Place: Delhi
Date: 24th May, 2024

FCS:2870:C.P.: 1999
Peer review certificate no: 727/2020
UDIN NO.:F002870F000436930

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.

DIVIDEND DISTRIBUTION POLICY

1. Introduction and Background

The Securities and Exchange Board of India (SEBI) vide its Notification dated 5th May, 2021, have extended the requirement for formulation of dividend distribution policy to top 1000 listed entities on the basis of market capitalization in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which shall be disclosed in the Annual Report and on the Website of the Company.

The Board of Directors ("Board") of RSWM Limited ("Company") has adopted this Dividend Distribution Policy to comply with these requirements.

2. Objective of the Policy

The Company is committed to driving superior value creation for all its stakeholders. The focus will continue to be on sustainable returns, through an appropriate capital strategy for both medium term and longer term value creation. Accordingly, the Board would continue to adopt a progressive and dynamic dividend policy, ensuring the immediate as well as long term needs of the business.

3. Dividend

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend. The Dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the Companies Act, 2013. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Regulations, as applicable.

4. Circumstances under which shareholders can expect Dividend

The Board will assess the Company's financial requirements, including present and future organic and inorganic growth opportunities and other relevant factors (as mentioned elsewhere in this policy) and declare Dividend in any financial year.

Notwithstanding the above, the shareholders of the Company may not expect Dividend under the following circumstances:

- a. Whenever it undertakes or proposes to undertake a significant expansion project requiring higher allocation of capital
- b. Significantly higher working capital requirements adversely impacting free cash flow
- c. Whenever it undertakes any acquisitions or joint ventures requiring significant allocation of capital
- d. In the event of inadequacy of profit or whenever the Company has incurred losses.

5. Interim and Final Dividend

The Board may declare one or more Interim Dividends during the year. Additionally, the Board may recommend Final Dividend for the approval of the shareholders at the Annual General Meeting. The date of the Board meeting in which the Dividend proposal will be considered, will be provided to the stock exchanges, as required by Listing Regulations

6. Dividend Distribution Policy

- Current year profits and outlook in line with internal and external environment
- Operating cash flows
- Liquidity and outstanding borrowing position
- Future business plans of the Company
- Cash to be retained for future investments and outlays
- Changes in the external environment impacting business
- Providing for unforeseen events and contingencies with financial implications.
- Any other relevant factor that the Board may deem fit to consider

The dividend distribution shall be in accordance with the applicable provisions of the Companies Act, 2013, rules framed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other legislations governing dividends and Articles of Association of the Company, as in force and as amended from time to time.

In addition, the Board of Directors, based on the above parameters, may declare interim dividend(s) as and when they consider fit and recommend final dividend to the shareholders for their approval in the general meeting of the Company.

7. General

- In case the Board of Directors proposes not to distribute the profit in any year; the grounds thereof shall be disclosed to the shareholders in the Annual Report of the Company.
- The retained earnings will be utilized towards funding inorganic and organic growth needs including working capital, capital expenditure, repayment of debt, Buyback of shares subject to applicable limits, Payment of Dividend in future years, Issue of Bonus shares, any other permissible purpose in accordance with applicable provisions of the Companies Act, 2013, the applicable Rules thereunder, SEBI regulations and Articles of Association of the Company.
- The Company currently has only one class of shares, viz. equity, for which this policy is applicable. The

policy is subject to review if and when the Company issues different classes of shares.

- The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.

8. Disclaimer

This document does not solicit investments in the Company's securities. Nor is it an assurance of guaranteed returns (in any form), for investments in the Company's equity shares.

In the event of any conflict between the Act or the SEBI Regulations or any other statutory enactments ("Regulations") and the provisions of this policy, the Regulations shall prevail over this policy. Any subsequent amendment/modification in the Regulations, in this regard shall automatically apply to this policy.

Business Responsibility and Sustainability Reporting

SECTION A: GENERAL DISCLOSURES

I. Details of the Listed Entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L17115RJ1960PLC008216
2.	Name of the Listed Entity	RSWM Limited
3.	Year of Incorporation	Date of Incorporation - 17/10/1960 Year - 1960
4.	Registered Office Address	Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan
5.	Corporate Office Address	Bhilwara Towers, A-12, Sector-1, Noida – 201301 (U.P.)
6.	E-mail	skg@lnjbhilwara.com
7.	Telephone	Tel.: +91-1483-223144 to 223150, 223478
8.	Website	www.rswm.in
9.	Financial year for which reporting is being done	April 2023 to March 2024
10.	Name of the Stock Exchange(s) where shares are listed	1) BSE Limited 2) National Stock Exchange of India Limited
11.	Paid-up Capital	₹47.10 Crore
12.	Name and Contact details (Telephone, email address) of the person who may be contacted in case of any queries on the BRSR Report	Name - Mr. Avinash Bhargava (Chief Financial Officer) Contact Details: - Tel.: +91-1483-223144 to 223150, 223478 Email ID- cfo.rswm@lnjbhilwara.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	RSWML is reporting on standalone basis.
14.	Name of assurance provider	No Assurance taken for the reporting year
15.	Type of assurance obtained	No Assurance taken for the reporting year

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

Sr. No.	Description of Main Activity	Description of Business	% of Turnover of the Entity
1.	Manufacturing	Textile and Other	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No.	Product/Service	NIC Code	% Of Total Turnover Contributed
1.	Spinning, Weaving, Knitting & Processing of Man-made Textile fibers	2470	54.62%
2.	Cotton Spinning & Weaving	2352	45.38%

As a frontrunner in both domestic and global textile sectors, our forward-thinking mindset and visionary strategies have fostered partnerships worldwide. Our yarns comply with the highest international standards for organic fibers, encompassing ecological and social criteria and are certified throughout the entire supply chain.

We strive to produce textiles that are environment friendly, sustainable and socially responsible. From carefully selecting raw materials to implementing eco-friendly manufacturing processes, we are committed to reducing our carbon footprint and conserving natural resources. We prioritize responsible sourcing, recycling and waste reduction throughout our supply chain to minimize our environmental footprint.

Our dedication to environmental stewardship spans the entire lifecycle of our products. Our goal is to craft textiles that are resilient, enduring and of superior quality, thereby reducing the need for frequent replacements and minimizing waste. We take pride in offering a diverse range of natural and aesthetically pleasing yarns, featuring an array of hues, textures, blends and innovative compositions.

Our yarn portfolio encompasses a variety of blends, including cotton, synthetic, core-spun, zero-twist, hollowcore, greige, dyed, fancy, mélange, eco-friendly and green yarns tailored for knitting and weaving applications. These versatile yarns find utility across a spectrum of segments such as suiting, shirting, knits, sewing thread, home furnishing, carpets and industrial uses.

We are committed to produce quality by which we have earned an excellent reputation amongst many international and domestic brands.

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	12	10	22
International	0	0	0

19. Market served by the entity:

Originating as a modest textile mill in Bhilwara, we have evolved into a front runner within both the domestic and international textile sectors. Our presence has played a pivotal role in elevating Bhilwara into a prominent textile hub in India, distinguished for our innovative strategies and extensive global networks. Our corporate journey epitomizes resilience, creativity and sustained advancement. From humble roots, we have been committed to crafting superior textiles and establishing a distinguished brand within the industry.

a. No. of Locations

Locations	Number
National (States and Union Territories)	Across all states
Name of States and Union Territories	Andhra Pradesh, Arunachal Pradesh, Assam, Bihar, Chhattisgarh, Goa, Gujarat, Haryana, Himachal Pradesh, Jharkhand, Karnataka, Delhi, Dadra and Nagar Haveli and Daman and Diu (Newly Merged UT), Chandigarh, Kerala, Madhya Pradesh, Maharashtra, Manipur, Meghalaya, Mizoram, Nagaland, Odisha, Punjab, Rajasthan, Sikkim, Tamil Nadu, Telangana, Tripura, Uttar Pradesh, Uttarakhand, West Bengal etc.)

International (No. of Countries)	75 Countries (In FY 2023-24)
Name of Countries	Algeria, Afghanistan, Argentina, Australia, Bangladesh, Bahrain, Belgium, Brazil, Bulgaria, Cambodia, Canada, Chile, China, Colombia, Denmark, Dominican Republic, Dubai (UAE), Ecuador, Egypt, El Salvador, Ethiopia, Ethiopia, France, Germany, Greece, Guatemala, Honduras capital, Hongkong, Indonesia, Ireland, Iraq, Israel, Italy, Japan, Jordan, Kenya, Lebanon, Madagascar, Malaysia, Mexico, Mongolia, Morocco, Nepal, Nigeria, Oman, Panama, Peru, Philippines, Poland, Portugal, Romania, Russia Federation, S. Korea, Saudi Arabia, Singapore, Slovenia, South Africa, Spain, Sri Lanka, Sudan, Sweden, Switzerland, Syria Arab Republic, Taiwan, Tanzania, Thailand, Tunisia, Turkey, UK, Ukraine, United Arab emirates, Venezuela, Vietnam, Yemen, Zimbabwe

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Exports play a vital role in contemporary economies, providing businesses with access to diverse markets for their products. Diplomacy and foreign policy between governments often prioritize fostering economic trade, promoting both exports and imports to enhance mutual benefits among trading partners.

We firmly believe that export activities and environmental sustainability can go hand in hand, rather than conflicting. Our dedication lies in exploring innovative strategies that reconcile economic development with environmental conservation. By championing environmentally conscious export practices, our goal is to promote a sustainable future, protect the environment and ensure the long-term prosperity of our business.

We produce and supply high-quality yarns to some of the most renowned brands in 75 countries all over the world. Our diverse products are used in many different markets worldwide.

The total turnover of the entity for the period April 2023 to March 2024 is ₹4,057.20 Crore, (Previous Year ₹3,788.90 Crores) and a significant part i.e., 28.69% is covered by export. RSWML is committed to contribute to nation's growth and prosperity by exporting its high-quality products all across the world.

c. A brief on types of customers

As a conscientious textile company, we deeply value our customers and prioritize environmental stewardship. Customer satisfaction is central to our ethos and we constantly strive to deliver top-notch products and services by actively listening to and incorporating their feedback.

Simultaneously, we recognize the urgent need to safeguard our environment. Understanding the environmental implications of our operations, we are dedicated to mitigating our carbon footprint, curbing waste and championing sustainable practices across our supply chain. We firmly believe that embracing sustainability is not just imperative for the health of our planet but also vital for the welfare of our customers and future generations.

RSWML stands as a premier manufacturer in India, specializing in top-tier cotton, mélange, synthetic and novelty yarns, alongside knitting and denim fabrics. Primarily, our business model revolves around Business-to-Business (B2B) transactions, as our products undergo further processing before reaching the end consumer. Our clientele primarily comprises fabric manufacturers and wholesalers, who rely on our high-quality offerings to meet their production needs.

Export: With a strong foothold in the global market, the Company boasts extensive export operations spanning multiple countries, including the United States, Europe, the Middle East and Africa. Overseas clientele primarily comprises retailers, distributors and wholesalers who appreciate RSWML's dedication to quality, punctual deliveries and competitive pricing.

This diverse customer portfolio underscores RSWML's adeptness in serving various industry sectors both domestically and internationally. Leveraging a quality-centric strategy, coupled with innovative product lines and a steadfast commitment to customer contentment, the Company has cultivated lasting partnerships with its clientele throughout its journey.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total(A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	1,694	1,613	95.22	81	4.78
2	Other than Permanent (E)	13	12	92.31	1	7.69
3	Total Employees (D+E)	1,707	1,625	95.20	82	4.80
WORKERS						
4	Permanent (F)	16,928	13,979	82.58	2,949	17.42
5	Other than Permanent (G)	1,543	1,305	84.58	238	15.42
6	Total Workers (F+ G)	18,471	15,284	82.75	3,187	17.25

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	1	1	100.00	0	0.00
2	Other than Permanent (E)	0	0	0.00	0	0.00
3	Total Differently abled Employees (D+E)	1	1	100.00	0	0.00
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	0	0	0.00	0	0.00
5	Other than Permanent (G)	0	0	0.00	0	0.00
6	Total differently abled Workers (F+ G)	0	0	0.00	0	0.00

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	1	10
Key Management Personnel (other than BOD)	2	0	0
Other Employees	1,707	82	4.80
Workers	18,471	3,187	17.25

22. Turnover rate for permanent employees and workers (Disclose trend for the past 3 years)

	FY 2023-24 (Turnover rate in Current FY)			FY 2022-23 (Turnover rate in previous FY)			FY2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	18.72	12.16	18.42	16.39	8.93	16.11	16.68	18.18	16.72
Permanent Workers	55.44	62.15	56.51	73.87	86.55	75.71	57.64	58.88	57.81

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sr. No.	Name of the holding/ subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% Of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Bhilwara Energy Limited*	Associate	7.56	No
2	LNJ Skills & Rozgar Private Limited	Associate	47.30	No
3	BG Wind Power Limited	Subsidiary	100	No

*As of March 31st, 2024, Bhilwara Energy Limited is no longer our associate company.

VI. CSR Details

24. Whether CSR is applicable as per section 135 of Companies Act,2013: (Yes/No)- Yes

Particulars	Amount in ₹ Crore
Turnover	4,057.20
Net worth	1,309.29

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, Our Corporate Finance Department is regularly keeping track over the complaints of communities to resolve them on real time basis. Web link- info.rswm@lnjbhilwara.com	0	0	-	0	0	RSWML's Corporate Social Responsibility (CSR) initiatives are focused on enhancing quality of life and livelihoods in key priority areas.
Investors (Others than Shareholders)	Yes, the Company has created a dedicated email id: rswm.investor@lnjbhilwara.com where the members can send their grievances and the same are addressed promptly.	0	0	-	0	0	The RSWML always follows ethical practices and strong governance, making sure to share information openly and clearly. We focus on showing how well our business is doing, our profits and how our company's value may grow over time. We regularly talk to investors to understand what they need and quickly take actions to meet those needs.
Shareholders	Yes, we have a separate department. "Secretarial Department" to look over the grievances of shareholders and resolve them on real time basis. Web link- rswm.investor@lnjbhilwara.com	55	0	-	74	0	Frequent meetings and discussions assist us in comprehending the concerns of our shareholders and promptly taking necessary actions as needed.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Employees and Workers	Yes, Company is having detailed HR Policy covering different areas including grievance redressal mechanism for employees and workers.			-	38	14	Enhancing productivity, fostering training, facilitating learning and development, promoting career growth, cultivating a positive work environment and nurturing a strong organizational culture are key priorities. Regular engagement between senior management and employees at their respective units plays a crucial role in empowering them to voice their concerns openly.
Customers	Yes, Company has sales policy and standard operating procedure in place to resolve the grievances of its customers and ensure best level of customer satisfaction. Web link- https://cms.lnjbhilwara.com/Complaint/	1,068	331	Quality related complaints	805	105	We make sure to solve problems quickly, understand what people want and how things are changing, share information about the market and technology and offer solutions that include online meetings with customers. Even our top managers, including the Joint Managing Director (JMD), join in these virtual meetings to connect with customers.
Value Chain Partners	Yes, we have constituted a separate department "Corporate Commercial Department" & "Corporate Finance Department" to look over the grievances and resolve them on real time basis. Web link- info.rswm@lnjbhilwara.com	0	0	-	0	0	RSWML is dedicated to supporting its partners in the value chain in a sustainable and financially advantageous way. We regularly communicate with our partners about business matters, quality enhancements and future plans to ensure mutual success.

The Company is committed to upholding fairness, transparency and the highest ethical standards in pursuing its business objectives. We encourage all stakeholders to voice their concerns openly and ensure their protection. Despite receiving feedback and complaints from shareholders and customers in recent years, RSWML remains dedicated to prioritizing customer needs. Through established procedures, we efficiently address and resolve grievances, fostering mutual benefits for all parties involved.

26. Overview of the entity's material responsible business conduct issues

Material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications:

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative)
1	Non-compliance with defined EHS norms	Risk	1. Non-compliance with defined EHS norms & guidelines as prescribed Factory rules and Environmental Standards such as Environment (Protection) Act, 1986; The Air (Prevention and Control of Pollution) Act, 1981; The Water (Prevention and Control of Pollution) Act, 1974, Rajasthan Factories Rules, 1951 and monitoring thereof. These may include workplace safety, practices, work zone emissions - e.g. Sulphur emissions, hazardous air including particulate matters, oxides of Nitrogen (NOx) & untreated water discharge.	The company's risk mitigation strategy includes strict adherence to legal frameworks, continuous monitoring of workplace safety practices and emissions control as per Environment Protection Acts and Factory Rules. It demonstrates environmental commitment through advanced water treatment, zero discharge policies via ETP and RO and sustainable product practices like polyester recycling. Additionally, robust hazardous waste management ensures operational integrity without disruptions.	Negative implications

Sr. No.	Material Issue Identified	Indicate whether Risk or Opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative)
2	Absence of defined and up to date EHS Governance Framework including policies, guidelines, standards and procedures, EHS organization structure with defined roles & responsibilities.	Risk	1. Based on the instances of accidents or near misses during the period attributed to EHS factors, the identified incidents and their attributed causes underscore the critical need for a robust EHS Governance Framework encompassing policies, guidelines, standards, procedures and a well-defined organizational structure with clear roles and responsibilities. Implementing such a framework can help mitigate risks, improve safety culture and ensure compliance with legal and ethical standards.	The company's risk mitigation strategy for EHS-related incidents includes: Maintaining ISO 9001:2008 and ISO 14001:2004 certifications for quality and environmental standards compliance. Establishing robust governance policies overseen by senior management, ensuring clear roles and responsibilities. Having adequate insurance coverage to mitigate financial risks associated with EHS incidents. These measures enhance the company's EHS governance, improve safety culture and ensure legal and ethical compliance, thereby reducing risks from accidents or near misses.	Negative implications
3	Lack of plan to develop alternate sources of Procurement/ energy.	Risk	1. Identifying the lack of a plan to develop alternate sources of procurement/ energy as a risk highlights the importance of strategic planning, resilience, cost management, regulatory compliance and sustainable business practices for the Company's long-term success and competitiveness.	The Company has long term plans to develop/ procure alternate sources of energy such as Wind Power and Solar energy. Energy conservation measures are also adopted. Alternative sources of power are always explored. Presently Company has 32 MW of Solar Power capacity and sourcing capacity of 40 MW of Wind Power from LNJPVL and BG Wind Power Limited	Negative implications

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available									
Determination of Materiality of Events Policy	https://rswm.in/wp-content/uploads/2024/02/Determination-of-Materiality-of-Events-Policy.pdf								
Material Subsidiary Policy	https://rswm.in/pdf/policy/Material_Subsidiary_Policy.pdf								
Nomination And Remuneration Policy	https://rswm.in/pdf/policy/Nomination_and_Remuneration_Policy.pdf								
Related Party Transactions Policy	https://rswm.in/pdf/policy/Related_Party_Transaction_Policy.pdf								
Whistle Blower Policy / Vigil Mechanism Policy	https://rswm.in/pdf/policy/Whistle_Blower_Policy.pdf								
Dividend Distribution Policy	https://rswm.in/pdf/policy/Dividend_Distribution_Policy.pdf								
Corporate Social Responsibility Policy	https://rswm.in/wp-content/uploads/2020/04/RSWM_sustainability.pdf								
Product Quality Control policy	https://rswm.in/pdf/od/RSWM_Economic_Environment_and_Social_Policy.PDFn								
2. Whether the entity has translated the policy into procedures. (Yes / No)	https://rswm.in/pdf/od/Sexual_Harrasment_Policy.pdf								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	https://rswm.in/pdf/policy/Dividend_Distribution_Policy.pdf								
	https://rswm.in/wp-content/uploads/2022/05/RSWM-CSR-Policy.pdf								
	https://apps.injbihiwara.com/qms/index.pdf								
2. Whether the entity has translated the policy into procedures. (Yes / No)	RSWML is dedicated to adhering to established policies in all its operations. Top-level management has disseminated relevant policies throughout all units and departments, ensuring that tasks are executed in alignment with the entity's procedures. RSWML's commitment to translating policy into procedures underscores its adherence to compliance, accountability and responsible business practices. This dedication fosters a culture of integrity and excellence within the organization.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	RSWML consistently promotes ecological and social responsibility throughout its value chain. Operating with sustainability in mind, the Company adheres to stringent policies and procedures to ensure its business practices benefit society and the environment. While these policies currently apply to the Company independently, RSWML is actively engaging its partners in the value chain to collaborate towards environmental and social progress.								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
4. Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO14001:2015 & ISO9001:2015	ISO 9001:2015	ISO 45001-2018	ISO 14001:2015	SA 8000:2014	Global Recycled Standard (GRS) - Version 4.0		ISO 14001:2015 & SA 8000:2014	
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	RSWML is committed to enhancing both the environment and society. Our dedication extends beyond legal requirements to include integrating environmentally sound practices into all business decisions. Guided by environmental principles, we prioritize considering the environment in every aspect of our operations. The Company is transitioning its energy sources from coal to biofuel, with a goal to convert all six boilers at its plants by the end of 2025.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company is dedicated to fostering sustainability and social responsibility, operating with a clear purpose. Progressing well on Environmental, Social and Corporate Governance fronts, the Company is transitioning its energy sources from coal to biofuel, with a goal to convert all six boilers at its plants by the end of 2025. Currently, half of these boilers operate on biofuel. We undertake various projects across our locations and value chain to align with sustainability goals. We focus on reducing carbon footprints, water consumption and energy usage, investing in energy-efficient products and processes. Our commitment extends to employee health, supporting underprivileged communities through CSR initiatives. We prioritize environmental sustainability through efficient water management, energy conservation and waste management. Effluent and sewage treatment plants ensure responsible water usage, while efforts to minimize energy consumption are ongoing. Addressing the plastic pollution crisis, we've invested in a green fiber unit that processes waste plastic bottles into yarn, endorsed by global brands for its quality and eco-friendly usage.								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:

We recognize the critical importance of sustainable business practices and their impact on our environment, society and long-term success. As a responsible leader in the textile industry, we are committed to promoting sustainability across all aspects of our operations.

We manufacture polyester staple fiber from PET bottles, yarn from recycled polyester staple fiber and fabric from this yarn, emphasizing resource conservation and waste reduction. Our processes save water in dyeing & processing and we comply with environmental regulations to protect our planet.

Using recycled polyester over virgin polyester reduces bottles in landfills, minimizes contamination and mitigates air and water pollution. We recognize the crucial role of recycled materials in creating a more sustainable textile industry.

RSWML has been investing in environmental preservation for nearly six decades, making our campuses among the cleanest and greenest in India. Our sustainability initiatives are not just about compliance but are deeply rooted in our core values.

Our goal is to create a circular economy where materials are recycled, waste is minimized and ethical sourcing practices are upheld. We prioritize fair labor practices and sustainable sourcing throughout our supply chain.

We engage with stakeholders, including customers, suppliers, employees and regulators, in transparent dialogues to drive innovation and address challenges collectively. Our commitment to sustainability extends beyond legal requirements; it is a shared responsibility.

Strategic Priorities for Sustainability:

Short-term Priorities: Implementing sustainable sourcing, minimizing waste and reducing water consumption are immediate focus areas. We are investing in technologies and processes to achieve these goals.

Medium-term Priorities: Our Ignite 2026 initiative symbolizes our vision for innovation, collaboration and sustainable growth. We are adopting circular economy principles, reducing carbon emissions and enhancing supply chain transparency to align with broader industry trends.

Broader Trends Influencing Sustainability: Climate change, resource depletion, circular economy principles, consumer demand for sustainable products and evolving regulations are shaping our sustainability priorities and strategies.

Commitment to Compliance and Excellence: We uphold high standards of quality, environmental responsibility, health & safety practices and compliance with legal requirements. Our continual improvement efforts and cost-cutting initiatives ensure efficiency and excellence across our operations.

At RSWM Ltd., our directorial responsibility encompasses driving sustainability, fostering growth and building resilience. We believe that by prioritizing sustainability today, we secure a brighter and more prosperous future for generations to come.

8. **Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy.** Name Mr. Avinash Bhargava (CFO)
Telephone +91-1483-223144 to 223150, 223478
Email ID cfo.rswm@lnjbhilwara.com
9. **Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.** Yes, the Company has constituted the Risk Management Committee (RMC) of the board which oversees the sustainability related issues. RMC meets at least twice in a financial year to discuss and review business responsibility and sustainability related issues.

Risk Management Committee

Sr. No.	NAME	DESIGNATION	DIN
1	Shri Riju Jhunjunwala	Chairman	00061060
2	Dr. Kamal Gupta	Member	00038490
3	Shri Amar Nath Choudhary	Member	00587814

10. Details of Review of NGRBCs by the Company:

Subjects for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action																		
	The Company conducts routine audits and assessments to ensure compliance with its policies and procedures across all units and offices. These evaluations are carried out internally.									RSWML Ltd. conducts thorough quarterly reviews of its performance, progress and objectives.								

Subjects for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	RSWML diligently ensures compliance with all statutory requirements and promptly addresses any identified non-compliance. To achieve this, the Company has implemented various controls and checks in its daily operations to prevent non-compliance issues from arising.									Taken care on Day-to-Day basis. Also, an independent agency has been engaged to ensure compliances through compliance management system.								

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
RSWML is having mechanism of renewal of policies wherever required as per changing requirements of internal and external factors affecting the entity. Operation of policies has been regularly assessed through Internal audits.								

12. If answer to question (1) above is “No” i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)	N/A								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year. (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable



Essential Indicators- Importance to Investors:

Overview / Objective: It illuminates entity values & a commitment to high standards of ethical conduct. Demonstrating a "good faith effort" to prevent illegal acts may reduce the financial risks associated with government fines for ethical misconduct. This principle is aligned with SDG 16- Peace, Justice and Strong Institutions.

1. **Percentage coverage by training and awareness programs on any of the principles during the year**

Overview / Objective: This provides a glimpse into how our company integrates its policy with pledges for ethical business practices, which encompass a dedication to upholding human rights, across all facets of its operations. It also guarantees that all individuals within the Company are informed about these policies and uphold the principles of human rights.

Segment	Total Number of training and awareness programs held	Topics / principles covered under the training and its impact	% of person in respective category covered by the awareness programs
Board of Directors	0	-	0
Key Managerial Personnel	7	1. ESG Strategy & Implementation 2. BRSR Compliance 3. Non-Financial Control Implementation	100%
Employees other than BOD and KMPs	159	1. Learning for Leap 2. Training on Prevention, Prohibition & redressal against Sexual Harassment of Women 3. Mock drill 4. Training ISO45001:2018 5. Career Planning 6. Knowledge of Hazardous Waste (MSDS) 7. Stress Management and many more.	>90%
Workers	797	1. Awareness about IMS (Systems & Hazards Identified) 2. SA-8000:2014 & Risk Assessment 'S' H.K./Kaizen EnMs-50001:2018 3. Electrical Safety 4. Teamwork /Motivation Bad Habits (Anti-Tobacco) 5. Chemical Handling and many more.	>80%

2. **Details of fines /penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity’s website):**

Overview / Objective: This gives insight into the ability of management to ensure that our company conforms to certain performance parameters and to enable stakeholders to evaluate the efficacy & scope of enterprise risk management.

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty / Fine	-	-	-	-	-
Settlement	-	-	-	-	-
Compounding Fee	-	-	-	-	-
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the case		Has an appeal been preferred? (Yes/No)
Imprisonment	-	-	-		-
Punishment	-	-	-		-

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Overview / Objective: This gives insight into the ability of management to ensure that the organization conforms to certain performance parameters and to enable stakeholders to evaluate the efficacy & scope of enterprise risk management.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
-	-

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Overview / Objective: It enables the stakeholders to know about the Company's compliance with the applicable laws relating to bribery and corruption & illuminates company values & a commitment towards high standards of ethical conduct.

RSWML is committed to providing regular training and awareness programs on anti-corruption and bribery to all employees, officers, contractors, agents and other representatives. RSWML is dedicated to maintaining the highest standards of integrity and ethical conduct in all aspects of its operations. All employees, officers, directors, contractors, agents and other representatives are expected to comply with this Anti-Corruption Policy and take proactive measures to prevent corruption in all forms.

Being a responsible organization, RSWML has proactively taken measures in combating bribery and corruption. As an additional pillar to support the existing governance mechanism, it has consciously worked towards establishing a robust Anti-Bribery Management System (ABMS).

Requirements and guidance to achieve these goals were already available in some form, albeit in different documents. Mainly our HR policy has detailed description over this to prevent or detect and correct such matters. The Company has also implemented a compliance management system developed through an independent agency to prevent non-compliance of policies in place and to prevent any unethical practices.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Overview / Objective: It enables the stakeholders to know about the Company's compliance with the applicable laws relating to bribery & corruption & illuminates company values & a commitment towards high standards of ethical conduct.

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

In addition to the Code of Conduct, RSWML has implemented internal checks and controls to monitor compliance and mitigate risks. These internal checks may include regular audits, reviews and assessments to ensure adherence to policies, procedures and applicable laws and regulations. RSWML also maintains channels for employees and stakeholders to report any suspected violations or concerns through whistleblowing mechanisms, which are treated with confidentiality and without fear of retaliation.

Companies' robust code of conduct and internal check and controls help in avoiding any of such instances. Ethical business practices and high governance standards have been the bedrock of our business policies and practices. Efficient conduct of the business of the Company through complete transparency in discharging its corporate responsibilities and accurate accountability thereof has resulted in sustained business excellence and delivering value to all our stakeholders.

6. Details of complaints with regard to conflict of interest:

Overview / Objective: It allows stakeholders to assess the entity's adherence to relevant laws concerning bribery and corruption, shedding light on the entity's values and dedication to upholding elevated standards of ethical behaviour.

RSWML remains steadfast in cultivating a culture of transparency, fairness and ethical conduct. We urge all employees and stakeholders to report any potential conflicts of interest, thereby ensuring that our business operations uphold the utmost integrity and comply with all pertinent laws and regulations.

	FY 2023-24 (Current Financial Year)		FY 2022-23 (Previous Financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints related to issues of Interest of the Directors	-	-	-	-
Number of complaints related to issues of Interest of the KMPs	-	-	-	-

7. Provide details of any corrective action taken or underway on issues related to fines/ penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Overview / Objective: It enables the stakeholders to know about the entity's compliance with the applicable laws relating to bribery & corruption & illuminates entity values & a commitment towards high standards of ethical conduct.

Not applicable, as the Company has not undergone any such instances.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Number of days of accounts payables	26	19

9. Open-ness of business- Provide details of concentration of purchases and sales with trading houses, dealers and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	42.13%	38.87%
	b. Number of trading houses where purchases are made from	1,467	1,483
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	21.45%	18.40%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	7.50%	3.97%
	b. Number of dealers / distributors to whom sales are made	109	73
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	44.85%	57.62%
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	1.06%	1.28%
	b. Sales (Sales to related parties / Total Sales)	0.64%	1.32%
	c. Investments (Investments in related parties / Total Investments made)	4.47%	-
	d. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-

LEADERSHIP INDICATORS (GOOD GOVERNANCE)

1. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, RSWML's Code of Conduct aims at maintaining highest standards of business conduct in line with the Ethics of the Company, it provides guidance in difficult situations involving conflict of interest & moral dilemma and ensures compliance with all applicable laws. It extends to all directors and senior employees of the Company. They are mandated to read and understand this code and agree to abide by it.

The Directors and Senior Management uphold strict measures to prevent 'conflicts of interest' with the Company. Should a conflict of interest arise, Senior Management personnel are required to disclose all relevant facts and circumstances to the Managing Director and obtain prior written approval. Similarly, should a conflict of interest arise for the Managing Director, full disclosure should be made to the Chairman of the Board. The Chairman and any Director facing similar circumstances should disclose fully to the Board. The Code of Conduct is accessible on the Company's website.

Weblink for company's code of conduct is: - <https://www.rswm.in/investors/code-of-conduct/>

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.

Overview / Objective: This encompasses an organization's backing of local suppliers or those owned by vulnerable groups, along with an examination of how the organization's procurement practices, such as lead times provided to suppliers or negotiated purchasing prices, can potentially generate negative impacts within the supply chain or the environment. This principle aligns with several Sustainable Development Goals (SDGs), including Goal 2: Zero Hunger, Goal 3: Good Health and Well-being, Goal 5: Gender Equality, Goal 6: Clean Water and Sanitation, Goal 7: Affordable and Clean Energy, Goal 8: Decent Work and Economic Growth, Goal 9: Industry, Innovation and Infrastructure, Goal 10: Reduced Inequality, Goal 11: Sustainable Cities and Communities, Goal 12: Responsible Consumption and Production, Goal 13: Climate Action, Goal 14: Life Below Water, Goal 15: Life on Land and Goal 16: Peace, Justice and Strong Institutions.



ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Overview / Objective: Measuring expenditure on R&D on specific technologies to improve the environmental and social impacts: Casts light on major technological shifts & technological advantages, which also demonstrates how the entity has been focusing on mitigating its adverse environmental & social impact.

	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	Details of Improvements in Environmental and social impacts
R&D	1.05%	0.00%	Testing of water and air emission
Capex	3.29%	39.06%	Expenses For ETP Handling, improvement of ground water level and energy conservation

Low carbon footprint, truly sustainable, green, internationally patented technology (USA, Europe & India) developed after years of R&D, tested to perfection in technical collaboration with IIT Delhi (Indian Institute of Technology, Delhi).

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Overview / Objective: By actively managing sustainable sourcing, companies act in their own interests, the interests of their stakeholders & the interests of society at large.

The Company does not have specific procedures in place for sustainable sourcing. However, company sources its raw materials from environment respecting vendors for its man-made and natural fiber requirements. Man-made fiber is sourced from reputed corporates that are environmentally conscious and compliant with global environment standards. For natural fiber, the Company sources its requirements from mandis at fair market prices. Furthermore, the Company assists cotton growers to enhance their farm output.

b. If yes, what percentage of inputs were sourced sustainably?

RSWML sources approximately 99.99% of its fiber (other than cotton) from vendors who are certified to be compliant with social, environmental standards such as SA 8000, ISO 14001 etc.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Overview / Objective: Reclaiming involves the collection of products and their packaging materials at the end of their lifespan for reuse, recycling, or safe disposal. These items may be collected by the organization itself or by a third-party contractor.

For instance, in our textile production, typically disposable items are being repurposed. We are reusing fibers and transforming them into recycled denim fabrics.

With respect to other waste generated, RSWML is following the practice of selling all waste generated to renowned buyers of such waste and after complying with all regulations, the buyer will reuse the waste as per their individual requirement.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity’s activities (Yes/ No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Overview / Objective: “Extended Producer Responsibility” means the responsibility of a producer for environmentally sound management of product until the end of its life. The Uniform Framework for Extended Producers Responsibility issued by Ministry of Environment, Forest & Climate Change places responsibility on producers, importers & brand owners to establish a system for collecting back the plastic waste generated due to their products & submit a plan for such collection with the relevant Pollution Control Board(s)

The Company sold all its E-waste to environmentally reputed vendors, to ensure safe disposal of E-waste generated. The Company is also having set norms related to E-waste and other hazardous waste to ensure that their disposal will result in environmental degradation. Extended Producer Responsibility is applicable to the company and application for EPR Authorization has been submitted on 12th October 2023. As on March 31, 2024, EPR authorization is still in process and targets has not been assigned to the company.

LEADERSHIP INDICATORS (GOOD GOVERNANCE)

1. Percentage of recycled or reused input material to total material used in production (for manufacturing industry) or providing services (for service industry).

Overview / Objective: This can predict the possible overloading on current waste management facility capacities & provide decision support for designing strategies to approach resource sustainability.

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Recycled Polyester Fiber (In Spinning)	31.42%	24.43%
Plastic Pet Bottles (In Recycled fiber manufacturing)	100.00%	100.00%

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains.

ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

Objective - This Principle encompasses all policies & practices of an organization relating to the well-being of all employees or its value chain partners, without discrimination & in an inclusive manner. The principle recognizes that an employee's well-being includes his/her family's well-being & a positive work environment. This principle is aligned with SDG GOAL 1: No Poverty, GOAL 2: Zero Hunger, GOAL 3: Good Health and Well-being, GOAL 4: Quality Education, GOAL 5: Gender Equality, GOAL 8: Decent Work and Economic Growth, GOAL 10: Reduced Inequality, GOAL 11: Sustainable Cities and Communities and GOAL 16: Peace, Justice and Strong Institutions.



1. (a). Details of measures for the well-being of employees:

Overview / Objective: This disclosure provides an understanding of the organization's commitment to its employees and workers by outlining the types and extent of benefits it provides. The quality of these benefits significantly impacts the organization's attrition rate. Policies such as gender-neutral maternity and paternity leave contribute to the recruitment and retention of qualified employees. Providing health and accidental insurance, as well as daycare facilities, promotes and ensures the mental well-being of employees and their families.

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	1,613	1,613	100	1,613	100	0	0.00	0	0.00	1,613	100
Female	81	81	100	81	100	81	100	0	0.00	81	100
Total	1,694	1,694	100	1,694	100	81	100	0	0.00	1,694	100
Other than Permanent Employees											
Male	12	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Female	1	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00
Total	13	0	0.00	0	0.00	0	0.00	0	0.00	0	0.00

The well-being of employees is a top priority for RSWML and we have implemented several measures to support and promote the physical, mental and emotional well-being of our employees.

(b). Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Workers											
Male	13,979	13,979	100	13,979	100	0	0.00	0	0.00	13,979	100
Female	2,949	2,949	100	2,949	100	2,949	100	0	0.00	2,949	100
Total	16,928	16,928	100	16,928	100	2,949	100	0	0.00	16,928	100
Other than Permanent Workers											
Male	1,305	818	62.68	1,287	98.62	0	0	0	0.00	0	0.00
Female	238	142	59.66	236	99.15	238	100	0	0.00	0	0.00
Total	1,543	960	62.21	1,523	98.70	238	100	0	0.00	0	0.00

The Company is committed to ensure the well-being of its workers through comprehensive measures that promote a safe, healthy and supportive work environment, while providing opportunities for growth.

(C) Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Cost incurred on wellbeing measures as a % of total revenue of the Company*	0.16	0.14

*The percentage mentioned above has been calculated from calculations that specifically encompass expenditures on Insurance Policies and Premium Paid. Salary expenses have been excluded from these calculations.

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year:

Overview / Objective: In the interest of employees to provide security. Offering retirement benefits is a way to promote/ensure the mental well-being of the employee & their families as well as the organization's willingness to have a long-term association with its employees & workers.

Benefits	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	97.87	97.67	Yes	97.50	86.48	Yes
Gratuity	75.91	76.48	N/A	80.35	73.85	N/A
ESI	8.32	93.94	Yes	9.72	82.82	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Overview / Objective: Accessibility encompasses both physical and digital aspects. Physical accessibility involves features like wheelchair ramps, braille signage and accessible restrooms, while digital accessibility ensures that information and communication technology is usable by all and compatible with assistive devices. This disclosure on accessibility for differently abled individuals offers valuable insights into the organization's human capital strategy and the level of inclusivity provided by management for certain protected employment classes.

RSWML considers its team a most valuable asset. The Company has a culture of empowerment which values and respects individual potential and helps each one in achieving it to the fullest. The individual is made to feel like he owns the job and not just perform it. Also, the Company strive hard to improve the quality of work-life for total job satisfaction and social harmony of its people.

We are dedicated to fostering an inclusive and accessible workplace environment for all employees, including those with diverse abilities. To support this commitment, our premises are equipped with elevators and ramps to accommodate wheelchair users and we provide accessible restrooms at our plants.

We endeavor to design and maintain our workplaces to provide equal opportunities and eliminate barriers for differently abled employees and workers.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Overview / Objective: Freedom from discrimination is a human right & a fundamental right at work. Discrimination can impose unequal burdens on individuals or deny fair opportunities on individual merit basis.

RSWML provides equal opportunity to all people. The Company is dedicated to fostering an inclusive and diverse workplace and has implemented an equal opportunity policy in accordance with the Rights of Persons with Disabilities Act, 2016. This policy ensures that all employees, including those with disabilities, are treated with dignity, respect and fairness and are provided with equal access to opportunities for employment, promotion, training and career advancement.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Overview / Objective: This disclosure gives an overview of whether the entity believes inequitable gender choice for maternity & paternity leave & also an insight into the work pressure & working system of the entity. Parental leave refers to maternity & paternity leave.

Gender	Permanent employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	-	-	-	-
Female	-	-	-	-
Total	-	-	-	-

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Overview / Objective: This section provides insight into the availability of channels for employees to address grievances and how the organization resolves them. It ensures that the organization can address and collaborate in remedying any negative impacts it has caused or contributed to.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

RSWML is committed to protecting the interests of its employees and workers. The management safeguards the interests of the employees and ensures that the grievances of the employees are attended promptly and effectively within a time frame defined in the policy.

Grievance redressal at RSWML follows a three-tier mechanism. The following contact points are at the disposal of employees for reporting their concerns:

- Immediate or Next Supervisor/HOD
- Plant HR Head/Plant Head
- Function Head/Business Head

If the employee is not comfortable resolving the issue with the above three-tier, can directly report his/her concerns to CHRO. Note: Any grievance raised beyond HOD, should be intimated to CHRO.

At all units and offices of RSWML, senior level management regularly interacts with workers and staff members, in case of any issue they can freely report the same to the senior management and get it resolved on real time basis.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Overview / Objective: This provides an understanding of whether the entity respects employees' freedom of association and collective bargaining. Data from both the previous and current year enhances comparability and transparency.

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or union. (B)	% (B/A)	Total employees/Workers in respective category (C)	No. of employees /Workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	1,694	0	0	1,599	0	0
Male	1,613	0	0	1,533	0	0
Female	81	0	0	66	0	0
Total Permanent Workers	16,928	15,096	89.17	14,673	13,126	89.45
Male	13,979	12,231	87.50	12,544	11,014	87.80
Female	2,949	2,865	97.15	2,129	2,112	99.20

8. Details of training given to employees and workers:

Overview / Objective: This disclosure provides insight into the scale of an organization's investment in training & the degree to which the investment is made across the entire employee base. Also, to review the current status of the strategies, processes, & activities used by an organization to control risks to health & safety. Training on health & safety can include general training on health & safety as well as training on specific work-related hazards, hazardous activities, or hazardous situations. It can also include training on mental health. Training programs on skill upgradation can include both internal training courses & funding support for external training or education.

Category	FY 2023-24 Current Financial Year					FY 2022-23 Previous Financial Year				
	Total (A)	On Health and Safety		On Skill Upgradation		Total (D)	On Health and Safety		On Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	1,625	983	60.49	848	52.18	1,543	1,239	80.30	979	63.47
Female	82	42	51.22	47	57.31	67	36	53.73	22	33.33
Total	1,707	1,025	60.05	895	52.43	1,610	1,275	79.19	1,001	62.17
Workers										
Male	15,284	6,895	45.11	6,751	44.17	13,664	9,181	67.19	9,215	67.44
Female	3,187	1,679	52.68	1,583	49.67	2,338	1,301	55.65	642	27.46
Total	18,471	8,574	46.41	8,334	45.11	16,002	10,482	65.50	9,857	61.60

9. Details of performance and career development reviews of employees and worker:

Overview / Objective: Frequent performance and career development assessments can boost employee satisfaction, leading to enhanced organizational performance. These assessments involve evaluating employees based on criteria familiar to both the employee and their supervisor. This transparency indicates the frequency with which an organization evaluates employee performance. The employee is fully aware of and participates in this review process.

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total(C)	No.(D)	% (D/C)
Employees						
Male	1,625	1,128	69.42	1,543	818	53.00
Female	82	44	53.66	67	36	53.73
Total	1,707	1,172	68.66	1,610	854	53.04
Workers						
Male	15,284	3,453	22.59	13,664	2,184	15.98
Female	3,187	678	21.27	2,338	329	14.07
Total	18,471	4,131	22.36	16,002	2,513	15.70

10. Health and safety management system:

Overview / Objective: It gives insights into how the quality of occupational health services is ensured, whether the services are provided by competent individuals with recognized qualifications & accreditations, & whether it complies with legal requirements &/or recognized standards/guidelines. It enables an organization to identify deficiencies in its overall management of occupational health & safety; address resources, policy, & operational controls; & ensure continual improvement.

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such a system?

RSWML has implemented an occupational health and safety management system to consistently identify and manage its health and safety risks, minimize incidents, ensure compliance with health and safety regulations and continuously enhance its performance. This system encompasses safe risk procedures and written instructions, health and safety training protocols, hazard identification and risk management, premises and equipment inspections, incident

investigations, program administration, occupational health and safety initiatives and a health and safety committee led by a Safety Officer and Senior Plant Representatives.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

At all units of RSWML, the Company has constituted a separate department named the safety department. The safety department is headed by a Safety officer (HOD) and the safety officer is entrusted with the task of prevention or detection and correction of any work-related hazard. The Safety department regularly conducts training on safety related issues for workers, Workers are instructed to report immediately to the safety officer in case any safety related issue is noticed. Safety officers also visit the plant at regular intervals for identification of any work-related hazard if any. The Company celebrates the 4th of March as safety day and gives a token of appreciation to all those workers who reported any safety related incident to the safety officer and helped in saving any major loss on account of that issue.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, please refer to the above explanation.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Recognizing human resources as its most valuable asset, the Company prioritizes safeguarding their interests and rights while striving to offer optimal working conditions for employees and workers. Consequently, RSWML extends non-occupational medical healthcare services to its staff.

11. Details of safety related incidents, in the following format:

Overview / Objective: It quantifies the degree of harm experienced by employees and workers, allowing the organization to identify and address deficiencies in its Occupational Health and Safety (OHAS) Management. Lost time serves as a gauge of productivity loss due to work-related injuries or illnesses within an organization. These injuries and illnesses stem from workplace hazards and are directly linked to the performance of job-related duties.

Safety Incident / Number	Category	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.03	-
	Workers	0.03	0.06
Total recordable work-related injuries	Employees	-	-
	Workers	19	16
No. of Fatalities	Employees	-	-
	Workers	-	1
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Overview / Objective: This disclosure gives an overview of the efforts taken by an entity to protect its workers & employees & shows the commitment of an entity towards the protection & well-being of its employees.

RSWML strives to cultivate a culture of safety and wellness in the workplace through a range of programs and practices implemented across all its locations. The primary objective of these safety and health initiatives is to mitigate workplace injuries, illnesses, fatalities, as well as alleviate suffering and financial burdens. The Company's safety and health programs aim to:

- Prevent workplace injuries and illnesses.
- Improve compliance with laws and regulations,
- Reduce costs, including significant reductions in workers' compensation premiums,
- Engage workers more efficiently,
- Enhance their social responsibility goals.
- Increase productivity and enhance overall business operations.

Company strives to achieve the objective of safe and healthy workplace:

- Educate all employees, workers and contractors by conducting seminars, workshops, training and discussion forums.
- Designing plants with proper and adequate safeguards for ensuring process safety.
- Following effective use of safe working procedures and practices for operation, maintenance, inspection and emergency situations.
- Reviewing and updating the system and procedure regularly.
- Conducting all work in a safe manner and to ensure integrity of all the assets, by providing personal protective equipment, tools and tackles.
- Auditing periodically internal and external work procedure and practices.
- Investigating all incidents relating to Health and safety, including minor ones and near misses, followed implementation of corrective measures.
- Communicating learning from investigation of incidents, internal and external, to all employees and taking steps to prevent such occurrence in its works.
- Identifying and evaluating health risks related to operations and carrying out pre-employment and periodic medical check-up of its employees.

13. Number of Complaints on the following made by employees and workers:

Overview / Objective: Gives insights into the attentiveness of the entity toward the working environment, how effective their grievance redressal system is, data from both the year improves comparability & transparency.

	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	5	-	-	7	2	-
Health & Safety	12	-	-	31	12	-

14. Assessments for the year:

Overview / Objective: This indicates the relative trustworthiness of the sustainability data published by the entity through various reporting channels.

	% of your plants and offices that were assessed (By entity or statutory authorities or third parties)
Health and Safety Practices	100%
Working Condition	100%

RSWML is dedicated to implementing health and safety measures and offering optimal working environments for its employees. To uphold this commitment, the Company has established a distinct department known as the "Safety Department" at each of its manufacturing facilities. The safety officer within this department is entrusted with ensuring

the provision of these optimal conditions. Moreover, all RSWML manufacturing facilities undergo evaluation by an external agency through a specialized audit program called the Environment, Health and Safety (EHS) audit. This audit ensures adherence to the highest standards of health and safety, as well as favorable working conditions.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Overview / Objective: This disclosure gives an overview of the efforts taken by an entity to protect its workers & employees from health & safety related risks & shows the commitment of an entity towards the protection & well-being of its employees.

Due to robust safety control system at its plants, the Company has not identified any major safety related incident throughout the year, however in case any issue is identified, the Company deals with such issue in a set manner examined in earlier questions.

LEADERSHIP INDICATORS (GOOD GOVERNANCE)

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Overview / Objective: Gives an overview of whether the entity is concerned about protecting the employees / workmen & their dependents in case they meet any accident or injury while working in the organization.

Yes, Company's Mediciam and accidental policies extends to the event of death of employees and Workers. In case of Death of employees or workers of the Company, a defined amount is paid to their family members.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Overview / Objective: It gives insights into whether or not the entity's value chain partners comply with the statutes & legal requirements.

We aim to ensure that all statutory dues are appropriately deducted and deposited by our value chain partners, by maintaining high standards of compliance across our operations.

3. Provide the number of employees / workers having suffered high consequence work- related injury / ill-health / fatalities (as reported)

Overview / Objective: It gives insights into whether the entity's value chain partners comply with the statutes & legal requirements.

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Employees	-	-	-	-
Workers	16	28	-	-

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all their stakeholders.

ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

Overview / Objective: This document offers insights into the strategies employed by an organization to interact with its diverse stakeholders, aiming to showcase the effectiveness of these engagements. By engaging with stakeholders, the

organization can identify and address both positive and negative impacts it may have. This principle aligns with several Sustainable Development Goals (SDGs), including Goal 1: No Poverty, Goal 5: Gender Equality, Goal 11: Sustainable Cities and Communities and Goal 16: Peace, Justice and Strong Institutions.



1. Describe the processes for identifying key stakeholder groups of the entity.

Overview / Objective: Gives insight into the organization's approach to identifying & engaging with various stakeholders.

The Company believes that stakeholder engagement is the greatest source of input for its development activities and it also broadens the horizon for improving the Company's sustainability performance. The mapping of internal and external stakeholders is an outcome of the analysis of issues that have the potential to impact on the Company's activities as well as that are of critical importance to the Company's stakeholders.

RSWML interacts with stakeholders frequently through various modes and ensures prompt actions to meet stakeholder expectations.

The Company's distinguished position in the Indian textile industry can be attributed, in part, to its collaborative stance with diverse internal and external stakeholder groups.

RSWML discerns its primary stakeholder groups by evaluating their influence on the entity's operations, analyzing their requirements in alignment with the Company's business objectives and subsequently prioritizing the list. Identifying six key stakeholder groups, RSWML regards each group as significant stakeholders, directly or indirectly impacted by the Company and holds the responsibility of safeguarding their interests.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Overview / Objective: Gives insight into how it provides stakeholders with information that is understandable & accessible through appropriate communication.

Stakeholders Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board website), Others	Frequency of engagement (Annually/ Half Yearly/ Quarterly/ Others-Please Specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investors	No	Meetings, conferences and other correspondence.	Annually	Demonstration of LNJ Bhilwara Group's ethical and governance practices, transparent and adequate disclosure, business and profitability performance and prospects and capital appreciation
Employees	No	Personal/group interactions, mails and trainings.	Periodically/ throughout the year	Productivity, training, learning and development, career growth, work environment and culture

Suppliers/ Partners	No	Meetings and annual report.	Annually	Discussion on business issues and requirements, quality improvements, business plans and information on applicable statutory requirements and safety standards
Customers / Dealers	No	Meeting, Survey and Web portal	Quarterly	Timely redressal of issues, understand aspirations and evolving trends, market knowledge and technology exchange, servicing solutions also include virtual meet with customers by senior management including JMD.
Community	No	CSR initiatives	Whenever required	CSR initiatives and Affirmative Action (AA) initiatives addressing priority areas of improving lives and livelihood.
Government / Regulators	No	Industry representations, meetings and filings	Whenever required	Compliance, Ethics, Corporate governance, corporate citizenship

PRINCIPLE 5 - Businesses should respect and promote human rights.

ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

Overview / Objective: This principle is designed to assist organizations in showcasing their commitment to integrating human rights values and principles into fundamental processes and decision-making. It aligns with several Sustainable Development Goals (SDGs), including Goal 1: No Poverty, Goal 4: Quality Education, Goal 5: Gender Equality, Goal 8: Decent Work and Economic Growth, Goal 10: Reduced Inequality and Goal 16: Peace, Justice and Strong Institutions.



1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Overview / Objective: This disclosure indicates the proportion of the employees & workers that can reasonably be assumed to have been sensitized to the importance of human rights. Also, it gives an insight into an entity's policy commitments for responsible business conduct, including the commitment to respect human rights.

Category	FY 2023-24 Current Financial Year			FY 2022-23 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Permanent	1,694	0	0	1,599	0	0
Other than permanent	13	0	0	11	0	0
Total Employees	1,707	0	0	1,610	0	0
Workers						
Permanent	16,928	0	0	14,673	0	0
Other than permanent	1,543	0	0	1,329	0	0
Total Workers	18,471	0	0	16,002	0	0

RSWML is dedicated to safeguarding the rights of its employees and workers. Our comprehensive HR manual encompasses all pertinent policies aimed at preventing human rights violations and these policies apply to all employees and workers within the Company. While we have not conducted any formal training programs specifically focused on human rights issues for our employees and workers, we consistently encourage them to report any grievances they may have.

2. Details of minimum wages paid to employees and workers, in the following format:

Overview / Objective: Measuring wages & salaries contributes in the standardization of an equitable wage & compensation structure, as well as an understanding of pay disparities across different sections of employees.

Category	FY 23-24 Current Financial Year					FY 22-23 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than minimum Wage		Total (D)	Equal to Minimum wages		More than minimum wages	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	1,613	0	-	1,613	100.00	1,533	0	-	1,533	100.00
Female	81	0	-	81	100.00	66	0	-	66	100.00
Other than permanent										
Male	12	0	-	12	100.00	10	0	-	10	100.00
Female	1	0	-	1	100.00	1	0	-	1	100.00
Workers										
Permanent										
Male	13,979	875	6.26	13,104	93.74	12,544	1,059	8.44	11,485	91.56
Female	2,949	767	26.01	2,182	73.99	2,129	182	8.55	1,947	91.45
Other than permanent										
Male	1,305	348	26.67	957	73.33	1,120	111	9.91	1,009	90.09
Female	238	107	44.96	131	55.04	209	8	3.83	201	96.17

3. (A) Details of remuneration/salary/wages, in the following format:

Overview / Objective: Maintains transparency between the entity & its stakeholders on Senior Management pay policies & gives insights into whether or not Remuneration policies further support the organization's strategy & contribution to sustainable development & align with stakeholders' interests.

	Male		Female	
	Number	Median remuneration Salary/Wages of respective category	Number	Median remuneration / Salary/Wages of respective category
Board of Directors (BOD)	9	15,00,000	1	12,75,000
Key Managerial Personnel	2	72,43,528	0	-
Employees other than BOD and KMP	1,625	4,85,376	82	3,91,980
Workers	15,284	1,82,638	3,187	1,83,038

Details of Median remuneration/Salary/Wages of the respective category shown above are annual.

(B) Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Gross wages paid to females as % of total wages	16%	12%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Overview / Objective: Indicates the seriousness with which human rights issues are looked at & investigated.

Yes, at RSWML, complaints are promptly addressed and thoroughly investigated by the Internal Complaints Committee (ICC). Any individual who feels aggrieved may submit a written complaint to the Internal Committee. Additionally, RSWML has established a Human Resources department at every unit and office, with the department head responsible for addressing any human rights issues identified at their respective locations. The Head of HR department actively engages with employees and workers, encouraging them to report any such issues. Moreover, the Head of HR department conducts various informal training sessions on human rights.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Overview / Objective: It enables stakeholders to know how they can raise concerns about, & seek remedy for, the organization's potential & actual negative impacts on them, also it shows an organization's commitment to remediate its negative impacts.

The Company, via its grievance resolution mechanism, guarantees a healthy and safe workplace environment. Complaints at RSWML are promptly handled and investigated by the "Internal Complaints Committee" (ICC). Any individual with grievances may formally submit a complaint in writing to the Internal Committee. Additionally, the Labour Welfare Officer ensures the provision of essential amenities essential for a conducive work environment at all manufacturing locations, accessible to all workers.

Grievance redressal at RSWML follows a three-tier mechanism. The following contact points are at the disposal of employees for reporting their concerns:

1. Immediate or Next Supervisor/HOD
2. Plant HR Head/Plant Head
3. Functional Head/Business Head

If the employee is not comfortable resolving the issue with the above three-tier, can directly report his/her concerns to CHRO. Note: Any grievance raised beyond HOD, should be intimated to CHRO.

Moreover, the plant's senior officials frequently engage with employees and workers to address their concerns, aiming to uphold a harmonious work environment. RSWML has been OHSAS 18001 certified by BSI since 2013. Throughout the year, no complaints regarding human rights violations were reported.

6. Number of Complaints on the following made by employees and workers:

Overview / Objective: It indicates the workplace culture of the entity. 'Discrimination' refers to unjust or prejudicial treatment of people, especially on the grounds of, but not limited to, caste, creed, sex, race, ethnicity, age, color, religion, disability, socio-economic status or sexual orientation.

'Forced Labour' or 'Involuntary Labour' encompasses work or service extracted under the threat of penalty. This includes practices like bonded labour and modern slavery, as well as situations where workers are paid less than the government-mandated minimum wage.

'Sexual Harassment' denotes unwelcome actions or behaviors, whether direct or indirect, such as physical contact, advances, requests for sexual favors, sexually suggestive remarks, displaying pornography, or any other unwelcome verbal or non-verbal conduct of a sexual nature.

	FY 2023-24 (Current Financial Year)			FY 2022-23 (Previous Financial Year)		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	-	-	-	-	-	-
Discrimination at workplaces	-	-	-	-	-	-
Child Labour	-	-	-	-	-	-
Forced Labour/ Involuntary Labour	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Other human rights related issues	-	-	-	-	-	-

Employees are encouraged to resolve the grievance in the workplace at the earliest possible opportunity and usually with the least possible formality. In case of an unsatisfactory outcome, we encourage our employees to take the matter to higher authorities of the Company as per grievance redressal mechanism of RSWML. Due to the Company's friendly attitude and robust governance system the Company has not identified any complaints from its employees and workers during the financial year.

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	-	-
Complaints on POSH as a % of female employees / workers	-	-
Complaints on POSH upheld	-	-

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Overview / Objective: It indicates the workplace culture of the entity & highlights the mechanisms in place to safeguard the complainants from further harassment.

Upon the request of the complainant, the senior management at RSWML's respective units and offices may implement interim measures until a final judgment on the identified issue is reached. These measures may include transferring the aggrieved party or the respondent to a different workplace, granting leave to the aggrieved person, or restraining the respondent from reporting on the work performance of the aggrieved or writing confidential reports, with such duties potentially assigned to other employees.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Overview / Objective: Shows the commitment of an entity to protect the human rights of its stakeholders.

Yes, all business agreements and contracts specifically mention that the entity is required to follow all required and applicable statutory norms. The Company is committed to following human rights requirements, as non-compliance of such requirements is against the Company's ethics and policies.

10. Assessments for the year:

Overview / Objective: Provides insight into the entity's commitment to protect the well-being & human rights of its employees.

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced/ involuntary labour	100%
Sexual Harassment	100%
Discrimination at workplace	100%
Wages	100%

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Overview / Objective: Provides insight into the entity's commitment to protect the well-being & rights of its employees. Not applicable, as no such incidents has been identified during the financial year.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

Overview / Objective: This Principle underscores the significance of environmental stewardship in fostering long-term economic prosperity and societal well-being. It highlights the interconnectedness of environmental issues at local, regional and global levels, emphasizing the imperative for businesses to address pollution, biodiversity conservation, sustainable natural resource management and climate change (mitigation, adaptation and resilience) in a fair, comprehensive and systematic manner.

Moreover, the principle urges businesses to assess the environmental impacts of their products and operations and to take measures to reduce and mitigate those impacts where avoidance is not feasible. It promotes the adoption of environmental practices and methods that minimize or eliminate the negative effects on their operations and supply chains.

This principle aligns with several Sustainable Development Goals (SDGs), including Goal 2: Zero Hunger, Goal 3: Good Health and Well-being, Goal 6: Clean Water and Sanitation, Goal 7: Affordable and Clean Energy, Goal 8: Decent Work and Economic Growth, Goal 9: Industry, Innovation and Infrastructure, Goal 10: Reduced Inequality, Goal 11: Sustainable Cities and Communities, Goal 12: Responsible Consumption and Production, Goal 13: Climate Action, Goal 14: Life Below Water and Goal 15: Life on Land.



“The Group is committed to giving back to the nature more than what it draws from it (nature) in all spheres of the business.”

ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Overview / Objective: Energy cost, source, availability, & resilience directly impact entity's ability to operate. Knowing such details aids transparency & pushes efficiency over time.

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
From renewable sources	In TJ	In TJ
Total electricity consumption (A)	290.95	454.18
Total fuel consumption (B)	417.69	0
Energy Consumption through other sources (C)	0	0
Total Energy Consumed from renewable sources (A+B+C)	708.64	454.18
From non-renewable sources		
Total electricity consumption (D)	1,609.17	1271.47
Total fuel consumption (E)	246.71	19,482.49 MT
Energy Consumption through other sources (F)	-	39.20
Total energy consumed from non-renewable sources(D+E+F)	1,855.88	1310.67+19482.49 MT
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	0.0000000632	0.0000000466
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.0000000282	0.000000020
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: As per the IMF's purchasing power parity (PPP) conversion rate for India per international dollar is 22.4, we have applied this exchange rate to compute the adjusted turnover.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out by an external agency; the Company is involved in regular evaluation exercises performed through its internal technical team to ensure efficient consumption of energy.

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Overview/ Objective: Perform Achieve & Trade (PAT) scheme has been launched by Bureau of Energy Efficiency under the National Mission for Enhanced Energy Efficiency (NMEEE). Under the Scheme, certain sites / facilities are identified as designated consumers & targets are set for such entities in relation to energy consumption.

RSWML is committed to conducting its operations in a sustainable and environment friendly manner, we ensure safe disposal of all types of waste that we generate and also contribute towards betterment of environment through recycling the waste of others. However, PAT scheme of Government of India is not applicable to the Company.

3. Provide details of the following disclosures related to water, in the following format:

Overview / Objective: Gives insights into the negative effects of an organization's activities on the environment i.e water. Also confirms whether the reporting organization has identified significant water-related impacts in the value chain, which includes activities carried out by the organization & by entities upstream & downstream from the organization.

Total water consumption refers to the amount of water utilized by an organization, which becomes unavailable for use

by the ecosystem or local community. This includes water that has been withdrawn and integrated into products, as well as water that has evaporated or become polluted to the extent that it is unusable by other users, thus not returning to surface water, groundwater, seawater, or another party. Additionally, it encompasses water stored during the reporting period for future use or discharge in subsequent reporting periods.

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kiloliters)		
i. Surface Water	7,29,932	6,94,725
ii. Ground Water	8,40,234	6,48,905.18
iii. Third Party water	47,575	7,645
iv. Seawater/ desalinated water	0	0
v. Others (Condensate Water)	35,900	0
Total Volume of water withdrawal (in kiloliters) (i+ii+iii+iv+v)	16,53,641	13,51,275.18
Total Volume of water Consumption (in kiloliters)	16,53,641	13,51,275.18
Water intensity per rupee of turnover (Water consumed/ Turnover)	0.0000408	0.000036
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	0.00000181	0.00000154
Water intensity in terms of physical output	-	-
Water Intensity (Optional) - the relevant metric may be selected by the entity	-	-

Note: As per the IMF's purchasing power parity (PPP) conversion rate for India per international dollar is 22.4, we have applied this exchange rate to compute the adjusted turnover.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out by an external agency however the Company is committed to conducting its operations as per government prescribed norms and standards.

4. Provide the following details related to water discharged:

RSWM Ltd. is committed to sustainable environmental practices, particularly regarding wastewater management. The company does not discharge its wastewater into the environment. Instead, it treats all wastewater through a combination of Effluent Treatment Plants (ETP), Sewage Treatment Plants (STP) and Reverse Osmosis (RO) plants. This rigorous treatment process ensures that the wastewater is purified to a high standard, making it suitable for reuse.

The treated wastewater is utilized for watering plants within the company premises, contributing to water conservation efforts. RSWM Ltd. takes pride in its approach to wastewater management, ensuring that 100% of the treated wastewater is consumed beneficially, thus minimizing environmental impact and promoting sustainable practices.

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface water	-	-
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	-	-
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	-	-
- No treatment		
- With treatment – please specify level of Treatment		
(iv) Sent to third-parties	-	-
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	-	-
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilo liters)	-	-

During the Year we have used 23,36,792 Kilo liters of recycled water.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Overview / Objective: A zero liquid discharge system involves using advanced waste-water treatment technologies to recycle, recover & then re-use the treated wastewater; towards ensuring that there is no discharge of waste-water to environment. This question reveals efforts taken by entity to eliminate liquid discharge & promote recycling & reuse of water.

RSWML produces fabrics dyed using advanced techniques that minimize water and chemical usage. The Company ensures responsible water management by treating all post-process water in its effluent treatment plant and further refining it through reverse osmosis before releasing it back into the environment in a pristine condition.

Moreover, RSWML has installed Sewage Water Treatment Plants at its operational sites, repurposing treated water for plantation activities. Over time, the Company has successfully executed various initiatives aimed at reducing fresh water consumption. RSWML is actively pursuing strategies such as utilizing STP water for plantation via drip irrigation, employing water drip irrigation methods and repurposing rejected R.O. water for plantation purposes.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Overview / Objective: Disclosure of air emissions helps in assessing the efforts taken to lower its emissions & increases transparency & comparability. Greenhouse Gas (GHG) emissions are significant determinants of climate change & global environmental health.

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx	ug/m3	46	26
Sox	ug/m3	59	14.5
Particulate Matter (PM)	ug/m3	76.6	80.1
Persistent organic pollutants (POP)	Microgram/m3	<0.5	<0.5
Non-Methane Hydrocarbon	mg/Nm3	30	25
Oxides of Nitrogen	ppmv	290	270
Carbon Monoxide	mg/Nm3	140	130
Suspended Particulate Matters (SPM)	µg/m2	325	310
Sulphur Dioxide	Mg/Nm3	BDL(<2.0)	BDL(<2.0)

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, the Company conducts routine testing programs in collaboration with independent agencies to monitor its air emissions and ensure a safe and healthy environment. Mumbai Waste Management Limited and Enviro Tech Services are among the independent agencies engaged in this endeavor.

These agencies employ various testing methods such as the Gravimetric Method, Improved West and Greak Method, Modified Jacob and Hochheiser Method, Chemical Method, IS: 5182-1975, Indophenol Blue Method and AAS Method to assess air quality and emissions.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Overview / Objective: GHG reporting presents an opportunity for businesses to demonstrate transparency. Thorough and precise disclosures of GHG emissions offer stakeholders clearer insights, facilitating informed decision-making and directing investments towards companies actively addressing their climate change impact.

Greenhouse Gases (GHGs) encompass carbon dioxide (CO₂), methane (CH₄), nitrous oxide (N₂O), hydrofluorocarbons (HFCs), perfluorocarbons (PFCs), sulfur hexafluoride (SF₆) and nitrogen trifluoride (NF₃).

Scope 1 emissions are direct GHG emissions from sources that are owned or controlled by the entity. Source refers to any physical unit or process that releases GHG into the atmosphere.

Scope 2 emissions are energy indirect emissions that result from the generation of purchased or acquired electricity, heating, cooling, & steam consumed by the entity.

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	-	-
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	-	-
Total Scope 1 and Scope 2 emissions per rupee of Turnover	-	-	-

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)			
Total Scope 1 and Scope 2 emission intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional)– the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out by an external agency.

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

Overview / Objective: Apart from disclosing data, the organization can describe reduction initiatives & their targets when reporting how it manages this topic.

Not Applicable, as Company is not involved in greenhouse gas emissions.

9. Provide details related to waste management by the entity, in the following format:

Overview / Objective: Ensuring the availability of valuable materials for reuse and reducing waste through recycling and reuse processes is vital for environmental conservation and also opens up new business prospects. This inquiry offers a comprehensive examination of waste generation and its underlying causes, shedding light on the efficacy of the organization's waste management practices.

Waste can be "recovered" through various operations that involve preparing products, product components or materials that have become waste to serve a purpose in lieu of new counterparts. Processes like preparation for reuse and recycling exemplify recovery operations.

Parameter	FY2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Waste generated (in Metric Tonnes)		
Plastic Waste (A)	586.31	497.30
E-Waste (B)	16.92	2.36
Bio-Medical Waste (C)	0.59	0.00
Construction and demolition waste (D)	0.00	0.30
Battery Waste (E)	0.00	2.71
Radioactive Waste (F)	0.00	0.00
Other Hazardous waste. Please specify, if any. (G)	3,089.17	2,753.95
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	9,029.33	9,816.75
Total (A+B + C + D + E + F + G+ H)	12,722.32	13,073.37

Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.000000313	0.000000342
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.000000140	0.000000150
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity		
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of Waste		
(I) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of Waste		
(I) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations (Sales of waste generated)	12722.32	13073.37
Total	12722.32	13073.37

Note: As per the IMF's purchasing power parity (PPP) conversion rate for India per international dollar is 22.4, we have applied this exchange rate to compute the adjusted turnover.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out by an external agency.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Overview / Objective: Ensuring the availability of valuable materials for reuse through waste reduction, reuse and recycling is crucial for environmental sustainability and can also create new business prospects. This inquiry offers a comprehensive examination of waste generation, its underlying causes and evaluates the effectiveness of the organization's waste management practices.

RSWML is committed to undertake continuous efforts in reducing the adverse impact of its products and facilities on the Earth and its environment. The Company's dedication goes beyond compliance with the law and encompasses the integration of sound environmental practices into its business decisions.

The Company is dedicated to recycling post-consumer waste fabrics to create new usable fibers. Plastic/PET bottles pose a significant threat to the Earth, both on land and in water. While RSWML acknowledges the scale of this issue, it is taking steps, albeit on a modest scale, to address it. Adopting the practice of converting waste materials into fiber, we minimize the loss of valuable resources. Discarded PET bottles are transformed into flakes, which are subsequently processed into fibers of various deniers and cut for spinning into yarn. By repurposing waste PET bottles that would otherwise end up incinerated or filling landfills and oceans, we contribute to environmental preservation efforts. The Company has garnered approval from global brands regarding the quality of the fiber and its suitability for use in their products.

RSWML uses ecologically favorable inputs and is committed to serve the society by its environmentally friendly waste management practices.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Overview / Objective: Monitoring which activities are taking place in both protected areas & areas of high biodiversity value outside protected areas makes it possible for the organization to reduce the risks of impacts. It also makes it possible for the organization to manage impacts on biodiversity or to avoid mismanagement.

S.no.	Location of operations/offices	Type of Operation	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
		N/A	

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Overview / Objective: An essential component of addressing environmental impacts on local communities involves conducting assessments and strategic planning to comprehend both current and potential effects. Furthermore, fostering robust engagement with local communities is crucial to grasp their expectations and requirements. Various elements can be integrated into local community engagement, impact assessments and development programs. This disclosure aims to identify the elements that have been consistently implemented organization wide.

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
-	-	-	-	-	-

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Overview / Objective: Non-compliance with laws & regulations can give insight into the ability of management to ensure that the organization conforms to certain performance parameters.

Sr. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
		N/A		

The entity is dedicated to conducting its operations with integrity and in accordance with all legal requirements. To ensure compliance with statutory regulations, the Company has implemented numerous checks and controls within its internal systems, aiming to prevent, detect and rectify any non-compliance issues in real-time. Throughout the current financial year, the Company has adhered to all relevant environmental laws, regulations and guidelines with no instances of non-compliance detected.

LEADERSHIP INDICATORS (GOOD GOVERNANCE)

1. Water withdrawal, consumption and discharge in areas of water stress (in kiloliters): For each facility / plant located in areas of water stress, provide the following information:

Overview / Objective: Provides an understanding of the adverse impacts of an organization's operations on the environment, particularly concerning water resources in areas facing water stress. Additionally, it verifies whether the reporting organization has recognized significant water-related impacts within its value chain, encompassing its own activities as well as those conducted by entities upstream and downstream from the organization.

- Name of the area
- Nature of operations
- Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Water withdrawal by source (in kiloliters)	N/A	N/A
(i) Surface Water		
(ii) Ground Water		
(iii) Third Party water		
(iv) Seawater/ desalinated water		
(v) Others		
Total Volume of water withdrawal (in kiloliters) (i+ii+iii+iv+v)		
Total Volume of water Consumption (in kiloliters)		
Water intensity per rupee of turnover (Water consumed/ Turnover)		
Water Intensity (Optional) - the relevant metric may be selected by the entity		
Water discharge by destination and level of treatment (in kiloliters)		
(i) To Surface Water		
- No Treatment		
- With Treatment-please specify level of treatment		
(ii) To Groundwater		
- No Treatment		
- With Treatment-please specify level of treatment		
(iii) To Seawater		
- No Treatment		
- With Treatment-please specify level of treatment		
(iv) Sent to third-Parties		
- No Treatment		
- With Treatment-please specify level of treatment		
(v) Others		
- No Treatment		
- With Treatment-please specify level of treatment		
Total Water discharged (in Kiloliters)		

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Overview / Objective: Scope 3 emissions refer to indirect greenhouse gas (GHG) emissions, which are not accounted for in Scope 2 emissions (energy indirect GHG emissions) and originate from activities outside the organization. This encompasses both upstream and downstream emissions. Upstream categories may encompass purchased goods and services, capital goods, upstream transportation and distribution, business travel and other related factors.

Downstream categories can include downstream transportation & distribution, processing of sold products, end-of-life treatment of sold products etc.

Parameter	Unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 3 emissions per rupee of Turnover		-	-
Total Scope 3 emission intensity (optional)- the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out by an external agency.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Overview / Objective: The organization may play a significant role within an association or advocacy group when it holds a position on the governing body, actively participates in projects or committees, or provides substantial funding beyond regular membership dues. This significance may also be attributed to the organization's strategic view of its membership as crucial for influencing the mission or objectives of the association, which are integral to the organization's own operations. This principle aligns with various Sustainable Development Goals (SDGs), including Goal 2: Zero Hunger, Goal 7: Affordable and Clean Energy, Goal 9: Industry, Innovation and Infrastructure, Goal 10: Reduced Inequality, Goal 11: Sustainable Cities and Communities, Goal 13: Climate Action, Goal 14: Life Below Water, Goal 15: Life on Land, Goal 16: Peace, Justice and Strong Institutions and Goal 17: Partnerships to achieve the Goal.



ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

1. a. Number of affiliations with trade and industry chambers/associations.

Overview / Objective: This provides an understanding of whether an organization's membership in a specific trade and industry association impacts the mission or objectives of that association. It also seeks to determine whether the association's primary goal of assisting businesses in local growth, expansion into new markets and maintaining competitiveness in a complex and evolving global marketplace is effectively achieved.

RSWML is a member of several industrial and trade associations and is certified by 11 trade associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	Confederation of Indian Industry (CII)	National
2	The Denim Manufacturing Association	National
3	The Cotton Textile Export Promotion Council (TEXPROCIL)	National
4	Federation of Indian Exporters Organization (FIEO)	National
5	Indian Spinners Association (ISA)	National
6	Rajasthan Textile Mills Association (RTMA)	State
7	Synthetic and Rayon Textile Export Promotion Council (SRTEPC)	National
8	Rajasthan Employers Association	State
9	Indian Merchant Chambers (IMC)	National
10	Northern India Textile Research Association (NITRA)	National

Quality & Other Social Compliance Certifications -

Sr. No.	Certification	Certification Number	Certification Body
1	Quality Management System - QMS ---ISO 9001: 2015	FM-602678	BSI
2	Environmental Management System - EMS --- ISO 14001: 2015	EMS-602680	BSI
3	Health & Safety Management System - OHS ---ISO 45001	OHS-602681	BSI
4	Social Accountability --- SA 8000: 2014	SA 613026	BSI
5	Global Recycle Standard --- GRS	CU 812424 GRS-2021-00076685	CUC
6	Recycled Claim Standard --- RCS	CU812424 RCS-2021-00119385	CUC
7	Forest Stewardship Council --- FSC	C862424 CU-COC- 01.2021	CUC

Product related certifications

Sr. No.	Certification	Certification Number	Certification Body
1	Oeko Tex Raw White (Grey) & Dyed --- Oeko Tex 100	07.JA.52858	Hohenstein, Germany
2	Cellulosic Oeko Tex --- Oeko Tex 100	07.JA.52856	Hohenstein, Germany
3	Organic Cotton Oeko Tex --- Oeko Tex 100	21.HIN.45612	Hohenstein, Germany

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

Overview / Objective: This disclosure pertains to instances of non-compliance or failure to adhere to laws and regulations applicable to the organization. The level of compliance with these laws and regulations can provide insights into management's capability to ensure the organization conforms to specified performance standards.

Name of authority	Brief of the case	Corrective action taken
	N/A	

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

Overview / Objective: This Principle acknowledges the importance of businesses' energy and innovation, encouraging them to contribute to the overall development of the country, with a particular emphasis on disadvantaged, vulnerable and marginalized communities, as outlined in Section 135 of the Companies Act, 2013. It also underscores the necessity of collaboration among businesses, government agencies and civil society to advance this development agenda in alignment with the Sustainable Development Goals (SDGs). This principle aligns with various SDGs, including Goal 1: No Poverty, Goal 2: Zero Hunger, Goal 3: Good Health and Well-being, Goal 4: Quality Education, Goal 5: Gender Equality, Goal 8: Decent Work and Economic Growth, Goal 9: Industry, Innovation and Infrastructure, Goal 11: Sustainable Cities and Communities, Goal 13: Climate Action, Goal 14: Life Below Water, Goal 15: Life on Land, Goal 16: Peace, Justice and Strong Institutions and Goal 17: Partnerships to achieve the Goal.



ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Overview / Objective: Effectively managing impacts on local communities involves assessing and planning to comprehend both actual and potential impacts, as well as engaging with these communities to understand their expectations and needs. Numerous elements can be integrated into local community engagement, impact assessments and development programs. This aims to identify which elements have been consistently implemented organization-wide.

Name and brief details of projects	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes/No)	Relevant web link
-	-	-	-	-	-

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Overview / Objective: This educates stakeholders about an entity's understanding of its negative effects on the community. It also allows the business to better prioritize & improve its attention to local communities across the board.

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% Of PAFs covered by R&R	Amount paid to PAFs in the FY (in INR)
N/A						

3. Describe the mechanisms to receive and redress grievances of the community.

Overview / Objective: Establishing an effective grievance redressal mechanism that is legitimate, accessible, predictable, equitable, transparent, rights-compatible and fosters continuous learning is essential for addressing grievances within an organization.

RSWML is dedicated to enhancing community well-being through its CSR initiatives. The Company firmly believes that supporting community growth and improving lives and livelihoods will ultimately contribute to its own growth and development.

Extensive engagement with the community in all phases of program planning and implementation not only helps in identifying needs of the stakeholders, but also leads to a greater sense of ownership among the people and better capacity to plan and manage the program. This ensures continued support for the initiative and adoption of good practices even after the exit of RSWML from the intervention area.

The Company engages with communities through various interactions, including meetings with local administration and officials from line departments, to identify and address their basic needs. It remains committed to supporting the provision of quality healthcare, including infrastructure development. These initiatives contribute to fostering a positive perception of the business and earning public goodwill, crucial for the long-term adoption and success of the programs.

RSWML also encourages regular feedback from the beneficiaries to continuously improve facilities and services in locations where there is a demand.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Overview/ Objective: Ensuring an efficient grievance mechanism that is legitimate, accessible, predictable, equitable, transparent, rights-compatible and promotes continuous learning is vital. Additionally, it reflects how an organization manages grievances.

Particular	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Directly sourced from MSMEs/ small producer	29.13	24.51
Sourced directly from within the district and neighboring districts	40.77	44.59

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY 2023-24 Current Financial Year	FY 2022-23 Previous Financial Year
Rural	48.76	48.61
Semi-urban	50.47	50.53
Urban	-	-
Metropolitan	0.77	0.86

LEADERSHIP INDICATORS (GOOD GOVERNANCE)

1. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Sector in which project is covered	Amount spent (In Lakhs)
1	Rajasthan	Banswara, Bhilwara, Udaipur & Sikar	Healthcare, sanitation & safe drinking water	40.35
2	Rajasthan	Banswara, Bhilwara, Udaipur & Sikar	Promoting education & skills development	67.69
3	Rajasthan	Bhilwara, Udaipur & Sikar	Ensuring environment sustainability and ecology balance	5.91
4	Rajasthan	Banswara, Bhilwara, Udaipur & Sikar	Protection of national heritage and culture	89.20
5	Rajasthan	Banswara & Bhilwara	Training to promote rural sports	3.21

2. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

Overview / Objective: Gives insight into the organization's support for marginalized or vulnerable groups.

No, Company is not having specific written policies in place for purchase from marginalized / vulnerable group. However, company procure a huge amount of its input materials from micro, small and medium enterprises to encourage and help small suppliers to grow and contribute to overall growth and development of the nation.

(b) From which marginalized /vulnerable groups do you procure?

Company procures a significant portion of its input requirements from MSME vendors.

(c) What percentage of total procurement (by value) does it constitute?

It covers approx. 30% of total procurement.

3. Details of beneficiaries of CSR Projects:

Overview / Objective: Being able to measure & report on your organization's social impact can ultimately attract investors, retain top talent, boost reputation, & boost business performance alongside several other potential benefits

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% Of beneficiaries from vulnerable and marginalized groups
1	Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation (including contribution to the Swatch Bharat Kosh) and making available safe drinking water;	1,71,742	100%
2	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;	57,435	100%
3	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water	21,150	85%
4	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts;	40,850	75%
5	Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic Sports;	30,400	75%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner.

Overview / Objective: This principle focuses on customer health and safety, encompassing an organization's systematic endeavors to ensure health and safety throughout the lifecycle of its products or services. It also emphasizes adherence to customer cybersecurity and privacy regulations, as well as voluntary codes. This principle aligns with several Sustainable Development Goals (SDGs), including Goal 2: Zero Hunger, Goal 4: Quality Education, Goal 12: Responsible Consumption and Production, Goal 14: Life Below Water, Goal 15: Life on Land and Goal 16: Peace, Justice and Strong Institutions.



ESSENTIAL INDICATORS – IMPORTANCE TO INVESTORS

1. Describe the mechanism is in place to receive and respond to consumer complaints and feedback.

Overview / Objective: Provides a comprehensive overview of the grievance redressal mechanism, including its capability to address privacy-related concerns and whether users can anonymously report issues.

Customers are the backbone of our business. We prioritize understanding their needs and offer top-quality products with a strong emphasis on creating memorable customer experiences. In line with this, RSWML actively participates in various platforms to gather customer complaints and valuable feedback to facilitate necessary actions.

The Company employs multiple channels to engage with customers and address their complaints and feedback. Our process for receiving and resolving customer complaints is outlined as follows:

- a) Receive the customer complaints (Letter/Fax/E-mail) & record details in ERP system after sharing all information with Quality Assurance & Technical teams.
- b) Send the Supporting details/samples of the complaints to HOD(QA) & Plant head along with copy of letter/Fax/E-Mail from the customer.
- c) Internal investigation of complaint by QA team and will be discussed with concerned department Head / plant team as well as with the Plant Head for Corrective and preventive action.
- d) If required, the complaints are investigated at the customer's site by deputing a person for visit/Discussion with the customer.
- e) In case Quality Assurance is unable to complete the investigation or any dispute / un-resolved matter remain between plant and marketing, the same is discussed at senior management level. Further if required investigation is done through outside agencies like SITRA, BTRA, ATIRA etc.
- f) Based on the findings of the internal/external complaint investigations, necessary corrective & Preventive action are taken by the plant team. Also, Comprehensive analysis report is submitted to Marketing team.
- g) Coordinate through respective CMO/BH/Respective Marketing Team Member to arrive at mutually agreed redressal with the customer through any of the following means:
 - By paying in claim.
 - By Replacing the material
 - By Convincing the Customer
- h) After the above action, the respective Head of marketing shall close the complaint & get the same updated in ERP system.
- i) Redressal of complaints within the maximum period specified in Company SOP from the date of receipt.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Overview / Objective: It provides an overview to understand what potential risks & opportunities in terms of ESG compliances or investment or finance could be related to any product & its overall impact on the organization's turnover & financial standing

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/or safe disposal	N/A

3. Number of consumer complaints in respect of the following:

Overview / Objective: This disclosure provides an evaluation of the success of complaints management systems & procedures relating to them.

	FY2023-24 (Current Financial Year)		Remarks	FY 2022-23 (Previous Financial Year)		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other (Quality Complaints)	1,068	331	-	930	317	-

4. Details of instances of product recalls on account of safety issues:

Overview / Objective: A product recall entails the retrieval of defective and/or potentially unsafe goods from consumers. This data serves as a crucial indicator of the effectiveness of the entity's safety measures.

There were no product recalls during the current financial year, rendering this information irrelevant.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Overview / Objective: This disclosure can help stakeholders assess an entity's cybersecurity risk & level of disclosures & provide regulators with information on whether additional legislative standards are necessary for encouraging companies to disclose more about their cybersecurity.

Yes, the entity's IT policy encompasses directives concerning cybersecurity and the management of risks associated with data privacy. This policy serves as a safeguard to shield our organization from potential data breaches.

RSWML upholds a secure and encrypted database across its value chain partners, with regular updates to security software. Additionally, the Company offers various training sessions to its staff members on data security and privacy measures. The absence of any data breaches thus far underscores the robustness of the Company's IT system.

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Overview / Objective: This disclosure provides an overview of the success of management systems & procedures relating to overall customer satisfaction.

The Company has not encountered any complaints or issues concerning the advertising and delivery of essential services, cyber security and data privacy of customers, or the recurrence of product recalls. Moreover, no penalties have been paid to regulatory authorities regarding the safety of products and services. Nonetheless, the Company's policies and procedures include clear guidelines for implementing corrective actions whenever necessary.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches- Nil
 - b. Percentage of data breaches involving personally identifiable information of customers- Nil
 - c. Impact, if any, of the data breaches
- No such cases during the year.

LEADERSHIP INDICATORS (GOOD GOVERNANCE)

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Overview / Objective: This disclosure guides various stakeholders on the nature of products & services provided by the entity.

The Company website provides detailed information about its wide range of products. Link: <https://www.rswm.in/collections/>

Also, the Company has a LinkedIn page and X handle which are handled by company officials.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Overview / Objective: This disclosure provides an overview of procedures asset up by the entity to raise awareness regarding the nature & use of its products / services.

RSWML prioritizes customer satisfaction and their values. The Company actively interacts with customers through various forums to promote responsible product usage. Information on responsible product usage is shared with customers during distribution and the Company conducts meetings and seminars to further educate them on this matter.

3. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Overview / Objective: This disclosure provides investors with valuable information regarding the overall level of customer satisfaction relating to the entity's products & services.

RSWML persistently strives to minimize the environmental, health and safety impacts of its products across their entire lifecycle. The Company ensures compliance with all regulations concerning product information and labelling. Moreover, RSWML's marketing communication efforts align with brand standards and guidelines, emphasizing visual representation, brand promise and relevance to the target audience. Legal statutes regarding product labeling and display of product information are rigorously adhered to by RSWML.

Recognizing and meeting customer needs stands as a top priority for RSWML. The Company employs various methods of customer engagement to gain insights into their requirements and consistently aims to enhance the customer experience. RSWML organizes both physical and virtual meetings with customers, facilitating regular fulfillment of service delivery commitments, adherence to internal standards, identification of areas for process improvement and comprehension of changing customer attitudes and behaviors to ensure their needs are met at every stage.

Corporate Governance Report

Corporate Governance Philosophy

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company's goal is to find creative and productive ways of enchanting its stakeholders i.e. investors, customers & associates, while fulfilling the role of a responsible corporate representative committed to the best practices. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to create enduring value for all.

The Company's Corporate Governance policies ensures, among others, the accountability of the Board of Directors and the importance of its decisions to all its participants viz. employees, investors, customers, regulators etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet stakeholders' expectations.

This chapter, along with the chapters on Management Discussion and Analysis and General Shareholder Information, reports RSWML's compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Board of Directors

Composition

The Company is managed by its Board of Directors, which formulates strategies & policies and carries out periodic review of its performance. The Board of Directors of the Company is constituted in such manner so as to be in conformity with the regulatory requirements. As on 31st March, 2024, RSWML's Board comprises of ten Directors. Eight Directors are Non-Executive. Among the Non-Executive, five Directors are Independent Directors.

Shri Riju Jhunjunwala, Chairman & Managing Director and CEO and Shri B. M. Sharma, Joint Managing Director conduct the day to day management of the Company subject to the supervision and control of the Board of Directors. During the year, Shri Surya Kant Gupta (DIN: 00323759) was appointed as an Independent Director on the Board with effect from 10th August, 2023. The above appointment was approved by the shareholders at the Annual General Meeting held on 15th September, 2023. During the year, Shri Priya Shankar Dasgupta (DIN: 00012552), Independent Director completed his 2nd term on 15th September, 2023 and therefore he ceased to be the Director of the Company with effect from this date.

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

Sr. No.	Name of Director	Skills/Expertise/Competence					
		Finance	Law	Management	Technical Operations	Marketing/Sales	Administration
1	Shri Riju Jhunjunwala, Chairman & Managing Director and CEO	✓		✓	✓	✓	✓
2	Shri Ravi Jhunjunwala, Director	✓		✓	✓	✓	✓
3	Shri Shekhar Agarwal, Director	✓		✓	✓	✓	✓
4	Shri B. M. Sharma, Joint Managing Director	✓		✓	✓	✓	✓
5	Shri Arun Churiwal, Director	✓		✓	✓	✓	✓
6	Dr. Kamal Gupta, Director	✓	✓	✓			✓

Sr. No.	Name of Director	Skills/Expertise/Competence					
		Finance	Law	Management	Technical Operations	Marketing/Sales	Administration
7	Shri Amar Nath Choudhary, Director	✓		✓	✓	✓	✓
8	Shri Deepak Jain, Director	✓		✓	✓	✓	✓
9	Shri Surya Kant Gupta, Director	✓		✓	✓	✓	✓
10	Smt. Archana Capoor, Director	✓		✓		✓	✓

Number of Board Meetings

During the financial year 2023-24, the Board of RSWML met eight times i.e. on 26th May, 2023, 10th August, 2023, 9th November, 2023, 1st December, 2023, 24th January, 2024, 9th February, 2024, 21st March, 2024 and 29th March, 2024. The maximum time gap between any two consecutive meetings was less than 120 days. The frequency of the meetings is enough for the Board to undertake its duties effectively and the outstanding items of previous meetings were followed up and taken up in the next meeting.

The Company in consultation with all the Directors of the Company prepared a tentative calendar for the next meetings of the Board/Committee to ensure the presence of all the Directors in the meetings. The inputs for the Agenda items are taken well in advance so as to cover all the relevant items and information and same are sent well in advance to all the

Directors of the Company so as to enable the Directors to become aware of all the facts on timely basis.

Board Independence

Our definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than Shri Ravi Jhunjunwala, Shri Shekhar Agarwal and Shri Arun Churiwal are Independent in terms of Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

All the Independent Directors have given the declaration of their independence at the beginning of the financial year or at the time of their co-option on the Board.

Directors' Attendance Record and Directorship Held

Name Designation & Category of Directorship	No. of Meetings		No. of other Directorships and Committee Membership/ Chairmanship		No. of other Directorship held in Listed Companies	
	Held	Attended	Directorships*	No. of Membership (s) / Chairmanship (s) of Board Committees in other Companies as on 31.03.2024 [#]	Name of the Company	Category of Directorship
Shri Riju Jhunjunwala, Chairman & Managing Director and CEO Promoter - Executive	8	8	7	2 (including 1 as Chairman)	Bhilwara Technical Textiles Limited	Director
					HEG Limited	Vice Chairman

Name Designation & Category of Directorship	No. of Meetings		No. of other Directorships and Committee Membership/ Chairmanship		No. of other Directorship held in Listed Companies	
	Held	Attended	Directorships*	No. of Membership (s) / Chairmanship (s) of Board Committees in other Companies as on 31.03.2024 [#]	Name of the Company	Category of Directorship
Shri Ravi Jhunjunwala, Director, Promoter-Non-Executive	8	7	9	5 (including 2 as Chairman)	BSL Ltd.	Director
					HEG Ltd.	Chairman and Managing Director
					India Glycols Ltd	Director
					JK Lakshmi Cement Ltd.	Director
Shri Shekhar Agarwal, Director, Promoter-Non Executive	8	8	4	3	Maral Overseas Limited	Director
					Bhilwara Technical Textiles Ltd.	Chairman and Managing Director
					BSL Ltd.	Director
					HEG Ltd.	Director
Shri B. M. Sharma, Joint Managing Director, Non-Promoter Executive	8	8	-	NIL	-	-
					-	-
Shri Arun Churiwal, Director, Promoter-Non-Executive	8	8	3	3 (including 1 as Chairman)	Maral Overseas Limited	Chairman and Managing Director
					LA Opala R G Limited	Director
Dr. Kamal Gupta, Director, Independent-Non-Executive	8	7	5	7 (including 2 as Chairman)	HEG Ltd.	Director
					Maral Overseas Limited	Director
Shri Amar Nath Choudhary, Director, Independent-Non-Executive	8	8	2	Nil	BSL Ltd	Director
Shri Deepak Jain, Director, Independent-Non-Executive	8	3	5	3 (including 1 as Chairman)	Lumax Auto Technologies Limited	Director
					Lumax Industries Limited	Chairman and Managing Director
					Talbro Automotive Components Ltd.	Director

Name Designation & Category of Directorship	No. of Meetings		No. of other Directorships and Committee Membership/ Chairmanship		No. of other Directorship held in Listed Companies	
	Held	Attended	Directorships*	No. of Membership (s) / Chairmanship (s) of Board Committees in other Companies as on 31.03.2024 [†]	Name of the Company	Category of Directorship
Smt. Archana Capoor, Director, Independent-Non-Executive	8	8	6	5 (including 2 as Chairman)	Birla Cable Ltd. Maral Overseas Limited S Chand and Company Ltd. Sandhar Technologies Ltd.	Director Director Director Director
Shri Surya Kant Gupta Director, Independent-Non-Executive	7	7	-	-	-	-

Notes: *Excludes directorships in private limited companies, foreign companies, memberships of management committees of various chambers, bodies and Section 8 companies.

[†]Includes Audit and Stakeholders' Relationship Committees of public limited Companies.

[‡]Shri Priya Shankar Dasgupta ceased to be Director w.e.f. 15th September, 2023 upon completion of his second consecutive term.

None of the Directors are related to each other except Shri Ravi Jhunjhunwala who being father of Shri Riju Jhunjhunwala is related to him.

The last Annual General Meeting was held on 15th September, 2023 through Video Conferencing/Other Audio-Visual Means and was attended by Shri Riju Jhunjhunwala, Chairman & Managing Director and CEO and Chairman of Risk Management Committee, Shri B. M. Sharma, Joint Managing Director, Shri Ravi Jhunjhunwala, Director, Shri Shekhar Agarwal, Director and member of Nomination & Remuneration Committee and Stakeholders Relationship Committee, Shri Arun Churiwal, Director and Chairman of Corporate Social Responsibility Committee and member of Stakeholders' Relationship Committee, Dr. Kamal Gupta, Director and Chairman of the Audit, Nomination & Remuneration Committee and Stakeholders' Relationship Committee and also member of Risk Management Committee, Shri Amar Nath Choudhary, Director and member of Audit Committee, Nomination & Remuneration Committee and Risk Management Committee, Shri Deepak Jain, Director, Shri Surya Kant Gupta, Director and Smt. Archana Capoor, Director and Member of Audit Committee of the Company. Shri Priya Shankar Dasgupta, Director could not attend the meeting due to preoccupation.

None of the Directors is a member of more than 10 Board level Committees and Chairman of 5 such Committees across all the Public Companies in which he or she is a Director.

Independent Director denotes a Director as mandated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

Familiarization Programme for Independent Directors

During the year, the Independent Directors from time to time were apprised with the overview of the business, operations and business model of the Company. Independent Directors were provided with certain documents which helped them understand the nature of industry. The Presentation was made by Chairman and Managing Director and also by Joint Managing Director giving an overview and updates of Annual Operating Plans and budgets of the Company. The Presentations were also made by the external experts on developments in the industry. All Independent Directors met periodically with other Key Managerial Personnel, functional heads of the Units, head of HR, IT department etc. to help them understand the impediments in their functioning and any guidance needed by them for effective and smooth

functioning as well as to gauge the service and product management, risk management and other areas related to the Company.

The details on the Company's Familiarization Programme for Independent Directors can be accessed at:

<https://rswm.in/investors-relations/disclosure-under-regulation-46/familiarization-programme/>

Information supplied to the Board

The Board has complete access to all information about the Company. The following information is regularly provided to the Board:

- Annual operating plans and budgets and any update thereof.
- Capital budgets and any updates thereof.
- Quarterly results for the Company and its operating divisions and business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Information on recruitment and remuneration of senior officers just below the level of the Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Show cause, demand, prosecution notices and penalty notices which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures regarding the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company

- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property.
- Significant labor problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by the management to limit the risks of adverse exchange rate movements, if material
- Non-compliance of any regulatory, statutory or listing requirements and shareholders services such as non-payment of dividend, delay in share transfer etc.
- Quarterly compliance reports and investors' grievances reports.

The Board is presented with detailed notes on these matters, as part of the agenda papers of the meeting or directly tabled at the Board meetings, as and when required.

The Board reviews the declaration made by the Management regarding compliance with applicable laws on quarterly basis as well as steps taken by the Company to rectify instances of non-compliances, if any.

Directors with Materially Significant Pecuniary Relationship or Business Transaction with the Company

All Executive Directors receive salaries, allowances, perquisites and commission, while all Non-Executive Directors are paid sitting fees for attending the Board meetings as well as Committee meetings. There have been no materially significant pecuniary relationships or transactions between the Company and its Directors in the financial year under review.

Shareholding of Non-Executive Directors

Equity Shares and Convertible Instruments held by Non-Executive Directors as on 31st March, 2024

Name of Director	Category	Number of Equity shares held	Convertible Warrants
Shri Ravi Jhunjhunwala	Promoter - Non-Executive	6,07,410	Nil
Shri Shekhar Agarwal	Promoter - Non-Executive	3,463	Nil
Shri Arun Churiwal	Promoter - Non-Executive	3,310	Nil
Dr. Kamal Gupta	Independent - Non-Executive	Nil	Nil
Shri Amar Nath Choudhary	Independent - Non-Executive	Nil	Nil

Name of Director	Category	Number of Equity shares held	Convertible Warrants
Shri Deepak Jain	Independent – Non-Executive	Nil	Nil
Shri Surya Kant Gupta	Independent - Non-Executive	Nil	Nil
Smt. Archana Capoor	Independent - Non-Executive	Nil	Nil

Board-Level Committees

I. Audit Committee

As on 31st March, 2024, RSWML's Audit Committee comprised of three members — all of them, including the Chairman of the Committee, are Independent Directors. The terms of reference of the Audit Committee are in conformity with those mentioned in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 177 of the Companies Act, 2013. In 2023-24, the Audit Committee met eight times on – 26th May, 2023, 18th July, 2023, 10th August, 2023, 9th November, 2023, 1st December, 2023, 21st December, 2023, 9th February, 2024 and 29th March, 2024.

Details of the Audit Committee

Name of the Member	Category	No. of Meetings held during tenure	No. of Meetings Attended	Sitting fees (₹)
Dr. Kamal Gupta (Chairman)	Independent – Non-Executive	8	8	6,00,000
Shri Amar Nath Choudhary	Independent – Non-Executive	8	8	6,00,000
Smt. Archana Capoor	Independent – Non-Executive	8	8	6,00,000

Shri Surender Gupta, the Company Secretary, is also the Secretary to the Committee. Invitees to the Audit Committee include the Chairman & Managing Director and Chief Executive Officer, Joint Managing Director and Directors, Chief Financial Officer, Chief Operating Officers, Chief Coordinator – Internal Audit and the representatives of the Statutory and the Internal Auditors.

Dr. Kamal Gupta, Chairman of the Audit Committee possesses high degree of accounting and financial management expertise and all other Members of the Committee have rich experience and sound accounting and financial knowledge. Dr. Kamal Gupta, Chairman of the Audit Committee attended the previous Annual General Meeting held on 15th September, 2023 through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) and was available to answer shareholders’ queries.

Company has performed all functions mentioned in the terms of reference of the Audit Committee as listed in the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The role of the Audit Committee include the following:

- Oversight of the Company’s financial reporting

process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditors’ report thereon before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the Directors’ Responsibility Statement to be included in the Board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;

- e) compliance with listing and other legal requirements relating to Financial Statements.
- f) disclosure of any Related Party Transactions;
- g) modified opinion(s) in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- Review and monitor the auditors’ independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower Mechanism.
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamations etc. on the Company and its shareholders.

RSWML has systems and procedures in place to ensure that the Audit Committee mandatorily reviews:

- Management Discussion and Analysis of the financial condition and results of operations of the Company.
- Management letters/letters of internal control weakness issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- the appointment, removal and terms of remuneration of the Chief Internal Auditor.
- Review of various policies of the Company.
- Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
- Review with the management the quarterly financial statements before submission to the Board
- The uses/applications of funds raised through

public issues, rights issues, preferential issues by major category (capital expenditure, sales and marketing, working capital among others), as part of the quarterly declaration of financial results whenever applicable)

- Statement certified by the Statutory Auditors, on an annual basis detailing the use of funds raised through public issues, rights issues, preferential issues for purposes other than those stated in the offer document/prospectus/notice, if applicable.

The Audit Committee is empowered to:

- Investigate any activity within its terms of reference and to seek any information it requires from any employee.
- Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

Internal Financial Control and its adequacy

A company's Internal Financial Control identifies opportunities for improvement and draws up recommendations and good practices that can be used as a benchmark to develop or strengthen their internal control systems and enhance the reliability of their financial statements. The Company has laid down policies and procedures for ensuring the orderly and efficient conduct of its business including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation and disclosure of financial information.

II. Nomination and Remuneration Committee

a) Terms of Reference

The terms of reference of Nomination and Remuneration Committee are in line with the provisions as contained in Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which included the following:-

- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria and recommend to the Board their approval and removal.
- Specify the manner for effective evaluation

of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

- Formulate the criteria for determining qualification, positive attributes and independence of a Director.
- Recommend to the Board a policy relating to the remuneration for the Directors, KMP and other Employees.
- For every appointment of an independent director shall evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required of an independent director and recommend the appointment on the basis of such description.
- Devising a policy on diversity of Board of Directors.
- To determine whether to extend or continue the term of appointment of Independent Director on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

b) Composition of Nomination and Remuneration Committee

As on 31st March, 2024, the Composition of Nomination and Remuneration Committee is as follows:

1.	Dr. Kamal Gupta (Chairman)	Independent-Non-Executive
2.	Shri Shekhar Agarwal	Promoter-Non-Executive
3.	Shri Amar Nath Choudhary	Independent - Non-Executive

c) Meeting and Attendance

In the financial year 2023-24, the Nomination and Remuneration Committee met four times on 26th May, 2023, 10th August, 2023, 24th January, 2024 and 9th February, 2024. The details of attendance of the Nomination and Remuneration Committee were as under:

Name of the Member	No. of Meetings held during tenure	No. of Meetings Attended	Sitting fees (₹)
Dr. Kamal Gupta	4	3	2,25,000
Shri Shekhar Agarwal	4	4	3,00,000
Shri Amar Nath Choudhary	4	4	3,00,000

d) Nomination and Remuneration Policy

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of the Companies Act, 2013, the Company has framed a policy relating to the remuneration of the Directors, Key Managerial Personnel and Senior Management which is approved by the Board of Directors on the commendation of the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes determination of salary, perquisites and commission to be paid to the Company's Managing Director(s) and whole time Director(s). The compensation terms of Executive Directors are approved by the Board of Directors upon recommendation of the Nomination and Remuneration Committee and subsequently approved by the shareholders in the General Meeting. The Nomination and Remuneration Committee recommends the remuneration based on the criteria such as responsibilities given, past track record of performance, industry standards and various other factors.

The Nomination and Remuneration Committee in terms of reference of (Listing Obligations and Disclosure Requirements) Regulations, 2015 also recommends to the Board, all remunerations, in whatever form, payable to Senior Management.

Remuneration of Executive Directors, Key Managerial Personnel and Senior Management:

The remuneration of Executive Directors, Key Managerial Personnel and Senior Management is paid on monthly basis as approved by the Board on the recommendation of the Nomination and Remuneration Committee. The remuneration of Executive Directors is also subject to the approval of the shareholders in accordance with the statutory provisions of the Companies Act, 2013 and the rules made there under for the time being in force.

Remuneration of Non-Executive/ Independent Director(s):

Non-Executive/Independent Directors are paid sitting fees for attending the Board and Committee meetings.

e) Details of Remuneration Paid or Payable to Directors for 2023-24

(₹)

Name of Director	Category	Sitting fees*	Salaries, allowances and perquisites [†]	Commission	Total
Shri Riju Jhunjunwala	Promoter - Executive	-	3,41,79,221	-	3,41,79,221
Shri Ravi Jhunjunwala	Promoter - Non-Executive	5,25,000	-	-	5,25,000
Shri Shekhar Agarwal	Promoter - Non-Executive	15,00,000	-	-	15,00,000
Shri B. M. Sharma	Non-Promoter - Executive	-	2,88,03,080	-	2,88,03,080
Shri Arun Churiwal	Promoter - Non-Executive	9,00,000	-	-	9,00,000

Name of Director	Category	Sitting fees*	Salaries, allowances and perquisites#	Commission	Total
Dr. Kamal Gupta	Independent - Non-Executive	21,75,000	-	-	21,75,000
Shri Amar Nath Choudhary	Independent - Non-Executive	17,25,000	-	-	17,25,000
Shri Priya Shankar Dasgupta**	Independent - Non-Executive	1,50,000	-	-	1,50,000
Shri Deepak Jain	Independent - Non-Executive	2,25,000	-	-	2,25,000
Shri Surya Kant Gupta	Independent - Non-Executive	6,00,000	-	-	6,00,000
Smt. Archana Capoor	Independent - Non-Executive	12,75,000	-	-	12,75,000

* Includes sitting fees for all Committee meetings.

** Ceased to be Director from 15.09.23 upon completion of his second consecutive term.

includes retirement benefits

During the year ended 31st March, 2024, the Company did not advance any loans to any of its Directors. The Company does not have any Stock Option Scheme.

III. Stakeholders' Relationship Committee

As on 31st March, 2024, the Company's Stakeholders' Relationship Committee comprised of three Directors – Dr. Kamal Gupta (Chairman), Shri Shekhar Agarwal and Shri Arun Churiwal.

The Company Secretary, Shri Surender Gupta is the Compliance Officer. During 2023-24, the Committee met four times on 26th May, 2023, 10th August, 2023, 9th November, 2023 and 9th February, 2024.

The terms of reference of the Committee are as follows:

- Consider and resolve the grievances of shareholders of the Company with respect to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings.;
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend/warrants/annual reports/statutory notices by the shareholders of the company.

a) Details of Stakeholders' Relationship Committee

Name of the Member	Category	No. of Meetings held during the year	No. of Meetings Attended	Sitting fees (₹)
Dr. Kamal Gupta (Chairman)	Independent – Non-Executive	4	4	3,00,000
Shri Shekhar Agarwal	Promoter – Non-Executive	4	4	3,00,000
Shri Arun Churiwal	Promoter – Non-Executive	4	4	3,00,000

The Committee mainly look into redressal of grievances of investors/ other security holders including complaints relating to transfer/transmission of shares; non-receipt of annual report, non-receipt of declared dividend, issue of new/duplicate certificates, general meeting etc.

The Company received 55 complaints during the financial year under review, all of which were replied/resolved to the satisfaction of the shareholders.

No Stakeholders' Grievance remained un-attended/pending for more than 15 days. There were no complaints pending disposal as on the 31st March, 2024. No request for dematerialization of Equity Shares of the Company was pending for approval as at the 31st March, 2024.

b) Details of Stakeholders' Queries and Grievances received and attended by the Company.

Sl. No.	Nature of Query/Complaint	Pending as on 1 st April, 2023	Received during the year	Addressed during the year	Pending as on 31 st March, 2024
1.	Transmission/Name Deletion/Name Correction/Issue of Duplicate Share Certificate(s)/ Sticker for Name Change/ KYC Updation etc.	0	7	7	0
2.	Non-receipt of application form, communication, allotment of shares in respect of Rights Issue	0	31	31	0
3.	Non-receipt of Dividend	0	7	7	0
4.	Non-receipt of Dividend Advice	0	0	0	0
5.	Non-receipt of Annual Report	0	2	2	0
6.	Dematerialization/Rematerialization of shares	0	0	0	0
7.	Complaints received from:				
	- Securities and Exchange Board of India	0	4	4	0
	- Stock Exchanges	0	4	4	0
	- Registrar of Companies/Ministry of Corporate Affairs	0	0	0	0
	Total	0	55	55	0

The Company also has a Share Transfer Committee to deal with the requests of transfer/transmission of Equity Shares, issue of duplicate share certificates and consolidation/split/replacement of share certificates, etc. The Share Transfer Committee presently comprises of:

- Shri Shekhar Agarwal
- Dr. Kamal Gupta

However in terms of SEBI press release No 12/2019 dated 27th March, 2019, the physical transfer of shares is not permitted with effect from 1st April, 2019 and also w.e.f 1st April, 2021 re-lodgement of physical shares for transfer, which were returned prior to 01.04.2019 due to deficiency in the documents are not permitted in terms of SEBI Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020.

Further, the SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 stipulated that the processing of service request in relation to Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub division/Splitting of securities, Certificate, Consolidation of securities certificates/folios, Transmission and Transposition would henceforth be carried out in dematerialized form only.

During the year ended 31st March, 2024, the Company has processed the requests relating to the above matters as below:

Nature of Requests	No. of requests Received during the year	No. of Shares Received during the year
Share Transmission/Name deletion/Name correction	11	2,873
Duplicate Share Certificates	11	2,927
Consolidated/Torn Certificates	0	0

Reconciliation of Share Capital Audit:

A qualified practicing Company Secretary carries out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital and places the report for the perusal of the Board.

The report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

IV. Corporate Social Responsibility Committee

In accordance with the provisions of the Companies Act, 2013 and the rules framed there under, the Company has constituted the Corporate Social Responsibility Committee comprising of Shri Arun Churiwal, Director, Shri Riju Jhunjunwala, Chairman & Managing Director and CEO and Shri Amar Nath Choudhary, Independent Director with Shri Arun Churiwal acting as the Chairman of the Committee.

During the year 2023-24, the Committee met four times on 26th May, 2023, 10th August, 2023, 9th November, 2023 and 9th February, 2024.

The Corporate Social Responsibility Committee functions as under:

- Formulate and recommend to the Board, the Corporate Social Responsibility policy and the activities to be undertaken by the Company.
- Recommend the amount of expenditure to be incurred on the activities undertaken by the Company.
- Monitor the Corporate Social Responsibility policy from time to time.
- Carry out such other functions as are required or appropriate in discharging their duties.

The CSR policy of the Company is uploaded on the website of the Company link of which is given below:

https://rswm.in/pdf/od/Corporate_Social_Responsibility_Policy.pdf

Details of Corporate Social Responsibility Committee

Name of the Member	Category	No. of Meetings held during the year	No. of Meetings Attended
Shri Riju Jhunjunwala	Promoter – Executive	4	2
Shri Arun Churiwal (Chairman)	Promoter– Non-Executive	4	4
Shri Amar Nath Choudhary	Independent - Non- Executive	4	4

V. Risk Management Committee

In accordance with the provisions of the Companies Act, 2013 and the rules framed there under and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has constituted the Risk Management Committee comprising of Shri Riju Jhunjunwala, Chairman & Managing Director and CEO, Dr. Kamal Gupta, Independent

Director and Shri Amar Nath Choudhary, Independent Director with Shri Riju Jhunjunwala acting as the Chairman of the Committee.

The terms of reference of the Committee are as follows:

- 1) To formulate a detailed risk management policy which shall include:
 - (a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - (b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - (c) Business continuity plan.
- 2) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 3) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 4) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- 5) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- 6) The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- 7) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

During the year 2023-24, the Committee met two times on 18th July, 2023 and 21st December, 2023. The details of attendance of the Risk Management Committee were as under:

Name of the Member	No. of Meetings held during tenure	No. of Meetings Attended	Sitting fees (₹)
Shri Riju Jhunjunwala	2	0	0
Dr. Kamal Gupta	2	2	1,50,000
Shri Amar Nath Choudhary	2	2	1,50,000

VI. Independent Directors' Meeting

Pursuant to the Code of Independent Directors and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the meeting of the Independent Directors was held on 9th February, 2024, without the attendance of Non-Independent Directors and members of management to inter-alia:

- 1) bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) to safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) to balance the conflicting interest of the stakeholders;
- (7) to determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary, recommend removal of executive directors, key managerial personnel and senior management;
- (8) to moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

- review the performance of Non-Independent Directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- 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.

Letter of Appointment:

At the time of appointment, the Independent Directors are required to sign the duplicate copy of the letter of appointment issued by the Company, which contains the terms and conditions of his/her appointment.

Board Evaluation Mechanism

The Board is responsible for undertaking a formal annual evaluation of its own performance, Committees and individual Directors with a view to review their functioning and effectiveness and to determine whether to extend or continue

the term of appointment of the independent directors. During the year, the Board carried out the performance evaluation of itself, Committees and each of the Executive Directors/ Non-executive Directors/Independent Directors excluding the Director being evaluated. The evaluation of performance of Independent Directors is based on the criteria laid down in the Nomination and Remuneration policy which includes knowledge and experience in the field of textile industry, legal, finance and CSR activities.

Performance evaluation of Independent Directors

Pursuant to the Code of Independent Directors and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of Independent Directors is to be done by the entire Board of Directors excluding the Director who is being evaluated. The criterion for the evaluation of performance has been laid down in the Nomination and Remuneration policy. The evaluation of the performance in accordance with the guidelines is being carried out on annual basis. The Company has the following Independent Directors Dr. Kamal Gupta, Shri Amar Nath Choudhary, Shri Deepak Jain, Shri Surya Kant Gupta and Smt. Archana Capoor.

Senior Management Personnel

In terms of Clause 5B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the following are the particulars of Senior Management Personnel of the Company as on 31st March, 2024.

S. No.	Name	Designation
1.	Shri Prakash Maheshwari	Chief Executive – Corporate Affairs
2.	Shri Suketu N. Shah	Business Head & Chief Executive – Denim
3.	Shri Balkrishan Sharma	Business Head & Chief Executive – Yarn
4.	Shri Arvind Kumar Maurya	Business Head & Chief Executive – Knit
5.	Shri Yogesh Dutt Tiwari	Business Head & Chief Executive – Mélange
6.	Shri Manoj Sharma	Chief Human Resource Officer
7.	Shri Avinash Bhargava	Chief Financial Officer
8.	Shri Puneet Anand	Chief Strategy Officer
9.	Shri Naresh Sharma	Chief Information Officer
10.	Shri Surender Gupta	Vice President – Legal & Company Secretary

The details of changes in the Senior Management Personnel during the financial year ended 31st March, 2024 are mentioned below:

S. No.	Name	Designation	Change
1.	Shri Vimal Banka	President – Corporate Office	Superannuated w.e.f. 30 th April, 2023
2.	Shri Balkrishan Sharma	Business Head & Chief Executive – Yarn	Appointed w.e.f. 11 th September, 2023.
3.	Shri Arvind Kumar Maurya	Business Head & Chief Executive – Knit	Appointed w.e.f. 16 th October, 2023.
4.	Shri Sukesh Sharma	Business Head & Chief Executive – Yarn	Superannuated w.e.f. 31 st October, 2023
5.	Shri Arvind Gupta	Business Head - Mélange & Knit	Resigned w.e.f. 31 st January, 2024
6.	Shri Yogesh Dutt Tiwari	Business Head & Chief Executive – Mélange	Appointed w.e.f. 1 st February, 2024.

General Body Meetings

ANNUAL GENERAL MEETINGS

The details of the Last Three Annual General Meetings:

Financial Year	Date	Time	Location	Special resolution(s) passed
2020-21	15 th September, 2021	2:00 P.M	Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) Deemed Venue -Kharigram, P. O. Gulabpura – 311021 District Bhilwara, Rajasthan	0
2021-22	6 th September, 2022	2:00 P.M	Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) Deemed Venue -Kharigram, P. O. Gulabpura – 311021 District Bhilwara, Rajasthan	4
2022-23	15 th September, 2023	2:00 P.M	Through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) Deemed Venue -Kharigram, P. O. Gulabpura – 311021 District Bhilwara, Rajasthan	3

The following Special Resolutions were taken up in the last three Annual General Meetings and were passed with requisite majority.

2020-2021: Nil

2021-2022:

- Approval for reappointment of Smt. Archana Capoor (DIN: 01204170), as an Independent Director of the Company for second term of five consecutive years commencing from 13th February, 2023 upto 12th February, 2028.
- Approval for revision in remuneration of Shri Riju Jhunjhunwala (DIN: 00061060) Managing Director of the Company w.e.f. 1st April, 2022 upto 30th April, 2023.
- Approval for revision in remuneration w.e.f. 1st April, 2022 of Shri B. M. Sharma (DIN:08195895) Joint Managing Director of the Company for his remaining tenure upto 6th August, 2022.
- Approval for reappointment of Shri B. M. Sharma (DIN:08195895) as Joint Managing Director of the Company for a period of two years w.e.f. 7th August, 2022.

2022-2023:

- Appointment of Shri Surya Kant Gupta (DIN: 00323759), as an Independent Director of the Company for first term of five consecutive years upto 9th August, 2028.
- Fixation of remuneration of Shri Riju Jhunjhunwala (DIN:00061060) Managing Director of the Company with effect from 1st May, 2023 for his remaining tenure upto 30th April, 2026.
- Revision in remuneration of Shri B. M. Sharma (DIN:08195895) Joint Managing Director of the Company

with effect from 1st April, 2023 for his remaining tenure upto 6th August, 2024.

Postal Ballot

During the year under review, no Resolution was required to be passed through Postal Ballot.

DISCLOSURES

a) Related Party Disclosure

As required by the IND AS 24, the details of related party transactions are given in Note No.39 to the Financial Statements. The transaction with related parties are in the ordinary course of business on an arm's length basis and do not have any potential conflict with the interests of the Company at large. Transactions with related parties entered into by the Company in the ordinary course of business were placed before the Audit Committee.

There is no related party transaction which may have potential conflict with the investors of the Company.

Further in accordance with Regulation 23(9) of LODR, 2015 disclosure of Related Party Transactions is made to Stock Exchanges on half yearly basis on the date of publication of standalone and consolidated financial Results. The same is also updated on the website of the Company.

The Related Party policy of the Company is uploaded on the website of the Company link of which is given below:

https://rswm.in/pdf/policy/Related_Party_Transaction_Policy.pdf

b) Disclosure of Accounting Treatment in Preparation of Financial Statements.

The Company has followed the guidelines of Accounting Standards/IND AS laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its Financial Statements.

c) Risk Management.

RSWML has formulated a detailed risk management policy which includes a framework for identification of internal and external risks faced by the company including financial, operational, sectoral, sustainability, cyber security and other risks as perceived by the company as well as measures for risk mitigation including systems and processes for internal control of identified risks. RSWML has also adopted a business continuity plan. The broad objective of Risk Management policy is to protect the assets and other resources of the company by instituting a risk culture by establishing risk ownership throughout the company and embedding Risk Management as an integral part of the business rather than a standalone system. This helps the decision makers explicitly take account of uncertainty by continuously monitoring the lead indicators and develop an implementable risk response plan and ensure that all the current and expected risk exposures of the company are identified and evaluated. This also facilitates compliance with the relevant legal and regulatory requirements and international norms. The policy comprise of Risk Management Process which lays down the overall structure for the risk management at an entity level and also Risk Management Organisation structure to enable implementation of the policy and enable effective functioning of the enterprise wide Risk Management. The policy has laid down risk rating criteria as very low, low, moderate, high and very high with impact on EBITDA, health and safety, reputation and legal/compliance. The reporting formats and templates have been devised for reporting in the Risk Management Committee meetings along with Risk Register review report. RSWML has established procedures to periodically place before the Board the risk assessment and minimization procedures being followed by the Company and steps taken by it to mitigate those risks through the above framework. Risk parameters are periodically reviewed by external experts. Half yearly Risk Library with actions taken is presented to the Board.

d) Details of Non-Compliance by the Company in Previous Years.

With regard to the matters related to capital markets, the Company has complied with all requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as SEBI regulations and guidelines. No penalties/strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority during the last three years.

e) Initiatives on Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders.

In compliance with the SEBI Regulation on Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders, the Company has instituted a comprehensive Code of Conduct for its management staff. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of RSWML and cautions them on consequences of violations. Further, the Company had implemented the framework as per SEBI Circular dated 19th July, 2023 to restrict the trading by designated persons by way of freezing the PAN at security level during the trading window period.

The Company follows closure of trading window prior to the publication of price sensitive information. The Company has been informing the directors, senior management personnel and other persons covered under the code and advise them not to trade in Company's securities during the closure of trading window period.

The Company is maintaining the structural digital data base in line with the requirement of SEBI under PIT Regulation and obtained compliance certification/report from Secretarial Auditors in this regard.

f) Compliance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Company is fully compliant with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A certificate from Practising Company Secretary to this effect is enclosed in the Annual Report.

In accordance with the provisions of Regulation 34(3) read with Schedule V Para C Sub clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a certificate from Practising Company Secretary confirming that none of the Directors on the Board of

the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The certificate issued is annexed herewith in this report.

g) Discretionary Requirements

The Company has complied with all mandatory requirements prescribed by SEBI Listing Regulations and the Company has also complied with below mentioned discretionary requirements as stated under Part E of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Company's financial statements are unmodified and Company continues to adopt best practices to ensure the regime of unmodified opinion.

The reports of Internal Auditors of all Units are placed directly before the Audit Committee in every quarter.

h) Material Subsidiary

The Company doesn't have any material subsidiary. However, the policy of the same as approved by the Board of Directors is disclosed on the website of the Company under the following link: https://rswm.in/pdf/policy/Material_Subsidary_Policy.pdf

i) Fees to Auditors

The detail of the total fees for all services paid by the Company and its subsidiaries on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor(s) are a part is given below:

Particulars	Lodha & Co LLP	S S Kothari Mehta & Co. LLP
Audit Fees	25.00	25.00
Fees for Other Services	5.40	5.40
Out of Pocket Expenses Reimbursed	0.50	1.70

Investment and Planning Committee

The Company has constituted the Investment and Planning Committee. The terms of reference of the Committee is to approve capital expenditure on projects and to recommend to the Board of Directors, capital budgets and other major capital schemes above a stipulated threshold, new business plan and capital outlays. No meeting was held during the year.

Audit Qualifications

The Company's Financial Statements are free from any qualifications by the Auditors and Company continues to adopt best practices to move towards a regime of unqualified financial statements.

Management Discussion and Analysis

The Management Discussion and Analysis Report forms part of the Annual Report.

Senior Management personnel (Promoters, Directors, Management or relatives etc.) have made disclosure to the Board relating to all material, financial and other transactions stating that they did not have any personal interest that could result in a conflict with the interest of the Company at large. The interested Directors neither participate in the discussion nor vote on such matters.

Whistle Blower Policy

The Company has implemented vigil mechanism, whereby Employees, Directors and other stakeholders can report matters such as fraud, misconduct, non-compliance, misappropriation of funds and violation of Company's Code of Conduct etc. to the Nodal Officer appointed for the purpose. The Company has adopted a framework whereby the identity of the complainant is not disclosed. During the year, the Company did not receive any Whistle Blower reference. These policies are available on the website of the Company at https://rswm.in/pdf/policy/Whistle_Blower_Policy.pdf

CEO/ CFO Certification

The CEO and CFO certification of the Financial Statements for the year form part of this Annual Report.

Code of Conduct

RSWML's Board has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Company is committed to conduct its business in accordance with the pertinent laws, rules and regulations and with the highest standards of business ethics. The Code of Conduct is displayed on the website of the Company www.rswm.in. Board Members and designated Senior Management Officials have affirmed compliance with the Code of Conduct for the current year. It is further affirmed that access to the Audit Committee of the Company has not been denied to any personnel. A declaration to this effect forms part of this Annual Report.

Means of Communication

The effective communication of information is considered very essential component of Corporate Governance. The

Company interact with its shareholders through various means of communication i.e. Print Media, Company's website, Annual Report etc.

Quarterly/ Annual Results

The quarterly and annual audited results are forthwith sent to the Stock Exchanges where the Company's shares are listed after they are approved by the Board of Directors. The results of the Company are published in accordance with Regulation 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in at least one prominent national and one regional newspaper. The financial results are also displayed on the Company's website www.rswm.in.

The Company displays its official News/Press Releases as also the presentations made to Institutional Investors or to the analysts on the Website of the Company.

Compliance with Corporate Governance Requirements

During the year under review, the Company has complied with the condition of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. Compliance Certificate from M/s. S.S. Kothari Mehta & Co. LLP, Chartered Accountants, New Delhi (Firm Registration No. 000756N/N500441) and M/s. Lodha & Co. LLP, Chartered Accountants, New Delhi (Firm Registration No. 301051E/E30028) Statutory Auditors of the Company regarding compliance of the condition of Corporate Governance from part of this Annual Report.

The observations of the Auditors, if any, are explained wherever necessary, in the appropriate notes to the accounts. The Auditors' Report does not contain qualification, reservation or adverse remark.

Shareholders

i. Appointment or Reappointment of Non Independent Directors

Five Non Independent Directors of your Company are liable to retire by rotation. Of these Directors, at least one-third retire every year and if eligible, propose themselves for the re-appointment. This year, Shri Ravi Jhunjunwala (DIN: 00060972) and Shri B. M. Sharma (DIN:08195895) are retiring by rotation and being eligible, offer themselves for re-appointment in the Annual General Meeting. Shri B. M. Sharma joined the Board of the Company on 7th August, 2018 as Joint Managing Director for two years and was reappointed w.e.f 7th August, 2020 for further two years and also w.e.f. 7th August, 2022 for a term of further two years. He has

been further reappointed as Joint Managing Director w.e.f. 7th August, 2024 for another term of two years subject to the approval of the members of the Company.

Their brief resumes are given below:

Shri Ravi Jhunjunwala (68)

Shri Ravi Jhunjunwala is a Non-Executive Promoter Director. Shri Ravi Jhunjunwala holds a degree in B. Com (Hons.) and is also an MBA from the Centre D'etudes Industrielles (CEI) Geneva. Shri Ravi Jhunjunwala is also Chairman and Managing Director of HEG Limited and Malana Power Company Limited. His leadership has enabled the group to establish a presence in more than 75 Countries across five continents today. He is also active on number of National Management forums and is associated with various chambers of commerce including CII.

Shri B. M. Sharma (66)

Shri B. M. Sharma is Joint Managing Director of the Company looking after the day to day operations of the Company. He has been responsible for closure of various expansions, modernization and diversification programme of the Company. Shri B. M. Sharma holds a degree in B.Com (Hons) and is a Chartered Accountant. He has an experience of more than 42 years across various industries.

ii. Appointment or Reappointment of Independent Directors

Pursuant to the provisions of Section 149 read with schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Surya Kant Gupta was appointed as an Independent Director for first term of 5 consecutive years commencing from 10th August, 2023 upon recommendation of Nomination and Remuneration Committee, at its meeting held on 10th August, 2023 and this was approved by the shareholders of the Company by Special Resolution at the 62nd Annual General Meeting held on 15th September, 2023. The brief profile of Shri Surya Kant Gupta is given below;

Shri Surya Kant Gupta (73)

Shri Surya Kant Gupta is an Independent Director of the Company. He is a graduate in B.Sc. and M.B.A. from Faculty of Management Studies (FMS), Delhi University. Shri Surya Kant Gupta is noted professional and has more than 50 years of experience in textile industry.

Details of Directorship Held in Other Companies

Directors' name	Name of the Company in which Directorship held*	Committee Chairmanship	Committee Membership
Shri Ravi Jhunjunwala	RSWM Limited		
	BSL Limited		
	HEG Limited		Member-SRC
	India Glycols Limited		Member-Audit Committee
	JK Lakshmi Cement Limited		Member-Audit Committee
	Maral Overseas Limited		
	Malana Power Company Limited		
	Bhilwara Energy Limited	Chairman-Audit Committee	
	AD Hydro Power Limited	Chairman-Audit Committee	
	TACC Limited		
Shri B. M. Sharma	None	None	None
Shri Surya Kant Gupta	None	None	None

*Excludes directorships held in private limited companies, foreign companies, memberships of management committee of various chambers/ bodies/ Section 8 companies.

SEBI Complaints Redressal System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal system.

Uploading on BSE and NSE

The quarterly and annually results, quarterly and annual compliances and all other corporate communications to the Stock Exchanges are filed electronically on BSE (BSE Limited) and NSE (National Stock Exchange of India Limited.)

Disclosure on Website

The Company's website www.rswm.in has separate section "Investor Relations" where the information for the shareholders is available. Annual Report, financial result, shareholding pattern, Corporate Governance Report etc. are also available on the website of the Company in user friendly manner. The Company ensures that the relevant provision of Regulation 46 of the Listing Regulation, 2015 are complied with. The Company has dedicated investor email-id rswm.investor@lnjbhilwara.com

Presentation made to Institutional Investor or to the analysts

Any presentations and disclosures which are required to be disseminated on the Company's website under the Listing Regulations have been uploaded on the website of the Company.

Compliance Confirmation

It is confirmed that the Company has complied with the requirements prescribed under Regulations 17 to 27 of the Listing Regulations 2015.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date : 13th September, 2024
 Day : Friday
 Time : 2:00 P.M
 Mode : Through Video Conferencing (VC) or Other Audio Visual Means (OAVM)
 Venue : The venue of meeting shall be deemed to be the Registered Office of the Company at Kharigram, P. O. Gulabpura, District Bhilwara, Rajasthan- 311021.

Financial year: 1st April, 2023 to 31st March, 2024

For the year ended 31st March, 2024 results were announced on:

- 10th August, 2023 : First quarter
- 9th November, 2023 : Second quarter and Half year
- 9th February, 2024 : Third quarter and Nine months
- 24th May, 2024 : Fourth quarter and Annual.

For the year ending 31st March, 2024, quarterly results has been announced within 45 days from the end of each quarter or such time as may be permitted except the fourth quarter when the audited annual results were published within 60 days or as may be permitted.

Book Closure/Record Date

The dates of book closure are from 7th September, 2024 (Saturday), to 13th September, 2024 (Friday) (both days inclusive).

Dividend Dates

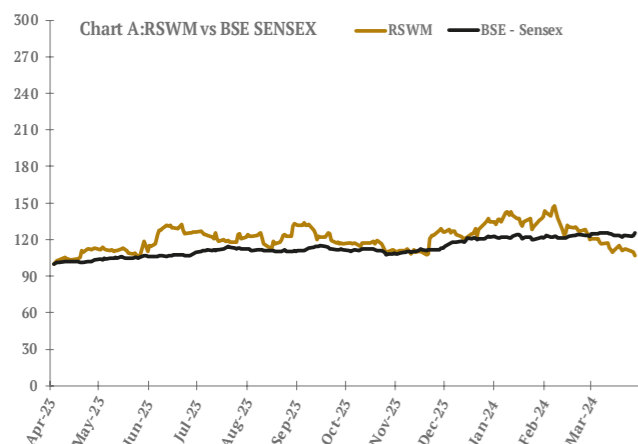
Not Applicable

Stock Data

Share Prices of RSWM at BSE/NSE in 2023-24

Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-23	185.00	152.05	1,00,402	185.90	151.80	14,36,340
May-23	195.05	160.10	1,12,343	195.00	168.40	19,00,586
Jun-23	216.90	175.85	2,39,628	216.55	179.55	28,23,107
Jul-23	208.70	189.60	1,43,180	207.00	189.55	13,48,410
Aug-23	218.60	179.85	2,15,736	218.80	179.45	26,87,267
Sep-23	219.75	187.00	1,48,325	219.90	187.10	21,57,047
Oct-23	195.60	168.00	1,15,490	195.80	168.95	8,87,980
Nov-23	212.00	169.60	3,76,006	212.75	168.50	43,35,529
Dec-23	225.00	193.75	4,26,724	225.00	193.80	48,55,021
Jan-24	234.85	201.30	4,28,659	235.00	201.40	46,68,971
Feb-24	242.75	191.05	3,19,814	242.70	191.90	37,95,656
Mar-24	198.25	164.85	2,49,304	199.20	166.00	19,99,012

Chart A: Relative Share Price Movement of RSWM at BSE compared to BSE Sensex in 2023-24



Note: Share prices and BSE Sensex indexed to 100 as on the first working day of the financial year 2023-24 i.e. 1st April, 2023.

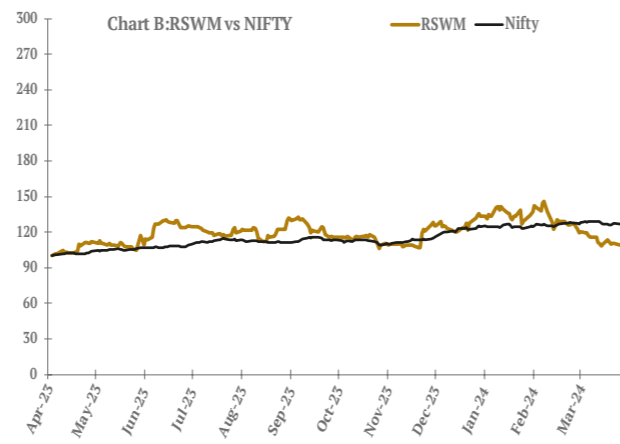
Listing and Stock Codes

The Company's Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited (NSE). Listing fee as prescribed has been paid to the BSE and NSE up to 31st March, 2025.

Stock Code of the Company

Equity Shares	
Stock Exchanges	Stock Codes
BSE	500350
NSE	RSWM

Chart B: Relative Share Price Movement of RSWM at NSE compared to NIFTY Index in 2023-24



Note: Share prices and Nifty indexed to 100 as on the first working day of the financial year 2023-24 i.e. 1st April, 2023

Shareholding Pattern

Shareholding Pattern by Equity Shareholders as on 31st March, 2024

Categories	No. of shares	Percentage
Promoters, Directors, Relatives and Associates	2,62,32,923	55.69
Foreign Institutional Investors/Mutual Funds	9,81,980	2.08
Public Financial Institutions/State Financial Corporation	2,45,914	0.52
Mutual Funds (Indian)	2,125	0.00
Nationalized and other banks	31,701	0.07
NRIs/ Foreign Companies (Other than Promoters)	8,19,320	1.74
Public	1,87,87,780	39.89
Total	4,71,01,684	100.00

Shareholding Pattern by Size-Class as on 31st March, 2024

Categories	No. of Shareholders	No. of shares held	Percentage
1-1000	30,067	40,41,978	8.58
1001-5000	1,717	37,99,359	8.07
5001-10000	241	18,47,978	3.92
10001 and above	252	3,74,12,409	79.43
Total	32,277	4,71,01,684	100.00

Dematerialization of Shares

As on 31st March, 2024, 4,69,41,638 Equity Shares representing 99.66 % of the total equity capital were held in dematerialized form. Trading in shares of the Company is permitted in dematerialized form only. The Company makes request to shareholders holding shares in physical form on a regular basis to get shares dematerialized in their own benefit.

The ISIN number for RSWM's equity shares on NSDL and CDSL is INE611A01016.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments during the year under review.

Commodity price risk or foreign exchange risk and hedging activities

Foreign Exchange Risk and Hedging Activities

The Company regulates its activities as laid down under forex hedging policy. The Company periodically reviews the forex exposure along with the hedging positions of the Company. The Company had been continuing with its existing policy of booking Vanilla Forward Cover to the extent of orders in hand to hedge its exposure. The Company enters into forward contracts for hedging foreign exchange exposures against exports and imports. Also refer Management Discussion and Analysis for the same.

Commodity Price Risk and Commodity Hedging Activities

The Company does not have any exposure hedged through commodity derivatives except the foreign hedging. In compliance with Regulation 34(3) read with clause 9(n) of Part C of Schedule V of SEBI (LODR), 2015, the exposure of the listed entity to commodity and commodity risks faced by the entity throughout the year:

A: - Total exposure of the listed entity to commodities in ₹- NIL

B: - Exposure of the listed entity to various commodities

Commodity Name	Exposure in INR towards the particular commodity	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				Total
			Domestic market		International market		
			OTC	Exchange	OTC	Exchange	
NIL							

Registrar and Transfer Agents

The Shareholders may contact M/s. MCS Share Transfer Agent Limited for matters related to share transfers etc. at the following address:

MCS Share Transfer Agent Limited,

F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020
Phone No (s) : 011-41406149-52,
Fax No : 011-41709881,
E- Mail : helpdeskdelhi@mcsregistrars.com

Share Transfer System

In accordance with the stipulations of regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the shares of the Company are being transferred only in dematerialized mode from 1st April, 2019 and further in accordance with circulars of SEBI the transmission/transposition of securities is also being effected in dematerialized form only.

As per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has obtained yearly certificates from Practicing Company Secretary for due compliance of share transfer formalities.

Pursuant to Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate at the end of financial year submitted to the Stock Exchanges duly signed by the compliance officer and the authorized representative of the share transfer agent certifying that all activities in relation to both physical and electronic share transfer facility are maintained with the Registrar and Share Transfer Agent.

In regard to the mandatory furnishing of PAN, KYC and nomination details, the SEBI issued various circulars and master circular dated 17th May, 2023 prescribing common & simplified norms for processing service requests from the shareholders/investors. The Company has from time to time sent communication to concerned shareholders requesting them to update their PAN, KYC, nomination, bank details and contact details so as to render prompt service to them.

The Company has sent latest communication by registered post to the concerned shareholders on 27th March, 2024 asking them to update their details. The said communication is available along with SEBI circulars on website of the company www.rswm.in

The Shareholders holding shares of the Company in physical form and who have not updated their e-mail ID or mobile number or who desire to change their e-mail ID or mobile number, are requested to approach for updating or change in their details with the Company's RTA - MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area Phase-I, New Delhi-110 020 Tel.: 011-41406149-52; e-mail: helpdeskdelhi@mcsregistrars.com

The said information is also available on the website of the Company i.e. www.rswm.in

Details of Public Funding Obtained in the Last Three Years

During the financial year 2022-23, the Company came out with a Rights Issue of 2,35,50,842 Equity Shares of ₹10/- each at a price of ₹100/- per share(including a premium of ₹90 per share) aggregating to ₹235.50 Crore. The issue was fully subscribed and the fund raised thereof have been utilised for stated purposes as enumerated in the offer letter and no deviation from stated purposes has taken place. During the year under review, the Company has not obtained any public funding.

Outstanding Warrants and their Implications on Equity

The Company has no outstanding warrants/convertible instruments.

Plant Locations

- 1 Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan
- 2 Mayur Nagar, Lodha, P.O. Banswara – 327001, Distt. Banswara, Rajasthan
- 3 LNJ Nagar, Mordi, P.O. Banswara – 327001, Distt. Banswara, Rajasthan (Denim and Knits).
- 4 Mandpam, Distt. Bhilwara-311001, Rajasthan
- 5 Kanyakheri, Distt. Bhilwara- 311025, Rajasthan

- 6 Rishabhdev, Distt. Udaipur– 313802, Rajasthan
- 7 Ringas, Distt. Sikar – 332404, Rajasthan
- 8 110 KM Stone, Delhi Mathura Road, Chhata, Mathura -281401, Uttar Pradesh

Investor Correspondence

Investor correspondence should be addressed to:

Registrar & Share Transfer Agent:

MCS Share Transfer Agent Limited
F-65, 1st Floor,
Okhla Industrial Area Phase I,
New Delhi – 110 020
Phone Nos : 011-4140 6149-52
Fax No. : 011-4170 9881
E-mail : helpdeskdelhi@mcsregistrars.com

Company Secretary

RSWM Limited
Bhilwara Towers
A-12, Sector 1, Noida
Uttar Pradesh - 201301
Phone Nos. : 0120-4390000/4390300
Fax Nos. : 0120-4277841
E-mail : rswm.investor@lnjbhilwara.com

Registered Office

Kharigram
P.O. Gulabpura
District - Bhilwara
Rajasthan – 311 021, India

Credit Rating

During the period under review, India Ratings & Research Private Limited (Rating Agency) has revised the ratings assigned to the bank facilities of the Company as under:

Instrument Type	Rating/ Outlook	Rating Action
Term Loans	IND A/Negative	Affirmed; Outlook revised to Negative from Stable
Fund Based Working Capital	IND A/Negative/ IND A1	Affirmed; Outlook revised to Negative from Stable
Non Fund-Based Working Capital	IND A/Negative/ IND A1	Affirmed; Outlook revised to Negative from Stable

Other information to the Shareholders

Green Initiative

As a responsible corporate citizen, the Company welcome the Green Initiative by sending the communications/ documents including Notices for General Meeting and Annual Reports from time to time in electronic mode to those members who have provided their e-mail addresses to their Depository Participants (DP).

Shareholders who have not registered their e-mail addresses are requested to register/update their e-mail addresses in respect of equity shares held by them in demat form with their respective DPs and in case of physical form with the Company.

Internal Complaints Committee (ICC)

As per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which came into effect from the 9th of December, 2013, the Company has formulated an Internal Complaints Committee which ensure protection of women employees at the work place and redressal of complaints.

The Committee is formed as per the statute, it is headed by a women employee, the committee comprises of more than half representation of women and it has adequate independent representation of women from the social and legal fields. It lays down the whole procedure of filing complaint, enquiry, redressal of grievance and taking action against those who are found guilty by the Committee in a fairly transparent manner.

The Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are tabulated hereunder:

No. of Complaints Filed during the year	No. of Complaints Disposed off during the year	No. of Complaints Pending as at the end of the year
Nil	Nil	Nil

Information pursuant to Regulation 34(3) read with part F of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company transferred 26,538 equity shares in respect of 406 shareholders in the name of "RSWM

Limited – Unclaimed Suspense Account” on 9th August, 2012 and these shares were subsequently dematerialized. Thereafter, the Company received claim from 10 shareholders up-till now comprising of 216 shares, which were duly transferred in their respective names. During the year, the Company didn’t receive any claim from shareholders. The Company had transferred these 26,322 equity shares of 396 Shareholders of the Company to the Investor Education and Protection Fund (IEPF) pursuant to Section 124(6) and Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. During the year under review, the Company did not receive any claim.

Investors Education and Protection Fund (IEPF)

Pursuant to Section 124(6) and Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred in the name of Investor Education and Protection Fund. Accordingly, the shareholders are requested to immediately claim their unpaid dividends failing which the said shares will be transferred to the IEPF. All the shareholders whose dividends for past seven years are either unclaimed or unpaid are being intimated individually.

Accordingly, 31,605 equity shares of 238 Shareholders were transferred in the name of Investor Education and

Protection Fund in respect of the dividend remaining unpaid for seven consecutive years from the Financial Year 2015-16. Out of total 1,51,127 Equity Shares transferred to IEPF, 946 Equity Shares were claimed by the Shareholders from the IEPF Authority. As on 31st March, 2024, total 1,50,181 Equity Shares of 1,642 Shareholders are lying in IEPF account. List of unpaid dividend in respect of whom the shares were transferred to the Investor Education and Protection Fund Account is available on the website of the Company.

During the Financial Year 2023-24, the Company did not raise any fund through preferential allotment or qualified institutions placement.

The total fees for all services paid by the Company on a consolidated basis to the Statutory Auditors are detailed in the notes to the Financial Statements.

There were no recommendations of any Committee requiring mandatory approval of the Board, which were not accepted by the Board.

For and on behalf of the Board

Riju Jhunjunwala
Chairman & Managing Director and CEO
DIN – 00061060

Place: Noida (U.P)
Date: May 24, 2024

CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY

We, Riju Jhunjunwala, Chairman and Managing Director & Chief Executive Officer and Avinash Bhargava, Chief Financial Officer of RSWM Limited, hereby certify to the Board that:

- a. We have reviewed Financial Statements and the Cash Flow statements for the year and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company’s affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company’s Code of Conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting in the Company and we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.
- e. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).
- f. We further declare that all Board Members and designated Senior Management have affirmed compliance with the Code of Conduct for the current year.

Riju Jhunjunwala
Chairman & Managing Director and CEO

Avinash Bhargava
Chief Financial Officer

Place: Noida
Dated: 24th May, 2024

Independent Auditors' certificate on Corporate Governance

To
The Members of **RSWM Limited**

1. We have examined the compliance of the conditions of Corporate Governance by RSWM Limited ("the Company") for the year ended on 31st March, 2024, as stipulated in Regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended.

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance as stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

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

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India

(the ICAI), the Standards on Auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Report or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2024.

8. We 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.

Restriction on Use

9. This certificate is issued solely for the purpose of complying with the aforesaid regulations. Our Certificate should not be used for any other purpose or by any person other than the addressees of this Certificate. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

For **Lodha & Co LLP**
Chartered Accountants
Firm Registration No.: 301051E / E300284

N.K. Lodha
Partner
Membership No.: 085155
UDIN: 24085155BKFN6607
Place: Noida
Date: May 24, 2024

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
Firm Registration No. 000756N / N500441

Vijay Kumar
Partner
Membership No.: 092671
UDIN: 24092671BKFB0Z9406
Place: Noida
Date: May 24, 2024

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members
RSWM LIMITED
(CIN: L17115RJ1960PLC008216)
Kharigram, P.O. Gulabpura,
Distt. Bhilwara,
Rajasthan -311021

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of RSWM Limited having CIN L17115RJ1960PLC008216 and having registered office at Kharigram, P.O. Gulabpura, Distt. Bhilwara, Rajasthan -311021 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Arun Kumar Churiwal	00001718	23-10-2003
2	Mr. Deepak Jain	00004972	11-05-2016
3	Mr. Kamal Gupta	00038490	26-12-1987
4	Mr. Ravi Jhunjunwala	00060972	18-05-1979
5	Mr. Riju Jhunjunwala	00061060	23-10-2003
6	Mr. Shekhar Agarwal	00066113	13-02-1984
7	Mr. Amar Nath Choudhary	00587814	24-07-2009
8	Mrs. Archana Capoor	01204170	13-02-2018
9	Mr. Brij Mohan Sharma	08195895	07-08-2018
10	Mr. Surya Kant Gupta	00323759	10-08-2023
11	Mr. Priya Shankar Das Gupta*	00012552	24-07-2013

*Mr. Priya Shankar Das Gupta ceased to be the Director of the Company w.e.f. 15th September, 2023.

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

For **Mahesh Gupta and Company**
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870::C P No.: 1999
Peer review certificate No: 727/2020
UDIN NO.:F002870F000436921

Place: Delhi
Date: 24th May, 2024

FINANCIAL HIGHLIGHTS

(₹ in Crores)

S. No.	Description	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23	2023-24
1	Turnover	2,943.09	2,960.58	2,771.03	2,326.02	3,817.42	3,788.90	4,057.20
1	PBIDT	263.08	210.01	263.74	214.97	464.17	339.53	131.65
2	Interest	117.29	119.52	108.51	83.03	67.61	73.95	92.13
3	PBDT	145.79	90.49	155.23	131.94	396.56	265.58	39.52
4	Depreciation (Net)	124.48	123.28	131.67	127.68	113.08	127.30	149.59
5	P B T before Exceptional items	-	-	-	-	-	-	137.76
6	P B T	21.32	(32.79)	23.56	4.26	283.48	138.28	27.69
7	TAX	6.82	(8.52)	0.89	(17.35)	43.50	28.67	(7.23)
8	PAT	14.50	(24.27)	22.67	21.61	239.98	109.61	34.92
1	EPS (In ₹)	6.16	(10.30)	9.62	9.18	65.28	28.13	7.41
2	Equity	23.55	23.55	23.55	23.55	23.55	47.10	47.10
1	Total Capital Employed	2,713.01	2,537.62	2,182.58	2,037.96	2,536.81	2,840.97	3,592.68
2	Net Worth	900.74	783.06	705.85	761.16	998.54	1,268.42	1,309.29
3	Deferred Tax Liability (DTL)	88.76	80.29	64.77	58.01	63.77	89.23	79.97
4	Net Worth and DTL	989.50	863.35	770.62	819.17	1,062.31	1,357.65	1,389.26
5	Long Term Loans	570.90	572.62	484.24	334.45	461.68	499.74	665.25
6	Current Maturities of Long Term Loan	128.47	203.15	107.96	158.79	115.62	84.94	151.24
7	Working Capital Loans	680.02	584.61	474.31	349.47	441.72	488.96	870.04
8	Unsecured Loans	140.15	80.19	93.62	79.72	83.50	77.03	90.74
9	Total Borrowings (5+6+7+8)	1,519.54	1,440.57	1,160.13	922.43	1,102.52	1,150.67	1,777.27
10	Fixed Assets (Net)	1,138.30	1,144.15	1,034.34	928.31	1,086.43	1,298.23	1,514.44
11	Investments	383.35	270.05	59.90	91.59	89.27	75.01	249.51
1	Operating Profit Margin %	8.94	7.09	9.52	9.24	12.16	8.96	3.24
2	Return on Sales % (PAT/ Turnover)	0.49	(0.82)	0.82	0.93	6.29	2.89	0.86
3	Debt Equity Ratio (Total Borrowings/Equity)	1.69	1.84	1.64	1.21	1.10	0.91	1.36
4	Interest Cover Ratio	2.24	1.76	2.43	2.59	6.87	4.59	1.43
5	Fixed Assets Cover Ratio	1.99	2.00	2.14	2.78	2.35	2.60	2.28

Standalone Financial Statements

Independent Auditor's Report

To the Members of RSWM LIMITED

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of RSWM Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, the Standalone Statement of Profit and Loss (including Other Comprehensive income), the Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the material accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We

believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for 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.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information,

we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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

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

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

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

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

decisions of users taken on the basis of these standalone financial statements.

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

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

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 standalone financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit 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 (read with our comment on audit trail in paragraph 2 i)(vi) below).
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive loss, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2 i) (vi) below on reporting under Rule 11(g) of the Rules.
- g) With respect to the adequacy of the internal financial controls with reference to Standalone financial statement 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 with reference to Standalone financial statement.
- h) 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.

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

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note No. 37 and 45 to the standalone financial statements;
- ii. The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; and
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2024.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate

Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of the rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the act to the extent it applies to payment of dividend.
- vi. Based on our examination which included test checks and representations received from the management, the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except (i) at database levels (ii) at the application level w.r.t certain area including related with manufacturing Order, material file and header, distribution Order, Item master etc.

For the periods wherever audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, thus reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **Lodha & Co LLP**
Chartered Accountants
FRN : 301051E/E300284

N.K. Lodha
Partner
M. No. 085155
UDIN: 24085155BKFNNGN4796
Place : Noida
Date : 24-05-2024

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
FRN : 000756N/N500441

Vijay Kumar
Partner
M. No. 092671
UDIN: 24092671BKFBPA9523
Place : Noida
Date : 24-05-2024

Annexure A to the Independent Auditors' Report to the members of RSWM Limited

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the of the title deeds provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and non-current assets held for sale are held in the name of the Company as at the balance sheet date except in case of following Immovable properties :

Description of property	Gross Carrying value	Title deed in the name of	Whether title deed holder is a promotor, director or relative of promoter / Director or Employee of Promotor/Director	Property held since which date	Reason for not being held in the name of company
Freehold land	6,790.40	Ginni Filament Limited	No	16.02.2024	The Company is in the process of transferring the property in its name on account of BTA (Refer Note No. 48)
Building	3,170.03	Ginni Filament Limited	No		

- (d) According to the information and explanations given to us, the Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year. Hence reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and records provided, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) As per the physical verification program, the inventory (except for Stocks lying with the third parties and in transit which have been verified based on confirmations) were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification of inventories when compared with books of account.

- (b) The Company has physically verified certain Property, Plant and Equipment as per its program of physical Verification that covers all items of Property, Plant and Equipment over a period of three years, which in our opinion is reasonable having regard to the size of the company and the nature of its Property, Plant and Equipment. Based on information and records provided, no material discrepancies were noticed on such verification.

- (b) According to the information and explanations given to us and as per the records verified, the Company has been sanctioned working capital limits in excess of ₹5 Crores, in aggregate, at points of time during the year, from banks or financial institutions during the year on the basis of security of current assets of the Company. In our opinion and according to the information and explanations given to us, the quarterly returns/ statements filed by the Company with such banks are in agreement with the books of account of the Company and no material discrepancies have been observed.

- iii. The Company has made investments in, provided any guarantee (comfort letter) during the year. The company has not provided any security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

- a) The Company has not granted loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. The Company has during the year provided guarantee (letter of comfort) to the company(read with Note no 37).

(₹ in Lakh)	
A. Aggregate amount granted during the year	Guarantee (Letter of Comfort)
- Subsidiary of Associate	2,000.00
- Others	Nil
A. Balance outstanding as at 31st March, 2024 in respect of above cases	
- Subsidiary of Associate	2,000.00
- Others	Nil

According to the information and explanations given to us and based on the records as made available to us, in our opinion, (i) the investments made, during the year; (ii) guarantees (letter of comfort) provided during the year are, in our opinion, prima facie, not prejudicial to the Company's interest (read with note no. 4 and 37). No loans has been given during the year.

- c) In respect of loans granted or advances in the nature of loans provided by the Company, the schedule of repayment of interest has been stipulated and the principal outstanding in respect of Compulsory convertible debentures will be compulsory converted (as stipulated) into equity at the end of the maturity period. There are no repayments due of principal amounts during the year. The Company has not received interest on compulsory convertible debentures (CCDs) amounting to ₹2,115.60 Lakhs since financial year 2016-17 to 2023-24. (Refer note 37(B))

- d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount of principal remaining outstanding as at the balance sheet date. In respect of Interest overdue on Compulsory Convertible debentures amounting to ₹2,115.60 Lakhs in respect of CCDs, the management has taken reasonable steps. As stated in note 37(B), arbitration proceedings have been initiated. (Refer note 37(B))

- e) None of the loans and advances in the nature of loans granted by the Company have fallen due during the year which has been renewed or extended or fresh loan granted to settle any overdues of existing loans given to the same party. Hence reporting under clause 3(iii)(e) of the order is not applicable to the company.

- f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3 (iii)(f) is not applicable.

- iv. According to the information, explanations given to us, the Company has complied with the provisions of the Section 185 and 186 of the Act with respect to loans granted, investments made, guarantees and securities provided.

- v. According to the information and explanations given to us, the Company has not accepted any deposits or deemed deposits from the public within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, the provisions of clause 3 (v) of the Order are not applicable to the Company. According to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.
- vi. We have broadly reviewed the books and records required to be maintained as specified by the Central Government under sub-section (1) of section 148 of the Act and we are of the opinion that prima facie, the prescribed accounts and records are being maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

- vii. (a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities, to the extent applicable.

There were no undisputed statutory dues payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they become payable.

- (b) According to the records and information's and explanations given to us, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Name of The Statute	Nature of Dues	Amount (₹ in Lakh)*	Period to which amount relates to	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demands	322.72	2005-2006	Honorable High Court, Jodhpur Rajasthan
Income Tax Act, 1961	Income Tax Demands	4.95	1999-2000	Honorable High Court, Jodhpur Rajasthan
Income Tax Act, 1961	Income Tax Demands	20.87	2004-2005	Honorable High Court, Jodhpur Rajasthan
Income Tax Act, 1961	Income Tax Demands	8.45	2003-2004	Honorable High Court, Jodhpur Rajasthan
Income Tax Act, 1961	Income Tax Demands	521.33	2004-2005	Honorable High Court, Jodhpur Rajasthan
Income Tax Act, 1961	Income Tax Demands	685.66	2012-2013	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax Demands	2,286.64	2013-2014	ITAT, Delhi
Income Tax Act, 1961	Income Tax Demands	168.67	2010-2011	ITAT, Delhi
Income Tax Act, 1961	Income Tax Demands	2,479.09	2014-2015	ITAT, Delhi
Income Tax Act, 1961	Income tax disallowances	813.65	2015-2016	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax disallowances	1,267.94	2016-2017	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income tax disallowances	762.72	2017-2018	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax Demands	835.61	2012-2013	ITAT, Delhi
Central Sales Tax Act and Local Sales Tax	Sales Tax Demand	0.59	1995-1996	Assessing Officer, Tiruppur
Central Sales Tax Act and Local Sales Tax	Sales Tax Demand	0.36	1996-97 & 1998-99	Assessing Officer, Tiruppur

Name of The Statute	Nature of Dues	Amount (₹ in Lakh)*	Period to which amount relates to	Forum where dispute is pending
Goods and Services Tax, 2017	GST	54.79	2019-2020	CESTAT/ GST Tribunal
Custom Act	Custom Duty Demand in Coal	58.55	2013-2014	CESTAT, Ahmedabad
Electricity Act, 1962	Cess duty, surcharge etc	1,535.95	May 2019 to March 2022	High Court
Electricity Act, 1962	Electricity duty	653.53	2020-2021	High Court
Stamp Duty Act, 1998	Stamp Duty	1,580.87	2014-2015	Rajasthan High Court, Jodhpur
Employee State Insurance Act, 1948	Employee State Insurance	39.45	2009 to 2011	Rajasthan High Court, Jaipur
Textile Committee Act, 1963	Textile committee Cess	17.25	1999-2000 to 2006-2007	Textile Committee Cess Appellate Tribunal, Mumbai

* Net of amount deposited under protest.

- viii. According to the information and explanations given to us and the records of the Company examined by us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. (a) In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) According to the information and explanations given to us, the Company has not been declared willful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us and on examination of the books of the company, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been

utilised during the year for long-term purposes by the Company.

- (e) On an overall examination of the financial statements of the Company and based on the representations of the Company we report that the Company has neither taken any funds from any entity or person during the year nor it had any unutilised funds as at the beginning of the year on account of or to meet the obligations of its associate and subsidiary and hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us, the Company has not raised loans during the year on the pledge of securities held in its associate and subsidiary. Hence, the requirement to report on clause 3(ix)(f) of the order is not applicable to the Company.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the

Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

- xi. (a) Based on the audit procedures performed and on the basis of information and explanations provided by the management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed by the Auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013, where applicable, and details of such transactions have been disclosed in the Standalone financial statements 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 adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit issued to the Company during the year and till the date of this report in determining the nature, timing and extent of our audit procedures.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and hence reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b) As per the information and details provided, the Group does not have any Core investment Company (CIC), as defined in the regulations made by the Reserve Bank of India under Core Investment Companies (Reserve Bank) Directions, 2016, as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year and accordingly, requirement to report on Clause 3(xviii) is not applicable to the Company.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company and/ or certificate with respect to meeting financial obligations by the

Company as and when they fall due. 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. a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year

For **Lodha & Co LLP**
Chartered Accountants
FRN : 301051E/E300284

N.K. Lodha
Partner
M. No. 085155
UDIN: 24085155BKFNGN4796
Place : Noida
Date : 24-05-2024

requiring transfer to a fund specified in Schedule VII of the Companies Act, 2013 (the Act) or special account in compliance with the provisions of sub-section (6) of section 135 of the said Act.

b) According to the information and explanation provided to us, the Company has not undertaken any ongoing project during the year. Accordingly, reporting under clause 3(xx)(b) of the Order is not applicable for the year.

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
FRN : 000756N/N500441

Vijay Kumar
Partner
M. No. 092671
UDIN: 24092671BKFBPA9523
Place : Noida
Date : 24-05-2024

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls with reference to standalone financial statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(g) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial control with reference to Standalone financial statement of **RSWM LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial control with reference to Standalone financial statement based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal financial control and, both issued by 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 with reference to the standalone financial statement 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 with reference to Standalone financial statement and their operating effectiveness.

Our audit of internal financial controls with reference to Standalone financial statement included obtaining an understanding of internal financial controls with reference to Standalone financial statement, 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 with reference to Standalone financial statement.

Meaning of Internal Financial Controls with reference to Standalone financial statements

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

Inherent Limitations of Internal Financial Controls with reference to Standalone financial statements

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

For **Lodha & Co LLP**
Chartered Accountants
FRN : 301051E/E300284

N.K. Lodha
Partner
M. No. 085155
UDIN: 24085155BKFNGN4796
Place : Noida
Date : 24-05-2024

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to Standalone financial statement and such internal financial controls with reference to Standalone financial statement were operating effectively as at March 31, 2024, based on "the internal control with reference to Standalone financial statement criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
FRN : 000756N/N500441

Vijay Kumar
Partner
M. No. 092671
UDIN: 24092671BKFBPA9523
Place : Noida
Date : 24-05-2024

Standalone Balance Sheet

as at March 31, 2024

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
1 Non-current Assets			
a Property, Plant and Equipment	3a	1,45,146.74	1,08,156.68
b Capital Work-in-Progress	3b	3,200.51	18,280.26
c Investment Property	3c	2,939.77	3,014.57
d Other Intangible Assets	3d	157.36	371.11
e Financial Assets			
i) Investments	4	24,950.84	7,500.75
ii) Other financial assets	8	399.97	749.22
f Other Non-current Assets	11	4,374.30	6,834.27
2 Current Assets			
a Inventories	9	81,029.84	67,725.20
b Financial Assets			
i) Trade receivables	6	64,491.71	45,440.60
ii) Cash and cash equivalents	7	436.50	320.96
iii) Bank balances other than (ii) above	7	347.46	190.07
iv) Loans	5	120.19	199.80
v) Other financial assets	8	4,884.57	6,123.84
c Current Tax Assets (Net)	10	1,957.78	2,025.58
d Other Current Assets	11	20,878.79	17,164.08
3 Assets Classified as Held for Sale	3e	3,951.94	-
TOTAL ASSETS		3,59,268.27	2,84,096.99
EQUITY AND LIABILITIES			
Equity			
a Equity Share Capital	12	4,710.17	4,710.17
b Other Equity	13	1,26,218.54	1,22,131.92
Liabilities			
1 Non-current Liabilities			
a Financial Liabilities			
i) Borrowings	14	66,525.26	49,973.63
ia) Lease Liabilities	15a	419.93	481.07
ii) Other financial liabilities	17	195.79	165.40
iii) Provision	18	495.54	50,620.10
b Deferred Tax Liabilities (Net)	20	7,997.26	8,922.64
c Deferred Government Grants	21	1,647.78	951.04
d Other Non-current Liabilities	22	5.53	-
2 Current Liabilities			
a Financial Liabilities			
i) Borrowings	15	1,11,201.44	65,093.46
ia) Lease Liabilities	15a	140.89	113.17
ii) Trade payables			
- Total outstanding dues of micro and small enterprises	16	2,557.14	1,703.65
- Total outstanding dues of creditors other than micro and small enterprises	16	17,435.83	11,774.52
iii) Other financial liabilities	17	9,054.54	7,826.74
b Provisions	18	344.77	24.17
c Deferred Government Grants	21	222.07	62.50
d Other Current Liabilities	22	10,095.79	10,162.91
TOTAL EQUITY AND LIABILITIES		3,59,268.27	2,84,096.99

Accompanying notes form an integral part of the standalone financial statements

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

For and on Behalf of Board of Directors

Riju Jhunjunwala
Chairman & Managing
Director and CEO
DIN 00061060

B. M. Sharma
Joint Managing Director
DIN 08195895

N.K. Lodha
Partner
M. No. 085155

Vijay Kumar
Partner
M. No. 092671

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M.No. FCS 2615

Place: Noida, (U.P.)
Date: May 24, 2024

Standalone Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue From Operations	23	4,05,719.71	3,78,889.62
Other Income	24	3,552.35	9,144.01
Total Income		4,09,272.06	3,88,033.63
Expenses			
Cost of Materials Consumed	25	2,30,002.61	2,22,483.69
Purchase of Traded Goods	26	30,335.95	13,175.26
Changes in Inventories of Finished Goods, Stock-in -Trade and Work-in-Progress	27	560.43	(4,314.10)
Employee Benefit Expenses	28	46,586.45	41,847.80
Finance Cost	29	9,213.42	7,394.51
Depreciation and Amortization Expenses	30	14,958.71	12,730.08
Other Expenses	31	88,621.25	80,888.44
Total Expenses		4,20,278.82	3,74,205.68
Profit/(Loss) Before exceptional items and tax		(11,006.76)	13,827.95
Exceptional items	49	13,775.65	-
Profit/(Loss) Before Tax		2,768.89	13,827.95
Tax Expense			
Current Tax	19	574.00	2,447.86
Tax of earlier year provided/(written back)	19	(278.85)	(2,065.64)
Deferred Tax	19	(1,018.22)	2,484.93
Profit/(Loss) for the Period		3,491.96	10,960.80
Other Comprehensive Income			
a) (i) Items that will not be reclassified to Profit or Loss		3,134.74	(1,244.24)
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(45.53)	(63.69)
b) (i) Items that will be reclassified to Profit or Loss		(92.16)	(8.08)
(ii) Income tax relating to items that will be reclassified to Profit or Loss		(47.31)	2.82
Other Comprehensive Income/(Loss) for the year		2,949.74	(1,313.19)
Total Comprehensive Income/(Loss) for the year		6,441.70	9,647.61
Earnings per Equity Shares of ₹ 10/- each			
1) Basic (in ₹)	33	7.41	28.13
2) Diluted (in ₹)		7.41	28.13

Accompanying notes form an integral part of the standalone financial statements

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

For and on Behalf of Board of Directors

Riju Jhunjunwala
Chairman & Managing
Director and CEO
DIN 00061060

B. M. Sharma
Joint Managing Director
DIN 08195895

N.K. Lodha
Partner
M. No. 085155

Vijay Kumar
Partner
M. No. 092671

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M.No. FCS 2615

Place: Noida, (U.P.)
Date: May 24, 2024

Standalone Statement of Cash Flow

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash Flow From Operating Activities		
Profit/(Loss) Before exceptional items and tax	(11,006.76)	13,827.95
Adjustments for:		
Depreciation and Amortization Expenses	14,958.71	12,730.08
Net Gain / (Loss) on Sale of Property, Plant & Equipment *	(502.17)	(3,736.54)
Provisions Written Back	(81.79)	(694.60)
Allowances for Impairment Loss Allowance	456.83	125.93
Finance Costs	9,234.14	7,418.85
Interest Income	(1,029.71)	(2,247.92)
Dividend Income from Investments	(138.66)	(129.57)
Forex Fluctuation on translation of Assets and Liabilities	(9.48)	(4.67)
Operating Profit/(Loss) before Working Capital Changes	11,881.11	27,289.51
(Increase)/Decrease in Trade Receivables	(19,051.11)	8,205.52
(Increase)/Decrease in Current Financial Assets - Loans	(12.55)	(121.52)
(Increase)/Decrease in Other Current Financial Assets	7,169.59	416.63
(Increase)/Decrease in Other Non Current Financial Assets	349.25	461.65
(Increase)/Decrease in Other Current Assets	(3,199.18)	(2,351.95)
(Increase)/Decrease in Other Non Current Assets	(791.08)	(1,218.10)
(Increase)/Decrease in Inventories	(7,877.40)	(16,818.29)
Increase/(Decrease) in Trade Payables	4,255.92	(2,993.33)
Increase/(Decrease) in Other Current Financial Liabilities	1,123.66	322.35
Increase/(Decrease) in Other Non Current Financial Liabilities	30.39	(428.71)
Increase/(Decrease) in Other Current Liabilities	(1,466.83)	(1,239.44)
Increase/(Decrease) in Other Non Current Liabilities	631.37	182.27
Cash generated from/(used in) Operations before tax	(6,956.86)	11,706.59
Net Direct Taxes paid	(227.35)	(2814.87)
Net Cash Flow from/(used in) Operating Activities	(7,184.21)	8,891.72
B. Cash Flow From Investing Activities		
Acquisition of Property, Plant & Equipment/Intangible Assets including Capital Advances	(23,069.49)	(33,373.33)
Proceeds from sale of Property, Plant & Equipment	996.44	8,854.68
Consideration paid for acquiring through BTA (Refer Note 48)	(14,220.89)	-
Acquisition of Investments	(500.00)	-
Proceeds from/(Investment in) Term Deposit	(253.50)	100.88
Interest Received	694.73	402.18
Dividend Received	138.66	129.57
Net Cash Flow from/(used in) Investing Activities	(36,214.05)	(23,886.02)
Net Cash from/(used in) Operating and Investing Activities	(43,398.26)	(14,994.30)
C. Cash Flow From Financing Activities		
Repayment of Borrowings	(16,649.15)	(23,735.57)
Proceeds from Borrowings	32,358.92	24,473.89
Proceeds / (Repayment) of Short Term Borrowings	39,478.84	4,076.59
Proceeds from Allotment of Right Equity Shares	-	23,550.86

Standalone Statement of Cash Flow (contd.)

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Transaction costs for Right Equity Shares issue	-	(322.25)
Payment of Dividend	(2,355.08)	(5,887.71)
Repayment of Lease Liabilities	(133.12)	(52.91)
Finance Costs	(9,186.61)	(7,375.99)
Net Cash from/(used in) Financing Activities	43,513.80	14,726.91
Net Cash from/(used in) Operating, Investing & Financing Activities	115.54	(267.39)
Opening balance of Cash and Cash Equivalent	320.96	588.35
Closing balance of Cash and Cash Equivalent	436.50	320.96
Cash and Cash Equivalents included in the Cash Flow Statement comprise of the following (refer Note 7)		
i) Cash on Hand	15.53	8.37
ii) Balance with Banks :		
- On Current Accounts	420.97	312.59
Total	436.50	320.96

*During the previous year includes the gain of ₹1992.57 Lakh on sale of Freight Terminal Business on slump sale basis.

Notes:

1. Changes in Liabilities arising from Financing Activities:

(₹ in Lakh)

Particulars	Balance as at March 31, 2023	Cash Flow Changes	Non Cash Adjustments	Balance as at March 31, 2024
Long Term Borrowings (Including Current Maturity)	58,468.27	15,709.77	7,471.00	81,649.04
Short Term Borrowings	56,598.82	39,478.84	-	96,077.66
	1,15,067.09	55,188.61	7,471.00	1,77,726.70

Particulars	Balance as at March 31, 2022	Cash Flow Changes	Non Cash Adjustments	Balance as at March 31, 2023
Long Term Borrowings (Including Current Maturity)	57,729.95	738.32	-	58,468.27
Short Term Borrowings	52,522.23	4,081.24	(4.65)	56,598.82
	1,10,252.18	4,819.56	(4.65)	1,15,067.09

Accompanying notes form an integral part of the standalone financial statements

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

For and on Behalf of Board of Directors

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Company Secretary
M.No. FCS 2615

Place: Noida, (U.P.)
Date: May 24, 2024

Standalone Statement of Changes in Equity

for the year ended March 31, 2024

a. Equity Share Capital

Particulars	Note No.	Amount
Balance as at April 1, 2022		2,355.08
Changes in Equity Share Capital due to prior period errors		-
Restated balance as at April 1, 2022		2,355.08
Changes in Equity Share Capital during 2022-23	12	2,355.09
Balance as at March 31, 2023		4,710.17
Changes in Equity Share Capital during 2023-24		-
Restated balance as at April 1, 2023		4,710.17
Changes in Equity Share Capital during 2023-24	12	-
Balance as at March 31, 2024		4,710.17

b. Other Equity

Particulars	Note No.	Surplus				Other Comprehensive Income		Total	
		Capital Reserve	Securities Premium	General Reserve	Pref. Share Capital Redemption Reserve	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges		
Balance at April 1, 2022		701.48	9,618.56	4,910.28	6,060.85	71,657.77	4,514.79	34.77	97,498.50
Share Premium on Right Shares Allotment		-	21,195.77	-	-	-	-	-	21,195.77
Right Shares Issue Expenses Adjustment		-	(322.25)	-	-	-	-	-	(322.25)
- Profit or Loss during the year		-	-	-	-	10,960.80	-	-	10,960.80
- Other Comprehensive Income for the year	32	-	-	-	-	118.58	(1,426.51)	(5.26)	(1,313.19)
Total Comprehensive Income		-	20,873.52	-	-	11,079.38	(1,426.51)	(5.26)	30,521.13
- Dividend paid during the year	13	-	-	-	-	(5,887.71)	-	-	(5,887.71)
Total Contribution by and distribution to owners		-	-	-	-	(5,887.71)	-	-	(5,887.71)
Balance at March 31, 2023		701.48	30,492.08	4,910.28	6,060.85	76,849.44	3,088.28	29.51	1,22,131.92

Standalone Statement of Changes in Equity

for the year ended March 31, 2024

Particulars	Note No.	Surplus				Other Comprehensive Income		Total	
		Capital Reserve	Securities Premium	General Reserve	Pref. Share Capital Redemption Reserve	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges		
Balance at April 1, 2023		701.48	30,492.08	4,910.28	6,060.85	76,849.44	3,088.28	29.51	1,22,131.92
- Profit or Loss during the year		-	-	-	-	3,491.96	-	-	3,491.96
- Other Comprehensive Income for the year	32	-	-	-	-	84.77	3,004.44	(139.47)	2,949.74
Total Comprehensive Income		-	-	-	-	3,576.73	3,004.44	(139.47)	6,441.70
- Dividend paid during the year	13	-	-	-	-	(2,355.08)	-	-	(2,355.08)
Total Contribution by and distribution to owners		-	-	-	-	(2,355.08)	-	-	(2,355.08)
Balance at March 31, 2024		701.48	30,492.08	4,910.28	6,060.85	78,071.09	6,092.72	(109.96)	1,26,218.54

Accompanying notes form an integral part of standalone financial statements.

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

N.K. Lodha
Partner
M. No. 085155

Place: Noida, (U.P.)
Date: May 24, 2024

For S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

Vijay Kumar
Partner
M. No. 092671

For and on Behalf of Board of Directors

Riju Jhunjhunwala
Chairman & Managing
Director and CEO
DIN 00061060

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

B. M. Sharma
Joint Managing Director
DIN 08195895

Surender Gupta
Company Secretary
M.No. FCS 2615

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

1. Company Overview and Material Accounting Policies

1.01 Company Overview and Information

RSWM Limited (the "Company") is a public limited company incorporated and domiciled in India and has its registered office at Kharigram, Gulabpura, district Bhilwara (Rajasthan, India). The Company has its primary listings on the BSE and NSE.

The Company is one of the largest textile manufacturing companies having multiple facilities to produce green fibre, yarn and fabric. The Company is primarily producing the best quality of yarns like synthetic, blended, mélange, cotton, speciality and value added yarns suitable for suitings, shirtings, hosiery, carpet, denim, technical textiles and industrial applications and denim fabric, synthetic fabric for renowned brands. The financial statements of the Company for the year ended 31st March, 2024 are approved for issue by the Company's Board of Directors on May 24, 2024.

1.02 Basis of Preparation of Material Financial Statements

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013 ('Act') (to the extent notified) read with the Rules 3 of the Companies (Indian Accounting Standard) Rules 2015, as amended from time to time. The financial statements are prepared on going concern, accrual and historical cost basis except for the following assets and liabilities which have been measured at fair value:

- Defined benefit plans-plan assets measured at fair value.
- Certain financial assets and liabilities measured at fair value (including derivative financial instruments) (Refer Accounting policy para 1.10 regarding financial instruments).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in ₹ which is also the Company's functional currency and all values are rounded to the nearest ₹ in Lakh, except where otherwise indicated.

(a) Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(b) Classification of Assets and Liabilities as Current and Non-Current

All Assets and Liabilities have been classified as current or non-current. Based on the nature of product and activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

1.03 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

and the revenue can be reliably measured regardless of when the payment made.

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

Revenue from Sale of goods and services

The Company derives revenue primarily from sale of Yarn, Fabric and other textile products.

Revenue from contracts with customers is recognized when the Company satisfies performance obligation by transferring promised goods or services to the customer or to his designated agent. Performance obligation is satisfied when the Company transfers significant risks and rewards to the customer and ceases its control over the goods.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions and incentives, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Payments from customers for the goods and services rendered are normally received within the credit terms as per the contracts with the customers.

The Company recognizes sales return only when the goods are actually returned by the customer. Therefore, a refund liability which is included in current financial liabilities or is reduced from current financial assets, is recognized for the goods actually returned.

Revenue from sale of goods is recognized at the point of time when the significant risks and rewards are transferred to the customer and the Company ceases to have its control over the goods.

Revenue from job work charges is recognized at a point of time when the control is transferred usually when the material is fully processed and dispatched to customers.

Incentives on exports and other Government incentives related to operations are recognized in books after due consideration of certainty of utilization/receipt of such incentives. For Government Grant refer Para 1.04.

Interest income

Interest income on debt instruments measured at amortized cost is recorded using the Effective Interest Rate method (EIR).

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. While calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Dividend Income

Dividend income is recognized in the statement of profit and loss when the right to receive payment is established, which is generally when shareholders approve the dividend or Board of Directors of the investee company approve the interim dividend.

Rental Income

Rental income arising from leases on investment properties is accounted for on a straight-line basis except where the rentals are structured to change in line with expected general inflation over the lease terms.

Contract balances

Contract assets: A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration.

Trade receivables: A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).

Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when the Company performs under the contract.

Cost to obtain a contract: The cost to obtain a contract is normally the sales commission which the Company pays to its selling agents. Since, the amortization period of the goods for which the Company incurs such cost, is one year or less than that, the Company expenses it off immediately and the same is included in selling expenses under the head, 'Other Expenses'.

1.04 Government Grants and Government Assistance

Government grants/subsidies are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. If the grants/subsidies relate to an expense item, they are recognised as income on a systematic basis over the periods that the related costs, for which they are intended to compensate, are expensed. The grants, whose primary condition requires the Company to purchase, construct or otherwise acquire long-term assets, are recognised as deferred income and they are recognised as income in equal amounts over the expected useful lives of the related assets. If the grants/subsidies are related to subvention a particular expense, deducted from that expense in the year of recognition of government grants/subsidies.

1.05 Inventory Valuation

Inventories including goods-in-transit are measured at lower of cost and net realizable value. However, raw material (including packing material), and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:-

Raw materials (including packing material) stores and spares and loose tools: cost includes cost of purchase and other costs incurred in bringing the inventories to

their present location and condition. Cost is determined on weighted average basis.

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

Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Waste: is valued at net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

1.06 Property, Plant and Equipment

Recognition and measurement

Property, Plant and Equipment acquired are stated at original cost net of tax/duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects, if the recognition criteria are met. The cost includes its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates. It includes other costs directly attributable to bringing the Property, Plant and Equipment to the location and condition necessary for it to be capable of operating in the manner intended by management.

The present value of the expected cost for the decommissioning of Property, Plant and Equipment after its use is included in the cost of the respective Property, Plant and Equipment if the recognition criteria for a provision are met.

Capital work-in-progress includes cost of Property, Plant and Equipment under installation/under development as at the Balance Sheet date. Advances paid towards the acquisition of Property, Plant and Equipment outstanding at each balance sheet date is

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

classified as capital advances under other non-current assets and the cost of Property, Plant and Equipment not available for use before such date are disclosed under 'Capital work-in-progress'.

Subsequent expenditure

Subsequent expenditures relating to Property, Plant and Equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the costs of the item can be measured reliably. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the Property, Plant and Equipment and the resultant gain or losses are recognized in the statement of profit and loss.

Depreciation

Depreciation on Property, Plant and Equipment is calculated on a straight-line basis over the estimated useful life of Property, Plant and Equipment which coincide with Schedule II to the Companies Act, 2013. Estimated useful life of the assets is given below:

Building	5 to 60 years
Plant and Equipment	3 to 30 years
Furniture and Fixtures	10 years
Office Equipment	3 to 6 years
Vehicles	8 to 10 years
Electrical Fittings	10 years

The Company has estimated the useful life different from life prescribed in Schedule II in the following cases:-

S. No.	Nature of Property, Plant and Equipment	Effective Useful Lives
1	Property, Plant and Equipment of Textile Division and Water Supply	9 years 2 months
2	Property, Plant and Equipment used in Power Generation	18 years

The Company, based on technical assessment/management estimate, depreciates all items of Property, Plant and Equipment over estimated useful lives which may be different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful

lives are realistic and reflect fair approximation of the period over which the Property, Plant and Equipment are likely to be used.

De-recognition

An item of Property, Plant and Equipment and any of their significant part initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the Property, Plant and Equipment) is included in the statement of profit and loss, when the Property, Plant and Equipment is derecognised. Depreciation on additions to or on disposal of Property, Plant and Equipment is calculated on pro-rata basis i.e. from (up to) the date on which the Property, Plant and Equipment is available for use (disposed of).

The Property, Plant and Equipment's residual values, useful life and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. The useful lives and residual values are determined by the management at the time the Property, Plant and Equipment is acquired and reviewed periodically, including at each financial year end. These lives are based on historical experience with similar Property, Plant and Equipment as well as anticipation of future events.

1.07 Investment Properties

Investment Property is property held either to earn rental income or capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administration purposes.

Recognition and measurement

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Depreciation

Depreciation is provided over the estimated useful life of the investment property lives which may be different

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

from the useful life prescribed in Schedule II to the Companies Act, 2013.

De-recognition

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the statement of profit and loss in the period of de-recognition.

Though, the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined by independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of investment being valued.

1.08 Intangible Assets

Recognition and measurement

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

Intangible assets acquired separately are measured on initial recognition at cost. Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

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

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

Goodwill acquired and/or arising upon business combinations, initially recognized at cost and at

subsequent period at cost less accumulated impairment loss, if any.

Amortization

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

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

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

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

Sr. no.	Nature of Assets	Effective Useful Lives	Amortization method used
1.	Intangible Assets acquired	6 years	Amortized on a Straight Line Basis over the useful life
2.	Intangible Assets being right to use	18 years 4 months	

An intangible asset is derecognised on disposal or when no future economic benefit is expected from use or disposal. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

1.09 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

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

Where the Company is the lessee

Ind AS 116 – Leases provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying assets has a low value.

Under the modified retrospective approach, at inception, the right-of-use asset is measured at the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred. The right-of-use asset is subsequently measured at cost less any accumulated depreciation and accumulated impairment losses, if any.

The lease liability is measured at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease; if that rate can be readily determined otherwise incremental borrowing rate is used to discount the lease payments. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, less lease payments made.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership are transferred

from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

1.10 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognized (except trade receivable that does not contain significant financing component) initially at fair value plus, in the case of financial assets not recorded at fair value through the statement of profit and loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the assets.

Subsequent measurement

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

- Financial assets carried at amortised cost-debt
- Financial assets at fair value through other comprehensive income –equity
- Financial assets at fair value through other comprehensive income –debt
- Financial assets at fair value through the statement of profit and loss

(i) Financial assets carried at amortised cost-debt

A financial asset is subsequently measured at amortised cost, if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income –equity

The Company measures all its equity investments except for investment in subsidiaries and associates, at fair value. Where the Company's management has opted to present fair value gain and losses on equity investments in Other Comprehensive Income, there is no subsequent reclassification of fair value gains and losses to the statement of profit and loss. Dividend income from such investments is recognized in the statement of profit and loss as other income when the Company's right to receive payments is established.

(iii) Financial assets at fair value through other comprehensive income –debt

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to statement of profit and loss. Interest earned while holding FVTOCI debt instrument is reported as interest income using the EIR method.

(iv) Financial assets at fair value through the statement of profit and loss

A financial asset which is not classified in any of the above categories, are subsequently fair valued through the statement of profit and loss.

Trade Receivable

A Receivable is classified as a 'trade receivable', if it is in respect to the amount due from customers on account of goods sold or services rendered in the ordinary course of business. Trade receivables are recognised initially at transaction price unless it creates a significant financing component in accordance with Ind AS 115 for pricing adjustments embedded in the contract. For some trade receivables, the Company may obtain security in the form of guarantee, security deposit or letter of credit which can be called upon if the counterparty is in default under the terms of the agreement. Subsequent recoveries of amounts previously written off are credited to other Income.

De-recognition

The Company derecognizes a financial asset when the contractual rights to receive the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

Impairment of Financial Assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through the statement of profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

that is required to be recognized, is recognized as an impairment gain or loss in the statement of profit and loss.

Financial liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent Measurement

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

(a) Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

(b) Trade and other payables.

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They

are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(c) Financial guarantee contracts

Financial guarantee contracts issued by the Company, are those contracts that require a payment to be made to reimburse the holder for a loss if incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. If material, financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortization.

De-recognition

A Financial Liability is de-recognized when the obligation under the liability is discharged or cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the statement of profit and loss as other income or finance costs.

Embedded derivative

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope Ind-AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind-AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through the statement of profit and loss. These embedded derivatives are measured at fair value with changes in fair value recognized in the statement of profit and loss, unless designated as effective hedging instruments.

Reclassification of financial assets and financial liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification

prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

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

1.11 Impairment of Non-Financial Assets

Intangible assets, property, plant and equipment and associate measured at cost and other non-financial assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

1.12 Foreign Exchange Transactions/Translations

The Company's financial statements are presented in Indian Rupees which is the Company's functional currency.

Transactions and balances

Foreign currency transactions are recorded, on initial recognition in the functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies (except financial instruments designated as Hedge Instruments) are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception of the following:

Monetary items that are designated as part of the cash flow hedge instrument are recognised in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or the statement of profit and loss are also recognised in OCI or the statement of profit and loss, respectively).

Derivative Financial Instruments and Hedge Accounting

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

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

1.13 Employee Benefits

(a) Short Term Employee Benefit

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

(b) Defined Contribution Plan

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

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

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(c) Defined Benefit Plan

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

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

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

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

In the case of one location, the Company has set up a trust for Contributions to provident fund, a defined benefit plan, in which the Company contributes

as specified under the law. The Company is liable for future provident fund benefits to the extent of its annual contribution and any shortfall in fund assets based on government specified minimum rates of return relating to current period service and recognises such contributions and shortfall, if any, as an expense in the year of recognition.

(d) Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value and fair value of any related assets is deducted. The liability for other long term employee benefits are provided based on actuarial valuation as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary. Re-measurements are recognised in the statement of profit and loss in the period in which they arise.

(e) Termination benefits

Termination benefits are recognized as an expense in the period in which they are incurred. The Company recognises a liability and expense for termination benefits at the earlier of the following dates:

- (a) When the entity can no longer withdraw the offer of those benefits; and
- (b) When the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

If the benefits are not expected to be settled wholly within twelve months of the reporting date, then they are discounted to present value.

1.14 Taxes on Income

Current income tax

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of deductible temporary differences associated with investments in associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

liability. Accordingly, MAT is recognised as deferred tax asset in the statement of financial position when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

1.15 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

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

1.16 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with the profit or loss in the financial statements.

The Operating Segments have been identified on the basis of the nature of products/services.

- a) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter-segment revenue.
- b) Expenses that are directly identifiable with/allocable to segments are considered for determining the segment results. Expenses which relate to the Company as a whole and not allocable to segments are included under un-allocable expenditure.
- c) Income which relates to the Company as a whole and not allocable to segments is included in un-allocable income.
- d) Segment result includes margin on inter-segment sales which are reduced in arriving at the profit before tax of the Company.
- e) Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

Inter-Segment transfer pricing

Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis and are on an arm's length basis in a manner similar to transactions with third parties.

These transfers are eliminated in consolidation.

1.17 Earning Per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also

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for the year ended March 31, 2024

the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

1.18 Statement of Cash Flow

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.19 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.20 Fair Value Measurement

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

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

based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

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

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

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

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

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

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

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

1.21 Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, short-term deposits and other short-term highly liquid investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

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

1.22 Non-Current Assets Held for Sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale/distribution rather than through continuing use and the sale is considered highly probable. Management is committed to the sale within one year from the date of classification.

The Company treats sale/distribution of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),

- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value.
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicated that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current asset held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell/distribute. Assets and liabilities classified as held for sale/distribution are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are neither depreciated nor amortized.

1.23 Investments in Subsidiaries and Associates

A subsidiary is an entity in which the Company either at its own or together with one or more of its subsidiary companies, has acquired more than one-half of its total share capital. The investment in subsidiaries are carried at cost less impairments. The cost comprises, price paid to acquire investment and directly attributable cost.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The investment in associates are carried at cost less impairments. The cost comprises, price paid to acquire investment and directly attributable cost.

1.24 Business Combinations

Business combinations (other than those under common control) are accounted for using the acquisition method under Ind AS 103. The cost of an acquisition is measured as the aggregate of the

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

consideration transferred measured at acquisition date fair value. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their acquisition date fair values.

When the Company acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. The consideration transferred by the acquirer is recognized at fair value at the acquisition date.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in the statement of profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

2.1 Use of Critical Judgments, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the

accompanying disclosures, and the disclosure of contingent liabilities.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to carrying amounts of assets and liabilities within the next financial years are described below. The Company based its assumptions and estimates or parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Property, Plant and Equipment and Intangible assets

Internal technical or user team assesses the remaining useful life of the Property, Plant and Equipment and Intangible assets. Management believes that assigned useful lives are reasonable.

(b) Embedded Lease

In assessing the applicability to arrangement entered into by the Company, the management has exercised the judgment to evaluate the right to use the asset or assets on substance of the transaction including legally enforced arrangement and other significant terms of the contract to conclude whether the arrangement meets the criteria under the Ind AS 116.

(c) Impairment of Non-Financial Assets

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(d) Impairment of Financial Assets

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

(e) Investment in Subsidiary/Associates

A subsidiary is an entity in which the Company either at its own or together with one or more of its subsidiary companies, has acquired more than one half of its total share capital.

As per Ind AS 28, an entity is considered as an associate when the investing Company has significant influence over the entity. The existence of significant influence by an investor is determined based on factors such as, representation on the board of directors or equivalent governing body of investee, participation in policy-making processes, including participation in decisions about dividends or other distributions, material transactions between the entity and its investee, interchange of managerial personnel or provision of essential technical information.

(f) Assets Held for sale

Management's judgment is required for identifying the assets which are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset and its sale is highly probable which could lead to significant judgment. Management is committed to the sale, which should be expected to qualify for

recognition as a completed sale within one year from the date of classification.

(g) Income taxes

Management's judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

(h) Contingencies

Management's judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

(i) Defined Benefit Plans

The cost of the defined benefit plans and other post-employment benefits and the present value of such obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in future. These Includes the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(j) Insurance Claims

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

3a Property, Plant & Equipment

Particulars	Land-Freehold	Buildings (including Roads)	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Electric Fitting, Water Supply & Installations	Right to Use Assets		Total
								Buildings	Land-Leasehold	
Gross Carrying Value										
Balance at April 1, 2022	2,108.13	45,702.26	89,697.77	3,510.65	1,318.45	1,013.30	7,019.62	114.52	334.89	1,50,819.59
Additions	75.00	2,933.15	23,156.67	516.84	546.19	195.43	2,497.92	640.88	-	30,562.08
Deductions/ disposals *	-	(358.57)	(1,226.17)	(44.68)	(394.85)	(123.18)	(217.19)	(16.78)	-	(2,361.40)
Reclassification of assets	-	(758.20)	758.20	-	-	-	-	-	-	-
Reclassification of assets to investment property	-	(2,536.02)	-	-	-	-	-	-	-	(2,536.02)
Reclassification of assets from investment property	110.17	-	-	-	-	-	-	-	-	110.17
Balance at March 31, 2023	2,293.30	45,002.62	1,12,386.47	3,982.81	1,469.81	1,085.55	9,300.35	738.62	334.89	1,76,594.42
Balance at April 1, 2023	2,293.30	45,002.62	1,12,386.47	3,982.81	1,469.81	1,085.55	9,300.35	738.62	334.89	1,76,594.42
Additions	21.64	4,805.12	34,857.66	87.16	266.52	403.72	2,055.98	108.72	-	42,586.52
Assets acquired under BTA (refer Note no. 48)	6,790.40	3,170.03	3,540.38	136.67	47.51	17.64	-	-	-	13,702.63
Deductions/ disposals *	(220.74)	(13.19)	(2,967.71)	(32.44)	(56.22)	(241.64)	(13.36)	(82.15)	-	(3,627.45)
Assets classified as held for sale	(680.55)	(981.55)	(15,414.01)	-	-	(7.23)	(1,651.98)	-	-	(18,735.30)
Balance at March 31, 2024	8,204.07	51,983.03	1,32,402.79	4,174.20	1,727.62	1,258.04	9,670.99	765.19	334.89	2,10,520.82
Accumulated Depreciation										
Balance at April 1, 2022	-	8,241.51	43,440.27	1,751.18	549.44	697.15	3,569.46	79.57	24.88	58,353.46
Depreciation for the year	-	1,741.70	9,568.86	192.26	178.36	117.13	607.31	56.80	5.29	12,467.71
Deductions/ disposals **	-	(358.57)	(1,139.60)	(26.86)	(283.95)	(127.97)	(206.30)	(16.78)	-	(2,140.03)
Reclassification of assets to investment property	-	(243.40)	-	-	-	-	-	-	-	(243.40)
Balance at March 31, 2023	-	9,401.24	51,869.53	1,916.58	443.85	686.31	3,970.47	119.59	30.17	68,437.74
Balance at April 1, 2023	-	9,401.24	51,869.53	1,916.58	443.85	686.31	3,970.47	119.59	30.17	68,437.74

(₹ in Lakh)

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Particulars	Land-Freehold	Buildings (including Roads)	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Electric Fitting, Water Supply & Installations	Right to Use Assets		Total
								Buildings	Land-Leasehold	
Depreciation for the year	-	1,585.14	11,737.36	202.45	174.33	183.61	853.17	171.19	5.29	14,912.54
Deductions/ disposals **	-	(2.14)	(2,767.70)	(30.19)	(35.40)	(223.23)	(12.66)	(74.01)	-	(3,145.33)
Assets classified as held for sale	-	(405.38)	(12,985.66)	-	-	(6.67)	(1,433.16)	-	-	(14,830.87)
Balance at March 31, 2024	-	10,578.86	47,853.53	2,088.84	582.78	640.02	3,377.82	216.77	35.46	65,374.08
Net Carrying Value										
Balance at March 31, 2023	2,293.30	35,601.38	60,516.94	2,066.23	1,025.96	399.24	5,329.88	619.03	304.72	1,08,156.68
Balance at March 31, 2024	8,204.07	41,404.17	84,549.26	2,085.36	1,144.84	618.02	6,293.17	548.42	299.43	1,45,146.74

Notes:

- * Deduction from Gross Carrying Value represents sale/transfer/discard of Property, Plant & Equipment/Lease hold rights written off.
- ** Deduction in depreciation ₹ (3,145.33) Lakh (Previous Year ₹ 2,140.03 Lakh) represents adjustment on account of sale/ transfer/discard of Property, Plant & Equipment.
- On transition date, the Company has opted to continue with carrying value of all of its Property, Plant and Equipment as deemed cost and net carrying value under previous GAAP as on March 31, 2015 is recognised as gross carrying amount in Ind AS as on 01-04-2015.
- Depreciation for the year 2023-24 includes ₹ 222.58 Lakh (Previous Year ₹ 136.99 Lakh) against amortisation of Government Capital Grants (refer Note 30)
- Assets are pledged as security (refer Note 14)
- As on 31st March 24, the title deed of assets acquired under slump sale from Gimmi Filaments Limited are to be executed in favour of company as per the following details:

Relevant line item in balance sheet	Description of property	Gross Carrying value	Whether title deed holder is a promoter, director or relative of promoter /Director or Employee of Promoter/Director	Property held since which date	Reason for not being held in the name of company
Freehold land	Freehold land	6,790.40	No	16/02/24	The Company is in the process of transferring the property in its name on account of BTA. Refer Note No. 48
Building	Building	3,170.03	No		

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

3b Capital Work in Progress

Particulars	(₹ in Lakh)			
	Building under construction	Plant & Equipment under erection/commissioning	Pre-operative expenses*	Total
Balance at April 1, 2022	965.76	12,541.11	824.50	14,331.37
Additions	6,458.55	22,417.29	1,004.07	29,879.91
Less: Amount capitalized in Property, Plant & Equipment	2,658.37	22,103.99	1,168.66	25,931.02
Balance at March 31, 2023	4,765.94	12,854.41	659.91	18,280.26
Balance at April 1, 2023	4,765.94	12,854.41	659.91	18,280.26
Additions	810.19	5,552.88	1,297.02	7,660.09
Less: Amount capitalized in Property, Plant & Equipment	4,703.21	16,088.74	1,947.89	22,739.84
Balance at March 31, 2024	872.92	2,318.55	9.04	3,200.51

* Pre-operative Expenses are as per breakup given below.

Particulars	(₹ in Lakh)	
	2023.24	2022-23
(A) Opening Balance	659.91	824.50
(B) Additions:		
Raw Material	-	109.03
Salaries & Wages	157.03	135.72
Professional & Consultancy Charges	72.01	43.62
Borrowing Costs	510.11	682.64
Power & Fuel	285.33	57.57
Other Expenses	272.54	39.06
Less : Trial Run Stock	-	(63.57)
	1,297.02	1,004.07
(C) Deductions:		
Amount capitalized in Property, Plant & Equipment	1,947.89	1,168.66
	1,947.89	1,168.66
(A+B-C)	9.04	659.91

On transition date, the Company has opted to continue with carrying value of all of its capital work in progress as deemed cost and net carrying value under previous GAAP as on March 31, 2015 is recognised as gross carrying amount in Ind AS as on 01-04-2015.

Capital work-in-progress ageing schedule as at March 31, 2024 and March 31, 2023 is as follows:

Particulars	(₹ in Lakh)				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3,200.51	-	-	-	3,200.51
	(18,200.27)	(79.99)	-	-	(18,280.26)
Total Capital work-in-progress	3,200.51	-	-	-	3,200.51
	(18,200.27)	(79.99)	-	-	(18,280.26)

Figures in brackets in aforesaid note represent the figures of previous year

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

3c Investment Property

(₹ in Lakh)	
Particulars	Amount
Gross Carrying Value	
Balance at April 01, 2022	1,172.36
Additions	9.64
Deductions/disposals/written off	(253.24)
Reclassified from Property, Plant & Equipment	2,536.02
Reclassified to Property, Plant & Equipment	(110.17)
Balance at March 31, 2023	3,354.61
Balance at April 1, 2023	3,354.61
Additions	-
Deductions/disposals/written off	(20.23)
Balance at March 31, 2024	3,334.38
Accumulated Depreciation	
Balance at April 01, 2022	82.20
Depreciation for the year	14.44
Deductions/disposals/written off	-
Reclassified from Property, Plant & Equipment	243.40
Balance at March 31, 2023	340.04
Balance at April 1, 2023	340.04
Depreciation for the year	54.57
Deductions/disposals/written off	-
Reclassified from Property, Plant & Equipment	-
Balance at March 31, 2024	394.61
Net Carrying Value	
Balance as at March 31, 2023	3,014.57
Balance as at March 31, 2024	2,939.77

(₹ in Lakh)	
Fair Value	Amount
At March 31, 2023	13,715.43
At March 31, 2024	14,323.02

3c(i) Measurement of Fair Value

The fair value of the investment property has been determined by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, external, independent property valuer, having appropriate qualifications and recent experience in the valuation of properties in the relevant locations and category of the properties being valued. The fair value has been determined based upon the market comparable approach that reflects recent transaction prices for similar properties.

The fair value measurement is categorised in level 3 fair value based on the inputs to the valuation technique used. (Refer Note 1.20 for definition of Level 3 fair value measurement)

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

The investment properties consist of commercial properties in India. The Management has determined the investment properties as commercial properties based on the nature of their usage.

There has been no change to the valuation technique during the year.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

3c(ii) Information regarding Income and Expenditure on Investment Property

(₹ in Lakh)			
Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
Lease Rental recognized during the year	35	601.92	254.38
Direct expenses		14.64	7.44
Profit arising from investment properties before depreciation and indirect expenses		616.56	261.82
Less : Depreciation for the year		54.57	14.44
Indirect Expenses		24.60	2.38
Profit/(Loss) arising from Investment Properties after depreciation and expenses		537.39	245.00

3c(iii) The Investment Property amounting ₹330.74 Lakh (Fair Value ₹5356.45 Lakh) is owned jointly with HEG Limited

3d Other Intangible Assets

(₹ in Lakh)	
Fair Value	Amount
Gross Carrying Value	Software
Balance at April 01, 2022	2,440.75
Additions	0.64
Deductions/ disposals	(10.61)
Balance at March 31, 2023	2,430.78
Balance at April 1, 2023	2,430.78
Additions	0.49
Deductions/ disposals	(1.72)
Balance at March 31, 2024	2,429.55
Accumulated Amortization	
Balance at April 01, 2022	1,685.36
Amortization for the year	384.92
Deductions/disposals	(10.61)
Balance at March 31, 2023	2,059.67
Balance at April 1, 2023	2,059.67
Amortization for the year	214.18
Deductions/ disposals	(1.66)
Balance at March 31, 2024	2,272.19
Net Carrying Value	
Balance as at March 31, 2023	371.11
Balance as at March 31, 2024	157.36

On transition date, the Company has opted to continue with carrying value of all of its other intangible assets as deemed cost and net carrying value under previous GAAP as on March 31, 2015 is recognised as gross carrying amount in Ind AS as on 01-04-2015.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

3e Assets & Liabilities Classified as Held for Sale

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Assets	3,951.94	-
Liabilities	-	-

Note on Assets Classified as Held for Sale

Non-current assets or disposal groups comprising of assets are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Group of Assets held for sale		
Thermal Power Plant (TPP) Assets		
Buildings	576.17	-
Plant & Machinery	2,428.35	-
Electrical Installation	218.82	-
Office Equipment	0.56	-
Spares	47.51	-
	3,271.41	-
Land at Phagi	680.53	-
Total	3,951.94	-

Due to economical inefficiencies and management exploring to shift on use of bio-fuels, the management has decided to sale the asset of ₹3271.41 Lakhs of Thermal Power Plant (TPP) assets situated at Mordi, Distt. Banswara, Rajasthan and have been classified as held for sale as on March 31, 2024 in accordance with IND AS 105 "Non-Current Assets held for sale and Discontinued Operations.

The Company had purchased land situated at Village Nimera, Tehsil Phagi, Distt. Jaipur, Rajasthan for setting up Knit project but the Knit division was set up at Mordi, Rajasthan. During the year, the management has decided to sale the vacant land and have been classified as held for sale as on March 31, 2024 in accordance with IND AS 105 "Non-Current Assets held for sale and Discontinued Operations.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

4 Investments (Non-Current)

Particulars	(₹ in Lakh)		(₹ in Lakh)	
	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Investment in Equity Instruments (Fully Paid up)				
(i) Quoted Equity Shares (At fair value through OCI)				
Equity shares of ₹10/- each (unless stated otherwise)				
BSL Limited	31,396	51.44	31,396	48.55
HEG Limited	3,18,391	5,870.49	3,18,391	2,931.43
State Bank of India (of ₹1 /- each)	24,080	181.23	24,080	126.11
Punjab National Bank (of ₹2 /- each)	4,715	5.86	4,715	2.20
Whirlpool (India) Limited	372	4.52	372	4.89
Vardhman Holdings Limited	30	0.84	30	0.77
Tata Construction & Projects Limited	150	0.02	150	0.02
Graphite (India) Limited (of ₹2 /- each)	775	4.68	775	2.03
Vardhman Textiles Limited (of ₹2 /- each)	900	3.99	900	2.64
Vardhman Special Steel Limited	36	0.15	36	0.14
		6,123.22		3,118.78
(ii) Un-quoted Equity Shares				
Investment in Subsidiary (At Cost)				
Equity shares of ₹10/- each (unless stated otherwise)				
BG Wind Power Ltd (w.e.f. 6 th April 2023)	2,20,50,000	500.00	-	-
		500.00		-
Investment in Associates (At Cost)				
Equity shares of ₹10/- each (unless stated otherwise)				
Bhilwara Energy Limited (ceased w.e.f. 29 th March 2024) *	-	-	1,25,24,960	2,343.97
LNJ Skills and Rozgar Private Limited (of ₹1 /- each) \$	11,80,000	1,180.00	11,80,000	1,180.00
		1,180.00		3,523.97
Investment in other than Associate (At fair value through OCI)				
LNJ Power Ventures Limited (of ₹10 /- each)	2,60,000	26.00	2,60,000	26.00
Bhilwara Energy Limited * (of ₹10 /- each)	1,25,24,960	16,119.62	-	-
Equity Shares of AMPLUS RJ Solar Private Limited (of ₹10 /- each)	17,00,000	170.00	-	-
		16,315.62		26.00
Investment in Debentures (Fully paid up)				
Un-Quoted Debentures				
Investment in Other than Associate (At fair value through Profit and Loss)				
LNJ Power Ventures Limited				
14% Compulsorily Convertible Debentures (of ₹1,00,000/- each)#	832	832.00	832	832.00
		832.00		832.00
		24,950.84		7,500.75
Market value of Quoted Investments		6,123.22		3,118.78
Carrying value of Un-quoted Investments		18,827.62		4,381.97

#Pledged

* Refer Note 49

\$ Company has issued Letter of Comfort to the borrower of not reducing its shareholding in LNJ Skills and Rozgar Private Limited nor it will sell, assign, transfer, pledge or encumber or dispose the same.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

5 Loans

(₹ in Lakh)

Particulars		Non- Current		Current	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Considered Good (unless otherwise stated)					
Unsecured					
Advances to Staff		-	-	120.19	199.80
	(A)	-	-	120.19	199.80
Loans which have significant increase in credit risk		-	-	-	-
Loans - credit impaired		-	-	-	-
	(B)	-	-	-	-
	(A+B)	-	-	120.19	199.80

Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under 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,"

6 Trade Receivables

(₹ in Lakh)

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Unsecured Trade Receivables- Considered Good	65,180.78	45,688.96
Trade Receivables which have significant increase in credit risk	391.81	259.36
Trade Receivables - credit impaired	-	-
Less: Allowance for credit Impairment	(1,080.88)	(507.72)
	64,491.71	45,440.60

Of the above, trade receivables from Related Parties are given below.

(₹ in Lakh)

Particulars	Note No.	Current	
		As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good	39	772.33	1,777.61

Transfer of Financial Assets

During the year, the Company has discounted trade receivables with an aggregate carrying amount of ₹14,369.55Lakh (as at March 31, 2023 ₹9,815.64 Lakh), with the banks. If the trade receivables are not paid at maturity, the banks have right to recourse the Company to pay the unsettled balance. As the Company has not transferred significant risk and rewards relating to these trade receivables, it continues to recognise the full carrying amount of the receivables and has recognised amount received on the transfer as borrowings. (Refer Note 15)

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Trade receivables ageing schedule as at March 31, 2024 and March 31, 2023:

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	39,886.48	23,096.27	1,680.22	373.35	108.02	36.44	65,180.78
	(31,693.75)	(11,709.83)	(1,378.91)	(751.41)	(111.26)	(43.80)	(45,688.96)
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	114.97	67.44	209.40	391.81
	-	(37.42)	(3.78)	(1.60)	(9.45)	(207.11)	(259.36)
Disputed Trade Receivables– credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	39,886.48	23,096.27	1,680.22	488.32	175.46	245.84	65,572.59
	(31,693.75)	(11,747.25)	(1,382.69)	(753.01)	(120.71)	(250.91)	(45,948.32)
Less : Impairment Loss Allowance							1,080.88
							(507.72)
Total Trade Receivables							64,491.71
							(45,440.60)

Figures in brackets in aforesaid note represent the figures of previous year

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

7 Cash and Cash Equivalents

(₹ in Lakh)

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Cash and Cash Equivalents		
- Balance with Banks		
In Current Accounts #	420.97	312.59
- Cash in hand	15.53	8.37
	436.50	320.96
Bank Balances other than Cash and Cash Equivalents		
- Fixed Deposits with remaining maturity of more than three months but less than 12 months	253.84	0.34
- Balance with Banks		
Unpaid Dividend *	93.62	189.73
	347.46	190.07

* Earmarked against the corresponding provision (Refer Note 17)

Including as referred under Note No. 37A c.

8 Other Financial Assets

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Considered Good (Unless otherwise stated)				
Claims and other Receivables	-	-	10.66	1,334.14
Employees' Benefit Fund	-	357.04	-	-
Forward Cover Receivable	-	-	-	54.85
Earnest Money Deposit	-	-	17.95	15.95
Interest Receivable	-	-	387.05	381.91
Less: Impairment Loss Allowance	-	-	(6.99)	(13.19)
Security Deposits	399.97	392.18	236.77	235.51
Other Receivables*				
- Related Parties (Refer Note 39)	-	-	399.60	435.73
- Unrelated Parties	-	-	3,839.53	3,678.94
	399.97	749.22	4,884.57	6,123.84

* Other receivables include debenture interest and rent receivable.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

9 Inventories

(₹ in Lakh)

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Raw materials :		
(a) In Godown	49,317.83	37,766.19
(b) In Transit	529.71	560.53
	49,847.54	38,326.72
Work-In-Progress	13,200.22	12,191.23
Finished Goods	15,887.13	15,733.48
Traded Goods	614.77	11.81
Stores and Spares :		
(a) In Godown	836.87	1,157.02
(b) In Transit	-	0.02
	836.87	1,157.04
Loose tools	80.57	67.53
Others-Waste	562.74	237.39
	81,029.84	67,725.20

(i) For Inventory valuation refer Note 1.05 of Notes to the Standalone Financial Statement.

(ii) For Inventories secured against borrowings, Refer Note 14 & Note 15

(iii) The cost of Inventories including raw materials, stores & spares and Packing material recognised as expense amount to ₹2,73,703.51 Lakh during the year ended March 31, 2024 (₹2,42,888.47 Lakh for the year ended March 31, 2023)

10 Current Tax Assets/(Liabilities) (Net)

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Tax Assets {Net of Provision for Income Tax of ₹7,743.28 Lakh (Previous Year ₹7,910.41 Lakh)}	1,957.78	2,025.58
	1,957.78	2,025.58

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

11 Other Assets

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Considered Good (unless otherwise stated)				
Capital Advances	1,626.85	4,877.01	-	-
Security Deposits	2,747.45	1,957.26	-	-
Advances to Vendors*	-	-	2,441.21	2,256.92
Advances to Employees	-	-	25.11	42.97
Claims, Incentives & Other Receivables from Govt. Authorities	-	-	17,910.57	14,566.58
Prepaid Expenses	-	-	501.90	297.61
	4,374.30	6,834.27	20,878.79	17,164.08

* Includes advances to related vendors ₹ NIL Lakh for 2023-24 (₹1.57 Lakh for 2022-23)

12 Equity Share Capital

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised		
6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of ₹10 each	6,000.00	6,000.00
25,00,00,000 (Previous Year 25,00,00,000) Optionally Convertible Redeemable Preference Shares of ₹150 each	3,750.00	3,750.00
5,00,00,000 (Previous Year 5,00,00,000) Optionally Convertible Redeemable Preference Shares of ₹7.50 each	3,750.00	3,750.00
	13,500.00	13,500.00
Issued, Subscribed and Fully paid up		
4,71,01,684 (Previous Year 4,71,01,684) Equity Shares of ₹10 each	4,710.17	4,710.17
	4,710.17	4,710.17

(i) Reconciliation of number of equity shares outstanding at the beginning and end of the year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount in Lakh	Number of shares	Amount in Lakh
Opening	4,71,01,684	4,710.17	2,35,50,842	2,355.08
Add: Share allotment during the year*	-	-	2,35,50,842	2,355.09
Closing Balance	4,71,01,684	4,710.17	4,71,01,684	4,710.17

*On January 13, 2023, the Company allotted 2,35,50,842 fully paid-up equity shares having a face value of ₹10/- each at a price of ₹100/- per Right equity share (including premium of ₹90/- per right equity share) aggregating to ₹23,550.84 Lakh on a rights basis to the existing equity shareholders of the Company in the ratio of 1:1 right equity shares i.e. 1 (one) equity shares for every 1 (one) equity shares held by the eligible equity shareholders on the record date. The issue was fully subscribed. The basic and diluted earnings per share for the year ended March 31, 2023 have been adjusted appropriately for the bonus element in respect of rights issue.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(ii) Terms and rights attached with equity shares:

The Company has only one class of equity shares, having at par value of ₹10 each. Each holder of the equity shares is entitled to one vote per share. There is no restriction attached to any equity share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. The repayment of equity share capital in the event of liquidation and buy-back of shares is possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

(iii) Shares in the Company held by each shareholder holding more than 5% :

Names	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of shares held	Number of shares	% of shares held
Microbase Limited	73,01,940	15.50	73,01,940	15.50
LNJ Financial Services Limited	51,25,370	10.88	51,25,370	10.88
Purvi Vanijya Niyojan Limited	31,57,077	6.70	31,57,077	6.70
	1,55,84,387	33.08	1,55,84,387	33.08

(iv) The Company does not have any holding/ultimate holding company.

(v) Shares held by promoters and change in shareholding of promoters

Promoter name	As at March 31, 2024		As at March 31, 2023		% Change during the year
	Number of shares	% of shares held	Number of shares	% of shares held	
Ravi Jhunjunwala	6,07,410	1.29	6,07,410	1.29	-
Riju Jhunjunwala	3,77,000	0.80	3,77,000	0.80	-
Rita Jhunjunwala	3,36,420	0.71	3,36,420	0.71	-
Rishabh Jhunjunwala	86,000	0.18	86,000	0.18	-
Arun Kumar Churiwal	3,310	0.01	3,310	0.01	-
Shekhar Agarwal	3,463	0.01	3,463	0.01	-
Shantanu Agarwal (HUF)	3,463	0.01	3,463	0.01	-
LNJ Financial Services Limited	51,25,370	10.88	51,25,370	10.88	-
Purvi Vanijya Niyojan Limited	31,57,077	6.70	31,57,077	6.70	-
Dreamon Commercial Private Limited*	19,29,455	4.10	-	-	4.10
Nivedan Vanijya Niyojan Limited	-	-	18,60,074	3.95	(3.95)
Investors India Limited	11,39,955	2.42	11,39,955	2.42	-
N.R. Finvest Pvt Limited	5,16,000	1.10	5,16,000	1.10	-
Bharat Investments Growth Limited	18,15,300	3.85	18,15,300	3.85	-
Akunth Textile Processors Pvt Limited	2,80,000	0.59	2,80,000	0.59	-
Raghav Commercial Limited	7,47,800	1.59	7,47,800	1.59	-
Kalati Holding Pvt Limited	2,29,573	0.49	2,29,573	0.49	-
India Tex Fab Marketing Limited	5,287	0.01	5,287	0.01	-
Micro Base Limited	73,01,940	15.50	73,01,940	15.50	-
Microlight Investments Limited	21,70,000	4.61	21,70,000	4.61	-

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Promoter name	As at March 31, 2024		As at March 31, 2023		% Change during the year
	Number of shares	% of shares held	Number of shares	% of shares held	
Corn Hill Investments Limited	3,97,600	0.84	3,97,600	0.84	-
RLJ Family Trusteeship Private Limited (Trustee Of Ravi Jhunjhunwala Family Trust)	500	0.00	500	0.00	-
Total	2,62,32,923	55.69	2,61,63,542	55.55	0.15

* Dreamon Commercial Private Limited has become part of promoter group pursuant to acquisition of 19,29,455 equity shares. The said shares have been acquired by Dreamon Commercial Private Limited by way of off market transfer pursuant to implementation of the Scheme of Amalgamation of Inter Globe Infralog Limited, Kotyark Distributors Private Limited, Nivedan Vanijya Niyojan Limited, Pacific Management Private Limited, Sarita Computers Private Limited, Veronia Tie-up Private Limited, Vikram Properties and Merchandise Private Limited with Dreamon Commercial Private Limited, which has been approved by the Hon'ble National Company Law Tribunal, Kolkata Bench on 12th January, 2023. Out of the above amalgamated companies, Nivedan Vanijya Niyojan Limited which was previously a member of promoter group of RSWM Limited, has now ceased to be member of Promoter Group of RSWM Limited. The aforesaid scheme was effective from 10th March, 2023 and date of acquisition of 19,29,455 equity shares by way of off market transfer was 19th June, 2023. In this regard, necessary disclosures under the SEBI (SAST) Regulations, 2011 and the SEBI (PIT) Regulations, 2015 have already been made to BSE Limited and National Stock Exchange of India Limited.

Promoter name	As at March 31, 2023		As at March 31, 2022		% Change during the year
	Number of shares	% of shares held	Number of shares	% of shares held	
Ravi Jhunjhunwala *	6,07,410	1.29	2,82,410	1.20	0.09
Riju Jhunjhunwala *	3,77,000	0.80	1,75,000	0.74	0.06
Rita Jhunjhunwala *	3,36,420	0.71	1,56,048	0.66	0.05
Rishabh Jhunjhunwala *	86,000	0.18	40,000	0.17	0.01
Arun Kumar Churiwal *	3,310	0.01	1,610	0.01	0.00
Shekhar Agarwal *	3,463	0.01	1,500	0.01	0.00
Shantanu Agarwal (HUF) *	3,463	0.01	1,500	0.01	0.00
LNJ Financial Services Limited *	51,25,370	10.88	23,83,370	10.12	0.76
Purvi Vanijya Niyojan Limited *	31,57,077	6.70	14,68,077	6.23	0.47
Nivedan Vanijya Niyojan Limited *	18,60,074	3.95	8,65,074	3.67	0.28
Investors India Limited *	11,39,955	2.42	5,29,955	2.25	0.17
N.R. Finvest Pvt Limited *	5,16,000	1.10	2,40,000	1.02	0.08
Bharat Investments Growth Limited *	18,15,300	3.85	8,44,300	3.59	0.27
Akunth Textile Processors Pvt Limited *	2,80,000	0.59	1,40,000	0.59	-
Raghav Commercial Limited *	7,47,800	1.59	3,47,800	1.48	0.11
Kalati Holding Pvt Limited *	2,29,573	0.49	1,06,573	0.45	0.03
India Tex Fab Marketing Limited *	5,287	0.01	2,289	0.01	0.00
Micro Base Limited *	73,01,940	15.50	36,50,970	15.50	-
Microlight Investments Limited*	21,70,000	4.61	10,85,000	4.61	-
Corn Hill Investments Limited*	3,97,600	0.84	1,98,800	0.84	-
RLJ Family Trusteeship Private Limited (Trustee Of Ravi Jhunjhunwala Family Trust)	500	0.00	-	-	-
Total	2,61,63,542	55.55	1,25,20,276	53.16	2.38

* During the year, 2022-23 Company allotted 1,36,42,766 fully paid-up equity shares at a price of ₹100/- per Right equity share aggregating to ₹13,642.77 Lakh on a rights basis to the Promoters or Promoter Group. Refer Note 12(i)

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

13 Other Equity

Particulars	As at March 31, 2024		As at March 31, 2023	
a. Capital Reserve				
Balance at the beginning of the year	701.48		701.48	
Balance at the end of the year		701.48		701.48

Balance of Capital Reserve consists of forfeiture of warrants, cancellation of investment in BMD Private Limited on demerger and share in demerged company issued to shareholders of the Company as per order of the Court and Reserve created on account of merger/amalgamation of Mordi Textiles and Processors Limited (MTPL). The balance will be utilised for issue of fully paid bonus shares and as per the provisions of the Companies Act, 2013.

b. Securities Premium				
Balance at the beginning of the year	30,492.08		9,618.56	
Add/ (Less):				
Security Premium received on Right Issue Share Allotment	-		21,195.77	
Right Share Issue Expenses Adjustment	-		(322.25)	
Balance at the end of the year		30,492.08		30,492.08

Balance of Security Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Company's own share as per the provisions of the Companies Act, 2013.

c. Preference Share Capital Redemption Reserve				
Balance at the beginning of the year	6,060.85		6,060.85	
Balance at the end of the year		6,060.85		6,060.85

Preference Share Capital Redemption Reserve represents the statutory reserve created towards redemption of these shares and the same will be utilised for issue of fully paid bonus shares as per the provisions of the Companies Act, 2013.

d. Effective Portion of Cash Flow Hedge				
Balance at the beginning of the year	29.51		34.77	
Change in fair value (net off tax)	(139.47)		(5.26)	
Balance at the end of the year		(109.96)		29.51

The Cash Flow Hedge Reserve represents the cumulative effective portion of gain/(loss) arising on changes in fair value of undesignated portion of hedging instruments entered into for Cash Flow Hedge. The cumulative gain/(loss) arising on changes in fair value of undesignated portion of the hedging instruments that are recognised and accumulated under the heading of Cash Flow Hedge Reserve will be reclassified to the Statement of Profit and Loss only when the hedge transaction affects the Profit or Loss.

e. General Reserve				
Balance at the beginning of the year	4,910.28		4,910.28	
Balance at the end of the year		4,910.28		4,910.28

Free reserves to be utilised as per the provisions of the Companies Act, 2013.

f. Fair Value Change in Equity Instruments Through Other Comprehensive Income (OCI)				
Balance at the beginning of the year	3,088.28		4,514.79	
Additions/Deductions during the year	3,004.44		(1,426.51)	
Balance at the end of the year		6,092.72		3,088.28

This reserve represents the cumulative gain/(loss) arising on fair valuation of equity instruments and the amount is reclassified to retained earnings at the time of disposal of equity shares.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Particulars	As at March 31, 2024		As at March 31, 2023	
g. Retained Earnings				
Balance at the beginning of the year	76,849.44		71,657.77	
Additions during the year	3,491.96		10,960.80	
Add/ (Less):				
Remeasurements of the defined benefit plans through OCI (refer Note 32)	84.77		118.58	
Gain/(Loss) on sale of equity instruments valued through OCI	-		-	
Dividend paid during the year	(2,355.08)		(5,887.71)	
Balance at the end of the year		78,071.09		76,849.44
The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.				
Total (a to g)		1,26,218.54		1,22,131.92

Details of Dividend Proposed and Paid

Dividend paid

(₹ in Lakh)

Particulars	As at March 31, 2024		As at March 31, 2023	
Dividend paid ₹5 per share* (Previous year ₹25 per share)		2,355.08		5,887.71
		2,355.08		5,887.71

* Final Dividend for the financial year ending 31st March, 2023

14 Borrowings

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Secured				
Term Loans :				
- From Banks	58,555.26	46,923.63	14,543.78	8,344.64
- From Financial Institutions	3,970.00	3,050.00	580.00	150.00
Corporate Loans :				
- From Banks	4,000.00	-	-	-
	66,525.26	49,973.63	15,123.78	8,494.64
Less: Current Maturity of Long term Debt (Refer Note 15)	-	-	(15,123.78)	(8,494.64)
	66,525.26	49,973.63	-	-

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Term Loans from Banks, Financial Institutions and NBFCs:

Current Year's Figures

I Term loans - secured

Term loans secured by way of first pari-passu charge on the entire immovable properties and movable fixed assets of the Company, present & future and pari-passu second charge on the entire current assets of the Company, present & future.

Conditions of Term Loans are summarised below:

(A) Floating Rate - Carrying floating interest rate of 3 Month MCLR to 1Y MCLR 0 to 1.00% as on 31st March 2024

Date of Maturity	Outstanding March 31, 2024			Installments due after March 31, 2024
	Total Outstanding	Long term maturity	Current maturity	
(a) From Banks:				
25/Apr/24	400.00	-	400.00	1
30/Jun/25	3,950.00	800.00	3,150.00	5
11/Mar/27	5,000.00	4,000.00	1,000.00	12
30/Jun/27	3,019.32	2,119.32	900.00	13
25/Nov/28	1,610.00	1,430.00	180.00	19
1/Jan/29	5,827.00	4,652.00	1,175.00	19
30/Jan/29	2,961.36	2,670.08	291.28	20
30/Mar/29	8,836.64	7,836.64	1,000.00	20
31/Mar/29	4,376.00	3,544.00	832.00	20
30/Jun/29	1,415.13	1,015.13	400.00	21
30/Sep/29	1,144.59	744.59	400.00	22
31/Mar/30	10,789.00	8,989.00	1,800.00	24
30/Jun/30	3,145.49	2,207.99	937.50	24
1/Jan/31	5,824.49	5,266.49	558.00	27
30/Mar/31	18,800.00	17,280.00	1,520.00	28
Sub Total (A)	77,099.04	62,555.26	14,543.78	
(b) From Financial Institutions:				
1/Jan/29	3,050.00	2,750.00	300.00	20
1/Jul/29	1,500.00	1,220.00	280.00	20
Sub Total (B)	4,550.00	3,970.00	580.00	
Total (A+B)	81,649.04	66,525.26	15,123.78	

Previous Year's Figures

I Term loans - secured

Term loans secured by way of first pari-passu charge on the entire immovable properties and movable fixed assets of the Company, present & future and pari-passu second charge on the entire current assets of the Company, present & future.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Conditions of Term Loans are summarised below:

(A) Floating Rate - Carrying floating interest rate of 6 Month MCLR to 1Y MCLR + 1.05% as on 31st March 2023

Date of Maturity	Outstanding March 31, 2023			Installments due after March 31, 2023
	Total Outstanding	Long term maturity	Current maturity	
(a) From Banks:				
30/Sep/23	395.00	-	395.00	2
30/Dec/23	708.00	-	708.00	3
25/Apr/24	2,000.00	400.00	1,600.00	5
30/Jun/25	6,825.00	3,950.00	2,875.00	9
30/Jun/27	3,419.32	3,019.32	400.00	16
25/Nov/28	1,150.00	1,110.00	40.00	20
1/Jan/29	6,376.86	5,719.86	657.00	24
30/Jan/29	3,107.00	2,961.36	145.64	24
30/Mar/29	9,436.65	8,836.65	600.00	24
31/Mar/29	5,000.00	4,376.00	624.00	24
30/Jun/29	800.00	500.00	300.00	24
1/Jan/31	2,446.45	2,446.45	-	28
30/Mar/31	13,603.99	13,603.99	-	28
Sub Total	55,268.27	46,923.63	8,344.64	

(B) Floating Rate - 1 Year MCLR + 1.60% as on 31st March 2023

Date of Maturity	Outstanding March 31, 2023			Installments due after March 31, 2023
	Total Outstanding	Long term maturity	Current maturity	
(a) From Financial Institutions:				
1/Jan/29	3,200.00	3,050.00	150.00	24
Sub Total	3,200.00	3,050.00	150.00	
Total I	58,468.27	49,973.63	8,494.64	

15 Borrowings (Current)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
a. Loans Repayable on Demand		
From Banks	81,708.11	46,783.18
b. Bill Discounted from Banks (Refer Note 6)	5,296.02	2,112.29
c. Current Maturities Of Long Term Debts	15,123.78	8,494.64
	1,02,127.91	57,390.11
Unsecured		
Bill Discounted From Banks (Refer Note 6)	9,073.53	7,703.35
	9,073.53	7,703.35
	1,11,201.44	65,093.46

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Cash credit and other working capital facilities from banks and financial institutions are secured by way of hypothecation of stocks of raw materials, work-in progress, finished goods, stores and spares, packing material, goods at port/in transit/under shipment, outstanding money, book debts, receivables and other current assets of the Company on pari-passu basis, as well as pari-passu second charge on all the fixed assets of the Company, present and future.

All loans repayable on demand carry floating interest rate ranging from 6.30 % to 10.05% per annum (Previous year 7.20% to 10.05%), computed monthly.

15 a Lease Liabilities

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Lease Liabilities (Refer Note 47)	419.93	481.07	140.89	113.17
	419.93	481.07	140.89	113.17

16 Trade Payables

(₹ in Lakh)

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Trade Payables		
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 40)	2,557.14	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE)		
- Related parties (Refer Note 39)	1,233.01	1,002.24
- Unrelated parties	16,202.82	10,772.28
	19,992.97	13,478.17

Trade payables ageing schedule as at March 31, 2024 and March 31, 2023:

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	2,557.14	-	-	-	-	2,557.14
	(1,573.43)	(130.22)	-	-	-	(1,703.65)
Others	12,436.37	2,983.47	216.90	1,799.09	-	17,435.83
	(7,956.79)	(2,906.77)	(374.88)	(534.28)	(1.80)	(11,774.52)
Disputed dues – MSME	-	-	-	-	-	-
	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-
	-	-	-	-	-	-
Total Trade Payable	14,993.51	2,983.47	216.90	1,799.09	-	19,992.97
	(9,530.22)	(3,036.99)	(374.88)	(534.28)	(1.80)	(13,478.17)

Figures in brackets in a foresaid note represent the figures of previous year.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

17 Other Financial Liabilities

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due on borrowings	-	-	139.47	91.95
Unclaimed dividend*	-	-	93.62	189.73
Security deposits from outsiders	195.79	165.40	847.11	1,048.29
Liability towards staff and workers	-	-	4,245.57	3,267.78
Commission, incentives etc. payable on sale	-	-	2,297.66	1,712.58
Other liabilities for expenses	-	-	1,384.32	1,516.41
Forward cover payable	-	-	46.79	-
	195.79	165.40	9,054.54	7,826.74

Note:

* There are no outstanding dues to be paid to Investor Education & Protection Fund.

18 Provisions

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Provision for Employees' Benefit				
-Gratuity and Earned Leave (Refer Note 34)	495.54	-	276.64	-
-Superannuation (Refer Note 34)	-	-	68.13	24.17
	495.54	-	344.77	24.17

19 Income Tax

a) Income tax recognized in profit or loss

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current tax expense		
Current year	574.00	2,447.86
Tax of the Earlier Years Written off / (Written back)#	(278.85)	(2,065.64)
Deferred tax expense		
Origination and reversal of temporary differences	(1,018.22)	2,484.93
	(723.07)	2,867.15

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

b) Reconciliation of effective tax rate

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit before tax	2,768.89	13,827.95
Tax using the Company's domestic tax rate @ 34.944% (Previous year 34.944%)	967.56	4,832.04
Expenses further deductible/not deductible for tax purposes	207.13	(1,493.49)
Difference in Tax Rate due to Special Rate on LTCG	1,062.62	(494.49)
Tax due to timing differences	(1,018.22)	2,484.93
MAT Credit (Utilized)/availed	(1,663.31)	(396.20)
Tax of the Earlier Years Written off / (Written back)#	(278.85)	(2,065.64)
	(723.07)	2,867.15

During the previous year, reversal of tax provision of earlier years of ₹2,065.64 Lakh, interest of ₹1,334.06 Lakh on refund receivable and MAT credit reversal of ₹697.58 Lakh based on similar judgement held in favour of the Company by the Income Tax Authorities and also same has been endorsed by views of an expert on Income tax matters.

20 Deferred Tax Liabilities (Net)

(₹ in Lakh)

Particulars	As at April 1, 2023	Recognized in Retained Earning	Recognized in P&L	Recognized in OCI	As at March 31, 2024
Deferred tax assets/ liabilities are attributable to the following items;					
Deferred Tax Assets on:					
-Effect of expenditure debited to statement of profit and loss in the current year/earlier years but allowable for tax purposes in the following years	734.71	-	(512.68)	-	222.03
-Business Loss Carried forward	-	-	5,947.23	-	5,947.23
-Allowance for impairment loss allowances	182.03	-	149.60	-	331.63
	916.74	-	5,584.15	-	6,500.89
Deferred Tax Liabilities on:					
- Depreciation and Amortization expenses	11,415.82	-	3,843.72	-	15,259.54
Unrealised gain on BEL fair valuation			2,385.52		2,385.52
- Cash Flow Hedge	15.86	-	-	47.31	63.17
- Remeasurements of the defined benefit plans	130.74	-	-	45.53	176.20
	11,562.42	-	6,229.24	92.84	17,884.43
Less: MAT Credit Available#	(1,723.04)	-	(1,663.31)	-	(3,386.35)
Net Deferred Tax Liability	8,922.64	-	(1,018.22)	92.84	7,997.26

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Particulars	As at April 1, 2022	Recognized in Retained Earning	Recognized in P&L	Recognized in OCI	As at March 31, 2023
Deferred tax assets/ liabilities are attributable to the following items;					
Deferred Tax Assets on:					
-Effect of expenditure debited to statement of profit and loss in the current year/earlier years but allowable for tax purposes in the following years	695.03	-	39.68	-	734.71
-Allowance for impairment loss allowances	144.74	-	37.29	-	182.03
	839.77	-	76.97	-	916.74
Deferred Tax Liabilities on:					
- Depreciation and Amortization expenses	9,947.70	-	1,468.12	-	11,415.82
- Cash Flow Hedge	18.68	-	-	(2.82)	15.86
- Remeasurements of the defined benefit plans	67.05	-	-	63.69	130.74
	10,033.43	-	1,468.12	60.87	11,562.42
Less: MAT Credit Available #	(2,816.82)	-	1,093.78	-	(1,723.04)
Net Deferred Tax Liability	6,376.84	-	2,484.93	60.87	8,922.64

Note:

During the previous year the company had accounted for MAT credit reversal of ₹697.58 Lakh in books of accounts based on income tax assessments of earlier years, available judgements and legal opinion obtained by the company. Refer footnote to Note No.19.

21 Deferred Government Grants

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	1,013.54	94.93
Grants during the year	993.29	1,069.88
Released to the statement of profit and loss	(136.98)	(151.27)
Closing Balance	1,869.85	1,013.54

Particulars	As at March 31, 2024	As at March 31, 2023
Out of above:		
Current	222.07	62.50
Non- Current	1,647.78	951.04
	1,869.85	1,013.54

Government grants have been received for the purchase of certain items of property, plant and equipment.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

22 Other Liabilities

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Security Deposits	5.53	-	-	-
Advances from customers	-	-	1,290.36	1,169.12
Advances from others	-	-	-	231.09
Statutory dues payable	-	-	-	-
-Tax deducted at source	-	-	417.94	389.77
-Other statutory dues	-	-	343.19	276.26
Other Payables *	-	-	8,044.30	8,096.67
	5.53	-	10,095.79	10,162.91

* Include accrued liabilities and legal claims.

23 Revenue From Operations

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A Revenue from Contracts with Customers disaggregated based on nature of Product or Services		
a) Sale of Products :		
Manufactured Goods		
Yarn	2,80,996.94	2,75,546.86
Fabric	81,502.68	79,689.99
Total Manufactured Goods	3,62,499.62	3,55,236.85
Traded Goods		
Yarn	21,361.39	9,782.28
Fibre	1,157.08	237.71
Fabric	8,076.59	4,845.65
Garments	0.09	0.05
Total Traded Goods	30,595.15	14,865.69
	3,93,094.77	3,70,102.54
b) Sale of Services :		
Services	3,404.19	3,164.13
	3,404.19	3,164.13
Sub Total (a + b)	3,96,498.96	3,73,266.67
c) Other Operating Revenues :		
Sale of Waste	5,910.57	4,093.59
Export Benefits/Incentives	3,310.18	1,529.36
	9,220.75	5,622.95
Total (a + b + c)	4,05,719.71	3,78,889.62
B Revenue from Contracts with Customers disaggregated based on geography		
India	2,80,273.96	2,79,552.67
Outside India	1,16,225.00	93,714.00
	3,96,498.96	3,73,266.67

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

23 Revenue From Operations (Contd..)

Setout below, is the reconciliation of the Revenue from Contracts with Customers with the amounts disclosed in the segment information (Refer Note 38):

(₹ in Lakh)

Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
	Yarn	Fabric	Total	Yarn	Fabric	Total
Segment Revenue						
External Customer	3,14,565.26	91,154.45	4,05,719.71	2,93,259.14	85,630.48	3,78,889.62
Inter-segment	38,724.29	59.45	38,783.74	38,114.68	67.03	38,181.71
	3,53,289.55	91,213.90	4,44,503.45	3,31,373.82	85,697.51	4,17,071.33
Less: Inter-segment adjustment and elimination	38,724.29	59.45	38,783.74	38,114.68	67.03	38,181.71
Total Revenue from Contract with Customers	3,14,565.26	91,154.45	4,05,719.71	2,93,259.14	85,630.48	3,78,889.62

The Company has recognized revenue of ₹1,169.12 Lakh (Previous year ₹1,402.25 Lakh) from the amounts included under advance received from customers at the beginning of the year.

C Reconciliation of Revenue from Contracts with Customers

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Contracts with Customers as per contract price	3,99,658.26	3,75,961.18
Less: Incentives, Discounts and Claims	3,159.30	2,694.51
Revenue from Contracts with Customers as per Standalone Statement of Profit and Loss	3,96,498.96	3,73,266.67

The amounts receivable from customers become due after expiry of credit period. There is no significant financing component in any transaction with the customers.

The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

24 Other Income

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income on Financial Assets at amortized cost		
- Interest Income from Customers	559.23	513.43
- Interest Income Others *	354.00	1,618.01
Interest income on Debentures	116.48	116.48
Dividend Income from Investments at FVTOCI		
- From other than Subsidiary Companies	138.66	129.57
Other Non-operating Income		
Provisions written back	81.79	694.60
Insurance & Other Claims **	4.09	1,420.06
Net Gain on Foreign Currency Transaction	144.29	-
Miscellaneous receipts	1,032.92	644.14
Rent on Investment Properties and others	618.72	271.18
Net Gain / Loss on sale of Property, Plant & Equipment #	502.17	3,736.54
	3,552.35	9,144.01

* Includes interest income of ₹23.00 Lakh (Previous year ₹1334.06 Lakh) on tax adjustment for earlier years. Refer Footnote to note no. 19

** Previous year includes claim of ₹1,360.41 Lakh against fire at Denim.

Previous year includes the gain of ₹1,992.57 Lakh on sale of Freight Terminal Business on Slump Sale basis.

25 Cost of Raw Materials Consumed

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Raw Materials		
Opening Stock	38,326.72	25,025.63
Add:		
Purchases	2,41,523.43	2,35,784.78
	2,79,850.15	2,60,810.41
Less:		
Closing Stock	49,847.54	38,326.72
	2,30,002.61	2,22,483.69

26 Purchase of Traded Goods

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Yarn	21,600.98	8,916.97
Fibre	1,102.82	213.54
Fabric	7,632.15	4,044.75
	30,335.95	13,175.26

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

27 Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Inventories at the end of the year		
Finished Goods	15,887.13	15,733.48
Traded Goods	614.77	11.81
Work In Progress	13,200.22	12,191.23
Waste	562.74	237.39
	30,264.86	28,173.91
Inventories at the beginning of the year		
Finished Goods	15,733.48	11,924.37
Traded Goods	11.81	320.85
Work In Progress	12,191.23	11,406.54
Waste	237.39	144.48
	28,173.91	23,796.24
Add: On Account of Business Transfer Agreement	2,651.38	-
Add : Trial Run Stock	-	63.57
(Increase)/ Decrease in Inventory	560.43	(4,314.10)

28 Employee Benefit Expenses

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	40,760.20	36,680.37
Contribution to provident and other funds	4,068.52	3,729.18
Expenses related to post employment defined benefit plan (Refer Note 34)	871.45	763.23
Expenses related to earned leave (Refer Note 34)	220.57	137.08
Workmen and staff welfare expenses	665.71	537.94
	46,586.45	41,847.80

29 Finance Cost

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest Expenses on financial liabilities measured at amortised cost		
On term loans *	2,741.68	3,341.23
On working capital	5,795.34	3,540.36
Other borrowing costs	676.40	512.92
	9,213.42	7,394.51
* Net of RIPS Subsidy received / receivable	1,966.92	615.78

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

30 Depreciation and Amortization Expenses

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Property, Plant & Equipment *		
Depreciation and Impairment	14,912.54	12,467.71
	14,912.54	12,467.71
Less:		
Amortization of Government Capital Grants	222.58	136.99
	222.58	136.99
Investment Property#		
Depreciation	54.57	14.44
	54.57	14.44
	14,744.53	12,345.16
Intangible Assets		
Amortization @	214.18	384.92
	214.18	384.92
	14,958.71	12,730.08

* Refer Note 3a

Refer Note 3c

@ Refer Note 3d

31 Other Expenses

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Stores and spares consumed	8,274.87	6,988.10
Power and fuel	46,994.08	42,478.41
Packing expenses	4,529.65	4,555.52
Processing and job charges	4,772.76	4,281.29
Research and development expenses	107.58	93.68
Repairs & maintenance - building	484.62	532.00
Repairs & maintenance - plant & machinery	1,320.45	1,241.07
Repair and maintenance - others	426.71	570.92
Rent	636.92	686.18
Insurance (Net)	1,159.80	1,000.86
Rates and taxes	137.93	108.87
Directors' fee	90.75	78.00
Corporate social responsibility (Refer Note 36)	206.36	121.74
Charity and donation*	516.37	40.05

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Payment to statutory auditors		
As statutory auditors	50.00	50.00
For other services#	10.80	11.55
For reimbursement of expenses	2.82	2.94
Legal, professional & consultancy expenses	1,783.69	1,410.61
Other miscellaneous expenses	2,472.22	2,228.79
Commission and brokerage	2,622.44	2,251.35
Freight, forwarding and octroi charges	9,089.00	9,661.72
Advertisement expenses	39.05	75.20
Travelling expenses	1,096.82	1,031.11
Other selling expenses	1,338.73	1,117.08
Net Loss on Foreign Currency Transaction	-	145.47
Allowances for Impairment Loss Allowance	456.83	125.93
	88,621.25	80,888.44

* Include ₹500 Lakhs paid to Bhartiya Janta Party towards political contribution.

#During previous year, Professional services fee relating to issuance of shares on rights basis amounting to ₹40 Lakh has been netted off from equity during the year ended March 31, 2023. Hence, not included in above.

32 Other Comprehensive Income

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
(i) Items that will not be reclassified to Profit or Loss		
Remeasurement of the defined benefit plans	130.30	182.27
Equity Instruments through Other Comprehensive Income (OCI)	3,004.44	(1,426.51)
	3,134.74	(1,244.24)
Income tax relating to items that will not be reclassified to Profit or Loss		
Related to Remeasurement of defined benefit plans	(45.53)	(63.69)
(ii) Items that will be reclassified to Profit or Loss		
Change in Fair value of Effective portion of Cash Flow Hedge Recognised during the year (Refer Note 42)	(46.79)	45.37
Amount Reclassified to Profit & Loss account during the year (Refer Note 42)	(45.37)	(53.45)
	(92.16)	(8.08)
Income tax relating to items that will be reclassified to Profit or Loss		
- Tax on amount reclassified to Profit & Loss account during the year	(47.31)	2.82
	(47.31)	2.82

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

33 Earning Per Share

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
a) Net Profit for Basic EPS (₹ In Lakh)	3,491.96	10,960.80
Net Profit for Diluted EPS (₹ In Lakh)	3,491.96	10,960.80
b) Number of Equity Shares at the beginning of the year	4,71,01,684	2,35,50,842
Add: Total Number of Shares outstanding at the end of the year	4,71,01,684	4,71,01,684
Weighted Average number of Equity Shares outstanding during the year - Basic	4,71,01,684	3,89,70,813
Weighted Average number of Equity Shares outstanding during the year - Diluted	4,71,01,684	3,89,70,813
Earning Per Share - Basic (₹)	7.41	28.13
Earning per share - Diluted (₹) *	7.41	28.13
Face value per share (₹)	10.00	10.00

* The basic and diluted earnings per share for the year ended March 31, 2023 have been adjusted appropriately for the bonus element in respect of rights issue (Refer Note no. 12(i)).

34 Employee Benefits

The Company participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds. For defined contribution schemes the amount charged to the statements of profit or loss is the total of contributions payable during the year.

Employees Provident Fund

In accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employees and the employer make monthly contributions to the plan at a predetermined rate (12% for FY 2023-24) of an employee's basic salary. All employees have an option to make additional voluntary contributions. These contributions are made to the fund administered and managed by the Employees Provident Fund Organisation (EPFO) or to independently managed and approved funds. The Company has no further obligations under the fund managed by the EPFO beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company. Provident fund set up by the employer, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The Company set up Provident Fund does not have existing deficit of interest shortfall."

Superannuation

Superannuation, another pension scheme applicable in India, is applicable only to senior executives. RSWM Limited holds a policy with Life Insurance Corporation of India ("LIC"), to which it contributes a fixed amount relating to superannuation and the pension annuity is met by LIC as required, taking into consideration the contributions made. The Company has no further obligations under the scheme beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred.

Gratuity Plan

In accordance with the provisions of Payment of Gratuity Act 1972, for its eligible employees, the Company contributes to a defined benefit plan (the "Gratuity Plan"). The Gratuity Plan provides a lump sum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the Company.

Based on actuarial valuations conducted as at year end, a provision is recognised in full for the benefit obligation over and above the funds held in the Gratuity Plan.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

a) Defined Contribution Plans

The Company has recognised an expense of ₹2585.84 Lakh (Previous Year ₹2433.62 Lakh) towards the defined contribution plan.

(₹ in Lakh)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
1) Employer's Contribution to Provident Fund	2,121.16		1,950.98	
2) Employer's Contribution to Superannuation Fund	284.76		300.91	

b) Defined Benefit Plans : Provident Fund

(₹ in Lakh)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
Employer's Contribution to Provident Fund Trust (Managed by PF Trust)	179.92		181.73	
Total (a + b)	2,585.84		2,433.62	

c) Defined benefits plans - as per actuarial valuation

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
I Change in present value of obligation during the year				
Present value of obligation at the beginning of the year	6,156.72	1,294.32	5,983.15	1,216.89
- Current Service Cost	871.45	273.45	763.23	240.09
- Interest Cost	462.44	97.75	430.02	88.02
- Acquisition cost	736.17	244.42	-	-
Actuarial loss/(gains) on Obligation	(28.47)	(62.44)	(457.26)	(113.66)
Benefits Paid	(821.59)	(200.89)	(562.42)	(137.02)
Present Value of obligation as at year-end	7,376.72	1,646.61	6,156.72	1,294.32

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
II Change in Fair Value of Plan Assets during the year				
Plan assets at the beginning of the year	6,427.80	1,380.29	6,735.95	1,300.65
Expected Return on Plan Assets	478.23	102.69	452.10	90.28
Employer's contribution	-	0.15	-	-
Amount Recovered from trust	(230.35)	-	(485.26)	-
Benefits paid	-	-	-	-
Actuarial Gain/(Loss) on Assets	101.83	(9.56)	(274.99)	(10.64)
Plan assets at the end of the year	6,777.51	1,473.57	6,427.80	1,380.29

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
III Reconciliation of Present value of Defined Benefit Obligation and Fair Value of Plan Assets				
Present Value of obligation as at year-end	7,376.72	1,646.61	6,156.72	1,294.32
Fair value of plan assets at year -end	6,777.51	1,473.57	6,427.80	1,380.29
Funded status {Surplus/(Deficit)}	(599.21)	(173.04)	271.08	85.97

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
IV Expenses recognised in the Statement of Profit and Loss				
Current Service Cost	871.45	273.45	763.23	240.09
Interest Cost	(15.78)	(4.93)	(22.08)	(2.27)
Actuarial (Gain) / Loss	-	(52.88)	-	(103.01)
	855.67	215.64	741.15	134.81

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
V Expenses recognised in the Statement of Other Comprehensive Income				
Net Actuarial (Gain)/Loss	(130.30)	-	(182.27)	-

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
VI Bifurcation of PBO at the end of the year				
Current Liability	789.86	213.31	800.40	195.84
Non-Current Liability	6,586.86	1,433.31	5,356.33	1,098.48

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
VII Actuarial Assumptions				
Discount Rate	7.15%	7.15%	7.44%	7.44%
Mortality Table	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Salary Escalation	6.00%	6.00%	6.00%	6.00%

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

VIII Expected Contribution for Next Financial Year

The expected contribution for Defined Benefit Plan for the next financial year will be ₹1537.24 Lakh.

The estimates of future salary increase considered in actuarial valuation, have been made taking into account inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by the actuary. The actual return on plan assets for the year and estimate of contribution for the next year as per actuarial valuation is as under: -

(₹ in Lakh)

Particulars	Actual Return on Plan Assets		Estimates of Contribution for next year	
	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2024	Year Ended March 31, 2023
Gratuity	580.06	177.11	1,199.97	940.45
Earned Leave	93.13	79.64	337.27	257.21

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
IX Experience Adjustment:		
Gratuity		
Present Value of Obligation	7,376.72	6,156.72
Fair Value of Plan Assets	6,777.51	6,427.80
Net Asset/(Liability)	(599.21)	271.08
Actuarial (Gain)/Loss on Plan Obligation	(28.47)	(457.26)
Actuarial Gain/(Loss) on Plan Assets	101.83	(274.99)
Earned Leave		
Present Value of Obligation	1,646.61	1,294.32
Fair value of Plan Assets	1,473.57	1,380.29
Net Asset/(Liability)	(173.04)	85.97
Actuarial (Gain)/Loss on Plan Obligation	(62.44)	(113.66)
Actuarial Gain/(Loss) on Plan Assets	(9.56)	(10.64)

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Increase	Decrease	Increase	Decrease
X Sensitivity Analysis				
a) Gratuity				
Discount rate (0.50 % movement)	(336.52)	376.28	(262.24)	320.78
Future salary growth (0.50 % movement)	378.66	341.61	323.58	(267.13)
b) Earned Leave				
Discount rate (0.50 % movement)	(80.43)	86.92	(61.30)	66.06
Future salary growth (0.50 % movement)	87.78	(80.94)	66.99	(61.80)

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Year Ended March 31, 2024	
	Gratuity	Earned Leave
XI Maturity Profile of Defined Benefit Obligation		
April 2023 - March 2024	789.86	213.31
April 2024 - March 2025	346.88	69.57
April 2025 - March 2026	437.22	75.69
April 2026 - March 2027	521.99	94.66
April 2027 - March 2028	373.82	67.33
April 2028 Onwards	4,906.95	1,126.05

XII Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows -

- Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Investment Risk – If Plan is funded then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

XIII The plan assets of "Gratuity Fund" are managed by the Gratuity Trust formed by the Company. The management of 100% of the funds for Earned Leave is entrusted with the Life Insurance Corporation of India. Investment Detail of Plan Assets for each major category plan assets is as below: -

Particulars	Investment with	Sharing of Investment	
		Year Ended March 31, 2024	Year Ended March 31, 2023
Gratuity	ICICI Prudential Life Insurance Co. Ltd.	44.18%	50.55%
	Bajaj Allianz Life Insurance Company Ltd.	17.16%	16.18%
	Birla Sun Life Insurance Company Ltd.	3.37%	1.63%
	Kotak Mahindra Mutual Life Insurance Limited	28.72%	26.85%
	HDFC Life Insurance Company Limited	3.58%	1.91%
	Aviva Life Insurance Company Limited	1.04%	0.98%
	India First	1.81%	1.70%
Earned Leave	Others	0.14%	0.20%
	LIC of India	100.00%	100.00%

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

35 Leases

The Company has given office spaces on lease. The lease arrangements, are renewable on a periodic basis and for most of the leases extend up to a maximum of 9 years from their respective dates of inception and relates to rented premises. Some of these lease agreements have price escalation clauses and all other leases are cancellable.

Obligations on long-term, non-cancellable operating leases:

The lease rentals received during the year is as under:

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Lease rentals recognized during the year	601.92	254.38
The obligations on long-term, non-cancellable operating leases receivable as per the rentals stated in the respective agreements are as follows:		

Future minimum lease receivable	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
- Not later than one year	480.26	593.15
- Later than one year and not later than five years	1,173.71	1,593.49
- Later than five years	-	-

36 CSR Expenditure

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
a) Gross amount required to be spent by the Company during the year	205.12	87.74
b) Amount spent during the year in :		
- Preventive healthcare and safe drinking water	40.35	22.86
- Promotion of education	67.69	70.73
- Environment sustainability and ecological balance	5.91	8.79
- National heritage, art and culture	89.20	17.85
- Training to promote rural sports	3.21	1.51
	206.36	121.74

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
CSR Obligation for the year	239.12	150.56
Less : Excess spent in previous year to be set-off	34.00	62.82
Net CSR Obligation	205.12	87.74
(i) Amount of expenditure incurred	206.36	121.74
(ii) Shortfall at the end of the year	-	-
(iii) Total of previous years shortfall	-	-
(iv) Reason for shortfall	-	-
(v) Nature of CSR activities	Refer Note 36 b	
(vi) Excess amount for set-off in next years, if any	1.24	34.00
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	#	#
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	-	-

CSR to Ramarpan Education Society and Jawahar foundation of ₹26.20 Lakhs (Previous year 66.53 Lakh) and 40 Lakhs respectively during the Year 2023-24

37 A Contingent Liabilities and Commitments (to the extent not provided for and certified by the management)

Particulars	(₹ in Lakh)				
	Carrying amount as at March 31, 2023	Additional during the year	Amount used during the year and capital advances	Unused & reverted during the year	Carrying amount as at March 31, 2024
a. (a) Guarantees (excluding financial guarantees)					
(i) Guarantee by ICICI Bank Ltd to LNJ Power Ventures Ltd	1,000.00	-	-	-	1,000.00
(ii) Counter Guarantees given by the Company in respect of Guarantees given by the Company's Bankers	3,155.20	1,333.48	1,022.88	-	3,465.80
(b) Letter of Comfort					
Given to Bank on behalf of LNJ Institute of Skills & Technology Private Limited	800.00	2,000.00	-	800.00	2,000.00
(c) Contingent Liability not provided for Other money for which the company is contingently liable.					
(i) Excise & Customs Duties, Sales tax, Income Tax and Other demands disputed by the Company. (Refer Note 45)	13,465.53	950.28	-	191.51	14,224.30

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Carrying amount as at March 31, 2023	Additional during the year	Amount used during the year and capital advances	Unused & reverted during the year	Carrying amount as at March 31, 2024
b. Commitments Outstanding:					
(d) Estimated value of contracts remaining to be executed on Capital Accounts and not provided for	12,313.15	2,204.48	12,473.62	894.40	1,149.61
(e) Commitment in 2012-13 to buy wind power @ ₹5.75 per unit for 20 years (balance 9 years)					
(a) Current Commitment (for next 12 Months)	2,013.00	-	-	-	2,013.00
(b) Non-current commitment (for next 8 years)	18,108.00	-	2,013.00	-	16,095.00

c. "Directorate of Enforcement (ED) had frozen the bank account of the company, in the year 2020-21 to the extent amount equivalent to USD 21800 based on the notice u/s 17(1A) of the Prevention of Money Laundering Act 2002. The Company denied all the averments, contentions, submitted desired documents. The bunch of parties approached to Delhi High Court and Hon'ble Delhi High Court on 27th October 2021 set aside the said freezing order as well as further proceedings. The appellate Tribunal PMLA, New Delhi Listed the case on 31st July 2024 for hearing.

d. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company also believes that the above issues, when finally settled are not likely to have any significant impact on the financial position of the Company. The Company does not expect any third party reimbursements in respect of above contingent liabilities.

37 **B** The Company has exposure in LNJ Power Ventures Limited (LNJPV) amounting to ₹26 Lakh in Equity Share Capital and ₹832 Lakh in 14.00% Compulsory Convertible Debentures (CCDs). The interest on the above said CCDs is due from LNJPV since financial year 2016-17, ₹2115.60 Lakh remain unpaid on March 31, 2024. Also ₹1572.91 Lakh (net of debit notes) is payable against supply of power by LNJPV under a long term Power Purchase Agreement (PPA) supported by Bank Guarantee of ₹1,000 Lakh to LNJPV to secure such PPA. To resolve it, LNJ Power Ventures Limited and RSWM Limited each has attended arbitration proceedings. Evidence from LNJPV side has already been completed whereas second evidence from RSWM side is yet to take place. After the evidence, arguments from both the side, the arbitral judges will pronounce their judgement. The Company firmly believes that it has credible case in its favour and also been advised by an expert, accordingly the amount shown is good and fully recoverable.

38. Segment Information

For management purposes, the Company is organised into business units based on its products and services and has following reportable segments:

- Yarn
- Fabric

No operating segments have been aggregated to form the above reportable operating segments.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Identification of Segments

The Board of Directors of the Company has been identified as Chief Operating Decision Maker who monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with the profit or loss in the financial statements.

Accounting policy in respect of segments is in conformity with the accounting policy of the company as a whole.

Inter-segment Transfer

Segment revenue resulting from transactions with other business segments is accounted for on the basis of transfer price agreed between the segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties. These transfers are eliminated in consolidation.

Segment Revenue and Results

The revenue and expenditure in relation to the respective segments have been identified and allocated to the extent possible. Other revenue and expenditure non allocable to specific segments are being disclosed separately as unallocated and adjusted directly against the total income of the Company.

Segment Assets and Liabilities

Segment assets include all operating assets used by the operating segment and mainly consisting of property, plant & equipment, trade receivables, cash and cash equivalents and inventory etc. Segment liabilities primarily include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to specific segments are shown as a part of unallocable assets/liabilities.

(₹ in Lakh)

Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
	Yarn	Fabric	Total	Yarn	Fabric	Total
Segment Revenue						
External customers	3,14,565.26	91,154.45	4,05,719.71	2,93,259.14	85,630.48	3,78,889.62
Inter-segment	38,724.29	59.45	38,783.74	38,114.68	67.03	38,181.71
Total Revenue	3,53,289.55	91,213.90	4,44,503.45	3,31,373.82	85,697.51	4,17,071.33
Segment Expenses*	3,56,696.78	91,885.32	4,48,582.10	3,17,680.63	86,366.55	4,04,047.18
Segment Results	(3,407.23)	(671.42)	(4,078.65)	13,693.19	(669.04)	13,024.15
Un-allocable Expenses	-	-	1,267.04	-	-	945.70
Other Income	-	-	3,552.35	-	-	9,144.01
Finance Costs (Refer Note 29)	-	-	9,213.42	-	-	7,394.51
Profit Before Tax	-	-	(11,006.76)	-	-	13,827.95
Exceptional items	-	-	13,775.65	-	-	-
Tax Expenses (Refer Note 19)	-	-	(723.07)	-	-	2,867.15
Profit After Tax	-	-	3,491.96	-	-	10,960.80

* Includes depreciation and amortization

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Other Information :

(₹ in Lakh)

Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
	Yarn	Fabric	Total	Yarn	Fabric	Total
Depreciation and Amortization						
Allocable	11,988.02	2,501.81	14,489.83	9,514.83	2,306.51	11,821.34
Unallocable	-	468.88	468.88	-	-	908.74
	11,988.02	2,970.69	14,958.71	9,514.83	2,306.51	12,730.08
Capital Expenditure						
Allocable	36,582.76	1,088.70	37,671.46	30,363.61	3,165.64	33,529.25
Unallocable	-	-	179.55	-	-	899.67
	36,582.76	1,088.70	37,851.01	30,363.61	3,165.64	34,428.92
Segment Assets						
Allocable	2,67,669.80	54,346.86	3,22,016.66	2,16,587.62	44,912.82	2,61,500.44
Unallocable	-	-	37,251.61	-	-	22,596.55
	2,67,669.80	54,346.86	3,59,268.27	2,16,587.62	44,912.82	2,84,096.99
Segment Liabilities						
Allocable	1,90,253.21	28,523.33	2,18,776.54	1,27,065.85	17,250.84	1,44,316.69
Unallocable	-	-	9,563.02	-	-	12,938.21
	1,90,253.21	28,523.33	2,28,339.56	1,27,065.85	17,250.84	1,57,254.90

Geographical Information

The Company is domiciled in India. Based on the location of the customers, the amount of its revenue from external customers are broken down by major foreign countries as below: -

(₹ in Lakh)

Revenue from external customers		India	Europe	Middle East	Africa, South East & Far East Asia	America	Total
Based on location of the customers	For the year ended March 31, 2024	2,89,494.71	30,960.00	3,784.00	75,771.00	5,710.00	4,05,719.71
	For the year ended March 31, 2023	2,85,175.62	35,931.00	2,317.00	51,735.00	3,731.00	3,78,889.62

Non-current assets

There are no non current assets outside India.

Information about major customers

No single customer represents 10% or more of the total revenue during the year ended March 31, 2024 and March 31, 2023.

Revenue from products and services:

The detail of revenue from products and services are given below:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Yarn	3,11,624.17	2,90,429.39
Fabric	90,691.35	85,296.10
Services	3,404.19	3,164.13
	4,05,719.71	3,78,889.62

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

39 A: Related Party Disclosure

List of Related Parties as per Ind AS 24

Sr No.	Name of Related Party	Nature of Relationship
A	A person or a close member of that person's family of a reporting entity has control or joint control over the reporting entity.	
(i)	Shri Ravi Jhunjunwala	Promoters having voting control
	Shri Riju Jhunjunwala	Promoters having voting control
(ii)	A person or a close member of that person's family of a reporting entity has significant influence over the reporting entity.	
	Shri Lakshmi Niwas Jhunjunwala	
	Shri Ravi Jhunjunwala	
	Smt. Mani Devi Jhunjunwala	
	Shri Riju Jhunjunwala	
	Smt. Rita Jhunjunwala	
	Shri Rishabh Jhunjunwala	
(iii)	A person or a close member of that person's family of a reporting entity is a member of the Key Managerial Personnel of the reporting entity or of a parent of the reporting entity.	
	Shri Riju Jhunjunwala	Chairman and Managing Director & CEO, Executive
	Shri Ravi Jhunjunwala	Director, Non Executive
	Shri Shekhar Agarwal	Director, Non Executive
	Shri B M Sharma	Joint Managing Director, Executive
	Shri Arun Kumar Churiwal	Director Non-Executive
	Dr. Kamal Gupta	Independent Director, Non-Executive
	Shri Priya Shankar Dasgupta	Independent Director, Non-Executive (Ceased with effect from September 15, 2023)
	Shri Amar Nath Choudhary	Independent Director, Non-Executive
	Shri Deepak Jain	Independent Director, Non-Executive
	Smt. Archana Capoor	Independent Director, Non-Executive
	Shri Surya Kant Gupta	Independent Director, Non-Executive (With effect from August 10, 2023)
	Shri Avinash Bhargava	Chief Financial Officer
	Shri Surender Gupta	Company Secretary
B	The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).	
(i)	BG Wind Power Ltd. (With effect from 6 April 2023)	
(ii)	One entity is a subsidiary or an associate or a joint venture of the other entity (a subsidiary or an associate or a joint venture of a member of a group of which the other entity is a member).	
	Bhilwara Energy Limited	Associate (Ceased with effect from 29 th March, 2024)
	LNJ Skills & Rozgar Pvt. Ltd.	Associate
	AD Hydro Power Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March, 2024)
	Malana Power Company Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March 2024)
	Chango Yangthang Hydro Power Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March 2024)

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

	NJC Hydro Power Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March 2024)
	Indo Canadian Consultancy Services Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March 2024)
	BG Wind Power Ltd.	Subsidiary of Associate (Ceased with effect from 6 th April 2023)
	Balephi Jalbidhyut Company Limited, Nepal	Subsidiary of Associate (Ceased with effect from 29 th March 2024)
	LNJ Institute of Skills & Technology Pvt. Ltd.	Subsidiary of Associate
(iii)	Associated and other entities are joint ventures of the same third party.	
	N.A.	
(iv)	One Entity is a joint venture of a third party and the other entity is an associate of the third entity.	
	N.A.	
(v)	The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.	
	Rajspin Employees Contributory Provident Fund	Trust
	RSWM Limited Senior Executive Superannuation Fund Trust	Trust
	Rajasthan Spinning Gratuity Fund Trust	Trust
(vi)	Enterprises our which key management personnel of the reporting entity & their relative exercise significant influence with whom transaction have taken place during the year	
	AKJ Apparels Pvt. Ltd.	
	Bharat Investments Growth Limited	
	Bhilwara Technical Textiles Limited	
	BMD Private Limited	
	BSL Limited	
	Giltedged Industrial Securities Ltd.	
	HEG Ltd.	
	Investors India Limited	
	LNJ Financial Services Limited	
	Maral Overseas Ltd.	
	Prapti Apparels Co. Pvt. Ltd.	
	Bhilwara Energy Limited	(With effect from 29 th March, 2024)
	AD Hydro Power Ltd.	(With effect from 29 th March, 2024)
	Chango Yangthang Hydro Power Ltd.	(With effect from 29 th March, 2024)
	Indo Canadian Consultancy Services Ltd.	(With effect from 29 th March, 2024)
	Malana Power Company Ltd.	(With effect from 29 th March, 2024)
	Bhilwara Infotechnology Limited	
	BMD Power Limited	
	BMD Renewable Energy Limited	
	Dreamon commercial Private Limited	
	Purvi Vanijya Niyojan Limited	
	Jawahar Foundation	
	Ramarpan Educational Society	

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

39 B: Related Party Disclosure

Transaction	Subsidiaries		Associates (Including Subsidiaries of Associates)		Key Managerial Personnel		A person and enterprises over which any person described is able to exercise significant influence over the reporting enterprises.	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of Finished Goods	-	-	-	-	-	-	2,452.94	4,829.89
Sale of Raw Material	-	-	-	-	-	-	77.22	87.87
Purchases of Raw Material & Finished Goods	-	-	-	-	-	-	625.82	838.98
Sale of Store Items	-	-	-	-	-	-	0.54	1.15
Purchase of Stores Items	-	-	-	-	-	-	52.82	49.73
Rent Received	-	-	60.72	60.72	-	-	140.55	140.26
Rent Paid	-	-	418.43	476.22	-	-	22.12	22.13
Reimbursement of revenue expenditure received	0.11	-	68.53	55.31	-	-	288.95	232.84
Reimbursement of revenue expenditure made	-	-	1,929.16	953.37	-	-	35.17	42.76
Expenses for Car Parking	-	-	2.71	-	-	-	4.18	-
Job Charges Received	-	-	-	-	-	-	105.46	137.22
Job Charges paid	-	-	-	-	-	-	1.03	0.08
Bhilwara Sur Sangam	-	-	-	-	-	-	25.22	-
Reimbursement of Medical Claim Payable	-	-	-	-	-	-	0.67	-
Advance for DR server AMC	-	-	-	-	-	-	21.33	-
Sharing of AMC (DR Server)	-	-	-	-	-	-	14.63	7.05
Consultancy Charges	-	-	162.84	162.84	-	-	-	-
Dividend Received	-	-	-	-	-	-	135.35	127.73
Interest received	-	-	-	-	-	-	210.19	177.90
Roll back of Interest	-	-	-	-	-	-	30.50	17.39

(₹ in Lakh)

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Transaction	Subsidiaries		Associates (Including Subsidiaries of Associates)		Key Managerial Personnel		A person and enterprises over which any person described is able to exercise significant influence over the reporting enterprises.	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Payment against Sharing of DR Server	-	-	-	-	-	-	37.93	37.93
Purchase of Wind Power	734.77	-	-	-	-	-	-	-
Receivable against transmission Charges	320.10	-	-	-	-	-	-	-
Advance against Power	350.00	-	-	-	-	-	-	-
Donation to Jawahar Foundation	-	-	-	-	-	-	40.00	-
Interest on Loan taken	-	-	-	-	-	-	-	978.05
Shares Purchase of BG Wind Power Limited	-	-	500.00	-	-	-	-	-
CSR to Ramarpan Education Society	-	-	-	-	-	-	26.20	66.53
RSWM Limited Senior Executive Superannuation Fund Trust	-	-	-	-	-	-	284.76	300.91
Rajasthan Spinning Gratuity Fund Trust	-	-	-	-	-	-	580.06	177.11
Rajspn Employees Contributory Provident Fund	-	-	-	-	-	-	179.92	181.73
Remuneration and other perquisites								
(a) Short-term employee benefits	-	-	-	-	749.56	950.73	-	-
(b) Post-employment benefits	-	-	-	-	25.10	22.84	-	-
Directors' Sitting Fees	-	-	-	-	90.75	78.00	-	-

During the year 2022-23, the Company had allotted 1,36,42,766 nos fully paid-up equity shares of ₹10/- each at a price of ₹100/- (including premium of ₹90/- each per Right Equity Share) aggregating to ₹13,642.77 Lakh on a rights basis to the Promoters or Promoter Group. Refer Note 12(i)

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Outstanding Balances to/from Related Parties

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties: (₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables		
From a Person & Enterprises over which any person described is able to exercise significant influence over the reporting enterprises.	772.33	1,777.61
Other Receivables		
From Subsidiaries	37.25	-
From Subsidiaries of Associates	90.41	68.15
From Other than Subsidiaries/Associates	271.94	367.58
Trade Payables		
To Associates	1,228.82	1,000.16
To Other than Subsidiaries/Associates	4.19	2.08
Advance to Vendors		
To a Person & Enterprises over which any person described is able to exercise significant influence over the reporting enterprise.	-	1.57

Terms & Conditions of transactions with related Parties:

The sales and purchases, services rendered to/from related parties and interest are made on terms equivalent to those that prevail in arms length transaction. Outstanding balances at the year end are unsecured and settlement occurs in cash. For the year ended March 31, 2024 and for the year ended March 31, 2023, the Company has not recorded any impairment of receivables relating to amount owed by related parties.

This assessment is undertaken throughout out the financial year through examining the financial position of the related parties and the market in which the related parties operate.

Details of Guarantees

Particulars	As at March 31, 2024	As at March 31, 2023
RSWM has provided Letter of Comfort on behalf of its reporting entity:-		
Name of Reporting Entity		
LNJ Institute of Skill and Technology Private Limited - India*	2,000	800

* The Company has given a letter of comfort to ICICI Bank Limited, New Delhi against loan extended by the bank to LNJ Institute of Skill and Technology Private Limited as at March 31, 2024. The Company does not expect any outflow of resources in respect of above Letter of Comfort.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

40 The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The information regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the company:

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Principal amount and Interest due thereon remaining unpaid to any supplier as on March 31	2,557.14	1,703.65
Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
the amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
the amount of interest accrued and remaining unpaid	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

41 Net Dividend Remitted in Foreign Exchange

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Period to which dividend relates to	2022-23	2021-22
Number of non-resident shareholders (Nos.)	5	5
Number of equity shares held on which dividend was due (Nos.)	1,02,88,040	53,53,270
Amount remitted (in Lakh)	473.75	1,071.88
Amount remitted USD (in Lakh)	5.69	13.07

42 A: Financial Instruments

a. Financial Instruments by Category

The carrying value and fair value of financial instruments by category as of March 31, 2024 were as under:

Particulars	(₹ in Lakh)				
	Cost/ amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash and cash equivalents (Refer Note 7)	436.50	-	-	436.50	436.50
Bank Balances other than above (Refer Note 7)	347.46	-	-	347.46	347.46
Investments (Refer Note 4)					
- Equity	1,680.00	-	22,438.84	24,118.84	24,118.84
- Debentures *	-	832.00	-	832.00	832.00

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Particulars	(₹ in Lakh)				
	Cost/ amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Trade receivables (Refer Note 6)	64,491.71	-	-	64,491.71	64,491.71
Loans (Refer Note 5)	120.19	-	-	120.19	120.19
Other financial assets (Refer Note 8)	5,284.54	-	-	5,284.54	5,284.54
	72,360.40	832.00	22,438.84	95,631.24	95,631.24
Liabilities:					
Borrowings (Refer Note 14 & 15)	1,77,726.70	-	-	1,77,726.70	1,77,726.70
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	2,557.14	-	-	2,557.14	2,557.14
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	17,435.83	-	-	17,435.83	17,435.83
Other financial liabilities (Refer Note 15a & 17)	9,764.36	-	46.79	9,811.15	9,811.15
	2,07,484.03	-	46.79	2,07,530.82	2,07,530.82

* Excluding accrued interest on debenture, shown separately under other financial assets as at March 31, 2024 ₹2115.60 Lakh.

The carrying value and fair value of financial instruments by category as of March 31, 2023 were as under:

Particulars	(₹ in Lakh)				
	Cost/ amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash and cash equivalents (Refer Note 7)	320.96	-	-	320.96	320.96
Bank Balances other than above (Refer Note 7)	190.07	-	-	190.07	190.07
Investments (Refer Note 4)					
- Equity	3,523.97	-	3,144.78	6,668.75	6,668.75
- Debentures *	-	832.00	-	832.00	832.00
Trade receivables (Refer Note 6)	45,440.60	-	-	45,440.60	45,440.60
Loans (Refer Note 5)	199.80	-	-	199.80	199.80
Other financial assets (Refer Note 8)	6,818.21	-	54.85	6,873.06	6,873.06
	56,493.61	832.00	3,199.63	60,525.24	60,525.24
Liabilities:					
Borrowings (Refer Note 14 & 15)	1,15,067.09	-	-	1,15,067.09	1,15,067.09
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	1,703.65	-	-	1,703.65	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	11,774.52	-	-	11,774.52	11,774.52
Other financial liabilities (Refer Note 15a & 17)	8,586.38	-	-	8,586.38	8,586.38
	1,37,131.64	-	-	1,37,131.64	1,37,131.64

* Excluding accrued interest on debenture, shown separately under other financial assets as at March 31, 2023 ₹1785.76 Lakh.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

b Fair value hierarchy

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2024:

Particulars	As at March 31, 2024	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
		(₹ in Lakh)		
Assets				
Investments in equity instruments (Refer Note 4)	22,438.84	6,123.22	-	16,315.62
Investment in Debentures (Refer Note 4)	832.00	-	-	832.00
Derivative financial instruments - foreign currency forward (Refer Note 8)	-	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2023:

Particulars	As at March 31, 2023	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
		(₹ in Lakh)		
Assets				
Investments in equity instruments (Refer Note 4)	3,144.78	3,118.78	-	26.00
Investment in Debentures (Refer Note 4)	832.00	-	-	832.00
Derivative financial instruments - foreign currency forward (Refer Note 8)	54.85	-	54.85	-

Valuation Technique used to determine Fair Value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities measured at amortized cost is approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair value of other non-current financial assets and liabilities (security deposit taken/given and advance to employees) carried at amortized cost is approximately equal to fair value. Hence carrying value and fair value is taken same.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

- 2) Long-term variable-rate borrowings measured at amortized cost are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.
- 3) The fair values of the forward contract is determined using the forward exchange rate at the balance sheet date based on quotes from banks and financial institutions. Management has evaluated the credit and non-performance risks associated with its derivative counterparties and believe them to be insignificant and not warranting a credit adjustment.
- 4) The fair values of the Quoted Equity shares have been done on quoted price of stock exchange as on reporting date.
- 5) Investment in the Unquoted Debenture have been valued considering the market coupon rate of similar financial instruments.

c Financial Risk Management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risks limits and controls and to monitor risks and adherence to limits. Risk Management policies and systems are reviewed regularly to reflect changes in the market condition and Company's Activities.

The audit committee oversees how management monitors compliances with the Company's risk management policies and procedures and review the adequacy of the risk management framework in relation to risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes review of risks management controls and procedures, the results of which are reported to the audit committee.

Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk.

(i) Market Risk:

Market risk is the risk that changes in the market prices such as foreign currency risk, interest risk, equity price and commodity prices. The market risk will affect the company's income or value of its holding of financial instruments. The objective of the market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the returns.

(i) a Foreign Currency Risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to USD and EURO. Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Foreign Currency Risk Exposure

The Company exposure to foreign currency risk at the end of reporting period ended March 31, 2024 is given below.
(Amount in Lakh)

Particulars	USD	Euro	Other currencies *	INR
Non Derivative				
Trade receivables	185.32	3.28	0.41	18,938.85
Trade payables	-	(2.93)	(0.00)	(247.70)
Other assets	0.62	0.25	33.02	93.88
Other liabilities	(18.09)	(3.12)	(0.00)	(2,005.75)
Net assets / (liabilities)	167.85	(2.52)	33.43	16,779.28

* Other currency includes currency such as Japanese Yen, Swiss franc etc.

The Company exposure to foreign currency risk at the end of reporting period ended March 31, 2023 is given below.
(Amount in Lakh)

Particulars	USD	Euro	Other currencies *	INR
Non Derivative				
Trade receivables	100.33	2.72	0.12	8,492.15
Trade payables	(0.01)	(2.64)	-	(220.78)
Other assets	1.04	0.87	45.27	186.27
Other liabilities	(17.38)	(13.46)	(3.66)	(3,056.82)
Net assets / (liabilities)	83.98	(12.51)	41.73	5,400.82

* Other currency includes currency such as Japanese Yen, Swiss franc etc.

The following significant exchange rates have been applied during the year

Spot Rate (in ₹)	Year ended March 31, 2024	Year ended March 31, 2023
USD	83.05	80.17
EURO	89.45	84.35
GBP	103.70	98.60

Sensitivity Analysis

The sensitivity of profit or loss to changes in the exchange rate arises mainly from foreign currency denominated financial instruments. This analysis assumes that all other variables remain constant.

(₹ in Lakh)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Increase	Decrease	Increase	Decrease
USD Sensitivity				
INR/USD-Increase/(Decrease) by 4% (Previous year 7%)	362.75	(362.75)	306.60	(306.60)
EURO Sensitivity				
INR/EURO-Increase/(Decrease) by 6% (Previous year 3%)	(8.80)	8.80	(20.59)	20.59

The sensitivity analysis is computed by comparing weighted average exchange rate for the period ended March 31, 2024 and March 31, 2023

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(i) b. Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in interest income and expense for the Company. Based on market intelligence, study of research analysis reports, company reviews its short/long position to avail working capital loans and minimise interest rate risk.

In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest risk, the Company performs comprehensive corporate interest risk management by balancing the proportion of fix rate and floating rate financial instruments.

- Exposure to Interest Rate Risk

The exposure of the interest rate changes at the end of the reporting period are given below:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Fixed rate instruments		
Financial Assets		
- Fixed Deposits with Banks (Refer Note 7)	253.84	0.34
Variable rate instruments		
Financial Liabilities		
- Borrowings (Refer Note 14 & 15)	1,77,726.70	1,15,067.09
Sensitivity Analysis		
Fair Value Sensitivity Analysis for Fixed Rate Instruments		

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss, therefore change in interest rate at the reporting date would not affect profit or loss.

Cash Flow Sensitivity Analysis for Variable Rate Instruments

An Increase of 95 basis points (previous year 18 basis points) in interest rate at the reporting date would have increased, (decreased) Profit or Loss by the amount shown below. This analysis assumes that all other variables, remain constant.

The sensitivity analysis is computed by comparing weighted average interest rate for the period ended March 31, 2024 and March 31, 2023.

(₹ in Lakh)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Increase	Decrease	Increase	Decrease
Interest rates - increase/decrease by 95 basis points (Previous year 18 basis points)	1,098.41	(1,098.41)	134.74	(134.74)

(i) c. Price Risk

- Exposure

The Company is exposed to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through Other Comprehensive Income. Material investments are managed on individual basis and all buy and sell decisions are approved by the management. The primary goal of the investment strategy is to maximize investment returns.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Sensitivity Analysis

Increase/decrease of 10% in the equity prices would have impact of ₹612.32 Lakh (₹311.88 Lakh in previous year) on the Other Comprehensive Income and Equity. These changes would not have an effect on Profit or Loss.

(ii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposit with banks and financial institutions, loans, investment in debt securities, forward exchange contract and other financial instruments.

The Company considers the probability of default upon initial recognition of assets and when there has been significant increase in credit risk and on an on-going basis throughout each reporting date to assess whether there is an significant increase in credit risk, the Company compares the risk of default occurring on assets as at reporting date with the risk of default as at the date of initial recognition by considering reasonable forward looking estimations.

Financial assets are written off when there is no reasonable expectation of recovery. Whereas the loans and receivables were written off and subsequently recoveries are made, these are recognised as an income in the financial statements.

- Trade Receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company evaluates the concentration of risk with respects to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. A default on a financial assets is when a counter party fails to make the payment within 365 days, when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro economic factors. The company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as financial condition, ageing of outstanding and the Company's historical experience for customers.

(ii) a. Credit risk exposure

The following table shows the exposure to the credit risk at the reporting date :

(₹ in Lakh)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Non Current	Current	Non Current	Current
Loans (Refer Note 5)	-	120.19	-	199.80
Trade Receivables (Refer Note 6)	-	64,491.71	-	45,440.60
Cash and cash equivalents (Refer Note 7)	-	436.50	-	320.96
Bank Balances (Refer Note 7)	-	347.46	-	190.07
Other financials assets (Refer Note 8)	399.97	4,884.57	749.22	6,123.84
	399.97	70,280.43	749.22	52,275.27

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Expected credit loss for trade receivables using simplified approach are given below:

(₹ in Lakh)

Age Bracket	As at March 31, 2024	As at March 31, 2023
0-180	62,982.75	43,441.00
181-365	1,680.22	1,382.69
Above 365	909.62	1,124.63
Total	65,572.59	45,948.32
Allowance for Impairment Loss	1,080.88	507.72
Closing Balance (Refer Note 6)	64,491.71	45,440.60

The movement in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables is given below

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Balance of provision for expected credit loss at the beginning	507.72	401.10
Impairment loss recognised/ (reversed)	573.16	106.62
Balance at the end	1,080.88	507.72

Financial assets to which loss allowances measured using 12 months expected credit loss.

Other than trade receivables, the expected credit loss on the other financial assets is measured at an amount equal to the 12 month ECL, unless there is a significant risk of credit loss. However, based upon these parameters, there is no credit loss on these other financial assets has been identified nor any significant credit risk has been observed since their initial recognition.

Cash and Cash Equivalents, Deposit with Banks

Credit risk on cash and cash equivalents and deposit with banks is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Derivatives (Forward Contracts)

Derivatives are entered with banks, counter parties which have low credit risk, based on external credit ratings of counter parties.

For other financial assets the company monitors ratings, credit spreads and financial strengths of its counterparties. Based on its ongoing assessment of the counter party's risk, the company adjusts its exposures to various counter parties. Based on the assessment there is no impairment in other financial assets.

(iii) Liquidity risk

The Company's objective is at all times to maintain optimum levels of liquidity to meet its cash and collateral requirements. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(iii) a. The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2024:

(₹ in Lakh)

Particulars	Less than 1 year	1-2 years	2-4 years	4-8 years	Total
Borrowings (Refer Note 14 & 15)	1,11,201.44	31,251.90	25,065.87	10,207.49	1,77,726.70
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	2,557.14	-	-	-	2,557.14
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	17,435.83	-	-	-	17,435.83
Other financial liabilities (Refer Note 15a & 17)	9,195.43	615.72	-	-	9,811.15
	1,40,389.84	31,867.62	25,065.87	10,207.49	2,07,530.82

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2023:

(₹ in Lakh)

Particulars	Less than 1 year	1-2 years	2-4 years	4-8 years	Total
Borrowings (Refer Note 14 & 15)	65,093.46	19,793.20	19,713.53	10,466.90	1,15,067.09
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	1,703.65	-	-	-	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	11,774.52	-	-	-	11,774.52
Other financial liabilities (Refer Note 15a & 17)	7,939.91	646.47	-	-	8,586.38
	86,511.54	20,439.67	19,713.53	10,466.90	1,37,131.64

(iii) b. The table below provides details regarding the undrawn limit of various facilities sanction from bank/financial institutions:

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured Bank Cash credit Facility		
Amount Unused	19,191.89	35,216.82
Secured Non Fund Based Facility		
Amount Unused	12,402.31	5,693.31
Secured Term Loan Facility		
Amount Unused	7,044.79	16,340.74
Unsecured Term Loan Facility		
Amount Unused	-	-

42 B: Financial Instruments

(iv) Derivative financial instruments

(iv) a. Disclosure of effects of hedge accounting on financial position:

The Company holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The objective of hedges is to minimize the volatility of INR

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

cash flows of highly probable forecast transaction. The Company's risk management policy is to hedge around 50% to 90% of the net exposure with forward exchange contract, having a maturity upto 12 months.

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

As at March 31, 2024:

Type of hedge and risks	Nominal value (Foreign Currency)				Carrying amount of hedging instruments (₹ in Lakh)	Maturity date	Hedge ratio	Weighted average strike price/rate	
	USD		EURO					USD	EURO
	No. of Outstanding Contracts	Amount (in Lakh)	No. of Outstanding Contracts	Amount (in Lakh)					
Cash Flow Hedge	36	198.72	3	7.50	17,219.83	April 2024 - September 2024	0.59:1	83.24	90.45

As at March 31, 2023:

Type of hedge and risks	Nominal value (Foreign Currency)				Carrying amount of hedging instruments (₹ in Lakh)	Maturity date	Hedge ratio	Weighted average strike price/rate	
	USD		EURO					USD	EURO
	No. of Outstanding Contracts	Amount (in Lakh)	No. of Outstanding Contracts	Amount (in Lakh)					
Cash Flow Hedge	27	121.31	4	4.00	10,406.28	April 2023 - September 2023	0.49:1	82.81	90.15

(iv) b. Disclosure of effects of hedge accounting on financial performance

Cash Flow Hedge	Changes in the value of the hedging instruments recognised in other Comprehensive Income	Hedge Ineffectiveness recognised in profit & Loss	Amount reclassified from cash flow hedging reserve to Profit & Loss	Line item affected in the statement of profit and loss because of reclassification
March 31, 2024	(46.79)	-	(45.37)	Revenue
March 31, 2023	45.37	-	(53.45)	Revenue

(iv) c. The movement in hedging reserve during the year ended March 31, 2024 for derivatives designated as cash flow hedge (Refer Note 32) is as follows:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Balance at the beginning of the year	29.51	34.77
Change in fair value of effective portion of cash flow hedge recognised during the year	(46.79)	45.37
Amount reclassified to the Statement of Profit & Loss during the period	(45.37)	(53.45)
Tax Impact on above	(47.31)	2.82
Balance at the end of the year	109.96	29.51

It is anticipated that sales will take place during the first six months of next financial year, at which time the amount shown in cash flow hedge reserve will be reclassified to statement of profit & loss account.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

(iv) d. Sensitivity Analysis

The following table demonstrates the sensitivity in the foreign exchange rates (USD & Euro) to the Indian Rupees with all other variables held constant. The impact on the other component of Equity arises from foreign forward exchange contract designated as cash flow hedge reserve is given below:

The sensitivity analysis is computed by comparing average exchange rate for the period ended March 31, 2024 and March 31, 2023.

Particulars	As at March 31, 2024		As at March 31, 2023	
	Increase	Decrease	Increase	Decrease
USD Sensitivity				
INR/USD-Increase/(Decrease) by 4% (previous year 7%)	295.11	(295.11)	459.02	(459.02)
EURO Sensitivity				
INR/EURO-Increase/(Decrease) by 6% (previous year 3%)	17.04	(17.04)	8.10	(8.10)
GBP Sensitivity				
INR/GBP-Increase/(Decrease) by 5% (previous year 3%)	4.72	(4.72)	2.93	(2.93)

43 Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity shareholders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Borrowings including current maturities (Refer Note 14 & 15)	1,77,726.70	1,15,067.09
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	2,557.14	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	17,435.83	11,774.52
Other payables other than current maturities (Refer Note 15a & 17)	9,811.15	8,586.38
Less: cash and cash equivalents (Refer Note 7)	436.50	320.96
Net debt	2,07,094.32	1,36,810.68
Equity (Refer Note 12 & 13)	1,30,928.71	1,26,842.09
Capital and Net debt	3,38,023.03	2,63,652.77
Gearing Ratio	61%	52%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

44 A : Impairment loss on Property, Plant & Equipment and Intangible Assets

In terms of Indian Accounting standard 36 - Impairment of Assets, as on reporting date, the Company evaluated each CGU's Intangible Assets and PPE Based on such evaluation, which is also supported by external information, more particularly the market value and economic performance of the assets, no indication of impairment has been determined.

44 B : Other Information in terms of the amendment in schedule III of the companies act vide notification dated 24th March 2021

- The Company does not have any Benami Property, and no proceeding has been initiated or pending against the Company for holding any Benami Property.
- The Company does not have any transactions with companies which are struck off.
- The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- The Company have not traded or invested in crypto currency or virtual currency during the financial year.
- The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - 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.
- The Company have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the 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.
- The company has been sanctioned working capital limit in excess of ₹5 Crore, in aggregate, at points of time during the year, from bank on the basis of security of current assets. The quarterly returns/ statements filed by the company with the bank, are generally in agreement with the books of accounts of the company of the respective quarters and differences, if any are not material.
- The Company has no such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- The Company have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.
- The company has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

45 Legal Cases

Against the Company:

(₹ in Lakh)						
S. No.	Nature of Dispute	Amount Involved	Provision Made	Disclosed as Contingent Liabilities	Claim not acknowledged as debt	Amount Deposited Under Protest
1	Indirect Taxation	23.72	21.03	-	2.69	7.15
		(71.57)	(37.55)	(15.00)	(19.02)	(7.15)
2	Direct Taxation	9,084.28	-	8,240.23	844.05	-
		(9,084.28)	-	(8,240.23)	(844.05)	-
3	State Dues/ Levies	-	-	-	-	-
		-	-	-	-	-
4	Labour Laws	53.66	10.53	-	43.13	-
		(85.86)	(10.53)	(2.15)	(73.18)	-
5	Commercial Matters	-	-	-	-	-
		(4.47)	(2.10)	(2.37)	-	-
6	Others	166.04	17.25	-	148.79	-
		(166.04)	(17.25)	-	(148.79)	-
Total		9,327.70	48.81	8,240.23	1,038.66	7.15
		(9,412.22)	(67.43)	(8,259.75)	(1,085.04)	(7.15)

Figures in brackets in aforesaid note represent the figures of previous year

By the Company:

(₹ in Lakh)						
S. No.	Nature of Dispute	Amount Involved	Provision Made	Disclosed as Contingent Liabilities	Claim not acknowledged as debt	Amount Deposited Under Protest
1	Indirect Taxation	1,547.22	205.38	783.74	558.10	1,324.14
		(777.72)	(205.38)	-	(572.34)	(554.64)
2	Direct Taxation	3,586.00	21.76	2,844.31	719.93	-
		(3,586.00)	(21.76)	(2,844.31)	(719.93)	-
3	Labour Laws	4.17	-	-	4.17	-
		(53.17)	-	-	(53.17)	-
4	Commercial Matters	10,476.80	5,995.63	2,356.02	2,125.15	645.52
		(10,482.25)	(5,995.63)	(2,361.47)	(2,125.15)	(720.69)
5	Others	1,371.08	1,291.50	-	79.58	-
		(1,396.17)	(1,316.82)	-	(79.35)	-
Total		16,985.27	7,514.27	5,984.07	3,486.93	1,969.66
		(16,295.31)	(7,539.59)	(5,205.78)	(3,549.94)	(1,275.33)

Figures in brackets in aforesaid note represent the figures of previous year

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

46 Ratio

Sl. No.	Ratio	Numerator	Denominator	31.03.2024	31.03.2023	% variance	Reason for variance
1	Current Ratio	Current Assets	Current Liabilities	1.15	1.44	-20.14%	
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	1.36	0.91	49.45%	During the year, the Debt has increased due to availment of Loan for purchase of Chhata Unit through Business Transfer Agreement
3	Debt Service Coverage Ratio	PAT+Depreciation / Amortisation +Interest on term loan	Principal repayments of Current Maturity of Long term borrowings+ Interest on Term Loan	1.89	1.81	4.42%	
4	Return on Equity	Net Profit after tax	Average Shareholder's Equity	2.71%	9.67%	-71.98%	Margins are reduced from the year 2022-23 and the Company has incurred losses during the year.
5	Inventory Turnover	Net Sales	Average Inventory	5.81	6.39	-9.04%	
6	Trade receivables Turnover	Net Sales	Average trade receivables	7.77	7.65	1.52%	
7	Trade payables Turnover	Net Purchases	Average Trade payables	17.68	18.00	-1.78%	
8	Net Capital Turnover	Net Sales	Working Capital	19.41	8.93	117.36%	There is increase in inventory level as compared to previous year.
9	Net Profit ratio	Net Profit after tax	Net Sales	0.78%	2.89%	-73.01%	During the year, average sales realisation is less as compared to previous year.
10	Return on Capital Employed	EBIT	Capital employed (Tangible Network + Total Debt + Deferred tax liability)	3.79%	8.47%	-55.25%	Decreased due to reduction in profitability on account of reduced margin.
11	Return on Company's Investments	Total Return	Cost of Investment	21.63%	-11.83%	282.84%	Increase in fair market value of Company's investments

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

47 Note on Lease Accounting

(i) Following are the changes in the carrying value of right of use assets for the year March 31, 2024:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance (Including Lease Hold land)	923.75	344.96
Additions	108.72	640.88
Deductions	(8.14)	-
Depreciation	(176.48)	(62.09)
Closing Balance	847.85	923.75

(ii) The following is the movement in lease liabilities for the year March 31, 2024:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance	594.24	45.46
Additions	108.72	601.69
Deduction	(9.02)	-
Interest on lease liabilities	59.67	13.64
Payment of lease liabilities*	(192.79)	(66.55)
Closing Balance	560.82	594.24

*Includes Interest expenses paid during the year ended March 31, 2024 amounts to ₹59.67 Lakh (Previous Year ₹13.64 Lakh)

(iii) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 on discounted basis:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Less Than one year	140.89	113.17
One to five years	419.93	481.07
Total Discounted Lease Liabilities	560.82	594.24

Lease rent expense recorded for short-term leases and low value leases was ₹636.92 Lakh (Previous Year ₹686.18 Lakh) for the year ended March 31, 2024.

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

Note No.48. Business Combination

Pursuant to the approval of Board of Directors in its meeting held on 24th January, 2024, the Company had signed a Business Transfer Agreement ("BTA") on 24th January, 2024 with Ginni Filaments Limited ("GFL") for acquisition of its Spinning, Knitting and Processing Undertaking situated at Delhi-Mathura Road, Chhata, Kosi, Distt. Mathura (UP) as a going concern on a Slump Sale Basis ("Business Undertaking") at a consideration of ₹16,000.00 Lakhs subject to necessary adjustments as specified in the BTA on closing date.

The Company has taken over possession of the acquired undertaking as stated above of GFL as a going concern on a Slump Sale Basis ("Business Undertaking") with effect from 16th February 2024 at agreed value of ₹14,220.89 Lakhs, subject to few conditions as specified in the Business Transfer Agreement dated 24th January 2024 which have been mutually agreed between the Company and GFL. Based on valuation report provided by the Registered Valuer for the purpose of PPA (Purchase Price Allocation) and taken on record/approved by the management for the stated acquisition of business, relevant impact has been given in the books of accounts in the accordance with IND AS 103.

(₹ in Lakh)

A. Particulars	Amount
Assets	
Property, Plant and Equipment	
Land	6,790.40
Buildings	3,170.03
Plant & Machinery	3,540.38
Office equipment	17.64
Furniture & Fixtures	136.67
Vehicles	47.51
Inventories	5,474.75
Investments	170.00
Other Financial Assets	5,489.75
Other current Assets	972.36
Total Assets (A)	25,809.49
Liabilities	
Trade Payables	2,258.88
Borrowings	7,471.00
Other Current Liabilities	1,802.10
Total Liabilities (B)	11,531.98
Total net identifiable assets acquired (C=A-B)	14,277.51
Direct expenses attributable to Acquisition (D)	56.62
Total (E=C+D)	14,220.89
Less : Purchase Consideration (F)	14,220.89
Goodwill/Capital Reserve (E-F)	-

Notes to the Standalone Financial Statement

for the year ended March 31, 2024

49. The Board of Directors of the Company at its meeting held on March 29, 2024 reviewed the status of investment of the Company in Bhilwara Energy Limited BEL, - erstwhile Associate Company) and has decided that the nomination of Shri Riju Jhunjhunwala, Chairman & Managing Director to represent the Company on the Board of BEL made with effect from 12th May, 2017 be brought to an end with immediate effect. In view of above decision, BEL has ceased to be classified as Associate of the Company w.e.f. March 29, 2024 and hence has been reclassified as financial investment {1,25,24,960 equity shares (7.56%)}. Accordingly, investment in BEL have been fair valued in accordance with Ind AS 109 and unrealised mark to market gain of ₹13775.65 Lakhs (excluding deferred tax of ₹2385.52 Lakhs) has been credited to Statement of profit & Loss Account through exceptional item.
50. During the year company has completed the acquisition of BG Wind Power Limited (BGWPL) having generation capacity of 20 MW from Bhilwara Energy Limited. BGWPL has become wholly owned subsidiary company w.e.f. 6th April, 2023.
51. The Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except (i) at database levels (ii) at the application level w.r.t certain areas including manufacturing Order, material file and header, distribution Order, Item master etc.
52. Previous year figures have been regrouped/ rearranged, wherever considered necessary to confirm to current year's classification.

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

For and on Behalf of Board of Directors

Riju Jhunjhunwala
Chairman & Managing
Director and CEO
DIN 00061060

B. M. Sharma
Joint Managing Director
DIN 08195895

N.K. Lodha
Partner
M. No. 085155

Vijay Kumar
Partner
M. No. 092671

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M.No. FCS 2615

Place: Noida, (U.P.)
Date: May 24, 2024

Consolidated Financial Statements

Independent Auditor's Report

To the Members of RSWM LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **RSWM Limited** (hereinafter referred to as "the Company") its subsidiary (the company and its subsidiary together referred to as "the Group") and its associates, comprising the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and notes to the consolidated financial statements, including a summary of Material accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of associates and subsidiary, the aforesaid consolidated financial statements give the information required by the Companies Act 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the group and its associates as at March 31, 2024, of consolidated loss, Consolidated Other Comprehensive Income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Act. Our responsibilities under those SAs are further described in the "Auditor's Responsibility for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder,

and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matter

In case of BG Wind Power Limited (BGWPL), a subsidiary Company, attention is drawn to note no 50 of the consolidated financial statements that during the current year, wherein pending execution of the renewal of PPA expired on March 31, 2019, the Subsidiary Company has continued to recognise revenue which was @ ₹2.44/kwh since then. The Subsidiary Company has exported the power to Discom during the month of April'23 & May'2023 as well. However, w.e.f. 1st June, 2023 the Subsidiary Company is supplying power to RSWM Ltd. under long term power purchase agreement under captive mechanism at tariff agreed upon.

Based on Hon'ble RERC Order, the differential amount of revenue from ₹3.14/kwh to ₹2.44/kwh recognised from 01st April 2019 to 31st March 2022 and GBI recognised for the above period has also been reversed during the previous financial year and charged to the statement of Profit and loss of BGWPL.

As stated in note no 50, total amount accrued on account of supply of power to Discom from 01st April 2019 to 31st May 2023 is being shown under unbilled revenue since the matter is sub-judice.

The above stated matter was reported in the audit report on the financial statements of year ended 31st March, 2024 of BGWPL under the heading "Emphasis of Matter". The opinion of the auditor of the subsidiary company is not modified in respect of matter stated above.

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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Director is responsible for 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 and Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India. 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Group and of its associates are responsible for overseeing the financial reporting process of the Group and of its associates.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

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

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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 ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope

of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company and other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

Other Matters

We did not audit the financial statements of a subsidiary included in the consolidated financial statements, whose financial statements reflect Total asset of ₹5,740.67 Lakhs and Total net Assets/(Liability) of ₹(5,694.30) Lakhs as at March 31, 2024, Total revenue of ₹802.44 Lakhs, Total comprehensive loss of ₹1,256.79 Lakhs and net Cash Outflows of ₹7.58 Lakhs for the year ended March 31, 2024 as considered in the Consolidated Financial Statements, which have been audited by its independent auditors whose report have been furnished to us by the Management. The Consolidated financial statements include the Group's share of net profit of ₹1,317.54 Lakhs and total comprehensive Income of ₹1,316.09 Lakhs for the period ended 31st March 2024 as considered in the consolidated financial statements in respect of 2 associates, These financials statement have been audited by other auditors, whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associates, and our report in terms of sub-

sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associates is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on financial statements and other financial information of associates and subsidiary, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except for the matters stated in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules")
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including other comprehensive Income, the Consolidated Statement of Cash Flow and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Companies Act, 2013.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and its associates incorporated in India, none of the directors of the Group and its associates companies incorporated in India is

disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 2(h)(vi) below on reporting under Rule 11(g) of the Rules.
- g) With respect to the adequacy of the internal financial controls with reference to Consolidated financial statement 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 with reference to Consolidated financial statements in place and the operating effectiveness of such controls.
- 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 and based on the consideration of the reports of the other Auditors on Financial Statements of Associates and subsidiary:
 - i. The Consolidated Financial Statements disclosed the impact of pending litigations on the Consolidated financial position of the Group and its Associate – Refer Note No. 37, 45 and 50 to the consolidated financial statements;
 - ii. The Group and its associate have made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group during the year ended March 31, 2024 and there were no amount which were required to be transferred to the Investor Education and Protection Fund by its Associate incorporated in India.
 - iv. a) The respective management of the Group and its Associates Company have represented that to the best of his knowledge and belief, 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 Group and its Associates 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 Group and its Associate Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- b) The respective management of the Group and its Associate Company has represented that, to the best of its knowledge and belief, no funds have been received by the Group and its Associate Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Group and its Associate Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- c) Based on 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) above as required by Rule 11(e) of Companies (Audit & Auditors) Rules, 2014, as amended, contains any material mis-statement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the act to the extent it applies to payment of dividend. No dividend has been declared or paid during the year by its associates and subsidiary.

- vi. Based on our examination which included test checks and the reports of the respective auditors of the subsidiary companies and associates incorporated in India whose financial statements have been audited under the Act, in respect of financial year commencing on April 1, 2023, has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except (i) at database levels (ii) in case of the holding company at the application level w.r.t certain area including related with manufacturing Order, material file and header, distribution Order, Item master etc.

For the period wherever audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, thus reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirement of Section 197 (16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us and on the consideration of the reports of the other auditors, refer to in other matter paragraph, on financial statements of its subsidiary and its associates, we report that the managerial remuneration has been paid/ provided for by the Company & its associate to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

For **Lodha & Co LLP**
Chartered Accountants
FRN : 301051E/E300284

N.K. Lodha
Partner
M. No. 085155
UDIN: 24085155BKFN03075
Place : Noida
Date : 24-05-2024

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
FRN : 000756N/N500441

Vijay Kumar
Partner
M. No. 092671
UDIN: 24092671BKFBPB7743
Place : Noida
Date : 24-05-2024

Annexure A to the Independent Auditors’ Report to the members of RSWM Limited (Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In terms of paragraph 3(xxi) and 4 of the CARO 2020, in case of following companies remarks as stated by the respective auditors in CARO 2020, included in the consolidated financial statements of the Company are as under:

Sr. No.	Name	CIN	Company/Subsidiary/ Associate	Clause number of the CARO report
1	RSWM Limited	CIN L17115RJ1960PLC008216	Company	3(i)(c) 3(iii)(c), 3(iii)(d)

For **Lodha & Co LLP**
Chartered Accountants
FRN : 301051E/E300284

N.K. Lodha
Partner
M. No. 085155
UDIN: 24085155BKFN03075
Place : Noida
Date : 24-05-2024

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
FRN : 000756N/N500441

Vijay Kumar
Partner
M. No. 092671
UDIN: 24092671BKFBPB7743
Place : Noida
Date : 24-05-2024

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

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

Report on the Internal Financial Controls With reference to consolidated financial Statement under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial Statement of **RSWM Limited** (hereinafter referred to as “the Company”) its subsidiary (the company and its subsidiary together referred to as “the Group”) and its associates, which are the Company incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial control with reference to consolidated financial statement based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of

Internal financial control and, both issued by 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 with reference to the consolidated financial statement 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 with reference to consolidated financial statement and their operating effectiveness.

Our audit of internal financial controls with reference to consolidated financial statement included obtaining an understanding of internal financial controls with reference to consolidated financial statement, 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 with reference to consolidated financial statement

Meaning of Internal Financial Controls with reference to consolidated financial Statements

A company’s internal financial control with reference to consolidated financial statement 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 with reference to consolidated financial statement includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial Statements

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the

consideration of reports of the other auditors, the Group and its associates, which are the companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial Statement and such internal financial controls with reference to consolidated financial Statement were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to consolidated financial Statement established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over financial reporting issued by the Institute of Chartered Accountants of India.

Other matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial Statement insofar as it relates to its two (2) associates and subsidiary, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Lodha & Co LLP**
Chartered Accountants
FRN : 301051E/E300284

N.K. Lodha
Partner
M. No. 085155
UDIN:
Place : Noida
Date : 24-05-2024

For **S S Kothari Mehta & Co. LLP**
Chartered Accountants
FRN : 000756N/N500441

Vijay Kumar
Partner
M. No. 092671
UDIN:
Place : Noida
Date : 24-05-2024

Consolidated Balance Sheet

as at March 31, 2024

(₹ in Lakh)

Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
ASSETS			
1 Non-current Assets			
a Property, Plant and Equipment	3a	1,51,859.59	1,08,156.68
b Capital Work-in-Progress	3b	3,200.51	18,280.26
c Investment Property	3c	2,939.77	3,014.57
d Other Intangible Assets	3d	157.36	371.11
e Goodwill		2,440.00	-
f Financial Assets			
i) Investments	4	24,576.21	12,358.38
ii) Loans	5	2.60	-
iii) Other financial assets	8	408.17	749.22
g Other Non-current Assets	11	4,374.30	6,834.27
2 Current Assets			
a Inventories	9	81,029.84	67,725.20
b Financial Assets			
i) Trade receivables	6	64,491.71	45,440.60
ii) Cash and cash equivalents	7	442.01	320.96
iii) Bank balances other than (ii) above	7	347.46	190.07
iv) Loans	5	120.99	199.80
v) Other financial assets	8	6,114.34	6,123.84
c Current Tax Assets (Net)	10	1,958.17	2,025.58
d Other Current Assets	11	20,957.33	17,164.08
3 Assets Classified as Held for Sale	3e	3,953.46	-
TOTAL ASSETS		3,69,373.82	2,88,954.62
EQUITY AND LIABILITIES			
Equity			
a Equity Share Capital	12	4,710.17	4,710.17
b Other Equity	13	1,25,028.18	1,26,989.55
Liabilities			
1 Non-current Liabilities			
a Financial Liabilities			
i) Borrowings	14	75,393.59	49,973.63
ia) Lease Liabilities	15a	431.05	481.07
ii) Other financial liabilities	17	195.79	165.40
iii) Provisions	18	499.55	-
b Deferred Tax Liabilities (Net)	20	7,997.26	8,922.64
c Deferred Government Grants	21	1,647.78	951.04
d Other Non-current Liabilities	22	5.53	-
2 Current Liabilities			
a Financial Liabilities			
i) Borrowings	15	1,13,046.66	65,093.46
ia) Lease Liabilities	15a	142.18	113.17
ii) Trade payables			
- Total outstanding dues of micro and small enterprises	16	2,558.19	1,703.65
- Total outstanding dues of creditors other than micro and small enterprises	16	17,435.83	11,774.52
iii) Other financial liabilities	17	9,481.66	7,826.74
b Provisions	18	344.89	24.17
c Deferred Government Grants	21	222.07	62.50
d Other Current Liabilities	22	10,233.44	10,162.91
TOTAL EQUITY AND LIABILITIES		3,69,373.82	2,88,954.62

Accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

Riju Jhunjunwala
Chairman & Managing
Director and CEO
DIN 00061060

B. M. Sharma
Joint Managing Director
DIN 08195895

N.K. Lodha
Partner
M. No. 085155

Vijay Kumar
Partner
M. No. 092671

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M.No. FCS 2615

Place: Noida, (U.P.)
Date: May 24, 2024

Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
Revenue From Operations	23	4,05,787.68	3,78,889.62
Other Income	24	3,638.85	9,144.01
Total Income		4,09,426.53	3,88,033.63
Expenses			
Cost of Materials Consumed	25	2,30,002.61	2,22,483.69
Purchase of Traded Goods	26	30,335.95	13,175.26
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	27	560.43	(4,314.10)
Employee Benefit Expenses	28	46,602.74	41,847.80
Finance Cost	29	9,685.10	7,394.51
Depreciation and Amortization Expenses	30	15,316.56	12,730.08
Other Expenses	31	88,796.65	80,888.44
Total Expenses		4,21,300.04	3,74,205.68
Profit/(Loss) Before exceptional items and tax		(11,873.51)	13,827.95
Exceptional items	49	7,727.30	-
Profit/(Loss) Before Tax & Share of Profit/(Loss) of Associates		(4,146.21)	13,827.95
Share of Profit/ (Loss) of Associates		1,317.54	1,324.40
Profit/(Loss) Before Tax		(2,828.67)	15,152.35
Tax Expense			
Current Tax	19	574.00	2,447.86
Tax of earlier year provided/(written back)	19	(278.85)	(2,065.64)
Deferred Tax	19	(1,018.22)	2,484.93
Profit/(Loss) for the Period		(2,105.60)	12,285.20
Other Comprehensive Income	32		
a) (i) Items that will not be reclassified to Profit or Loss		3,134.51	(1,244.24)
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		(45.53)	(63.69)
(iii) Share in OCI of Associates that will not be reclassified to Profit or Loss		(1.45)	(3.43)
b) (i) Items that will be reclassified to Profit or Loss		(92.16)	(8.08)
(ii) Income tax relating to items that will be reclassified to Profit or Loss		(47.31)	2.82
Other Comprehensive Income/(Loss) for the year		2,948.06	(1,316.62)
Total Comprehensive Income/(Loss) for the year		842.46	10,968.58
Profit for the year attributable to:-			
- Owners of the parent		(2,105.60)	12,285.20
- Non-controlling interest		-	-
		(2,105.60)	12,285.20
Other comprehensive income / (expense) for the year attributable to:-			
- Owners of the parent		2,948.06	(1,316.62)
- Non-controlling interest		-	-
		2,948.06	(1,316.62)
Total comprehensive income for the year attributable to:-			
- Owners of the parent		842.46	10,968.58
- Non-controlling interest		-	-
		842.46	10,968.58
Earnings per Equity Shares of ₹10/- each	33		
1) Basic (in ₹)		(4.47)	31.52
2) Diluted (in ₹)		(4.47)	31.52

Accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
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Firm Regn. No. 000756N/N500441

Riju Jhunjunwala
Chairman & Managing
Director and CEO
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B. M. Sharma
Joint Managing Director
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N.K. Lodha
Partner
M. No. 085155

Vijay Kumar
Partner
M. No. 092671

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M.No. FCS 2615

Place: Noida, (U.P.)
Date: May 24, 2024

Consolidated Statement of Cash Flow

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
A. Cash Flow From Operating Activities		
Profit/(Loss) Before exceptional items and tax	(10,555.96)	15,152.35
Less : Share in Profit of Associate	1317.54	1324.4
Profit/(Loss) Before exceptional items, share of profit of associates and tax	(11,873.51)	13,827.95
Adjustments for:		
Depreciation and Amortization Expenses	15,316.56	12,730.08
Net Gain / (loss) on Sale of Property, Plant & Equipment *	(502.17)	(3,736.54)
Provisions Written Back	(81.79)	(694.60)
Liability No Longer Required	(86.13)	
Allowances for Impairment Loss Allowance	456.83	125.93
Finance Costs	9,705.82	7,418.85
Interest Income	(1,030.07)	(2,247.92)
Dividend Income from Investments	(138.66)	(129.57)
Forex Fluctuation on translation of Assets and Liabilities	(9.48)	(4.67)
Operating Profit/(Loss) before Working Capital Changes	11,757.40	27,289.51
(Increase)/Decrease in Trade Receivables	(19,051.11)	8,205.52
(Increase)/Decrease in Current & Non current Financial Assets - Loans	(15.95)	(121.52)
(Increase)/Decrease in Other Current Financial Assets	6,999.80	416.63
(Increase)/Decrease in Other Non Current Financial Assets	349.25	461.65
(Increase)/Decrease in Other Current Assets	(3,245.85)	(2,351.95)
(Increase)/Decrease in Other Non Current Assets	(761.38)	(1,218.10)
(Increase)/Decrease in Inventories	(7,877.40)	(16,818.29)
Increase/(Decrease) in Trade Payables	4,256.24	(2,993.33)
Increase/(Decrease) in Other Current Financial Liabilities	1,547.32	322.35
Increase/(Decrease) in Other Non Current Financial Liabilities	30.39	(428.71)
Increase/(Decrease) in Other Current Liabilities	(1,798.58)	(1,239.44)
Increase/(Decrease) in Other Non Current Liabilities	460.10	182.27
Cash generated from/(used in) Operations before tax	(7,349.77)	11,706.59
Net Direct Taxes paid	(227.73)	(2814.87)
Net Cash Flow from/(used in) Operating Activities	(7,577.50)	8,891.72
B. Cash Flow From Investing Activities		
Acquisition of Property, Plant & Equipment/Intangible Assets including Capital Advances	(23,073.42)	(33,373.33)
Proceeds from sale of Property, Plant & Equipment	996.44	8,854.68
Consideration paid for acquiring Through BTA (Refer Note 48)	(14,220.89)	-
Acquisition of Investments	(500.00)	-
Proceeds from/(Investment in) Term Deposit	(253.50)	100.88
Interest Received	695.09	402.18
Dividend Received	138.66	129.57
Net Cash Flow from/(used in) Investing Activities	(36,217.62)	(23,886.02)
Net Cash from/(used in) Operating and Investing Activities	(43,795.12)	(14,994.30)
C. Cash Flow From Financing Activities		
Repayment of Borrowings	(18,916.88)	(23,735.57)
Proceeds from Borrowings	35,518.53	24,473.89
Proceeds / (Repayment) of Short Term Borrowings	39,478.84	4,076.59
Proceeds from Allotment of Right Equity Shares	-	23,550.86

Consolidated Statement of Cash Flow (contd.)

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Transaction costs for Right Equity Shares issue	-	(322.25)
Payment of Dividend	(2,355.08)	(5,887.71)
Repayment of Lease Liabilities	(165.16)	(52.91)
Finance Costs Paid	(9,657.17)	(7,375.99)
Net Cash from/(used in) Financing Activities	43,903.08	14,726.91
Net Cash from/(used in) Operating, Investing & Financing Activities	107.96	(267.39)
Opening balance of Cash and Cash Equivalent	320.96	588.35
Add : Opening Cash Balance Received on acquisition of Subsidiary	13.09	-
Closing balance of Cash and Cash Equivalent	442.01	320.96
Cash and Cash Equivalents included in the Cash Flow Statement comprise of the following (refer Note 7)		
i) Cash on Hand	15.53	8.37
ii) Balance with Banks :		
- On Current Accounts	426.48	312.59
Total	442.01	320.96

*During the previous year includes the gain of ₹1,992.57 Lakh on sale of Freight Terminal Business on Slump Sale basis.

Notes:

1. Changes in Liabilities arising from Financing Activities:

(₹ in Lakh)

Particulars	Balance as at March 31, 2023	Cash Flow Changes	Non Cash Adjustments	Balance as at March 31, 2024
Long Term Borrowings (Including Current Maturity)	58,468.27	16,601.65	15,622.62	90,692.54
Short Term Borrowings	56,598.82	39,478.84	1,670.05	97,747.71
	1,15,067.09	56,080.49	17,292.67	1,88,440.25

Particulars	Balance as at March 31, 2022	Cash Flow Changes	Non Cash Adjustments	Balance as at March 31, 2023
Long Term Borrowings (Including Current Maturity)	57,729.95	738.32	-	58,468.27
Short Term Borrowings	52,522.23	4,081.24	(4.65)	56,598.82
	1,10,252.18	4,819.56	(4.65)	1,15,067.09

Accompanying notes form an integral part of the consolidated financial statements

As per our report of even date

For and on Behalf of Board of Directors

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

Riju Jhunjunwala
Chairman & Managing
Director and CEO
DIN 00061060

B. M. Sharma
Joint Managing Director
DIN 08195895

N.K. Lodha
Partner
M. No. 085155

Vijay Kumar
Partner
M. No. 092671

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M.No. FCS 2615

Place: Noida, (U.P.)
Date: May 24, 2024

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

a. Equity Share Capital

Particulars	Note No.	Amount
Balance as at April 1, 2022		2,355.08
Changes in Equity Share Capital due to prior period errors		-
Restated balance as at April 1, 2022		2,355.08
Changes in Equity Share Capital during 2022-23	12	2,355.09
Balance as at March 31, 2023		4,710.17
Balance as at April 1, 2023		4,710.17
Changes in Equity Share Capital due to prior period errors		-
Restated balance as at April 1, 2023		4,710.17
Changes in Equity Share Capital during 2023-24	12	-
Balance as at March 31, 2024		4,710.17

b. Other Equity

Particulars	Note No.	Surplus				Other Comprehensive Income		Total
		Capital Reserve	Securities Premium	General Reserve	Pref. Share Redemption Reserve	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	
Balance at April 1, 2022		701.48	9,618.56	4,910.28	6,060.85	4,514.79	34.77	1,01,188.89
Share Premium on Right Shares Allotment		-	21,195.77	-	-	-	-	21,195.77
Right Shares Issue Expenses Adjustment		-	(322.25)	-	-	-	-	(322.25)
-Adjustment in associates due to additional amount given to IFC by MPCL		-	-	-	-	-	-	(153.73)
- Profit or Loss during the year		-	-	-	-	-	-	12,285.20
- Other Comprehensive Income for the year	52	-	-	-	-	(1,426.51)	(5.26)	(1,316.62)
Total Comprehensive Income		-	20,873.52	-	-	(1,426.51)	(5.26)	31,688.37

Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

Particulars	Note No.	Surplus				Other Comprehensive Income		Total
		Capital Reserve	Securities Premium	General Reserve	Pref. Share Redemption Reserve	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	
- Dividend paid during the year	13	-	-	-	-	-	-	(5,887.71)
Total Contribution by and distribution to owners		-	-	-	-	-	-	(5,887.71)
Balance at March 31, 2023		701.48	30,492.08	4,910.28	6,060.85	3,088.28	29.51	1,26,989.55
Balance at April 1, 2023		701.48	30,492.08	4,910.28	6,060.85	3,088.28	29.51	1,26,989.55
IndAS adjustment of subsidiary during the year (refer note no. 51)		-	-	-	-	(448.75)	-	(448.75)
- Profit or Loss during the year		-	-	-	-	-	-	(2,105.60)
- Other Comprehensive Income for the year	52	-	-	-	-	83.09	(139.47)	2,948.06
Total		-	-	-	-	(2,471.26)	(139.47)	393.71
- Dividend paid during the year	13	-	-	-	-	-	-	(2,355.08)
Total Contribution by and distribution to owners		-	-	-	-	-	-	(2,355.08)
Balance at March 31, 2024		701.48	30,492.08	4,910.28	6,060.85	6,092.72	(109.96)	1,25,028.18

Accompanying notes form an integral part of consolidated financial statements.

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

N.K. Lodha
Partner
M. No. 085155

Place: Noida, (U.P.)
Date: May 24, 2024

For and on Behalf of Board of Directors

For S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

Vijay Kumar
Partner
M. No. 092671

Riju Jhunjhunwala
Chairman & Managing Director and CEO
DIN 00061060

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

B. M. Sharma
Joint Managing Director
DIN 08195895

Surender Gupta
Company Secretary
M.No. FCS 2615

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

1 Group Overview and Accounting Policies

1.01 Group Overview

RSWM Limited (the "Company") is a public limited company incorporated and domiciled in India and has its registered office at Kharigram, Gulabpura, Bhilwara (Rajasthan, India). The Company has its primary listings on the BSE and NSE.

The Company is one of the largest textile manufacturing companies having multiple facilities to produce green fibre, yarn and fabric. The Company is primarily producing the best quality of yarns like synthetic, blended, mélange, cotton, speciality and value added yarns suitable for suitings, shirtings, hosiery, carpet, denim, technical textiles and industrial applications and denim fabric, synthetic fabric for renowned brands.

The following Companies are considered for preparation of consolidated financial statements.

Name	Country	Type of Ownership	Ownership Percent	Period	Audited/ Board Approved
LNJ Skills & Rozgar Private Limited #	India	Associate	47.30%	1 st April, 2023 to 31 st March, 2024	Audited
BG Wind Power Limited	India	Subsidiary	100%	1 st April, 2023 to 31 st March, 2024	Audited
Bhilwara Energy Limited*	India	Associate	-	1 st April, 2023 to 29 th March, 2024	Audited

* ceased to be an associate w.e.f. 29.03.2024

Subsidiary w.e.f. 06.04.2023

The Associate, LNJ Skills and Rozgar Private Limited is engaged in providing services in the area of skill development through skill centres, so that the youth could be skilled and then employed.

The Associate, Bhilwara Energy Limited is engaged in the business of power generation, establishment, operation and maintenance of power generating stations and tie-lines, sub-stations and main transmission lines connected therewith including through their subsidiaries/associates.

BG Wind Power Limited (the Subsidiary Company) is in generation of wind power through 20 MW wind power project in Distt. Jaisalmer, Rajasthan. The Company has started commercial operation during the financial year 2016-17 w.e.f. 24th January, 2017.

RSWM Limited together with its Subsidiaries is herein after referred to as 'the Group'.

The consolidated financial statements of the Group for the year ended 31st March, 2024 is approved for issue by the Company's Board of Directors on May 24, 2024.

1.02 Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013 ('the Act') (to the extent notified) read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015, as amended from time to time and guidelines issued by the Securities and Exchange Board of India (SEBI). The consolidated financial statements are prepared on going concern, accrual and historical cost basis except for the following assets and liabilities which have been measured at fair value:

- Defined benefit plans-plan assets measured at fair value.
- Assets classified as held for sale measured at fair value less cost to sell.
- Certain Financial Assets and Liabilities measured at fair value (including derivative financial instruments) (Refer Accounting Policy 1.10 on Financial Instruments).

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements are presented in ₹ which is also the Company's functional currency and all values are rounded to the nearest ₹ in Lakh, except where otherwise indicated.

(a) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary/associate companies.

A subsidiary is an entity in which the Company either at its own or together with one or more of its subsidiary companies, has acquired more than one-half of its total share capital.

An associate is an entity over which the Company has significant influence or holding substantial number of shares with voting rights. Significant influence is the power to participate in the financial and operating decisions of the investee. In case of associate, the Company has as such, no control over their policies.

- The group combines the financial statements of its subsidiary company line by line adding together like items of assets, liabilities, equity, income and expenses. Inter-company transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

Non-controlling interests in the results and equity of subsidiary company are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and consolidated balance sheet respectively.

- Investments in Associates are accounted for, using equity method of accounting: Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognize the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment. When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealized gains on transactions between the group and its associates are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group. The carrying amount of equity accounted investments is tested for impairment in accordance with the policy.

(b) Use of Estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2 annexed to the standalone financial statements.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

(c) Classification of Assets and Liabilities as Current and Non-Current

All Assets and Liabilities have been classified as current or non-current. Based on the nature

of product & activities of the Group and their realization in cash and cash equivalent, the Group has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets and deferred tax liabilities are classified as non-current assets and liabilities.

(d) For Material accounting policies, refer note no. 1.03 to 1.24 annexed to the standalone financial statements.

(e) For Use of Critical Judgments, Estimates and Assumptions, refer note 2 annexed to the standalone financial statements.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

3a Property, Plant & Equipment

Particulars	Land-Freehold	Buildings (including Roads)	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Electric Fitting, Water Supply & Installations	Right to Use Assets		Total
								Buildings	Land-Leasehold	
Gross Carrying Value										
Balance at April 1, 2022	2,108.13	45,702.26	89,697.77	3,510.65	1,318.45	1,013.30	7,019.62	114.52	334.89	1,50,819.59
Additions	75.00	2,933.15	23,156.67	516.84	546.19	195.43	2,497.92	640.88	-	30,562.08
Deductions/ disposals *	-	(338.57)	(1,226.17)	(44.68)	(394.85)	(123.18)	(217.19)	(16.78)	-	(2,361.40)
Reclassification of assets	-	(758.20)	758.20	-	-	-	-	-	-	-
Reclassification of assets to investment property	-	(2,536.02)	-	-	-	-	-	-	-	(2,536.02)
Reclassification of assets from investment property	110.17	-	-	-	-	-	-	-	-	110.17
Balance at March 31, 2023	2,293.30	45,002.62	1,12,386.47	3,982.81	1,469.81	1,085.55	9,300.35	738.62	334.89	1,76,594.42
Balance at April 1, 2023	2,293.30	45,002.62	1,12,386.47	3,982.81	1,469.81	1,085.55	9,300.35	738.62	334.89	1,76,594.42
Additions	21.64	4,805.12	34,857.66	87.16	268.22	404.42	2,055.98	108.72	45.33	42,632.25
Assets acquired under BTA (refer Note no. 48)	6,790.40	3,170.03	3,540.38	136.67	47.51	17.64	-	-	-	13,702.63
Addition on account of Subsidiary (refer Note no. 55)	-	-	7,024.63	0.24	-	0.10	-	-	-	7,024.97
Deductions/ disposals *	(220.74)	(13.19)	(2,967.71)	(32.44)	(56.22)	(241.64)	(13.36)	(82.15)	-	(3,627.45)
Assets classified as held for sale	(680.53)	(981.55)	(15,414.01)	-	-	(7.23)	(1,651.98)	-	-	(18,735.30)
Balance at March 31, 2024	8,204.07	51,983.03	1,39,427.42	4,174.44	1,729.32	1,258.84	9,670.99	765.19	378.22	2,17,591.52
Accumulated Depreciation										
Balance at April 1, 2022	-	8,241.51	43,440.27	1,751.18	549.44	697.15	3,569.46	79.57	24.88	58,353.46
Depreciation for the year	-	1,741.70	9,568.86	192.26	178.36	117.13	607.31	56.80	5.29	12,467.71
Deductions/ disposals **	-	(338.57)	(1,139.60)	(26.86)	(283.95)	(127.97)	(206.30)	(16.78)	-	(2,140.03)
Reclassification of assets to investment property	-	(243.40)	-	-	-	-	-	-	-	(243.40)
Balance at March 31, 2023	-	9,401.24	51,869.53	1,916.58	443.85	686.31	3,970.47	119.59	30.17	68,437.74

(₹ in Lakh)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Particulars	Land-Freehold	Buildings (including Roads)	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipments	Electric Fitting, Water Supply & Installations	Right to Use Assets		Total
								Buildings	Land-Leasehold	
Balance at April 1, 2023	-	9,401.24	51,869.53	1,916.58	443.85	686.31	3,970.47	119.59	30.17	68,437.74
Depreciation for the year	-	1,585.14	12,092.85	202.47	174.44	183.80	853.17	171.19	7.33	15,270.39
Deductions/ disposals **	-	(2.14)	(2,767.70)	(30.19)	(35.40)	(223.23)	(12.66)	(74.01)	-	(3,145.33)
Assets classified as held for sale	-	(405.58)	(12,985.66)	-	-	(6.67)	(1,433.16)	-	-	(14,830.87)
Balance at March 31, 2024	-	10,578.86	48,209.02	2,088.86	582.89	640.21	3,377.82	216.77	37.50	65,731.93
Net Carrying Value										
Balance at March 31, 2023	2,293.30	35,601.38	60,516.94	2,066.23	1,025.96	399.24	5,329.88	619.03	304.72	1,08,156.68
Balance at March 31, 2024	8,204.07	41,404.17	91,218.40	2,085.58	1,146.43	618.63	6,293.17	548.42	340.72	1,51,859.59

Notes:

- * Deduction from Gross Carrying Value represents sale/transfer/discarding of Property, Plant & Equipment/Lease hold rights written off.
- ** Deduction in depreciation ₹ (3,145.33) Lakh (Previous Year ₹2,140.03 Lakh) represents adjustment on account of sale/ transfer/discarding of Property, Plant & Equipment.
- On transition date, the Company has opted to continue with carrying value of all of its Property, Plant and Equipment as deemed cost and net carrying value under previous GAAP as on March 31, 2015 is recognised as gross carrying amount in Ind AS as on 01-04-2015.
- Depreciation for the year 2023-24 includes ₹222.58 Lakh (Previous Year ₹136.99 Lakh) against amortisation of Government Capital Grants (refer Note 30)
- Assets pledged as security (refer Note 14)
- As on 31st March 24, the title deed of assets acquired under slump sale from Gimni Filaments Limited are to be executed in favour of company as per the following details:

Relevant line item in balance sheet	Description of property	Gross Carrying value	Whether title deed holder is a promotor, director or relative of promotor / Director or Employee of Promotor/Director	Property held since which date	Reason for not being held in the name of company
Freehold land	Freehold land	6,790.40	No	16-02-2024	The Company is in the process of transferring the property in its name on account of BTA. Refer Note No. 48
Building	Building	3,170.03	No		

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

3b Capital Work in Progress

Particulars	Building under construction	Plant & Equipment under erection/commissioning	Pre-operative expenses*	Total
Balance at April 1, 2022	965.76	12,541.11	824.50	14,331.37
Additions	6,458.55	22,417.29	1,004.07	29,879.91
Less: Amount capitalized in Property, Plant & Equipment	2,658.37	22,103.99	1,168.66	25,931.02
Balance at March 31, 2023	4,765.94	12,854.41	659.91	18,280.26
Balance at April 1, 2023	4,765.94	12,854.41	659.91	18,280.26
Additions	810.19	5,552.88	1,297.02	7,660.09
Less: Amount capitalized in Property, Plant & Equipment	4,703.21	16,088.74	1,947.89	22,739.84
Balance at March 31, 2024	872.92	2,318.55	9.04	3,200.51

* Pre-operative Expenses are as per breakup given below.

Particulars	2023-24	2022-23
(A) Opening Balance	659.91	824.50
(B) Additions:		
Raw Material	-	109.03
Salaries & Wages	157.03	135.72
Professional & Consultancy Charges	72.01	43.62
Borrowing Costs	510.11	682.64
Power & Fuel	285.33	57.57
Other Expenses	272.54	39.06
Less : Trial Run Stock	-	(63.57)
	1,297.02	1,004.07
(C) Deductions:		
Amount capitalized in Property, Plant & Equipment	1,947.89	1,168.66
	1,947.89	1,168.66
(A+B-C)	9.04	659.91

On transition date, the Company has opted to continue with carrying value of all of its capital work in progress as deemed cost and net carrying value under previous GAAP as on March 31, 2015 is recognised as gross carrying amount in Ind AS as on 01-04-2015.

Capital work-in-progress ageing schedule as at March 31, 2024 and March 31, 2023 is as follows:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3,200.51	-	-	-	3,200.51
	(18,200.27)	(79.99)	-	-	(18,280.26)
Total Capital work-in-progress	3,200.51	-	-	-	3,200.51
	(18,200.27)	(79.99)	-	-	(18,280.26)

Figures in brackets in aforesaid note represent the figures of previous year

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

3c Investment Property

(₹ in Lakh)	
Particulars	Amount
Gross Carrying Value	
Balance at April 01, 2022	1,172.36
Additions	9.64
Deductions/disposals/written off	(253.24)
Reclassified from Property, Plant & Equipment	2,536.02
Reclassified to Property, Plant & Equipment	(110.17)
Balance at March 31, 2023	3,354.61
Balance at April 1, 2023	3,354.61
Additions	-
Deductions/disposals/written off	(20.23)
Balance at March 31, 2024	3,334.38
Accumulated Depreciation	
Balance at April 01, 2022	82.20
Depreciation for the year	14.44
Deductions/disposals/written off	-
Reclassified from Property, Plant & Equipment	243.40
Balance at March 31, 2023	340.04
Balance at April 1, 2023	340.04
Depreciation for the year	54.57
Deductions/disposals/written off	-
Reclassified from Property, Plant & Equipment	-
Balance at March 31, 2024	394.61
Net Carrying Value	
Balance as at March 31, 2023	3,014.57
Balance as at March 31, 2024	2,939.77
(₹ in Lakh)	
Fair Value	Amount
At March 31, 2023	13,715.43
At March 31, 2024	14,323.02

3c(i) Measurement of Fair Value

"The fair value of the investment property has been determined by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017, external, independent property valuer, having appropriate qualifications and recent experience in the valuation of properties in the relevant locations and category of the properties being valued. The fair value has been determined based upon the market comparable approach that reflects recent transaction prices for similar properties.

The fair value measurement is categorised in level 3 fair value based on the inputs to the valuation technique used. (Refer Note 1.20 for definition of level 3 fair value measurement)"

The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

The investment properties consist of commercial properties in India. The Management has determined the investment properties as commercial properties based on the nature of their usage.

There has been no change to the valuation technique during the year.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

3c(ii) Information regarding Income and Expenditure on Investment Property

(₹ in Lakh)			
Particulars	Note No.	As at March 31, 2024	As at March 31, 2023
Lease Rental recognized during the year	35	601.92	254.38
Direct expenses		14.64	7.44
Profit arising from investment properties before depreciation and indirect expenses		616.56	261.82
Less : Depreciation for the year		54.57	14.44
Indirect Expenses		24.60	2.38
Profit/(Loss) arising from Investment Properties after depreciation and expenses		537.39	245.00

3c(iii) The Investment Property amounting ₹330.74 Lakh (Fair Value ₹5356.45 Lakh) is owned jointly with HEG Limited

3d Other Intangible Assets

(₹ in Lakh)	
Particular	Amount
Gross Carrying Value	Software
Balance at April 01, 2022	2,440.75
Additions	0.64
Deductions/ disposals	(10.61)
Balance at March 31, 2023	2,430.78
Balance at April 1, 2023	2,430.78
Additions	0.49
Deductions/ disposals	(1.72)
Balance at March 31, 2024	2,429.55
Accumulated Amortization	
Balance at April 01, 2022	1,685.36
Amortization for the year	384.92
Deductions/disposals	(10.61)
Balance at March 31, 2023	2,059.67
Balance at April 1, 2023	2,059.67
Amortization for the year	214.18
Deductions/ disposals	(1.66)
Balance at March 31, 2024	2,272.19
Net Carrying Value	
Balance as at March 31, 2023	371.11
Balance as at March 31, 2024	157.36

On transition date, the Company has opted to continue with carrying value of all of its other intangible assets as deemed cost and net carrying value under previous GAAP as on March 31, 2015 is recognised as gross carrying amount in Ind AS as on 01-04-2015.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

3e Assets & Liabilities Classified as Held for Sale

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Assets	3,953.46	-
Liabilities	-	-

Note on Assets Classified as Held for Sale

Non-current assets or disposal groups comprising of assets are classified as 'held for sale' when all the following criteria are met: (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date. Subsequently, such non-current assets and disposal groups classified as 'held for sale' are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated.

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Group of Assets held for sale		
Thermal Power Plant (TPP) Assets		
Buildings	576.17	-
Plant & Machinery	2,428.35	-
Electrical Installation	218.82	-
Office Equipment	0.56	-
Spares	47.51	-
	3,271.41	
Land at Phagi	680.53	-
Assets held for sale in subsidiary company	1.52	-
Total	3,953.46	-

Due to economical inefficiencies and management exploring to shift on use of bio-fuels, the management has decided to sale the asset of ₹3271.41 Lakhs of Thermal Power Plant (TPP) assets situated at Mordi, Distt. Banswara, Rajasthan and have been classified as held for sale as on March 31, 2024 in accordance with IND AS 105 "Non-Current Assets held for sale and Discontinued Operations.

The Company had purchased land situated at Village Nimer, Tehsil Phagi, Distt. Jaipur, Rajasthan for setting up Knit project but the Knit division was set up at Mordi, Rajasthan. During the year, the management has decided to sale the vacant land and have been classified as held for sale as on March 31, 2024 in accordance with IND AS 105 "Non-Current Assets held for sale and Discontinued Operations.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

4 Investments (Non-Current)

Particulars	(₹ in Lakh)		(₹ in Lakh)	
	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Investment in Equity Instruments (Fully Paid up)				
(i) Quoted Equity Shares (At fair value through OCI)				
Equity shares of ₹10/- each (unless stated otherwise)				
BSL Limited	31,396	51.44	31,396	48.55
HEG Limited	3,18,391	5,870.49	3,18,391	2,931.43
State Bank of India (of ₹1/- each)	24,080	181.23	24,080	126.11
Punjab National Bank (of ₹2/- each)	4,715	5.86	4,715	2.20
Whirlpool (India) Limited	372	4.52	372	4.89
Vardhman Holdings Limited	30	0.84	30	0.77
Tata Construction & Projects Limited	150	0.02	150	0.02
Graphite (India) Limited (of ₹2/- each)	775	4.68	775	2.03
Vardhman Textiles Limited (of ₹2/- each)	900	3.99	900	2.64
Vardhman Special Steel Limited	36	0.15	36	0.14
		6,123.22		3,118.78
(ii) Un-quoted Equity Shares				
Investment in Associates (At Cost)				
Equity shares of ₹10/- each (unless stated otherwise)				
Bhilwara Energy Limited (ceased w.e.f. 29 th March 2024) *	-	-	1,25,24,960	2,343.97
LNJ Skills and Rozgar Private Limited (of ₹1/- each) \$	11,80,000	1,180.00	11,80,000	1,180.00
		1,180.00		3,523.97
Add - Increase in Value of Investments in Associates				
Opening Balance		4,857.63		3,690.39
Adjustment in associates due to additional amount given to IFC by MPCL		-		(153.73)
Additions during the year		1,316.09		1,320.97
Less: Ceased to be associated (Fair value as deemed cost)*		(6,048.35)		-
Closing Balance		125.37		4,857.63
		1,305.37		8,381.60
Investment in other than Associate (At fair value through OCI)				
LNJ Power Ventures Limited (of ₹10/- each)	2,60,000	26.00	2,60,000	26.00
Bhilwara Energy Limited (of ₹10/- each)*	1,25,24,960	16,119.62	-	-
Equity Shares of AMPLUS RJ Solar Private Limited (of ₹10/- each)	17,00,000	170.00	-	-
		16,315.62		26.00
Investment in Debentures (Fully paid up)				
Un-Quoted Debentures				
Investment in Other than Associate (At fair value through Profit and Loss)				

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
LNJ Power Ventures Limited				
14% Compulsorily Convertible Debentures (of ₹1,00,000/- each)#	832	832.00	832	832.00
		832.00		832.00
		24,576.21		12,358.38
Market value of Quoted Investments		6,123.22		3,118.78
Carrying value of Un-quoted Investments		18,327.62		4,381.97

#Pledged

* Refer Note 49

\$ Company has issued Letter of Comfort to the borrower of not reducing its shareholding in LNJ Skills and Rozgar Private Limited nor it will sell, assign, transfer, pledge or encumber or dispose the same.

5 Loans

(₹ in Lakh)

Particulars		Non- Current		Current	
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Considered Good (unless otherwise stated)					
Unsecured					
Advances to Staff		2.60	-	120.99	199.80
	(A)	2.60	-	120.99	199.80
Loans which have significant increase in credit risk		-	-	-	-
Loans - credit impaired		-	-	-	-
	(B)	-	-	-	-
	(A+B)	2.60	-	120.99	199.80

Company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under 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,

6 Trade Receivables

(₹ in Lakh)

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Unsecured Trade Receivables- Considered Good	65,180.78	45,688.96
Trade Receivables which have significant increase in credit risk	391.81	259.36
Trade Receivables - credit impaired	-	-
Less: Allowance for credit Impairment	(1,080.88)	(507.72)
	64,491.71	45,440.60

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Of the above, trade receivables from Related Parties are given below.

(₹ in Lakh)

Particulars	Note No.	Current	
		As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good	39	772.33	1,777.61

Transfer of Financial Assets

During the year, the Company has discounted trade receivables with an aggregate carrying amount of ₹14,369.55Lakh (as at March 31, 2023 ₹9,815.64 Lakh), with the banks. If the trade receivables are not paid at maturity, the banks have right to recourse the Company to pay the unsettled balance. As the Company has not transferred significant risk and rewards relating to these trade receivables, it continues to recognise the full carrying amount of the receivables and has recognised amount received on the transfer as borrowings. (Refer Note 15)

Trade receivables ageing schedule as at March 31, 2024 and March 31, 2023:

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables – considered good	39,886.48	23,096.27	1,680.22	373.35	108.02	36.44	65,180.78
	(31,693.75)	(11,709.83)	(1,378.91)	(751.41)	(111.26)	(43.80)	(45,688.96)
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	114.97	67.44	209.40	391.81
	-	(37.42)	(3.78)	(1.60)	(9.45)	(207.11)	(259.36)
Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	39,886.48	23,096.27	1,680.22	488.32	175.46	245.84	65,572.59
	(31,693.75)	(11,747.25)	(1,382.69)	(753.01)	(120.71)	(250.91)	(45,948.32)
Less : Impairment Loss Allowance							1,080.88
							(507.72)
Total Trade Receivables							64,491.71
							(45,440.60)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Figures in brackets in aforesaid note represent the figures of previous year

7 Cash and Cash Equivalents

(₹ in Lakh)

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Cash and Cash Equivalents		
- Balance with Banks		
In Current Accounts #	426.48	312.59
- Cash in hand	15.53	8.37
	442.01	320.96
Bank Balances other than Cash and Cash Equivalents		
- Fixed Deposits with remaining maturity of more than three months but less than 12 months	253.84	0.34
- Balance with Banks		
Unpaid Dividend *	93.62	189.73
	347.46	190.07

* Earmarked against the corresponding provision (Refer Note 17)

Including as referred under Note No. 37A c.

8 Other Financial Assets

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Considered Good (Unless otherwise stated)				
Claims and other Receivables	-	-	10.66	1,334.14
Employees' Benefit Fund	-	357.04	-	-
Forward Cover Receivable	-	-	-	54.85
Earnest Money Deposit	-	-	17.95	15.95
Interest Receivable	-	-	387.05	381.91
Less: Impairment Loss Allowance	-	-	(6.99)	(13.19)
Security Deposits	408.17	392.18	236.77	235.51
Other Receivables*				
- Related Parties (Refer Note 39)	-	-	362.35	435.73
- Unrelated Parties	-	-	3,839.53	3,678.94
Unbilled Revenue (Refer Note No 50)	-	-	1,267.02	-
	408.17	749.22	6,114.34	6,123.84

* Other receivables include debenture interest and rent receivable.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

9 Inventories

(₹ in Lakh)

Particulars	Current	
	As at March 31, 2024	As at March 31, 2023
Raw materials :		
(a) In Godown	49,317.83	37,766.19
(b) In Transit	529.71	560.53
	49,847.54	38,326.72
Work-In-Progress	13,200.22	12,191.23
Finished Goods	15,887.13	15,733.48
Traded Goods	614.77	11.81
Stores and Spares :		
(a) In Godown	836.87	1,157.02
(b) In Transit	-	0.02
	836.87	1,157.04
Loose tools	80.57	67.53
Others-Waste	562.74	237.39
	81,029.84	67,725.20

(i) For Inventory valuation refer Note 1.05 of Notes to the Standalone Financial Statement.

(ii) For Inventories secured against borrowings, Refer Note 14 & Note 15

(iii) The cost of Inventories including raw materials, stores & spares and Packing material recognised as expense amount to ₹2,73,703.51 Lakh during the year ended March 31, 2024 (₹2,42,888.47 Lakh for the year ended March 31, 2023)

10 Current Tax Assets/(Liabilities) (Net)

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Tax Assets {Net of Provision for Income Tax of ₹7,743.28 Lakh (Previous Year ₹7,910.41 Lakh)}	1,958.17	2,025.58
	1,958.17	2,025.58

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

11 Other Assets

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Considered Good (unless otherwise stated)				
Capital Advances	1,626.85	4,877.01	-	-
Security Deposits	2,747.45	1,957.26	-	-
Advances to Vendors*	-	-	2,483.01	2,256.92
Advances to Employees	-	-	25.11	42.97
Claims, Incentives & Other Receivables from Govt. Authorities	-	-	17,910.57	14,566.58
Prepaid Expenses	-	-	538.64	297.61
	4,374.30	6,834.27	20,957.33	17,164.08

* Includes advances to related vendors ₹ NIL Lakh for 2023-24 (₹1.57 Lakh for 2022-23)

12 Equity Share Capital

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised		
6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of ₹10 each	6,000.00	6,000.00
25,00,00,000 (Previous Year 25,00,00,000) Optionally Convertible Redeemable Shares of ₹150 each	3,750.00	3,750.00
5,00,00,000 (Previous Year 5,00,00,000) Optionally Convertible Redeemable Preference Shares of ₹7.50 each	3,750.00	3,750.00
	13,500.00	13,500.00
Issued, Subscribed and Fully paid up		
4,71,01,684 (Previous Year 4,71,01,684) Equity Shares of ₹10 each	4,710.17	4,710.17
	4,710.17	4,710.17

Notes:

(i) Reconciliation of number of equity shares outstanding at the beginning and end of the year:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount in Lakh	Number of shares	Amount in Lakh
Opening	4,71,01,684	4,710.17	2,35,50,842	2,355.08
Add: Share allotment during the year*	-	-	2,35,50,842	2,355.09
Closing Balance	4,71,01,684	4,710.17	4,71,01,684	4,710.17

*On January 13, 2023, the Company allotted 2,35,50,842 fully paid-up equity shares having a face value of ₹10/- each at a price of ₹100/- per Right equity share (including premium of ₹90/- per right equity share) aggregating to ₹23,550.84 Lakh on a rights basis to the existing equity shareholders of the Company in the ratio of 1:1 right equity shares i.e. 1 (one) equity shares for every 1 (one) equity shares held by the eligible equity shareholders on the record date. The issue was fully subscribed. The basic and diluted earnings per share for the year ended March 31, 2023 have been adjusted appropriately for the bonus element in respect of rights issue.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(ii) Terms and rights attached with equity shares:

The Company has only one class of equity shares, having at par value of ₹10 each. Each holder of the equity shares is entitled to one vote per share. There is no restriction attached to any equity share. The dividend proposed, if any, by the Board of Directors is subject to approval of shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend. The repayment of equity share capital in the event of liquidation and buy-back of shares is possible subject to prevalent regulations. In the event of liquidation, normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholdings.

(iii) Shares in the Company held by each shareholder holding more than 5% :

Names	As at March 31, 2024		As at March 31, 2023	
	Number of shares	% of shares held	Number of shares	% of shares held
Microbase Limited	73,01,940	15.50	73,01,940	15.50
LNJ Financial Services Limited	51,25,370	10.88	51,25,370	10.88
Purvi Vanijya Niyojan Limited	31,57,077	6.70	31,57,077	6.70
	1,55,84,387	33.08	1,55,84,387	33.08

(iv) The Company does not have any holding/ultimate holding company.

(v) Shares held by promoters and change in shareholding of promoters

Promoter name	As at March 31, 2024		As at March 31, 2023		% Change during the year
	Number of shares	% of shares held	Number of shares	% of shares held	
Ravi Jhunjunwala	6,07,410	1.29	6,07,410	1.29	-
Riju Jhunjunwala	3,77,000	0.80	3,77,000	0.80	-
Rita Jhunjunwala	3,36,420	0.71	3,36,420	0.71	-
Rishabh Jhunjunwala	86,000	0.18	86,000	0.18	-
Arun Kumar Churiwal	3,310	0.01	3,310	0.01	-
Shekhar Agarwal	3,463	0.01	3,463	0.01	-
Shantanu Agarwal (HUF)	3,463	0.01	3,463	0.01	-
LNJ Financial Services Limited	51,25,370	10.88	51,25,370	10.88	-
Purvi Vanijya Niyojan Limited	31,57,077	6.70	31,57,077	6.70	-
Dreamon Commercial Private Limited*	19,29,455	4.10	-	-	4.10
Nivedan Vanijya Niyojan Limited	-	-	18,60,074	3.95	(3.95)
Investors India Limited	11,39,955	2.42	11,39,955	2.42	-
N.R. Finvest Pvt Limited	5,16,000	1.10	5,16,000	1.10	-
Bharat Investments Growth Limited	18,15,300	3.85	18,15,300	3.85	-
Akunth Textile Processors Pvt Limited	2,80,000	0.59	2,80,000	0.59	-
Raghav Commercial Limited	7,47,800	1.59	7,47,800	1.59	-
Kalati Holding Pvt Limited	2,29,573	0.49	2,29,573	0.49	-
India Tex Fab Marketing Limited	5,287	0.01	5,287	0.01	-
Micro Base Limited	73,01,940	15.50	73,01,940	15.50	-
Microlight Investments Limited	21,70,000	4.61	21,70,000	4.61	-

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Promoter name	As at March 31, 2024		As at March 31, 2023		% Change during the year
	Number of shares	% of shares held	Number of shares	% of shares held	
Corn Hill Investments Limited	3,97,600	0.84	3,97,600	0.84	-
RLJ Family Trusteeship Private Limited (Trustee Of Ravi Jhunjunwala Family Trust)	500	0.00	500	0.00	-
Total	2,62,32,923	55.70	2,61,63,542	55.55	0.15

* Dreamon Commercial Private Limited has become part of promoter group pursuant to acquisition of 19,29,455 equity shares. The said shares have been acquired by Dreamon Commercial Private Limited by way of off market transfer pursuant to implementation of the Scheme of Amalgamation of Inter Globe Infralog Limited, Kotyark Distributors Private Limited, Nivedan Vanijya Niyojan Limited, Pacific Management Private Limited, Sarita Computers Private Limited, Veronia Tie-up Private Limited, Vikram Properties and Merchandise Private Limited with Dreamon Commercial Private Limited, which has been approved by the Hon'ble National Company Law Tribunal, Kolkata Bench on 12th January, 2023. Out of the above amalgamated companies, Nivedan Vanijya Niyojan Limited which was previously a member of promoter group of RSWM Limited, has now ceased to be member of Promoter Group of RSWM Limited. The aforesaid scheme was effective from 10th March, 2023 and date of acquisition of 19,29,455 equity shares by way of off market transfer was 19th June, 2023. In this regard, necessary disclosures under the SEBI (SAST) Regulations, 2011 and the SEBI (PIT) Regulations, 2015 have already been made to BSE Limited and National Stock Exchange of India Limited.

Promoter name	As at March 31, 2023		As at March 31, 2022		% Change during the year
	Number of shares	% of shares held	Number of shares	% of shares held	
Ravi Jhunjunwala *	6,07,410	1.29	2,82,410	1.20	0.09
Riju Jhunjunwala *	3,77,000	0.80	1,75,000	0.74	0.06
Rita Jhunjunwala *	3,36,420	0.71	1,56,048	0.66	0.05
Rishabh Jhunjunwala *	86,000	0.18	40,000	0.17	0.01
Arun Kumar Churiwal *	3,310	0.01	1,610	0.01	0.00
Shekhar Agarwal *	3,463	0.01	1,500	0.01	0.00
Shantanu Agarwal (HUF) *	3,463	0.01	1,500	0.01	0.00
LNJ Financial Services Limited *	51,25,370	10.88	23,83,370	10.12	0.76
Purvi Vanijya Niyojan Limited *	31,57,077	6.70	14,68,077	6.23	0.47
Nivedan Vanijya Niyojan Limited *	18,60,074	3.95	8,65,074	3.67	0.28
Investors India Limited *	11,39,955	2.42	5,29,955	2.25	0.17
N.R. Finvest Pvt Limited *	5,16,000	1.10	2,40,000	1.02	0.08
Bharat Investments Growth Limited *	18,15,300	3.85	8,44,300	3.59	0.27
Akunth Textile Processors Pvt Limited *	2,80,000	0.59	1,40,000	0.59	-
Raghav Commercial Limited *	7,47,800	1.59	3,47,800	1.48	0.11
Kalati Holding Pvt Limited *	2,29,573	0.49	1,06,573	0.45	0.03
India Tex Fab Marketing Limited *	5,287	0.01	2,289	0.01	0.00
Micro Base Limited *	73,01,940	15.50	36,50,970	15.50	-
Microlight Investments Limited*	21,70,000	4.61	10,85,000	4.61	-
Corn Hill Investments Limited*	3,97,600	0.84	1,98,800	0.84	-
RLJ Family Trusteeship Private Limited (Trustee Of Ravi Jhunjunwala Family Trust)	500	0.00	-	-	-
Total	2,61,63,542	55.55	1,25,20,276	53.16	2.38

* During the year, 2022-23 Company allotted 1,36,42,766 fully paid-up equity shares at a price of ₹100/- per Right equity share aggregating to ₹13,642.77 Lakh on a rights basis to the Promoters or Promoter Group. Refer Note 12(i)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

13 Other Equity

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
a. Capital Reserve		
Balance at the beginning of the year	701.48	701.48
Additions during the year	-	-
Deductions during the year	-	-
Balance at the end of the year	701.48	701.48
Balance of Capital Reserve consists of forfeiture of warrants, cancellation of investment in BMD Private Limited on demerger and share in demerged company issued to shareholders of the Company as per order of the Court and Reserve created on account of merger/amalgamation of Mordi Textiles and Processors Limited (MTPL). The balance will be utilised for issue of fully paid bonus shares and as per the provisions of the Companies Act, 2013.		
b. Securities Premium		
Balance at the beginning of the year	30,492.08	9,618.56
Add/ (Less):		
Security Premium received on Right Issue Share Allotment	-	21,195.77
Right Share Issue Expenses Adjustment	-	(322.25)
Balance at the end of the year	30,492.08	30,492.08
Balance of Security Premium Reserve consists of premium on issue of shares over its face value. The balance will be utilised for issue of fully paid bonus shares, buy-back of Company's own share as per the provisions of the Companies Act, 2013.		
c. Preference Share Capital Redemption Reserve		
Balance at the beginning of the year	6,060.85	6,060.85
Balance at the end of the year	6,060.85	6,060.85
Preference Share Capital Redemption Reserve represents the statutory reserve created towards redemption of these shares and the same will be utilised for issue of fully paid bonus shares as per the provisions of the Companies Act, 2013.		
d. Effective Portion of Cash Flow Hedge		
Balance at the beginning of the year	29.51	34.77
Change in fair value (net off tax)	(139.47)	(5.26)
Balance at the end of the year	(109.96)	29.51
The Cash Flow Hedge Reserve represents the cumulative effective portion of gain/(loss) arising on changes in fair value of undesignated portion of hedging instruments entered into for Cash Flow Hedge. The cumulative gain/(loss) arising on changes in fair value of undesignated portion of the hedging instruments that are recognised and accumulated under the heading of Cash Flow Hedge Reserve will be reclassified to the Statement of Profit and Loss only when the hedge transaction affects the Profit or Loss.		
e. General Reserve		
Balance at the beginning of the year	4,910.28	4,910.28
Balance at the end of the year	4,910.28	4,910.28
Free reserves to be utilised as per the provisions of the Companies Act, 2013.		
f. Fair Value Change in Equity Instruments Through Other Comprehensive Income (OCI)		
Balance at the beginning of the year	3,088.28	4,514.79
Additions/Deductions during the year	3,004.44	(1,426.51)
Balance at the end of the year	6,092.72	3,088.28

This reserve represents the cumulative gain/(loss) arising on fair valuation of equity instruments and the amount is reclassified to retained earnings at the time of disposal of equity shares.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Particulars	As at March 31, 2024	As at March 31, 2023
g. Retained Earnings		
Balance at the beginning of the year	81,707.07	75,348.16
Adjustment in associates due to additional amount given to IFC by MPCL	-	(153.73)
Ind AS adjustments of subsidiary during the year (Refer Note no. 51)	(448.75)	-
Additions during the year	(2,105.60)	12,285.20
Add/ (Less):		
Remeasurements of the defined benefit plans through OCI (Refer Note 32)	83.09	115.15
Dividend paid during the year	(2,355.08)	(5,887.71)
Balance at the end of the year	76,880.73	81,707.07
The balance consists of surplus retained from earned profits after payment of dividend and taxes thereon. Actuarial gains and losses for defined benefit plans are recognized through OCI in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.		
Total (a to g)	1,25,028.18	1,26,989.55

Details of Dividend Proposed and Paid

Dividend paid

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Dividend paid ₹5 per share* (Previous year ₹25 per share)	2,355.08	5,887.71
	2,355.08	5,887.71

* Final Dividend for the financial year ending 31st March 2023

14 Borrowings

(₹ in Lakh)

Particulars	Non-Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Secured				
Term Loans :				
- From Banks	58,555.26	46,923.63	14,543.78	8,344.64
- From Financial Institutions	3,970.00	3,050.00	580.00	150.00
- From Others	5,544.83	-	175.17	-
Corporate Loans :				
- From Banks	4,000.00	-	-	-
Subtotal	72,070.09	49,973.63	15,298.95	8,494.64
Unsecured				
- From Related Party*	3,323.50	-	1,267.02	-
Subtotal	3,323.50	-	1,267.02	-
Less: Current Maturity of Long term Debt (Refer Note 15)	-	-	(16,565.97)	(8,494.64)
	75,393.59	49,973.63	-	-

* Refer Note no. 51

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Term Loans from Banks, Financial Institutions and NBFCs:

Current Year's Figures

A. Loans of Parent company

I Term loans - secured

Term loans secured by way of first pari-passu charge on the entire immovable properties and movable fixed assets of the Company, present & future and pari-passu second charge on the entire current assets of the Company, present & future.

Conditions of Term Loans are summarised below:

(A) Floating Rate - Carrying floating interest rate of 3 Month MCLR to 1Y MCLR 0 to 1.00% as on 31st March 2024

Date of Maturity	Outstanding March 31, 2024			Installments due after March 31, 2024
	Total Outstanding	Long term maturity	Current maturity	
(a) From Banks:				
25/Apr/24	400.00	-	400.00	1
30/Jun/25	3,950.00	800.00	3,150.00	5
11/Mar/27	5,000.00	4,000.00	1,000.00	12
30/Jun/27	3,019.32	2,119.32	900.00	13
25/Nov/28	1,610.00	1,430.00	180.00	19
1/Jan/29	5,827.00	4,652.00	1,175.00	19
30/Jan/29	2,961.36	2,670.08	291.28	20
30/Mar/29	8,836.64	7,836.64	1,000.00	20
31/Mar/29	4,376.00	3,544.00	832.00	20
30/Jun/29	1,415.13	1,015.13	400.00	21
30/Sep/29	1,144.59	744.59	400.00	22
31/Mar/30	10,789.00	8,989.00	1,800.00	24
30/Jun/30	3,145.49	2,207.99	937.50	24
1/Jan/31	5,824.49	5,266.49	558.00	27
30/Mar/31	18,800.00	17,280.00	1,520.00	28
Sub Total (A)	77,099.04	62,555.26	14,543.78	
(b) From Financial Institutions:				
1/Jan/29	3,050.00	2,750.00	300.00	20
1/Jul/29	1,500.00	1,220.00	280.00	20
Sub Total (B)	4,550.00	3,970.00	580.00	
Total (A+B)	81,649.04	66,525.26	15,123.78	

B. Loans of Subsidiary company

(I) The Subsidiary Company has taken Rupee Term Loan of INR ₹4,300.00 Lakhs from Purvi Vanijya Niyojan Limited for its 20 MW Wind Power Project, which was repayable in 64 structured quarterly installments starting from 30 June 2019. As at March 31, 2024 outstanding loan is ₹3,440.00 Lakhs. The loan carries interest @08.00% p.a. payable quarterly, subject to waterfall mechanism (Ref. note 51). The Loan is secured by the following:-

1. First pari-passu charge by way of mortgage on all present and future immovable properties of the borrower.
2. First pari-passu charge by way of Hypothecation of all movable, tangible and intangible assets, receivables, cash, investments and bank accounts, operating cash flows, book debts and receivables, commissions and any other revenues of whatsoever nature and wherever arising, present and future, of the borrower.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(II) The Subsidiary Company has taken Rupee Term Loan of INR ₹2,850.00 Lakhs from Raghav Commercial Limited for its 20 MW Wind Power Project, which was repayable in 64 structured quarterly installments starting from 30 June 2019. As at March 31, 2024 outstanding loan is ₹2,280.00 Lakhs. The loan carries interest @08.00% p.a. payable quarterly, subject to waterfall mechanism (Ref. note 51). The Loan is secured by the following:-

1. First pari-passu charge by way of mortgage on all present and future immovable properties of the borrower.
2. First pari-passu charge by way of Hypothecation of all movable, tangible and intangible assets, receivables, cash, investments and bank accounts, operating cash flows, book debts and receivables, commissions and any other revenues of whatsoever nature and wherever arising, present and future, of the borrower.

Previous Year's Figures

I Term loans - secured

Term loans secured by way of first pari-passu charge on the entire immovable properties and movable fixed assets of the Company, present & future and pari-passu second charge on the entire current assets of the Company, present & future.

Conditions of Term Loans are summarised below:

(A) Floating Rate - Carrying floating interest rate of 6 Month MCLR to 1Y MCLR + 1.05% as on 31st March 2023

Date of Maturity	Outstanding March 31, 2023			Installments due after March 31, 2023
	Total Outstanding	Long term maturity	Current maturity	
(a) From Banks:				
30/Sep/23	395.00	-	395.00	2
30/Dec/23	708.00	-	708.00	3
25/Apr/24	2,000.00	400.00	1,600.00	5
30/Jun/25	6,825.00	3,950.00	2,875.00	9
30/Jun/27	3,419.32	3,019.32	400.00	16
25/Nov/28	1,150.00	1,110.00	40.00	20
1/Jan/29	6,376.86	5,719.86	657.00	24
30/Jan/29	3,107.00	2,961.36	145.64	24
30/Mar/29	9,436.65	8,836.65	600.00	24
31/Mar/29	5,000.00	4,376.00	624.00	24
30/Jun/29	800.00	500.00	300.00	24
1/Jan/31	2,446.45	2,446.45	-	28
30/Mar/31	13,603.99	13,603.99	-	28
Sub Total	55,268.27	46,923.63	8,344.64	

(B) Floating Rate - 1 Year MCLR + 1.60% as on 31st March 2023

Date of Maturity	Outstanding March 31, 2023			Installments due after March 31, 2023
	Total Outstanding	Long term maturity	Current maturity	
(a) From Financial Institutions:				
1/Jan/29	3,200.00	3,050.00	150.00	24
Sub Total	3,200.00	3,050.00	150.00	
Total I	58,468.27	49,973.63	8,494.64	

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

15 Borrowings (Current)

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Secured		
a. Loans Repayable on Demand		
From Banks	81,708.11	46,783.18
b. Bill Discounted from Banks (Refer Note 6)	5,296.02	2,112.29
c. Current Maturities Of Long Term Debts	16,565.97	8,494.64
	1,03,570.10	57,390.11
Unsecured		
Bill Discounted From Banks (Refer Note 6)	9,073.53	7,703.35
From Related party (Refer Note 51)	403.03	-
	9,476.56	7,703.35
	1,13,046.66	65,093.46

Cash credit and other working capital facilities from banks and financial institutions are secured by way of hypothecation of stocks of raw materials, work-in progress, finished goods, stores and spares, packing material, goods at port/in transit/under shipment, outstanding money, book debts, receivables and other current assets of the Company on pari-passu basis, as well as pari-passu second charge on all the fixed assets of the Company, present and future.

All loans repayable on demand carry floating interest rate ranging from 6.30 % to 10.05% per annum (Previous year 7.20% to 10.05%), computed monthly.

15 a Lease Liabilities

Particulars	(₹ in Lakh)			
	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Lease Liabilities (Refer Note 47)	431.05	481.07	142.18	113.17
	431.05	481.07	142.18	113.17

16 Trade Payables

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Trade Payables		
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 40)	2,558.19	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE)		
- Related parties (Refer Note 39)	1,233.01	1,002.24
- Unrelated parties	16,202.82	10,772.28
	19,994.02	13,478.17

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Trade payables ageing schedule as at March 31, 2024 and March 31, 2023:

(₹ in Lakh)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	2,558.19	-	-	-	-	2,558.19
	(1,573.43)	(130.22)	-	-	-	(1,703.65)
Others	12,436.37	2,983.47	216.90	1,799.09	-	17,435.83
	(7,956.79)	(2,906.77)	(374.88)	(534.28)	(1.80)	(11,774.52)
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-	-
Total Trade Payable	14,994.56	2,983.47	216.90	1,799.09	-	19,994.02
	(9,530.22)	(3,036.99)	(374.88)	(534.28)	(1.80)	(13,478.17)

Figures in brackets in aforesaid note represent the figures of previous year

17 Other Financial Liabilities

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due on borrowings	-	-	139.47	91.95
Interest accrued on loan received from related party (Refer Note no. 39)	-	-	423.07	-
Unclaimed dividend*	-	-	93.62	189.73
Security deposits from outsiders	195.79	165.40	847.11	1,048.29
Liability towards staff and workers	-	-	4,245.57	3,267.78
Commission, incentives etc. payable on sale	-	-	2,297.66	1,712.58
Other liabilities for expenses	-	-	1,388.37	1,516.41
Forward cover payable	-	-	46.79	-
	195.79	165.40	9,481.66	7,826.74

Note:

* There are no outstanding dues to be paid to Investor Education & Protection Fund.

18 Provisions

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Provision for Employees' Benefit				
-Gratuity and Earned Leave (Refer Note 34)	499.55	-	276.76	-
-Superannuation (Refer Note 34)	-	-	68.13	24.17
	499.55	-	344.89	24.17

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

19 Income Tax

a) Income tax recognized in profit or loss

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Current tax expense		
Current year	574.00	2,447.86
Tax of the Earlier Years Written off / (Written back)#	(278.85)	(2,065.64)
Deferred tax expense		
Origination and reversal of temporary differences	(1,018.22)	2,484.93
	(723.07)	2,867.15

b) Reconciliation of effective tax rate

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Profit before tax	(4,146.21)	13,827.95
Tax using the Company's domestic tax rate @ 34.944% (Previous year 34.944%)	(1,448.85)	4,832.04
Expenses further deductible/not deductible for tax purposes	207.11	(1,493.49)
Difference in Tax Rate due to Special Rate on LTCG	1,366.05	(494.49)
Tax due to timing differences	(1,018.22)	2,484.93
MAT Credit (Utilized)/availed	(1,663.31)	(396.20)
Tax of the Earlier Years Written off / (Written back)#	(278.85)	(2,065.64)
Earlier year profit of Associates	2,113.00	-
	(723.07)	2,867.15

During the previous year, reversal of tax provision of earlier years of ₹2,065.64 Lakh, interest of ₹1,334.06 Lakh on refund receivable and MAT credit reversal of ₹697.58 Lakh based on similar judgement held in favour of the Company by the Income Tax Authorities and also same has been endorsed by views of an expert on Income tax matters.

20 Deferred Tax Liabilities (Net)

(₹ in Lakh)

Particulars	As at April 1, 2023	Recognized in Retained Earning	Recognized in P&L	Recognized in OCI	As at March 31, 2024
Deferred tax assets/ liabilities are attributable to the following items;					
Deferred Tax Assets on:					
-Effect of expenditure debited to statement of profit and loss in the current year/earlier years but allowable for tax purposes in the following years	734.71	-	(512.68)	-	222.03
-Business Loss Carried forward	-	-	5,947.23	-	5,947.23
-Allowance for impairment loss allowances	182.03	-	149.60	-	331.63
	916.74	-	5,584.15	-	6,500.89

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	As at April 1, 2023	Recognized in Retained Earning	Recognized in P&L	Recognized in OCI	As at March 31, 2024
Deferred Tax Liabilities on:					
- Depreciation and Amortization expenses	11,415.82	-	3,843.72	-	15,259.54
Unrealised gain on BEL fair valuation	-		2,385.52		2,385.52
- Cash Flow Hedge	15.86	-	-	47.31	63.17
- Remeasurements of the defined benefit plans	130.74	-	-	45.53	176.20
	11,562.42	-	6,229.24	92.84	17,884.43
Less: MAT Credit Available #	(1,723.04)	-	(1,663.31)	-	(3,386.35)
Net Deferred Tax Liability	8,922.64	-	(1,018.22)	92.84	7,997.26

Particulars	As at April 1, 2022	Recognized in Retained Earning	Recognized in P&L	Recognized in OCI	As at March 31, 2023
Deferred tax assets/ liabilities are attributable to the following items;					
Deferred Tax Assets on:					
- Effect of expenditure debited to statement of profit and loss in the current year/earlier years but allowable for tax purposes in the following years	695.03	-	39.68	-	734.71
- Allowance for impairment loss allowances	144.74	-	37.29	-	182.03
	839.77	-	76.97	-	916.74
Deferred Tax Liabilities on:					
- Depreciation and Amortization expenses	9,947.70	-	1,468.12	-	11,415.82
- Cash Flow Hedge	18.68	-	-	(2.82)	15.86
- Remeasurements of the defined benefit plans	67.05	-	-	63.69	130.74
	10,033.43	-	1,468.12	60.87	11,562.42
Less: MAT Credit Available #	(2,816.82)	-	1,093.78	-	(1,723.04)
Net Deferred Tax Liability	6,376.84	-	2,484.93	60.87	8,922.64

Note:

During the previous year the Company has accounted for MAT credit reversal of ₹697.58 Lakh in books of accounts based on income tax assessments of earlier years, available judgements and legal opinion obtained by the company. Refer footnote to Note No.19.

In respect of Subsidiary Company, In accordance with Ind AS 12 "Income Taxes" Deferred tax assets are recognised only if there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In view of lack of reasonable certainty of sufficient future taxable income against which net deferred tax asset can be realised, the subsidiary company has not recognized deferred tax asset on ₹9,002.02 Lakh as on March 31, 2024.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

21 Deferred Government Grants

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening Balance	1,013.54	94.93
Grants during the year	993.29	1,069.88
Released to the statement of profit and loss	(136.98)	(151.27)
Closing Balance	1,869.85	1,013.54

(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Out of above:		
Current	222.07	62.50
Non- Current	1,647.78	951.04
	1,869.85	1,013.54

Government grants have been received for the purchase of certain items of property, plant and equipment.

22 Other Liabilities

(₹ in Lakh)

Particulars	Non- Current		Current	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Security Deposits	5.53	-	-	-
Advances from customers	-	-	1,290.36	1,169.12
Creditors for expenditure	-	-	188.27	-
Advances from others	-	-	-	231.09
Statutory dues payable				
-Tax deducted at source	-	-	417.94	389.77
-Other statutory dues	-	-	393.22	276.26
Other Payables *	-	-	7,943.65	8,096.67
	5.53	-	10,233.44	10,162.91

* Include accrued liabilities and legal claims.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

23 Revenue From Operations

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
A Revenue from Contracts with Customers disaggregated based on nature of Product or Services		
a) Sale of Products :		
Manufactured Goods		
Yarn	2,80,996.94	2,75,546.86
Fabric	81,502.68	79,689.99
Total Manufactured Goods	3,62,499.62	3,55,236.85
Traded Goods		
Yarn	21,361.39	9,782.28
Fibre	1,157.08	237.71
Fabric	8,076.59	4,845.65
Garments	0.09	0.05
Total Traded Goods	30,595.15	14,865.69
	3,93,094.77	3,70,102.54
b) Sale of Services :		
Services	3,472.16	3,164.13
	3,472.16	3,164.13
Sub Total (a+b)	3,96,566.93	3,73,266.67
c) Other Operating Revenues :		
Sale of Waste	5,910.57	4,093.59
Export Benefits/Incentives	3,310.18	1,529.36
	9,220.75	5,622.95
Total (a+b+c)	4,05,787.68	3,78,889.62
B Revenue from Contracts with Customers disaggregated based on geography		
India	2,80,341.93	2,79,552.67
Outside India	1,16,225.00	93,714.00
	3,96,566.93	3,73,266.67

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

23 Revenue From Operations (Contd..)

Setout below, is the reconciliation of the Revenue from Contracts with Customers with the amounts disclosed in the segment information (Refer Note 38):

(₹ in Lakh)

Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
	Yarn	Fabric	Total	Yarn	Fabric	Total
Segment Revenue						
External Customer	3,14,633.23	91,154.45	4,05,787.68	2,93,259.14	85,630.48	3,78,889.62
Inter-segment	38,724.29	59.45	38,783.74	38,114.68	67.03	38,181.71
	3,53,357.52	91,213.90	4,44,571.42	3,31,373.82	85,697.51	4,17,071.33
Less: Inter-segment adjustment and elimination	38,724.29	59.45	38,783.74	38,114.68	67.03	38,181.71
Total Revenue from Contract with Customers	3,14,633.23	91,154.45	4,05,787.68	2,93,259.14	85,630.48	3,78,889.62

The Company has recognized revenue of ₹1,169.12 Lakh (Previous year ₹1,402.25 Lakh) from the amounts included under advance received from customers at the beginning of the year.

C Reconciliation of Revenue from Contracts with Customers

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Revenue from Contracts with Customers as per contract price	3,99,726.23	3,75,961.18
Less: Incentives, Discounts and Claims	3,159.30	2,694.51
Revenue from Contracts with Customers as per Standalone Statement of Profit and Loss	3,96,566.93	3,73,266.67

The amounts receivable from customers become due after expiry of credit period. There is no significant financing component in any transaction with the customers.

The Company does not have any remaining performance obligation as contracts entered for sale of goods are for a shorter duration. There are no contracts for sale of services wherein, performance obligation is unsatisfied to which transaction price has been allocated.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

24 Other Income

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Interest income on Financial Assets at amortized cost		
- Interest Income from Customers	559.23	513.43
- Interest Income Others *	354.34	1,618.01
Interest income on Debentures	116.48	116.48
Dividend Income from Investments at FVTOCI		
- From other than Subsidiary Companies	138.66	129.57
Other Non-operating Income		
Provisions written back	167.95	694.60
Insurance & Other Claims **	4.09	1,420.06
Net Gain on Foreign Currency Transaction	144.29	-
Miscellaneous receipts	1,032.92	644.14
Rent on Investment Properties and others	618.72	271.18
Net Gain / Loss on sale of Property, Plant & Equipment #	502.17	3,736.54
	3,638.85	9,144.01

* Includes interest income of ₹23.00 Lakh (Previous year ₹1334.06 Lakh) on tax adjustment for earlier years. Refer Footnote to note no. 19

** Previous year includes claim of ₹1,360.41 Lakh against fire at Denim.

Previous year includes the gain of ₹1,992.57 Lakh on sale of Freight Terminal Business on Slump Sale basis.

25 Cost of Raw Materials Consumed

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Raw Materials		
Opening Stock	38,326.72	25,025.63
Add:		
Purchases	2,41,523.43	2,35,784.78
	2,79,850.15	2,60,810.41
Less:		
Closing Stock	49,847.54	38,326.72
	2,30,002.61	2,22,483.69

26 Purchase of Traded Goods

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Yarn	21,600.98	8,916.97
Fibre	1,102.82	213.54
Fabric	7,632.15	4,044.75
	30,335.95	13,175.26

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

27 Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Inventories at the end of the year		
Finished Goods	15,887.13	15,733.48
Traded Goods	614.77	11.81
Work In Progress	13,200.22	12,191.23
Waste	562.74	237.39
	30,264.86	28,173.91
Inventories at the beginning of the year		
Finished Goods	15,733.48	11,924.37
Traded Goods	11.81	320.85
Work In Progress	12,191.23	11,406.54
Waste	237.39	144.48
	28,173.91	23,796.24
Add: On Account of Business Transfer Agreement	2,651.38	-
Add : Trial Run Stock	-	63.57
(Increase)/ Decrease in Inventory	560.43	(4,314.10)

28 Employee Benefit Expenses

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	40,776.20	36,680.37
Contribution to provident and other funds	4,068.52	3,729.18
Expenses related to post employment defined benefit plan (Refer Note 34)	871.45	763.23
Expenses related to earned leave (Refer Note 34)	220.57	137.08
Workmen and staff welfare expenses	666.00	537.94
	46,602.74	41,847.80

29 Finance Cost

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Interest Expenses on financial liabilities measured at amortised cost		
On term loans *	3,211.76	3,341.23
On working capital	5,795.34	3,540.36
Other borrowing costs	678.00	512.92
	9,685.10	7,394.51
* Net of RIPS Subsidy received / receivable	1,966.92	615.78

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

30 Depreciation and Amortization Expenses

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Property, Plant & Equipment *		
Depreciation and Impairment	15,270.39	12,467.71
	15,270.39	12,467.71
Less:		
Amortization of Government Capital Grants	222.58	136.99
	222.58	136.99
Investment Property#		
Depreciation	54.57	14.44
	54.57	14.44
	15,102.38	12,345.16
Intangible Assets		
Amortization @	214.18	384.92
	214.18	384.92
	15,316.56	12,730.08

* Refer Note 3a

Refer Note 3c

@ Refer Note 3d

31 Other Expenses

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Stores and spares consumed	8,274.87	6,988.10
Power and fuel	46,542.92	42,478.41
Packing expenses	4,529.65	4,555.52
Processing and job charges	4,772.76	4,281.29
Research and development expenses	107.58	93.68
Repairs & maintenance - building	484.62	532.00
Repairs & maintenance - plant & machinery	1,467.45	1,241.07
Repair and maintenance - others	835.68	570.92
Rent	638.22	686.18
Insurance (Net)	1,184.68	1,000.86
Rates and taxes	138.25	108.87
Directors' fee	90.75	78.00
Corporate social responsibility (Refer Note 36)	206.36	121.74
Charity and donation*	516.37	40.05
Payment to statutory auditors		
As statutory auditors	52.66	50.00

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
For other services#	11.68	11.55
For reimbursement of expenses	2.82	2.94
Legal, professional & consultancy expenses	1,821.74	1,410.61
Other miscellaneous expenses	2,473.06	2,228.79
Commission and brokerage	2,622.44	2,251.35
Freight, forwarding and octroi charges	9,089.00	9,661.72
Advertisement expenses	39.05	75.20
Travelling expenses	1,098.48	1,031.11
Other selling expenses	1,338.72	1,117.08
Net Loss on Foreign Currency Transaction	-	145.47
Allowances for Impairment Loss Allowance	456.84	125.93
	88,796.65	80,888.44

* Include ₹500 Lakhs paid to Bhartiya Janta Party towards political contribution.

#During previous year, Professional services fee relating to issuance of shares on rights basis amounting to ₹40 Lakh has been netted off from equity during the year ended March 31, 2023. Hence, not included in above.

32 Other Comprehensive Income

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
(i) Items that will not be reclassified to Profit or Loss		
Remeasurement of the defined benefit plans	130.07	182.27
Equity Instruments through Other Comprehensive Income (OCI)	3,004.44	(1,426.51)
	3,134.51	(1,244.24)
Share in OCI of Associates that will not be reclassified to Profit or Loss	(1.45)	(3.43)
	3,133.06	(1,247.67)
Income tax relating to items that will not be reclassified to Profit or Loss		
Related to Remeasurement of defined benefit plans	(45.53)	(63.69)
(ii) Items that will be reclassified to Profit or Loss		
Change in Fair value of Effective portion of Cash Flow Hedge Recognised during the year (Refer Note 42)	(46.79)	45.37
Amount Reclassified to Profit & Loss account during the year (Refer Note 42)	(45.37)	(53.45)
	(92.16)	(8.08)
Income tax relating to items that will be reclassified to Profit or Loss		
- Tax on amount reclassified to Profit & Loss account during the year	(47.31)	2.82
	(47.31)	2.82

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

33 Earning Per Share

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
a) Net Profit for Basic EPS (₹ In Lakh)	(2,105.60)	12,285.20
Net Profit for Diluted EPS (₹ In Lakh)	(2,105.60)	12,285.20
b) Number of Equity Shares at the beginning of the year	4,71,01,684	2,35,50,842
Add: Total Number of Shares outstanding at the end of the year	4,71,01,684	4,71,01,684
Weighted Average number of Equity Shares outstanding during the year - Basic	4,71,01,684	3,89,70,813
Weighted Average number of Equity Shares outstanding during the year - Diluted	4,71,01,684	3,89,70,813
Earning Per Share - Basic (₹)	(4.47)	31.52
Earning per share - Diluted (₹) *	(4.47)	31.52
Face value per share (₹)	10.00	10.00

* The basic and diluted earnings per share for the year ended March 31, 2023 have been adjusted appropriately for the bonus element in respect of rights issue (Refer Note no. 12(i)).

34 A Employee Benefits - Parent Company

The Company participates in defined contribution and benefit schemes, the assets of which are held (where funded) in separately administered funds. For defined contribution schemes the amount charged to the statements of profit or loss is the total of contributions payable during the year.

Employees Provident Fund

In accordance with the Employees Provident Fund & Miscellaneous Provisions Act, 1952, employees are entitled to receive benefits under the Provident Fund. Both the employees and the employer make monthly contributions to the plan at a predetermined rate (12% for FY 2023-24) of an employee's basic salary. All employees have an option to make additional voluntary contributions. These contributions are made to the fund administered and managed by the Employees Provident Fund Organisation (EPFO) or to independently managed and approved funds. The Company has no further obligations under the fund managed by the EPFO beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred. The benefits are paid to employees on their retirement or resignation from the Company.

Provident fund set up by the employer, which requires interest shortfall to be met by the employer, needs to be treated as defined benefit plan. The Company set up Provident Fund does not have existing deficit of interest shortfall.

Superannuation

Superannuation, another pension scheme applicable in India, is applicable only to senior executives. RSWM Limited holds a policy with Life Insurance Corporation of India ("LIC"), to which it contributes a fixed amount relating to superannuation and the pension annuity is met by LIC as required, taking into consideration the contributions made. The Company has no further obligations under the scheme beyond its monthly contributions which are charged to the statement of profit and loss in the period they are incurred.

Gratuity Plan

In accordance with the provisions of Payment of Gratuity Act 1972, for its eligible employees, the Company contributes to a defined benefit plan (the "Gratuity Plan"). The Gratuity Plan provides a lump sum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the Company.

Based on actuarial valuations conducted as at year end, a provision is recognised in full for the benefit obligation over and above the funds held in the Gratuity Plan.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

34 A Employee Benefits (Contd..)

a) Defined Contribution Plans

The Company has recognised an expense of ₹2585.84 Lakh (Previous Year ₹2433.62 Lakh) towards the defined contribution plan.

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
1) Employer's Contribution to Provident Fund	2,121.16	1,950.98
2) Employer's Contribution to Superannuation Fund	284.76	300.91

b) Defined Benefit Plans : Provident Fund

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Employer's Contribution to Provident Fund Trust (Managed by PF Trust)	179.92	181.73
Total (a+b)	2,585.84	2,433.62

c) Defined benefits plans - as per actuarial valuation

Particulars	(₹ in Lakh)			
	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
I Change in present value of obligation during the year				
Present value of obligation at the beginning of the year	6,156.72	1,294.32	5,983.15	1,216.89
- Current Service Cost	871.45	273.45	763.23	240.09
- Interest Cost	462.44	97.75	430.02	88.02
- Acquisition cost	736.17	244.42	-	-
Actuarial loss/(gains) on Obligation	(28.47)	(62.44)	(457.26)	(113.66)
Benefits Paid	(821.59)	(200.89)	(562.42)	(137.02)
Present Value of obligation as at year-end	7,376.72	1,646.61	6,156.72	1,294.32

Particulars	(₹ in Lakh)			
	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
II Change in Fair Value of Plan Assets during the year				
Plan assets at the beginning of the year	6,427.80	1,380.29	6,735.95	1,300.65
Expected Return on Plan Assets	478.23	102.69	452.10	90.28
Employer's contribution	-	0.15	-	-
Amount Recovered from trust	(230.35)	-	(485.26)	-
Benefits paid	-	-	-	-
Actuarial Gain/(Loss) on Assets	101.83	(9.56)	(274.99)	(10.64)
Plan assets at the end of the year	6,777.51	1,473.57	6,427.80	1,380.29

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

34 Employee Benefits (Contd..)

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
III Reconciliation of Present value of Defined Benefit Obligation and Fair Value of Plan Assets				
Present Value of obligation as at year-end	7,376.72	1,646.61	6,156.72	1,294.32
Fair value of plan assets at year -end	6,777.51	1,473.57	6,427.80	1,380.29
Funded status {Surplus/(Deficit)}	(599.21)	(173.04)	271.08	85.97

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
IV Expenses recognised in the Statement of Profit and Loss				
Current Service Cost	871.45	273.45	763.23	240.09
Interest Cost	(15.78)	(4.93)	(22.08)	(2.27)
Actuarial (Gain) / Loss	-	(52.88)	-	(103.01)
	855.67	215.64	741.15	134.81

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
V Expenses recognised in the Statement of Other Comprehensive Income				
Net Actuarial (Gain)/Loss	(130.30)	-	(182.27)	-

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
VI Bifurcation of PBO at the end of the year				
Current Liability	789.86	213.31	800.40	195.84
Non-Current Liability	6,586.86	1,433.31	5,356.33	1,098.48

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Gratuity	Earned Leave	Gratuity	Earned Leave
VII Actuarial Assumptions				
Discount Rate	7.15%	7.15%	7.44%	7.44%
Mortality Table	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)	IALM (2012-14)
Salary Escalation	6.00%	6.00%	6.00%	6.00%

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

34 Employee Benefits (Contd..)

VIII Expected Contribution for Next Financial Year

The expected contribution for Defined Benefit Plan for the next financial year will be ₹1537.24 Lakh.

The estimates of future salary increase considered in actuarial valuation, have been made taking into account inflation, seniority promotion and other relevant factors, such as supply and demand in the employment market. The above information is certified by the actuary. The actual return on plan assets for the year and estimate of contribution for the next year as per actuarial valuation is as under: -

(₹ in Lakh)

Particulars	Actual Return on Plan Assets		Estimates of Contribution for next year	
	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2024	Year Ended March 31, 2023
Gratuity	580.06	177.11	1,199.97	940.45
Earned Leave	93.13	79.64	337.27	257.21

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
	IX Experience Adjustment:	
Gratuity		
Present Value of Obligation	7,376.72	6,156.72
Fair Value of Plan Assets	6,777.51	6,427.80
Net Asset/(Liability)	(599.21)	271.08
Actuarial (Gain)/Loss on Plan Obligation	(28.47)	(457.26)
Actuarial Gain/(Loss) on Plan Assets	101.83	(274.99)
Earned Leave		
Present Value of Obligation	1,646.61	1,294.32
Fair value of Plan Assets	1,473.57	1,380.29
Net Asset/(Liability)	(173.04)	85.97
Actuarial (Gain)/Loss on Plan Obligation	(62.44)	(113.66)
Actuarial Gain/(Loss) on Plan Assets	(9.56)	(10.64)

(₹ in Lakh)

Particulars	Year Ended March 31, 2024		Year Ended March 31, 2023	
	Increase	Decrease	Increase	Decrease
X Sensitivity Analysis				
a) Gratuity				
Discount rate (0.50 % movement)	(336.52)	376.28	(262.24)	320.78
Future salary growth (0.50 % movement)	378.66	341.61	323.58	(267.13)
b) Earned Leave				
Discount rate (0.50 % movement)	(80.43)	86.92	(61.30)	66.06
Future salary growth (0.50 % movement)	87.78	(80.94)	66.99	(61.80)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

34 Employee Benefits (Contd..)

(₹ in Lakh)

Particulars	Year Ended March 31, 2024	
	Gratuity	Earned Leave
XI Maturity Profile of Defined Benefit Obligation		
April 2023 - March 2024	789.86	213.31
April 2024 - March 2025	346.88	69.57
April 2025 - March 2026	437.22	75.69
April 2026 - March 2027	521.99	94.66
April 2027 - March 2028	373.82	67.33
April 2028 Onwards	4,906.95	1,126.05

XII Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows -

- Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- Investment Risk – If Plan is funded then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- Mortality & disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

XIII The plan assets of "Gratuity Fund" are managed by the Gratuity Trust formed by the Company. The management of 100% of the funds for Earned Leave is entrusted with the Life Insurance Corporation of India. Investment Detail of Plan Assets for each major category plan assets is as below: -

Particulars		Sharing of Investment	
Name of Retirement Benefit	Investment with	Year Ended March 31, 2024	Year Ended March 31, 2023
Gratuity	ICICI Prudential Life Insurance Co. Ltd.	44.18%	50.55%
	Bajaj Allianz Life Insurance Company Ltd.	17.16%	16.18%
	Birla Sun Life Insurance Company Ltd.	3.37%	1.63%
	Kotak Mahindra Mutual Life Insurance Limited	28.72%	26.85%
	HDFC Life Insurance Company Limited	3.58%	1.91%
	Aviva Life Insurance Company Limited	1.04%	0.98%
	India First	1.81%	1.70%
	Others	0.14%	0.20%
Earned Leave	LIC of India	100.00%	100.00%

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

34 B Employee Benefits - Subsidiary Company

a. Gratuity (Unfunded)

Economic Assumptions	Year ended March 31, 2024
i) Discounting Rate	7.22 P.A.
ii) Future salary Increase	5.50 P.A.

Demographic Assumption	Year ended March 31, 2024
i) Retirement Age (Years)	60 Years
ii) Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)
iii) Attrition at Ages	Withdrawal Rate (%)
Up to 30 Years	3.00%
From 31 to 44 years	2.00%
Above 44 Years	1.00%

(₹ in Lakh)

1 Assets / Liability	Year ended March 31, 2024
A Present value of obligation	2.22
B Fair value of plan assets	-
C Net assets / (liability) recognized in balance sheet as provision	(2.22)

Date Ending	Year ended March 31, 2024
Present value of obligation as at the end of the period	2.22

2 Service Cost	Year ended March 31, 2024
a) Current Service Cost	0.22
b) Past Service Cost including curtailment Gains/Losses	-
c) Gains or Losses on Non routine settlements	-
d) Total Service Cost	0.22

3 Net Interest Cost	Year ended March 31, 2024
a) Interest Cost on Defined Benefit Obligation	0.12
b) Interest Income on Plan Assets	-
c) Net Interest Cost (Income)	0.12

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

4	Change in Benefit Obligation	Year ended March 31, 2024
a)	Present value of obligation as at the beginning of the period	1.65
b)	Acquisition adjustment	-
c)	Interest Cost	0.12
d)	Service Cost	0.22
e)	Past Service Cost including curtailment Gains/Losses	-
f)	Benefits Paid	-
g)	Total Actuarial (Gain)/Loss on Obligation	0.23
h)	Present value of obligation as at the End of the period	2.22

5	Bifurcation of Actuarial Gain/Loss on Obligation	Year ended March 31, 2024
a)	Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-
b)	Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.09
c)	Actuarial (Gain)/Loss on arising from Experience Adjustment	0.14

6	Balance Sheet and related analysis	Year ended March 31, 2024
a)	Present Value of the obligation at end	2.22
b)	Fair value of plan assets	-
c)	Unfunded Liability/provision in Balance Sheet	(2.22)

7	The amounts recognized in the income statement.	Year ended March 31, 2024
a)	Total Service Cost	0.22
b)	Net Interest Cost	0.12
c)	Expense recognized in the Income Statement	0.34

8	Other Comprehensive Income (OCI)	Year ended March 31, 2024
a)	Net cumulative unrecognized actuarial gain/(loss) opening	-
b)	Actuarial gain / (loss) for the year on PBO	(0.23)
c)	Actuarial gain/(loss) for the year on Asset	-
d)	Unrecognized actuarial gain/(loss) for the year	(0.23)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

9	Change in Net Defined Benefit Obligation	Year ended March 31, 2024
a)	Net defined benefit liability at the start of the period	1.65
b)	Acquisition adjustment	-
c)	Total Service Cost	0.22
d)	Net Interest cost (Income)	0.12
e)	Re-measurements	0.23
f)	Contribution paid to the Fund	-
g)	Benefit paid directly by the enterprise	-
h)	Net defined benefit liability at the end of the period	2.22

10	Bifurcation of PBO at the end of year in current and non-current	Year ended March 31, 2024
a)	Current liability (Amount due within one year)	0.06
b)	Non-Current liability (Amount due over one year)	2.16
c)	Total PBO at the end of year	2.22

11	Expected contribution for the next Annual reporting period	Year ended March 31, 2024
a)	Service Cost	0.24
b)	Net Interest Cost	0.16
c)	Expected Expense for the next annual reporting period	0.40

12	Sensitivity Analysis of the defined benefit obligation	Year ended March 31, 2024
a)	Impact of the change in discount rate	
	Present Value of Obligation at the end of the period	2.22
a)	Impact due to increase of 0.50%	(0.17)
b)	Impact due to decrease of 0.50 %	0.19
b)	Impact of the change in salary increase	
	Present Value of Obligation at the end of the period	2.22
a)	Impact due to increase of 0.50%	0.19
b)	Impact due to decrease of 0.50 %	(0.18)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

13	Maturity Profile of Defined Benefit Obligation	Year ended March 31, 2024
a)	0 to 1 Year	0.06
b)	1 to 2 Year	0.04
c)	2 to 3 Year	0.04
d)	3 to 4 Year	0.05
e)	4 to 5 Year	0.04
f)	5 to 6 Year	0.04
g)	6 Year onwards	1.95

b. Leave Encashment (Unfunded)

Economic Assumptions	Year ended March 31, 2024
i) Discounting Rate	7.22 P.A.
ii) Future salary Increase	5.50 P.A.

Demographic Assumptions	Year ended March 31, 2024
i) Retirement Age (Years)	60 Years
ii) Mortality rates inclusive of provision for disability	100 % of IALM (2012 - 14)
iii) Ages	Withdrawal Rate (%)
Up to 30 Years	3.00%
From 31 to 44 years	2.00%
Above 44 years	1.00%
iv) Leave	
Leave Availment Rate	2.50%
Leave Lapse rate while in service	Nil
Leave Lapse rate on exit	Nil
Leave encashment Rate while in service	Nil

1	Assets / Liability	Year ended March 31, 2024
A	Present value of obligation	1.90
B	Fair value of plan assets	-
C	Net assets / (liability) recognized in balance sheet as provision	(1.90)

Date Ending	Year ended March 31, 2024
Present value of obligation as at the end of the period	1.90

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

2	Service Cost	Year ended March 31, 2024
a)	Current Service Cost	0.36
b)	Past Service Cost including curtailment Gains/Losses	-
c)	Gains or Losses on Non routine settlements	-
d)	Total Service Cost	0.36

3	Net Interest Cost	Year ended March 31, 2024
a)	Interest Cost on Defined Benefit Obligation	0.10
b)	Interest Income on Plan Assets	-
c)	Net Interest Cost (Income)	0.10

4	Table showing Change in Benefit Obligation	Year ended March 31, 2024
a)	Present value of obligation as at the beginning of the period	1.38
b)	Acquisition adjustment	-
c)	Interest Cost	0.10
d)	Service Cost	0.36
e)	Past Service Cost including curtailment Gains/Losses	-
f)	Benefits Paid	-
g)	Total Actuarial (Gain)/Loss on Obligation	0.06
h)	Present value of obligation as at the End of the period	1.90

5	Actuarial Gain/Loss on Obligation	Year ended March 31, 2024
a)	Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-
b)	Actuarial (Gain)/Loss on arising from Change in Financial Assumption	0.08
c)	Actuarial (Gain)/Loss on arising from Experience Adjustment	(0.02)

6	Balance Sheet and related analysis	Year ended March 31, 2024
a)	Present Value of the obligation at end	1.90
b)	Fair value of plan assets	-
c)	Unfunded Liability/provision in Balance Sheet	(1.90)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

7	The amounts recognized in the income statement.	Year ended March 31, 2024
a)	Total Service Cost	0.36
b)	Net Interest Cost	0.10
c)	Net actuarial (gain) / loss recognized in the period	0.06
d)	Expense recognized in the Income Statement	0.52

8	Change in Net Defined Benefit Obligation	Year ended March 31, 2024
a)	Net defined benefit liability at the start of the period	1.38
b)	Acquisition adjustment	-
c)	Total Service Cost	0.36
d)	Net Interest cost (Income)	0.10
e)	Re-measurements	0.06
f)	Contribution paid to the Fund	-
g)	Benefit paid directly by the enterprise	-
h)	Net defined benefit liability at the end of the period	1.90

9	Bifurcation of PBO at the end of year in current and non-current	Year ended March 31, 2024
a)	Current liability (Amount due within one year)	0.05
b)	Non-Current liability (Amount due over one year)	1.85
c)	Total PBO at the end of year	1.90

10	Expected contribution for the next Annual reporting period	Year ended March 31, 2024
a)	Service Cost	0.33
b)	Net Interest Cost	0.14
c)	Expected Expense for the next annual reporting period	0.47

(₹ in Lakh)

11	Sensitivity Analysis of the defined benefit obligation	Year ended March 31, 2024
a)	Impact of the change in discount rate	
	Present Value of Obligation at the end of the period	1.90
a)	Impact due to increase of 0.50%	(0.15)
b)	Impact due to decrease of 0.50 %	0.16
b)	Impact of the change in salary increase	
	Present Value of Obligation at the end of the period	1.90
a)	Impact due to increase of 0.50%	0.17
b)	Impact due to decrease of 0.50 %	(0.15)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

12	Maturity Profile of Defined Benefit Obligation	Year ended March 31, 2024
a)	0 to 1 Year	0.05
b)	1 to 2 Year	0.04
c)	2 to 3 Year	0.04
d)	3 to 4 Year	0.04
e)	4 to 5 Year	0.04
f)	5 to 6 Year	0.04
g)	6 Year onwards	1.65

35 Leases

The Company has given office spaces on lease. The lease arrangements, are renewable on a periodic basis and for most of the leases extend up to a maximum of 9 years from their respective dates of inception and relates to rented premises. Some of these lease agreements have price escalation clauses and all other leases are cancellable.

Obligations on long-term, non-cancellable operating leases:

The lease rentals received during the year is as under:

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Lease rentals recognized during the year	601.92	254.38
The obligations on long-term, non-cancellable operating leases receivable as per the rentals stated in the respective agreements are as follows:		

(₹ in Lakh)

Future minimum lease receivable	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
- Not later than one year	480.26	593.15
- Later than one year and not later than five years	1,173.71	1,593.49
- Later than five years	-	-

36 CSR Expenditure

(₹ in Lakh)

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
a) Gross amount required to be spent by the Company during the year	205.12	87.74
b) Amount spent during the year in :		
- Preventive healthcare and safe drinking water	40.35	22.86
- Promotion of education	67.69	70.73
- Women empowerment	-	-
- Environment sustainability and ecological balance	5.91	8.79
- National heritage, art and culture	89.20	17.85
- Training to promote rural sports	3.21	1.51
	206.36	121.74

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
CSR Obligation for the year	239.12	150.56
Less : Excess spent in previous year to be set-off	34.00	62.82
Net CSR Obligation	205.12	87.74
(i) Amount of expenditure incurred	206.36	121.74
(ii) Shortfall at the end of the year	-	-
(iii) Total of previous years shortfall	-	-
(iv) Reason for shortfall	-	-
(v) Nature of CSR activities	Refer Note 36 b	
(vi) Excess amount for set-off in next years, if any	1.24	34.00
(vii) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	#	#
(viii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	-	-

CSR to Ramarpan Education Society and Jawahar foundation of ₹26.20 Lakhs (Previous year 66.53 Lakh) and 40 Lakhs respectively during the Year 2023-24

37 A Contingent Liabilities and Commitments (to the extent not provided for and certified by the management)

(₹ in Lakh)

Particulars	Carrying amount as at March 31, 2023	Additional during the year	Amount used during the year and capital advances	Unused & reverted during the year	Carrying amount as at March 31, 2024
a. (a) Guarantees (excluding financial guarantees)					
(i) Guarantee by ICICI Bank Ltd to LNJ Power Ventures Ltd	1,000.00	-	-	-	1,000.00
(ii) Counter Guarantees given by the Company in respect of Guarantees given by the Company's Bankers	3,155.20	1,333.48	1,022.88	-	3,465.80
(b) Letter of Comfort					
Given to Bank on behalf of LNJ Institute of Skills & Technology Private Limited	800.00	2,000.00	-	800.00	2,000.00
(c) Contingent Liability not provided for Other money for which the company is contingently liable.					
(i) Excise & Customs Duties, Sales tax, Income Tax and Other demands disputed by the Company. (Refer Note 45)	13,465.53	950.28	-	191.51	14,224.30

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Carrying amount as at March 31, 2023	Additional during the year	Amount used during the year and capital advances	Unused & reverted during the year	Carrying amount as at March 31, 2024
b. Commitments Outstanding:					
(d) Estimated value of contracts remaining to be executed on Capital Accounts and not provided for	12,313.15	2,204.48	12,473.62	894.40	1,149.61
(e) Commitment in 2012-13 to buy wind power @ ₹5.75 per unit for 20 years (balance 9 years)					
(a) Current Commitment (for next 12 Months)	2,013.00	-	-	-	2,013.00
(b) Non-current commitment (for next 8 years)	18,108.00	-	2,013.00	-	16,095.00

c. Directorate of Enforcement (ED) had freezed the bank account of the company, in the year 2020-21 to the extent amount equivalent to USD 21800 based on the notice u/s 17(1A) of the Prevention of Money Laundering Act 2002. The Company denied all the averments, contentions, submitted desired documents. The bunch of parties approached to Delhi High Court and Hon'ble Delhi High Court on 27th October 2021 set aside the said freezing order as well as further proceedings. The appellate Tribunal PMLA, New Delhi Listed the case on 31st July 2024 for hearing.

d. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company also believes that the above issues, when finally settled are not likely to have any significant impact on the financial position of the Company. The Company does not expect any third party reimbursements in respect of above contingent liabilities.

e. The Subsidiary Company has provided a bank guarantee for ₹8.00 Lakh through Manikaran Analytics Ltd. - QCA to SLDC for Deviation Settlement Mechanism (DSM) as per RERC regulation for Forecasting and scheduling

37B The Company has exposure in LNJ Power Ventures Limited (LNJPV) amounting to ₹26 Lakh in Equity Share Capital and ₹832 Lakh in 14.00% Compulsory Convertible Debentures (CCDs). The interest on the above said CCDs is due from LNJPV since financial year 2016-17, ₹2115.60 Lakh remain unpaid on March 31, 2024. Also ₹1572.91 Lakh (net of debit notes) is payable against supply of power by LNJPV under a long term Power Purchase Agreement (PPA) supported by Bank Guarantee of ₹1,000 Lakh to LNJPV to secure such PPA. To resolve it, LNJ Power Ventures Limited and RSWM Limited each has attended arbitration proceedings. Evidence from LNJPV side has already been completed whereas second evidence from RSWM side is yet to take place. After the evidence, arguments from both the side, the arbitral judges will pronounce their judgement. The Company firmly believes that it has credible case in its favour and also been advised by an expert, accordingly the amount shown is good and fully recoverable."

38. Segment Information

For management purposes, the Company is organised into business units based on its products and services and has following reportable segments:

- Yarn
- Fabric

No operating segments have been aggregated to form the above reportable operating segments.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Identification of Segments

The Board of Directors of the Company has been identified as Chief Operating Decision Maker who monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with the profit or loss in the financial statements.

Accounting policy in respect of segments is in conformity with the accounting policy of the company as a whole.

Inter-segment Transfer

Segment revenue resulting from transactions with other business segments is accounted for on the basis of transfer price agreed between the segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties. These transfers are eliminated in consolidation

Segment Revenue and Results

The revenue and expenditure in relation to the respective segments have been identified and allocated to the extent possible. Other revenue and expenditure non allocable to specific segments are being disclosed separately as unallocated and adjusted directly against the total income of the Company.

Segment Assets and Liabilities

Segment assets include all operating assets used by the operating segment and mainly consisting of property, plant & equipment, trade receivables, cash and cash equivalents and inventory etc. Segment liabilities primarily include trade payables and other liabilities. Common assets and liabilities which cannot be allocated to specific segments are shown as a part of unallocable assets/liabilities.

(₹ in Lakh)

Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
	Yarn	Fabric	Total	Yarn	Fabric	Total
Segment Revenue						
External customers	3,14,633.23	91,154.45	4,05,787.68	2,93,259.14	85,630.48	3,78,889.62
Inter-segment	38,724.29	59.45	38,783.74	38,114.68	67.03	38,181.71
Total Revenue	3,53,357.52	91,213.90	4,44,571.42	3,31,373.82	85,697.51	4,17,071.33
Segment Expenses*	3,57,159.82	91,885.32	4,49,045.14	3,17,680.63	86,366.55	4,04,047.18
Segment Results	(3,802.30)	(671.42)	(4,473.72)	13,693.19	(669.04)	13,024.15
Un-allocable Expenses	-	-	1,267.04	-	-	945.70
Other Income	-	-	3,552.35	-	-	9,144.01
Finance Costs (Refer Note 29)	-	-	9,685.10	-	-	7,394.51
Profit/(Loss) before Tax, Exceptional items & Share of Profit/(Loss) of Associates	-	-	(11,873.51)	-	-	13,827.95
Share of Profit/(loss) of Associates	-	-	1,317.54	-	-	1,324.40
Profit/(Loss) Before Tax	-	-	(10,555.97)	-	-	15,152.35
Exceptional items	-	-	7,727.30	-	-	-
Tax Expenses (Refer Note 19)	-	-	(723.07)	-	-	2,867.15
Profit/(Loss) After Tax	-	-	(2,105.60)	-	-	12,285.20

* Includes depreciation and amortization

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Other Information :

(₹ in Lakh)

Particulars	Year ended March 31, 2024			Year ended March 31, 2023		
	Yarn	Fabric	Total	Yarn	Fabric	Total
Depreciation and Amortization						
Allocable	12,345.87	2,501.81	14,847.68	9,514.83	2,306.51	11,821.34
Unallocable	-	468.88	468.88	-	-	908.74
	12,345.87	2,970.69	15,316.56	9,514.83	2,306.51	12,730.08
Capital Expenditure						
Allocable	36,582.76	1,088.70	37,671.46	30,363.61	3,165.64	33,529.25
Unallocable	-	-	179.55	-	-	899.67
	36,582.76	1,088.70	37,851.01	30,363.61	3,165.64	34,428.92
Segment Assets						
Allocable	2,77,649.98	54,346.86	3,31,996.84	2,16,587.62	44,912.82	2,61,500.44
Unallocable	-	-	37,376.98	-	-	27,453.69
	2,77,649.98	54,346.86	3,69,373.82	2,16,587.62	44,912.82	2,88,954.13
Segment Liabilities						
Allocable	2,01,549.12	28,523.33	2,30,072.45	1,27,065.85	17,250.84	1,44,316.69
Unallocable	-	-	9,563.02	-	-	12,938.21
	2,01,549.12	28,523.33	2,39,635.47	1,27,065.85	17,250.84	1,57,254.90

Geographical Information

The Company is domiciled in India. Based on the location of the customers, the amount of its revenue from external customers are broken down by major foreign countries as below: -

(₹ in Lakh)

Revenue from external customers	India	Europe	Middle East	Africa, South East & Far East Asia	America	Total
Based on location of the customers						
For the year ended March 31, 2024	2,89,562.68	30,960.00	3,784.00	75,771.00	5,710.00	4,05,787.68
For the year ended March 31, 2023	2,85,175.62	35,931.00	2,317.00	51,735.00	3,731.00	3,78,889.62

Non-current assets

There are no non current assets outside India.

Information about major customers

No single customer represents 10% or more of the total revenue during the year ended March 31, 2024 and March 31, 2023.

Revenue from products and services:

The detail of revenue from products and services are given below:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Yarn	3,11,692.14	2,90,429.39
Fabric	90,691.35	85,296.10
Services	3,404.19	3,164.13
	4,05,787.68	3,78,889.62

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

39 A: Related Party Disclosure

List of Related Parties as per Ind AS 24

Sr No.	Name of Related Party	Nature of Relationship
A	A person or a close member of that person's family of a reporting entity has control or joint control over the reporting entity.	
(i)	Shri Ravi Jhunjunwala	Promoters having voting control
	Shri Riju Jhunjunwala	Promoters having voting control
(ii)	A person or a close member of that person's family of a reporting entity has significant influence over the reporting entity.	
	Shri Lakshmi Niwas Jhunjunwala	
	Shri Ravi Jhunjunwala	
	Smt. Mani Devi Jhunjunwala	
	Shri Riju Jhunjunwala	
	Smt. Rita Jhunjunwala	
	Shri Rishabh Jhunjunwala	
(iii)	A person or a close member of that person's family of a reporting entity is a member of the Key Managerial Personnel of the reporting entity or of a parent of the reporting entity.	
	Shri Riju Jhunjunwala	Chairman and Managing Director & CEO, Executive
	Shri Ravi Jhunjunwala	Director, Non Executive
	Shri Shekhar Agarwal	Director, Non Executive
	Shri B M Sharma	Joint Managing Director, Executive
	Shri Arun Kumar Churiwal	Director, Non-Executive
	Dr. Kamal Gupta	Independent Director, Non-Executive
	Shri Priya Shankar Dasgupta	Independent Director, Non-Executive (Ceased with effect from September 15, 2023)
	Shri Amar Nath Choudhary	Independent Director, Non-Executive
	Shri Deepak Jain	Independent Director, Non-Executive
	Smt. Archana Capoor	Independent Director, Non-Executive
	Shri Surya Kant Gupta	Independent Director, Non-Executive (With effect from August 10, 2023)
	Shri Avinash Bhargava	Chief Financial Officer
	Shri Surender Gupta	Company Secretary
B	One entity is a subsidiary or an associate or a joint venture of the other entity (a subsidiary or an associate or a joint venture of a member of a group of which the other entity is a member).	
(i)	Bhilwara Energy Limited	Associate (Ceased With effect from 29 th March, 2024)
	LNJ Skills & Rozgar Pvt. Ltd.	Associate
	AD Hydro Power Ltd.	Subsidiary of Associate (Ceased With effect from 29 th March, 2024)
	Malana Power Company Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March, 2024)
	Chango Yangthang Hydro Power Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March, 2024)
	NJC Hydro Power Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March, 2024)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

	Indo Canadian Consultancy Services Ltd.	Subsidiary of Associate (Ceased with effect from 29 th March, 2024)
	BG Wind Power Ltd.	Subsidiary of Associate (Ceased With effect from 6 th April 2023)
	Balephi Jalbidhyut Company Limited, Nepal	Subsidiary of Associate (Ceased with effect from 29 th March, 2024)
	LNJ Institute of Skills & Technology Pvt. Ltd.	Subsidiary of Associate
(ii)	Associated and other entities are joint ventures of the same third party	
	N.A.	
(iii)	One entity is a joint venture of a third party and the other entity is an associate of the third party	
	N.A.	
(iv)	The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.	
	Rajspin Employees Contributory Provident Fund	Trust
	RSWM Limited Senior Executive Superannuation Fund Trust	Trust
	Rajasthan Spinning Gratuity Fund Trust	Trust
(v)	Enterprises over which Key Management Personnel of the reporting entity and their relatives exercise significant influence and with whom transaction have taken place during the year	
	AKJ Apparels Pvt. Ltd.	
	Bharat Investments Growth Limited	
	Bhilwara Technical Textiles Limited	
	BMD Private Limited	
	BSL Limited	
	Giltedged Industrial Securities Ltd.	
	HEG Ltd.	
	Investors India Limited	
	LNJ Financial Services Limited	
	Maral Overseas Ltd.	
	Prapti Apparels Co. Pvt. Ltd.	
	Bhilwara Energy Limited	(With effect from 29 th March, 2024)
	AD Hydro Power Ltd.	(With effect from 29 th March, 2024)
	Chango Yangthang Hydro Power Ltd.	(With effect from 29 th March, 2024)
	Indo Canadian Consultancy Services Ltd.	(With effect from 29 th March, 2024)
	Malana Power Company Ltd.	(With effect from 29 th March, 2024)
	Bhilwara Infotechnology Limited	
	BMD Power Limited	
	BMD Renewable Energy Limited	
	Dreamon commercial Private Limited	
	Purvi Vanijya Niyojan Limited	
	Jawahar Foundation	
	Ramarpan Educational Society	

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

39 B: Related Party Disclosure

(₹ in Lakh)

Transaction	Associates (Including Subsidiaries of Associates)		Key Managerial Personnel		A person and enterprises over which any person described is able to exercise significant influence over the reporting enterprises.
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	
Sale of Finished Goods	-	-	-	-	2,452.94
Sale of Raw Material	-	-	-	-	77.22
Purchases of Raw Material & Finished Goods	-	-	-	-	625.82
Sale of Store Items	-	-	-	-	0.54
Purchase of Stores Items	-	-	-	-	32.82
Rent Received	60.72	60.72	-	-	140.55
Rent Paid	418.43	476.22	-	-	22.12
Reimbursement of revenue expenditure received	68.53	55.31	-	-	288.95
Reimbursement of revenue expenditure made	1,929.16	953.37	-	-	35.17
Expenses for Car Parking	2.71	-	-	-	4.18
Job Charges Received	-	-	-	-	105.46
Job Charges paid	-	-	-	-	1.03
Bhilwara Sur Sangam	-	-	-	-	25.22
Reimbursement of Medical Claim Payable	-	-	-	-	0.67
Advance for DR server AMC	-	-	-	-	21.33
Sharing of AMC (DR Server)	-	-	-	-	14.63
Consultancy Charges	162.84	162.84	-	-	-
Dividend Received	-	-	-	-	135.35
Interest received	-	-	-	-	210.19
Roll back of Interest	-	-	-	-	30.50
Payment against Sharing of DR Server	-	-	-	-	37.93

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for the year ended March 31, 2024

(₹ in Lakh)

Transaction	Associates (Including Subsidiaries of Associates)		Key Managerial Personnel		A person and enterprises over which any person described is able to exercise significant influence over the reporting enterprises.
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	
Donation to Jawahar Foundation	-	-	-	-	40.00
Interest on Loan taken	-	-	-	-	978.05
Shares Purchase of BG Wind Power Limited	500.00	-	-	-	-
CSR to Ramarpan Education Society	-	-	-	-	26.20
RSWM Limited Senior Executive Superannuation Fund Trust	-	-	-	-	284.76
Rajasthan Spinning Gratuity Fund Trust	-	-	-	-	580.06
Rajspin Employees Contributory Provident Fund	-	-	-	-	179.92
Remuneration and other perquisites					
(a) Short-term employee benefits	-	-	749.56	950.73	-
(b) Post-employment benefits	-	-	25.10	22.84	-
Directors' Sitting Fees	-	-	90.75	78.00	-

During the year 2022-23, the Company had allotted 1,36,42,766 nos fully paid-up equity shares of ₹10/- each at a price of ₹100/- (including premium of ₹90/- each per Right Equity Share) aggregating to ₹13,642.77 Lakh on a rights basis to the Promoters or Promoter Group. Refer Note 12(i)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Outstanding Balances to/from Related Parties

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:
(₹ in Lakh)

Particulars	As at March 31, 2024	As at March 31, 2023
Trade Receivables		
From a Person & Enterprises over which any person described is able to exercise significant influence over the reporting enterprises.	772.33	1,777.61
Other Receivables		
From Subsidiaries of Associates	90.41	68.15
From Other than Subsidiaries/Associates	271.94	367.58
Trade Payables		
To Associates	1,228.82	1,000.16
To Other than Subsidiaries/Associates	4.19	2.08
Advance to Vendors		
To a Person & Enterprises over which any person described is able to exercise significant influence over the reporting enterprise.	-	1.57
Loan Payable	4,993.55	-
Amount due to Bhilwara Energy Limited		
Interest accrued		
Amount payable to Bhilwara Energy Limited	423.07	-

Terms & Conditions of transactions with related Parties:

The sales and purchases, services rendered to/from related parties and interest are made on terms equivalent to those that prevail in arms length transaction. Outstanding balances at the year end are unsecured and settlement occurs in cash. For the year ended March 31, 2024 and for the year ended March 31, 2023, the Company has not recorded any impairment of receivables relating to amount owed by related parties.

This assessment is undertaken throughout the financial year through examining the financial position of the related parties and the market in which the related parties operate.

Details of Guarantees

Particulars	As at March 31, 2024	As at March 31, 2023
RSWM has provided Letter of Comfort on behalf of its reporting entity:-		
Name of Reporting Entity		
LNJ Institute of Skills & Technology Private Limited - India*	2,000	800

* The Company has given a letter of comfort to ICICI Bank Limited, New Delhi against loan extended by the bank to LNJ Institute of Skills & Technology Private Limited as at March 31, 2024. The Company does not expect any outflow of resources in respect of above Letter of Comfort.

40 The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

The information regarding Micro, Small and Medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the company:

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Principal amount and Interest due thereon remaining unpaid to any supplier as on March 31	2,558.19	1,703.65
Interest paid by the Company in terms of Section 16 of the MSMED Act along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
the amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
the amount of interest accrued and remaining unpaid	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	-	-

41 Net Dividend Remitted in Foreign Exchange

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Period to which dividend relates to	2022-23	2021-22
Number of non-resident shareholders (Nos.)	5	5
Number of equity shares held on which dividend was due (Nos.)	1,02,88,040	53,53,270
Amount remitted (in Lakh)	473.75	1,071.88
Amount remitted USD (in Lakh)	5.69	13.07

42 A: Financial Instruments

a. Financial Instruments by Category

The carrying value and fair value of financial instruments by category as of March 31, 2024 were as under:

(₹ in Lakh)

Particulars	Cost/ amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash and cash equivalents (Refer Note 7)	442.01	-	-	442.01	442.01
Bank Balances other than above (Refer Note 7)	347.46	-	-	347.46	347.46
Investments (Refer Note 4)					
- Equity	1,180.00	-	22,438.84	23,618.84	23,618.84
- Debentures *	-	832.00	-	832.00	832.00
Trade receivables (Refer Note 6)	64,491.71	-	-	64,491.71	64,491.71
Loans (Refer Note 5)	123.59	-	-	123.59	123.59
Other financial assets (Refer Note 8)	6,522.51	-	-	6,522.51	6,522.51
	73,107.28	832.00	22,438.84	96,378.12	96,378.12

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(₹ in Lakh)

Particulars	Cost/ amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Liabilities:					
Borrowings (Refer Note 14 & 15)	1,88,440.25	-	-	1,88,440.25	1,88,440.25
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	2,558.19	-	-	2,558.19	2,558.19
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	17,435.83	-	-	17,435.83	17,435.83
Other financial liabilities (Refer Note 15a & 17)	10,203.89	-	46.79	10,250.68	10,250.68
	2,18,638.16	-	46.79	2,18,684.95	2,18,684.95

* Excluding accrued interest on debenture, shown separately under other financial assets as at March 31, 2024 ₹2,115.60 Lakh.

The carrying value and fair value of financial instruments by category as of March 31, 2023 were as under:

(₹ in Lakh)

Particulars	Cost/ amortised cost	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash and cash equivalents (Refer Note 7)	320.96	-	-	320.96	320.96
Bank Balances other than above (Refer Note 7)	190.07	-	-	190.07	190.07
Investments (Refer Note 4)					
-Equity	3,523.97	-	3,144.78	6,668.75	6,668.75
- Debentures *	-	832.00	-	832.00	832.00
Trade receivables (Refer Note 6)	45,440.60	-	-	45,440.60	45,440.60
Loans (Refer Note 5)	199.80	-	-	199.80	199.80
Other financial assets (Refer Note 8)	6,818.21	-	54.85	6,873.06	6,873.06
	56,493.61	832.00	3,199.63	60,525.24	60,525.24
Liabilities:					
Borrowings (Refer Note 14 & 15)	1,15,067.09	-	-	1,15,067.09	1,15,067.09
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	1,703.65	-	-	1,703.65	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	11,774.52	-	-	11,774.52	11,774.52
Other financial liabilities (Refer Note 15a & 17)	8,586.38	-	-	8,586.38	8,586.38
	1,37,131.64	-	-	1,37,131.64	1,37,131.64

* Excluding accrued interest on debenture, shown separately under other financial assets as at March 31, 2023 ₹1785.76 Lakh.

b Fair value hierarchy

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

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for the year ended March 31, 2024

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2024:

(₹ in Lakh)

Particulars	As at March 31, 2024	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments (Refer Note 4)	22,438.84	6,123.22	-	16,315.62
Investment in Debentures (Refer Note 4)	832.00	-	-	832.00
Derivative financial instruments - foreign currency forward (Refer Note 8)	-	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2023:

(₹ in Lakh)

Particulars	As at March 31, 2023	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Assets				
Investments in equity instruments (Refer Note 4)	3,144.78	3,118.78	-	26.00
Investment in Debentures (Refer Note 4)	832.00	-	-	832.00
Derivative financial instruments - foreign currency forward (Refer Note 8)	54.85	-	54.85	-

Valuation Technique used to determine Fair Value

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities measured at amortized cost is approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair value of other non-current financial assets and liabilities (security deposit taken/given and advance to employees) carried at amortized cost is approximately equal to fair value. Hence carrying value and fair value is taken same.
- 2) Long-term variable-rate borrowings measured at amortized cost are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

- 3) The fair values of the forward contract is determined using the forward exchange rate at the balance sheet date based on quotes from banks and financial institutions. Management has evaluated the credit and non-performance risks associated with its derivative counterparties and believe them to be insignificant and not warranting a credit adjustment.
- 4) The fair values of the Quoted Equity shares have been done on quoted price of stock exchange as on reporting date.
- 5) Investment in the Unquoted Debenture have been valued considering the market coupon rate of similar financial instruments.

c Financial Risk Management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of directors has established the risk management committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risk faced by the Company, to set appropriate risks limits and controls and to monitor risks and adherence to limits. Risk Management policies and systems are reviewed regularly to reflect changes in the market condition and Company's Activities.

The audit committee oversees how management monitors compliances with the Company's risk management policies and procedures and review the adequacy of the risk management framework in relation to risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes review of risks management controls and procedures, the results of which are reported to the audit committee.

Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk.

(i) Market Risk:

Market risk is the risk that changes in the market prices such as foreign currency risk, interest risk, equity price and commodity prices. The market risk will affect the company's income or value of its holding of financial instruments. The objective of the market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the returns.

(i) a Foreign Currency Risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions primarily with respect to USD and EURO. Foreign currency risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Foreign Currency Risk Exposure

The Company exposure to foreign currency risk at the end of reporting period ended March 31, 2024 is given below.
(Amount in Lakh)

Particulars	USD	Euro	Other currencies *	INR
Non Derivative				
Trade receivables	185.32	3.28	0.41	18,938.85
Trade payables	-	(2.93)	(0.00)	(247.70)
Other assets	0.62	0.25	33.02	93.88
Other liabilities	(18.09)	(3.12)	(0.00)	(2,005.75)
Net assets / (liabilities)	167.85	(2.52)	33.43	16,779.28

* Other currency includes currency such as Japanese Yen, Swiss franc etc.

The Company exposure to foreign currency risk at the end of reporting period ended March 31, 2023 is given below.
(Amount in Lakh)

Particulars	USD	Euro	Other currencies *	INR
Non Derivative				
Trade receivables	100.33	2.72	0.12	8,492.15
Trade payables	(0.01)	(2.64)	-	(220.78)
Other assets	1.04	0.87	45.27	186.27
Other liabilities	(17.38)	(13.46)	(3.66)	(3,056.82)
Net assets / (liabilities)	83.98	(12.51)	41.73	5,400.82

* Other currency includes currency such as Japanese Yen, Swiss franc etc.

The following significant exchange rates have been applied during the year

Spot Rate (in ₹)	Year ended March 31, 2024	Year ended March 31, 2023
USD	83.05	80.17
EURO	89.45	84.35
GBP	103.70	98.60

Sensitivity Analysis

The sensitivity of profit or loss to changes in the exchange rate arises mainly from foreign currency denominated financial instruments. This analysis assumes that all other variables remain constant.

(₹ in Lakh)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Increase	Decrease	Increase	Decrease
USD Sensitivity				
INR/USD-Increase/(Decrease) by 4% (Previous year 7%)	362.75	(362.75)	306.60	(306.60)
EURO Sensitivity				
INR/EURO-Increase/(Decrease) by 6% (Previous year 3%)	(8.80)	8.80	(20.59)	20.59

The sensitivity analysis is computed by comparing weighted average exchange rate for the period ended March 31, 2024 and March 31, 2023

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(i) b. Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates will lead to changes in interest income and expense for the Company. Based on market intelligence, study of research analysis reports, company reviews its short/long position to avail working capital loans and minimise interest rate risk.

In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest risk, the Company performs comprehensive corporate interest risk management by balancing the proportion of fix rate and floating rate financial instruments.

- Exposure to Interest Rate Risk

The exposure of the interest rate changes at the end of the reporting period are given below:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Fixed rate instruments		
Financial Assets		
- Fixed Deposits with Banks (Refer Note 7)	253.84	0.34
- Borrowings (Refer Note 14 & 15)	5,720.00	-
Variable rate instruments		
Financial Liabilities		
- Borrowings (Refer Note 14 & 15)	1,82,720.25	1,15,067.09
Sensitivity Analysis		
Fair Value Sensitivity Analysis for Fixed Rate Instruments		

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss, therefore change in interest rate at the reporting date would not affect profit or loss.

Cash Flow Sensitivity Analysis for Variable Rate Instruments

An Increase of 95 basis points (previous year 18 basis points) in interest rate at the reporting date would have increased, (decreased) Profit or Loss by the amount shown below. This analysis assumes that all other variables, remain constant.

The sensitivity analysis is computed by comparing weighted average interest rate for the period ended March 31, 2024 and March 31, 2023.

(₹ in Lakh)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	Increase	Decrease	Increase	Decrease
Interest rates - increase/decrease by 95 basis points (Previous year 18 basis points)	1,129.27	(1,129.27)	134.74	(134.74)

(i) c. Price Risk

- Exposure

The Company is exposed to equity securities price risk arises from investments held by the Company and classified in the balance sheet at fair value through Other Comprehensive Income. Material investments are managed on individual basis and all buy and sell decisions are approved by the management. The primary goal of the investment strategy is to maximize investment returns.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Sensitivity Analysis

Increase/decrease of 10% in the equity prices would have impact of ₹612.32 Lakh (₹311.88 Lakh in previous year) on the Other Comprehensive Income and Equity. These changes would not have an effect on Profit or Loss.

(ii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities including deposit with banks and financial institutions, loans, investment in debt securities, forward exchange contract and other financial instruments.

The Company considers the probability of default upon initial recognition of assets and when there has been significant increase in credit risk and on an on-going basis throughout each reporting date to assess whether there is an significant increase in credit risk, the Company compares the risk of default occurring on assets as at reporting date with the risk of default as at the date of initial recognition by considering reasonable forward looking estimations.

Financial assets are written off when there is no reasonable expectation of recovery. Whereas the loans and receivables were written off and subsequently recoveries are made, these are recognised as an income in the financial statements.

- Trade Receivables

Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company evaluates the concentration of risk with respects to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. A default on a financial assets is when a counter party fails to make the payment within 365 days, when they fall due. This definition of default is determined by considering the business environment in which the entity operates and other macro economic factors. The company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as financial condition, ageing of outstanding and the Company's historical experience for customers.

(ii) a. Credit risk exposure

The following table shows the exposure to the credit risk at the reporting date :

(₹ in Lakh)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Non Current	Current	Non Current	Current
Loans (Refer Note 5)	2.60	120.99	-	199.80
Trade Receivables (Refer Note 6)	-	64,491.71	-	45,440.60
Cash and cash equivalent (Refer Note 7)	-	442.01	-	320.96
Bank Balances (Refer Note 7)	-	347.46	-	190.07
Other financial assets (Refer Note 8)	408.17	6,114.34	749.22	6,123.84
	410.77	71,516.51	749.22	52,275.27

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Expected credit loss for trade receivables using simplified approach are given below:

Age Bracket	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
0-180	62,982.75	43,441.00
181-365	1,680.22	1,382.69
Above 365	909.62	1,124.63
Total	65,572.59	45,948.32
Allowance for Impairment Loss	1,080.88	507.72
Closing Balance (Refer Note 6)	64,491.71	45,440.60

The movement in the allowance for impairment in respect of trade receivables

The movement in the allowance for impairment in respect of trade receivables is given below

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Balance of provision for expected credit loss at the beginning	507.72	401.10
Impairment loss recognised/ (reversed)	573.16	106.62
Balance at the end	1,080.88	507.72

Financial assets to which loss allowances measured using 12 months expected credit loss.

Other than trade receivables, the expected credit loss on the other financial assets is measured at an amount equal to the 12 month ECL, unless there is a significant risk of credit loss. However, based upon these parameters, there is no credit loss on these other financial assets has been identified nor any significant credit risk has been observed since their initial recognition.

Cash and Cash Equivalents, Deposit with Banks

Credit risk on cash and cash equivalents and deposit with banks is limited as the Company generally invests in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Derivatives (Forward Contracts)

Derivatives are entered with banks, counter parties which have low credit risk, based on external credit ratings of counter parties.

For other financial assets the company monitors ratings, credit spreads and financial strengths of its counterparties. Based on its ongoing assessment of the counter party's risk, the company adjusts its exposures to various counter parties. Based on the assessment there is no impairment in other financial assets.

(iii) Liquidity risk

The Company's objective is at all times to maintain optimum levels of liquidity to meet its cash and collateral requirements. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risk are overseen by senior management. The Company relies on a mix of borrowings, capital infusion and excess operating cash flows to meet its needs for funds. The current committed lines of credit are sufficient to meet its short to medium term expansion needs. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(iii) a. The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2024:

Particulars	(₹ in Lakh)				
	Less than 1 year	1-2 years	2-4 years	4-8 years	Total
Borrowings (Refer Note 14 & 15)	1,13,046.66	31,251.90	33,934.20	10,207.49	1,88,440.25
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	2,558.19	-	-	-	2,558.19
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	17,435.83	-	-	-	17,435.83
Other financial liabilities (Refer Note 15a & 17)	9,623.84	605.71	-	21.13	10,250.68
	1,42,664.52	31,857.61	33,934.20	10,228.62	2,18,684.95

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2023:

Particulars	(₹ in Lakh)				
	Less than 1 year	1-2 years	2-4 years	4-8 years	Total
Borrowings (Refer Note 14 & 15)	65,093.46	19,793.20	19,713.53	10,466.90	1,15,067.09
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	1,703.65	-	-	-	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	11,774.52	-	-	-	11,774.52
Other financial liabilities (Refer Note 15a & 17)	7,939.91	646.47	-	-	8,586.38
	86,511.54	20,439.67	19,713.53	10,466.90	1,37,131.64

(iii) b. The table below provides details regarding the undrawn limit of various facilities sanction from bank/financial institutions:

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Secured Bank Cash credit Facility		
Amount Unused	19,191.89	35,216.82
Secured Non Fund Based Facility		
Amount Unused	12,402.31	5,693.31
Secured Term Loan Facility		
Amount Unused	7,044.79	16,340.74
Unsecured Term Loan Facility		
Amount Unused	-	-

42 B: Financial Instruments

(iv) Derivative financial instruments

(iv) a. Disclosure of effects of hedge accounting on financial position:

The Company holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The objective of hedges is to minimize the volatility of INR

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

cash flows of highly probable forecast transaction. The Company's risk management policy is to hedge around 50% to 90% of the net exposure with forward exchange contract, having a maturity upto 12 months.

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument, including whether the hedging instrument is expected to offset changes in cash flows of hedged items.

As at March 31, 2024:

Type of hedge and risks	Nominal value (Foreign Currency)				Carrying amount of hedging instruments (₹ in Lakh)	Maturity date	Hedge ratio	Weighted average strike price/rate	
	USD		EURO					USD	EURO
	No. of Outstanding Contracts	Amount (in Lakh)	No. of Outstanding Contracts	Amount (in Lakh)					
Cash Flow Hedge	36	198.72	3	7.50	17,219.83	April 2024 -September 2024	0.59:1	83.24	90.45

As at March 31, 2023:

Type of hedge and risks	Nominal value (Foreign Currency)				Carrying amount of hedging instruments (₹ in Lakh)	Maturity date	Hedge ratio	Weighted average strike price/rate	
	USD		EURO					USD	EURO
	No. of Outstanding Contracts	Amount (in Lakh)	No. of Outstanding Contracts	Amount (in Lakh)					
Cash Flow Hedge	27	121.31	4	4.00	10,406.28	April 2023 -September 2023	0.49:1	82.81	90.15

(iv) b. Disclosure of effects of hedge accounting on financial performance

Cash Flow Hedge	Changes in the value of the hedging instruments recognised in other Comprehensive Income	Hedge Ineffectiveness recognised in profit & Loss	Amount reclassified from cash flow hedging reserve to Profit & Loss	Line item affected in the statement of profit and loss because of reclassification
March 31, 2024	(46.79)	-	(45.37)	Revenue
March 31, 2023	45.37	-	(53.45)	Revenue

(iv) c. The movement in hedging reserve during the year ended March 31, 2024 for derivatives designated as cash flow hedge (Refer Note 32) is as follows:

Particulars	(₹ in Lakh)	
	Year ended March 31, 2024	Year ended March 31, 2023
Balance at the beginning of the year	29.51	34.77
Change in fair value of effective portion of cash flow hedge recognised during the year	(46.79)	45.37
Amount reclassified to the Statement of Profit & Loss during the period	(45.37)	(53.45)
Tax Impact on above	(47.31)	2.82
Balance at the end of the year	(109.96)	29.51

It is anticipated that sales will take place during the first six months of next financial year, at which time the amount shown in cash flow hedge reserve will be reclassified to statement of profit & loss account.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

(iv) d. Sensitivity Analysis

The following table demonstrates the sensitivity in the foreign exchange rates (USD & Euro) to the Indian Rupees with all other variables held constant. The impact on the other component of Equity arises from foreign forward exchange contract designated as cash flow hedge reserve is given below:

The sensitivity analysis is computed by comparing average exchange rate for the period ended March 31, 2024 and March 31, 2023.

Particulars	Year ended 31 st March, 2024		Year ended 31 st March, 2023	
	Increase	Decrease	Increase	Decrease
USD Sensitivity				
INR/USD-Increase/(Decrease) by 4% (previous year 7%)	295.11	(295.11)	459.02	(459.02)
EURO Sensitivity				
INR/EURO-Increase/(Decrease) by 6% (previous year 3%)	17.04	(17.04)	8.10	(8.10)
GBP Sensitivity				
INR/GBP-Increase/(Decrease) by 5% (previous year 3%)	4.72	(4.72)	2.93	(2.93)

43 Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to the equity shareholders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	(₹ in Lakh)	
	As at March 31, 2024	As at March 31, 2023
Borrowings including current maturities (Refer Note 14 & 15)	1,88,440.25	1,15,067.09
Total outstanding of Micro and Small Enterprises (MSE) (Refer Note 16)	2,558.19	1,703.65
Total outstanding of creditors other than Micro and Small Enterprises (MSE) (Refer Note 16)	17,435.83	11,774.52
Other payables other than current maturities (Refer Note 15a & 17)	10,250.68	8,586.38
Less: cash and cash equivalents (Refer Note 7)	442.01	320.96
Net debt	2,18,242.94	1,36,810.68
Equity (Refer Note 12 & 13)	1,29,738.35	1,31,699.72
Capital and Net debt	3,47,981.29	2,68,510.40
Gearing Ratio	63%	51%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

44 A : Impairment Loss on Property, Plant & Equipment and Intangible Assets

In terms of Indian Accounting Standard 36 - Impairment of Assets, as on reporting date, the Company evaluated each CGU's Intangible Assets and PPE Based on such evaluation, which is also supported by external information, more particularly the market value and economic performance of the assets, no indication of impairment has been determined.

44 B : Other Information in terms of the amendment in schedule III of the companies act vide notification dated 24th March 2021

- a) The Group does not have any Benami Property, and no proceeding has been initiated or pending against the Group for holding any Benami Property.
- b) The Group does not have any transactions with companies which are struck off.
- c) The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.
- d) The Group have not traded or invested in crypto currency or virtual currency during the financial year.
- e) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (i) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
 - (ii) Provide any Guarantee, Security, or the like to or on behalf of the Ultimate Beneficiaries.
- f) The Group have not received any fund from any Person(s) or Entity(ies), including Foreign Entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - (b) Provide any Guarantee, Security, or the like on behalf of the ultimate beneficiaries.
- g) The Group has been sanctioned working capital limit in excess of ₹5 Crore, in aggregate, at points of time during the year, from bank on the basis of security of current assets. The quarterly returns/ statements filed by the Group with the bank, are generally in agreement with the books of accounts of the Group of the respective quarters and differences, if any are not material.
- h) The Group has no such transaction which is not recorded in the Books of Accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- i) The Group have not been declared willful defaulter by any Banks or any other Financial Institution at any time during the financial year.
- j) The Group has utilized the borrowings from banks and financial institutions for the specific purpose for which it was taken during the financial year.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

45 Legal Cases

Against the Company:

(₹ in Lakh)						
S. No.	Nature of Dispute	Amount Involved	Provision Made	Disclosed as Contingent Liabilities	Claim not acknowledged as debt	Amount Deposited Under Protest
1	Indirect Taxation	23.72	21.03	-	2.69	7.15
		(71.57)	(37.55)	(15.00)	(19.02)	(7.15)
2	Direct Taxation	9,084.28	-	8,240.23	844.05	-
		(9,084.28)	-	(8,240.23)	(844.05)	-
3	State Dues/ Levies	-	-	-	-	-
		-	-	-	-	-
4	Labour Laws	53.66	10.53	-	43.13	-
		(85.86)	(10.53)	(2.15)	(73.18)	-
5	Commercial Matters	-	-	-	-	-
		(4.47)	(2.10)	(2.37)	-	-
6	Others	166.04	17.25	-	148.79	-
		(166.04)	(17.25)	-	(148.79)	-
Total		9,327.70	48.81	8,240.23	1,038.66	7.15
		(9,412.22)	(67.43)	(8,259.75)	(1,085.04)	(7.15)

Figures in brackets in aforesaid note represent the figures of previous year

By the Company:

(₹ in Lakh)						
S. No.	Nature of Dispute	Amount Involved	Provision Made	Disclosed as Contingent Liabilities	Claim not acknowledged as debt	Amount Deposited Under Protest
1	Indirect Taxation	1,547.22	205.38	783.74	558.10	1,324.14
		(777.72)	(205.38)	-	(572.34)	(554.64)
2	Direct Taxation	3,586.00	21.76	2,844.31	719.93	-
		(3,586.00)	(21.76)	(2,844.31)	(719.93)	-
3	Labour Laws	4.17	-	-	4.17	-
		(53.17)	-	-	(53.17)	-
4	Commercial Matters	10,476.80	5,995.63	2,356.02	2,125.15	645.52
		(10,482.25)	(5,995.63)	(2,361.47)	(2,125.15)	(720.69)
5	Others	1,371.08	1,291.50	-	79.58	-
		(1,396.17)	(1,316.82)	-	(79.35)	-
Total		16,985.27	7,514.27	5,984.07	3,486.93	1,969.66
		(16,295.31)	(7,539.59)	(5,205.78)	(3,549.94)	(1,275.33)

Figures in brackets in aforesaid note represent the figures of previous year

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

46. The Associates has the contingent liabilities (to the extent of share in associates) amounting to ₹ Nil (Previous year ₹595.11 Lakh)

47 Note on Lease Accounting

(i) Following are the changes in the carrying value of right of use assets for the year March 31, 2024:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance (Including Lease Hold land)	923.75	344.96
Additions	152.05	640.88
Deductions	(8.14)	-
Depreciation	(178.52)	(62.09)
Closing Balance	889.14	923.75

(ii) The following is the movement in lease liabilities for the year March 31, 2024:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Balance	594.24	45.46
Additions	121.13	601.69
Deduction	(9.02)	-
Interest on lease liabilities	60.80	13.64
Payment of lease liabilities*	(193.92)	(66.55)
Closing Balance	573.23	594.24

*Includes Interest expenses paid during the year ended March 31, 2024 amounts to ₹60.80 Lakh (Previous Year ₹13.64 Lakh)

(iii) The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2024 on discounted basis:

(₹ in Lakh)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Less Than one year	142.18	113.17
One to five years	409.92	481.07
More than five years	21.13	-
Total Discounted Lease Liabilities	573.23	594.24

Lease rent expense recorded for short-term leases and low value leases was ₹638.22 Lakh (Previous Year ₹686.18 Lakh) for the year ended March 31, 2024.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Note No. 48. Business Combination

Pursuant to the approval of Board of Directors in its meeting held on 24th January, 2024, the Company had signed a Business Transfer Agreement ("BTA") on 24th January, 2024 with Ginni Filaments Limited ("GFL") for acquisition of its Spinning, Knitting and Processing Undertaking situated at Delhi-Mathura Road, Chhata, Kosi, Distt. Mathura (UP) as a going concern on a Slump Sale Basis ("Business Undertaking") at a consideration of ₹16,000.00 Lakhs subject to necessary adjustments as specified in the BTA on closing date.

The Company has taken over possession of the acquired undertaking as stated above of GFL as a going concern on a Slump Sale Basis ("Business Undertaking") with effect from 16th February 2024 at agreed value of ₹14,220.89 Lakhs, subject to few conditions as specified in the Business Transfer Agreement dated 24th January 2024 which have been mutually agreed between the Company and GFL. Based on valuation report provided by the Registered Valuer for the purpose of PPA (Purchase Price Allocation) and taken on record/approved by the management for the stated acquisition of business, relevant impact has been given in the books of accounts in the accordance with IND AS 103.

(₹ in Lakh)

A. Particulars	Amount
Assets	
Property, Plant and Equipment	
Land	6,790.40
Buildings	3,170.03
Plant & Machinery	3,540.38
Office equipment	17.64
Furniture & Fixtures	136.67
Vehicles	47.51
Inventories	5,474.75
Investments	170.00
Other Financial Assets	5,489.75
Other current Assets	972.36
Total Assets (A)	25,809.49
Liabilities	
Trade Payables	2,258.88
Borrowings	7,471.00
Other Current Liabilities	1,802.10
Total Liabilities (B)	11,531.98
Total net identifiable assets acquired (C=A-B)	14,277.51
Direct expenses attributable to Acquisition (D)	56.62
Total (E=C+D)	14,220.89
Less : Purchase Consideration (F)	14,220.89
Goodwill/Capital Reserve (E-F)	-

49. The Board of Directors of the Company at its meeting held on March 29, 2024 reviewed the status of investment of the Company in Bhilwara Energy Limited BEL, erstwhile associate company and has decided that the nomination of Shri Riju Jhunjunwala, Chairman & Managing Director to represent the Company on the Board of BEL made with effect from 12th May, 2017 be brought to an end with immediate effect. In view of above decision, BEL has ceased to be classified as

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

Associate of the Company w.e.f. March 29, 2024 and hence has been reclassified as financial investment {1,25,24,960 equity shares (7.56%)}. Accordingly, investment in BEL have been fair valued in accordance with Ind AS 109 and unrealised mark to market gain of ₹77.27 Crores (excluding deferred tax of ₹23.86 Crores) has been credited to Statement of Profit & Loss Account through exceptional item.

50. During the current year, pending execution of the renewal of PPA expired on March 31, 2019, the Subsidiary Company BG Wind Power Limited has continued to recognise revenue @ ₹2.44/kwh since Subsidiary Company has exported the power to Discom during the month of April & May 2023 as well. However w.e.f. 1st June, 2023 the Subsidiary Company is supplying power under long term power purchase agreement to its Holding Company RSWM Ltd under captive mechanism at tariff agreed upon.

Based on Hon'ble RERC order, the differential amount of revenue from ₹3.14/kwh to ₹2.44/kwh recognised from 01 April 2019 to 31 March 2022 and Generation Base incentive (GBI) recognised for the above period has also been reversed during the previous financial year and charged to the statement of Profit and loss.

Total amount accrued on account of supply of power to Discom from 01st April 2019 to 31st May 2023 is being shown under unbilled revenue since the matter is sub-judice.

51. (a) The 100% shares of the BG Wind Power Limited (now Subsidiary Company) held by Bhilwara Energy Limited(BEL) has been acquired by the company(RSWM Limited)on dated 06 April 2023.
- (b) As per the quadripartite agreement entered into amongst Subsidiary Company, Senior Lenders and Bhilwara Energy Limited (BEL), erstwhile Holding Company the Loan taken from BEL till the date 6th April 2023 is Interest free and the repayment thereof are as per the Waterfall mechanism mentioned in the said agreement. The surplus cash flow after meeting out their all day to day expenses including payment of Interest and repayment of Loan to Senior Lenders will be available to BEL.

In case, Subsidiary Company is not able to service its liabilities towards Senior Lenders/BEL during a year due to cash flow issues as per waterfall mechanism, then it will be carried forward to next year and will carry interest as applicable and shall be paid as per waterfall mechanism of subsequent year/s. However, if at the end of the project life, if there is any payable to Senior Lenders which could not be paid due to there being no cash flow in the company, then senior Lenders agree to waive off the balance due to it. However upon arising of such situation, senior lenders will jointly have first claim on all the assets of the Subsidiary Company in proportion to their outstanding amount whereas BEL shall have subsequent claim on the assets of the Subsidiary Company on the left out balance of loan amount, if any.

BEL shall have first right over the amount of unbilled revenue to be received from Discom and the same shall be out of waterfall mechanism as mentioned above. Therefore, the subsidiary company has shown ₹1267.02 Lakhs as current portion.

The loan amount given by BEL after 6th April 2023 is interest bearing linked to SBI's 3 months MCLR + spread of 185 bps, presently effective rate is 10.05%.The said loan is out of the purview of water fall mechanism as referred in quadripartite agreement and will be paid on priority.

Pursuant to agreement as mentioned above, the subsidiary company has adjusted the fair value of loan in other equity by reinstating the original loan amount.

52. During the previous year as per settlement agreement entered by the Subsidiary Company (BG Wind Power Limited) with Inox Wind Limited & Inox Green Energy Services Ltd. dated 18 August 2022 the amount payable to Inox Wind Ltd. withheld on account of non-installation of Low Voltage Ride Through(LVRT) & towards cost of restoration of Wind Turbine Generator (WTG) amounting to ₹0.90 Lakhs & ₹300.00 Lakhs respectively and disclose in other payable. During the current year the Subsidiary Company has paid the aforesaid payment ₹300.00 Lakhs and balance amount is written back as not payable.

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

During the current year the Subsidiary Company has terminated the existing O&M agreement with respect to O&M of WTGs and appointed new O&M operator and entrusted with task of restoration of breakdown WTGs as well. Pursuant to this the Subsidiary Company has booked expenditure on account of O&M and Repair and Maintenance. The Subsidiary Company has filed insurance claim against machinery breakdown and generation loss the claim of which yet to be assessed by Insurance Company, therefore not accounted for in current year.

53 Investment in Associates

Details of Associate Companies at the end of the reporting period:

Name of the Company	Relationship	Principal Activity	Accounting Method	Principal place of Business	Place of Incorporation	Proportion of Ownership Interest and Voting Rights held by the Investor Company	
						As at March 31, 2024	As at March 31, 2023
Bhilwara Energy Limited*	Associate	Power	Equity Method	Pathankot	Bhilwara Bhawan, New Delhi	-	7.56%
LNJ Skills & Rozgar Private Limited	Associate	Skill Services	Equity Method	Noida	Bhilwara Bhawan, New Delhi	47.30%	47.30%

* Ceased to be associate w.e.f 29th March, 2024 (Refer Note no. 49)

i) Significant judgements: existence of significant influence

Please refer Note 2(e) to the Standalone Financial Statement

- ii) Summarised financial information in respect of the Associates is set out below. The summarised financial information below represents amounts shown in the Associates' financial statements prepared in accordance with Ind AS.

a) Summarised Balance Sheet

(₹ in Lakh)

Particulars	LNJ Skills & Rozgar Private Limited		Bhilwara Energy Limited*	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Current assets	2,919.71	2,830.08	-	28,186.95
Non-current assets	592.15	553.44	-	1,54,945.37
Current liabilities	1,967.81	1,560.32	-	5,607.06
Non-current liabilities	8.16	476.65	-	9,448.27
Net Assets (including non controlling interest)	1,535.88	1,346.55	-	1,68,076.99
Less: Non controlling Interest	-	-	-	73,468.55
Net Assets (Net off non controlling Interest)	1,535.98	1,346.55	-	94,608.44
Share of RSWM Limited	1,318.74	1,229.20	-	7,152.40

* Ceased to be associate w.e.f 29th March, 2024 (Refer Note no. 49)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

55. Acquisition of Subsidiary

During the year, the Company has completed acquisition of 100% equity stake in M/s BG Wind Power Limited (BGWPL) on 6th April 2023 for ₹5 Crores, accordingly BGWPL has become a wholly-owned subsidiary of the Company. Based on valuation report provided by the Registered Valuer for the purpose of PPA (Purchase Price Allocation) and taken on record/approved by the management for the stated acquisition of business, relevant impact has been given in the books of accounts in the accordance with IND AS 103.

(₹ in Lakh)

A. Particulars	Amount
Assets	
Non-current Assets	
Property, Plant and Equipment	7,024.95
Financial Assets	
i) Other financial assets	8.20
Other Non-current Assets	29.70
Current Assets	
Financial Assets	
i) Trade Receivables	1,199.04
ii) Cash and cash equivalents	13.09
Other current Assets	31.87
Total Assets (A)	8,306.85
Liabilities	
Non Current Liabilities	
Financial Liabilities	
i) Borrowings	5,708.72
ii) Provision	2.94
Current Liabilities	
Financial Liabilities	
i) Borrowings	4,507.37
ii) Trade payables	0.73
Provisions	0.09
Other Current Liabilities	27.01
Total Liabilities (B)	10,246.86
Total net identifiable assets acquired (C=A-B)	(1,940.00)
Less : Purchase Consideration (D)	500.00
Goodwill/Capital Reserve	(2,440.00)

Notes to the Consolidated Financial Statement

for the year ended March 31, 2024

56. The Group and an associate has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except (i) at database levels (ii) in case of the holding Company at the application level w.r.t certain areas including manufacturing Order, material file and header, distribution Order, Item master etc.
57. Previous year figures have been regrouped/ rearranged, wherever considered necessary to confirm to current year's classification.

As per our report of even date

For Lodha & Co LLP
Chartered Accountants
Firm Regn. No. 301051E/E300284

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Regn. No. 000756N/N500441

N.K. Lodha
Partner
M. No. 085155

Vijay Kumar
Partner
M. No. 092671

Place: Noida, (U.P.)
Date: May 24, 2024

For and on Behalf of Board of Directors

Riju Jhunjhunwala
Chairman & Managing
Director and CEO
DIN 00061060

B. M. Sharma
Joint Managing Director
DIN 08195895

Avinash Bhargava
Chief Financial Officer
M.No. FCA 076277

Surender Gupta
Company Secretary
M.No. FCS 2615



PROUD TO BE INDIAN
PRIVILEGED TO BE GLOBAL



Registered Office

Kharigram, P.O. Gulabpura- 311 021

Dist. Bhilwara (Rajasthan), India

W: www.rswm.in / www.lnjbhilwara.com

CIN: L17115RJ1960PLC008216

RSWM LIMITED

CIN:L17115RJ1960PLC008216

Registered Office: Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan

Phone: +91-1483-223144 to 223150, 223478, Fax: +91-1483-223361, 223479

Corporate Office: Bhilwara Towers, A-12, Sector – 1, Noida – 201 301 (U.P.)

Phone: 0120- 4390300 (EPABX), Fax: 0120-4277841

E-mail: rswm.investor@lnjbbhilwara.com, Website: <https://www.rswm.in>

NOTICE

Notice is hereby given that the Sixty Third Annual General Meeting of the members of the Company will be held on Friday, the 13th day of September, 2024 at 2:00 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), without physical presence of the members at the AGM venue to transact businesses as set out in this Notice. The venue of the meeting shall be deemed to be Registered Office of the Company at Kharigram, P.O. Gulabpura – 311 021, Distt. Bhilwara, Rajasthan.

The following Ordinary and Special businesses will be transacted at the AGM:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2024 and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ravi Jhunjunwala (DIN: 00060972), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Brij Mohan Sharma (DIN: 08195895), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. **To consider and if thought fit, to pass, with or without modifications, the following Resolution as a SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**the Act**) and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013, as amended from time to time and all other applicable laws including applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time Shri Suman Jyoti Khaitan (DIN: 00023370), who was appointed as an Additional Director

(Independent) of the Company by the Board of Directors w.e.f. 9th August, 2024 upon commendation of Nomination and Remuneration Committee and holds office upto the date of this Annual General meeting in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member of the Company proposing his candidature for the office of Director and whose term shall not be subject to retirement by rotation be and is hereby appointed as an Independent Director of the Company to hold office for first term of five consecutive years up to 8th August, 2029.

5. **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 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof and for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such approval as may be necessary, approval of the members be and is hereby accorded to the re-appointment of Shri Brij Mohan Sharma (DIN:08195895) as Joint Managing Director of the Company for a period of two years w.e.f. 7th August, 2024 on the terms and conditions and the remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, Shri Brij Mohan Sharma shall be entitled to receive remuneration upto the limit as approved by the members herein above, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

- i) Agree to such increase or decrease or variations, modifications or amendments in the terms of remuneration set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Shri Brij Mohan Sharma, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.
 - ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this Resolution.”
6. **To consider and if thought fit, to pass, with or without modifications, the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies(Cost Records and Audit) Rules, 2014 (including any modification(s) or re-enactment thereof), M/s. N. D. Birla & Co. Cost Accountants (Firm Registration No.000028) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025, be paid the remuneration of ₹ 6,00,000 (Rupees Six lakh only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit.

By Order of the Board
For **RSWM LIMITED**

Sd/-

Surender Gupta
Vice President-Legal
& Company Secretary
M. No. FCS - 2615

Place: Noida (U.P.)
Date: 13th August, 2024

NOTES

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), setting out of material facts relating to Special Business under item No. 4 to 6 to be transacted at the 63rd Annual General Meeting (“**AGM**”) is annexed.

Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 and in terms of Secretarial Standard-2 in respect of the Directors retiring by rotation, seeking appointment/re-appointment at the 63rd Annual General Meeting are annexed hereto as Annexure-I.

GENERAL INSTRUCTIONS FOR PARTICIPATION AT 63rd AGM AND E-VOTING:

2. Pursuant to General Circular No.09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (“**the MCA**”) read together with previous circulars issued by the MCA in this regard (hereinafter referred as “**MCA Circulars**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by the Securities Exchange Board of India (“**the SEBI**”) read together with previous circulars issued by the SEBI (hereinafter referred as “**SEBI Circulars**”) (MCA Circulars and SEBI Circulars are collectively referred as “**Applicable Circulars**”), the Companies are permitted to hold the AGM through Video Conferencing/Other Audio Visual Means (“**VC/OAVM**”), without physical presence of Members. Accordingly, 63rd AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at Kharigram, P.O. Gulabpura – 311021, Distt. Bhilwara, Rajasthan.

The Company has made arrangements with National Securities Depository Limited (NSDL) for facilitating the participation by at least 1000 members on a first-come-first –served basis at the AGM through VC/OAVM. The instructions for participation by the Members and for remote e-voting including e-voting during the AGM are given separately in the subsequent paragraphs.

The Member participating in the 63rd AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with Applicable Circulars. However, in case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names will be entitled to vote at the AGM through e-voting.

3. In accordance with the Applicable Circulars, the Notice of 63rd AGM and the Annual Report for the financial year 2023-24 are being sent by electronic mode to those Members whose email addresses are registered with the Company/National Securities Depository Limited (“**NSDL**”)/ Central Depository Securities Limited (“**CDSL**”) (collectively referred as “**depositories**”). The Company will send the physical copy of the Annual Report 2023-24 to those Members

who request the same at rswm.investor@lnjbhilwara.com mentioning their Folio No./DP ID and Client ID.

4. Since the physical attendance of Members has been dispensed with in terms of Applicable Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act is not available for this 63rd AGM and therefore the **Proxy Form and Attendance Slip and route map are not annexed hereto.**

Institutional Investors and Corporate Members may appoint their authorized representative to attend the AGM through VC/OAVM or to vote through remote e-voting. They are requested to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at (mkg1999@gmail.com with a copy marked to evoting@nsdl.co.in and rswm.investor@lnjbhilwara.com. They 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.

5. Non-Resident Indian members are requested to inform RTA/ respective DPs immediately about:
 - a. the change in the residential status on return to India for permanent settlement; and
 - b. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 7th September, 2024 to Friday, the 13th September, 2024 (both days inclusive).
7. In regard to the mandatory furnishing of PAN, KYC and nomination details, the SEBI issued various circulars and master circulars prescribing common & simplified norms for processing service requests from the shareholders/ investors. The Company has from time to time sent communication to concerned shareholders requesting them to update their PAN, KYC, nomination, bank details and contact details so as to render prompt service to them. The Company has sent latest communication by registered post to the concerned shareholders on 5th July, 2024 asking them to update their details. The said communication is available

along with SEBI circulars on website of the company www.rswm.in.

Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN, KYC, Nomination and contact details to the Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110 020 and/or send the documents at admin@mcsregistrars.com or helpdeskreply@mcsregistrars.com. Members are requested to mention their folio number/client ID in all communications with the Company.

8. To support the ‘Green Initiative’ and also service of documents including Notice of AGM and Annual Report to other communication from the Company, members, who have not yet registered their email addresses, are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent in case the shares are held by them in physical form through Form ISR-1 which is available on the website of the company.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. in the prescribed Form ISR-1.

- a. For shares held in electronic form: to their Depository Participants (DPs)
- b. For shares held in physical form: to the Company/ Registrar and Share Transfer Agent.
9. The facility of Nomination in terms of Section 72 of the Act is available for members in respect of their shareholding in the Company. Members who have yet not registered their Nominations are requested to register the same by submitting Form No. SH-13. If any member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for nomination or wish to opt-out may submit Form No. ISR-3. The above mentioned forms are available on the website of the company/RTA and can be downloaded from there. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to MCS Share Transfer Agent Limited, F-65,

Okhla Industrial Area, Phase I, New Delhi – 110 020 E-mail: admin@mcsregistrars.com. Members holding shares in electronic form are requested to contact their Depository Participant directly for recording their nomination.

10. In accordance with the provisions of Regulation 40 of the Listing Regulations, effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfers of securities of the Company, transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions. Members can contact the Company or Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited, for assistance in this regard.

Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled in and signed Form ISR – 4, to MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi-110020 E-mail: admin@mcsregistrars.com or helpdeskdelhi@mcsregistrars.com.

11. i) Members are requested to note that in accordance with Sections 124 and 125 of Companies Act, 2013 and rules made thereunder, dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Companies unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the dividend remaining unclaimed or unpaid upto the financial year ended 31st March, 2016 have been transferred to IEPF. The detail of unclaimed dividend transferred to IEPF is available on the website of the Company www.rswm.in. Members may further note that the dividend paid in respect of Financial Year 2016-17 declared by the Company on 27th September, 2017 is due to be transferred to the IEPF on 2nd November, 2024 and will be transferred on or before 2nd December, 2024. The same can however be

claimed by the members by 2nd November, 2024. The details of unclaimed dividend to be transferred to IEPF on 2nd November, 2024 is available on the website of the Company www.rswm.in. The Company has already informed the concerned shareholders individually to claim the unpaid/unclaimed dividend.

- ii) It is hereby also informed that the preference dividend remaining unpaid on the preference shares for the Financial Year 2016-17 is also due to be transferred to the IEPF on 2nd November, 2024. The preference shares were already redeemed by the Company on 6th March, 2017. The Company has informed individually to all such persons whose amounts of dividend on such preference shares were unpaid/unclaimed. The details of such unclaimed preference dividend to be transferred to IEPF on 2nd November, 2024 is available on the website of the company.
- iii) The Members whose unclaimed dividend/shares have been transferred to IEPF may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 is available on www.iepf.gov.in
12. Members may further note that in accordance with Section 124 and 125 of the Companies Act, 2013 and rules made thereunder, all equity shares on which dividend remain unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Act and the applicable rules. The details of the shares on which dividend remain unclaimed for seven consecutive years and which were transferred to IEPF and the details of shares which will be transferred to IEPF are available on the website of the Company www.rswm.in. The individual notices had also been sent to the concerned shareholders by registered post.
13. The recorded transcript of the 63rd AGM shall also be made available on the website of the Company www.rswm.in, as soon as possible after the Meeting is over.
14. **Electronic dispatch of Annual Report and process for registration of email address for obtaining copy of Annual Report:**

In accordance with the Applicable Circulars referred to in Note No.2 above, the Company is sending the Annual Report along with AGM Notice through electronic mode to those members whose email addresses are registered with the Company or Depository Participant(s). The Notice calling the 63rd AGM of the Company and Annual Report for the year 2023-24 has been uploaded on the website of the Company at www.rswm.in. The said Notice and Annual

Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and are also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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

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

15. Procedure for inspection of documents :-

- The relevant documents referred to in the AGM Notice shall be available for inspection on the website of the Company till the conclusion of the AGM.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall be available electronically for inspection by the members during the AGM upon login at NSDL e-voting system.

16. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, the 10th September, 2024 at 9:00 A.M. and ends on Thursday, the 12th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, the 6th September, 2024 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 Friday, the 6th September, 2024.

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


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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>

[com/](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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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 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:

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to rswm.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com.
- b. 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 Aadhaar Card) to rswm.investor@lnjbhilwara.com or helpdeskdelhi@mcsregistrars.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- c. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - d. 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.
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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.

17. General Guidelines for shareholders

1. 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.nsd.com to reset the password.
2. 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.nsd.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallvi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

18. Instructions for members for attending the AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting

system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Further, Members will be required to use internet with good speed to avoid any disturbance during the meeting. Members are encouraged to join the Meeting through Laptops for better experience.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Facility of joining the AGM through VC/OAVM shall remain open 15 minutes before and after the schedule time of commencement of the meeting.

19. Procedure for raising questions/seek clarifications with respect to Annual Report

- a. Members, who would like to express their views/have questions may send their questions in advance from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address rswm.investor@lnjbhilwara.com at least 7 days in advance before the start of the meeting i.e. Friday, the 6th September, 2024 by 02:00 p.m. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably. The Company reserves the right to restrict the number of questions depending on the availability of time as appropriate for smooth conduct of the AGM.
- b. Members, who would like to express their views/ask questions during the 63rd AGM, may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address rswm.investor@lnjbhilwara.com at least 7 days in advance

before the start of the 63rd AGM i.e. by Friday, the 6th September, 2024 by 02:00 p.m. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 63rd AGM, depending upon the availability of time.

- c. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

19. Announcement of voting result of AGM

- i. Shri Mahesh Kumar Gupta, Practicing Company Secretary (Membership No. FCS 2870) of M/s Mahesh Gupta & Company, Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during the AGM in a fair and transparent manner.
- ii. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make not later than two working days of the conclusion of the Annual General Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting forthwith. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 13th September, 2024
- iii. The results shall be declared along with the Scrutinizer's Report and shall be placed on the Company's website www.rswm.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the results is declared and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.

By Order of the Board
For **RSWM LIMITED**

Sd/-

Surender Gupta
Vice President-Legal
& Company Secretary
M. No. FCS - 2615

Place: Noida (U.P.)
Date: 13th August, 2024

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

ITEM NO. 4

Shri Suman Jyoti Khaitan (DIN: 00023370) was co-opted as an Additional Director (Independent) on the Board of the Company upon recommendation of Nomination and Remuneration Committee with effect from 9th August, 2024 and he ceases to hold office from the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013.

Shri Suman Jyoti Khaitan is a practicing advocate in India since 1985. He is the founder of Law firms, Suman Khaitan & Co. and Khaitan & Partners both full service law firms based at New Delhi. He has wide experience in advising domestic and international companies and emerging businesses on all areas of law including arbitration, aviation, banking & finance, consumer protection, bankruptcy & insolvency, power, corporate, intellectual property, litigation, real estate, taxation etc. He advises on business restructuring schemes of amalgamation, demergers and takeovers, overseas acquisitions, raising finance, tax planning. The Board of Directors upon commendation of Nomination and Remuneration Committee and considering his vast exposure and experience felt it is in the best interest of the Company to co-opt him on the Board of Directors of the Company as an Independent Director for the first term of five consecutive years with effect from 9th August, 2024 subject to shareholders' approval. Shri Suman Jyoti Khaitan shall not be liable to retire by rotation.

The Company has received consent in writing from Shri Suman Jyoti Khaitan to act as Director and intimation to the effect that he is not disqualified from being a Director under Section 164 of the Companies Act, 2013. Further Shri Suman Jyoti Khaitan is not debarred from holding the office of the Director pursuant to any order of the SEBI or any other such Authority. The Company has received a notice in writing from a member proposing the candidature of Shri Suman Jyoti Khaitan for the office of the Director of the Company.

The Company has also received a declaration from Shri Suman Jyoti Khaitan that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Shri Suman Jyoti Khaitan fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the Management. A copy of draft letter of Appointment of Shri Suman Jyoti Khaitan as an Independent Director setting out the terms and conditions is available for inspection by members during normal business hours at the Registered Office of the Company.

The resolution seeks the approval of members for appointment of Shri Suman Jyoti Khaitan as an Independent Director pursuant to Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 to hold office for first term of 5 (five) consecutive years from 9th August, 2024 up to 8th August, 2029. The relevant details pertaining to Shri Suman Jyoti Khaitan are provided in Annexure-I in accordance with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2").

Your Directors recommend the Special Resolution under item No.4 of the Notice for approval by the members.

Except Shri Suman Jyoti Khaitan and his relatives, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are interested or concerned either financially or otherwise in the proposed Special Resolution under item no.4 of this notice.

ITEM NO. 5

As the Members are aware that Shri Brij Mohan Sharma (DIN: 08195895) was initially appointed as Joint Managing Director for a period of two years w.e.f. 7th August, 2018 and was further reappointed as Joint Managing Director for a period of two years w.e.f. 7th August, 2020. He was further re-appointed as Joint Managing Director of the Company w.e.f 7th August, 2022 for a period of two years at the 61st Annual General Meeting of the Company held on 6th September, 2022 by Special Resolution and the remuneration payable to him during his tenure was also approved at the said Annual General Meeting.

The term of appointment of Shri Brij Mohan Sharma, Joint Managing Director expired on 6th August, 2024. The Board of Directors at their meeting held on 24th May, 2024 had, upon recommendation of Nomination and Remuneration Committee, reappointed Shri Brij Mohan Sharma as Joint Managing Director of the Company for a period of two years w.e.f. the 7th August, 2024 in accordance with the provisions of the Companies Act, 2013 read with Schedule V thereto on the following terms and conditions.

Salary	:	₹ 14,17,665/- per month
Commission	:	Not more than 1% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.
Perquisites	:	In addition to salary and commission Shri Brij Mohan Sharma shall be entitled to the following perquisites.

Category 'A'

- i) Housing:
 - a) The expenditure incurred by the Company on hiring unfurnished accommodation for him shall be subject to a ceiling, namely 60% of the salary, over and above 10% payable by him, or
 - b) In case the accommodation is owned by the Company 10% of the salary shall be deducted by the Company, or
 - c) In case no accommodation is provided by the Company, house rent allowance subject to a ceiling laid down in (a) above shall be paid.

The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income Tax Rules, 1962 and will be subject to a ceiling of 10% of the salary.

- ii) Medical Reimbursement:

Expenditure incurred for the Joint Managing Director and his family, subject to a ceiling of one month's salary in a year or two months' salary over a period of two years.
- iii) Leave Travel Concession:

For self and family once in a year in accordance with the rules specified by the Company.
- iv) Club fees:

Fees for clubs subject to maximum of two clubs will be allowed. This will not include admission and life membership fees.
- v) Medical Insurance and Personal Accident Insurance:

As per the Policy of the Company.

For the purpose of this category "family" means the spouse, the dependent children and dependent parents.
- vi) Leave and other benefits etc. as applicable to other Employees of the Company.

Category 'B'

- i) Provident Fund:

Company's contribution to Provident Fund shall be as per the scheme of the Company.
- ii) Superannuation/Annuity Funds:

Company's contribution to Superannuation/Annuity fund shall be in accordance with the scheme of the Company.
- iii) Gratuity:

Payable as per the rules of the Company.

Category C

i) Car:

Provision of car for use on Company's business. Use of car for private purpose shall be billed by the Company.

ii) Telephone:

Telephone at residence. Personal long distance calls shall be billed by the Company.

MINIMUM REMUNERATION

Notwithstanding anything to the contrary herein above contained, where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or has inadequate profits, the Company will pay remuneration to the Joint Managing Director by way of salary, perquisites and allowances notwithstanding that it may exceed the sum specified in Para 1(A) of Section II of Part II of the Schedule V of the Companies Act, 2013.

Accordingly, the information pursuant to Para 1(A) of Section II of Part II of Schedule V of the Companies Act, 2013 is detailed in Annexure II.

Your Directors believe that the remuneration proposed to be paid to Shri Brij Mohan Sharma, subject to Shareholders' approval is commensurate with the remuneration paid to similar managerial position in other companies.

Your Directors recommend the Special Resolution set out at Item No.5 of the Notice for approval by the members.

Except Shri Brij Mohan Sharma and his relatives, none of the other Directors/Key Managerial Personnel of the Company/ their

relatives are, in any way, concerned or interested, financially or otherwise in the proposed Resolution.

ITEM NO. 6

The Board of Directors of the Company had approved the appointment and remuneration of M/s N. D. Birla & Co., Cost Accountants (Firm Registration No.000028) upon the recommendation of Audit Committee to conduct the Cost Audit of the Cost records of the Company for the financial year ending 31st March, 2025, in terms of rules framed in this regard by the Ministry of Corporate Affairs.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Your Directors recommend the Ordinary Resolution under Item No.6 of the notice for approval of the members.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board
For RSWM LIMITED

Sd/-

Surender Gupta
Vice President-Legal &
Company Secretary
M. No. FCS – 2615

Place: Noida (U.P.)

Date: 13th August, 2024

ANNEXURE I TO NOTICE

(In pursuance to Secretarial Standard on General Meetings (SS-2) and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of Director	Shri Ravi Jhunjunwala	Shri Brij Mohan Sharma	Shri Suman Jyoti Khaitan
DIN	00060972	08195895	00023370
Category	Promoter - Non-Executive	Non Promoter-Executive	Independent-Non Executive
Date of Birth	28 th October, 1955	8 th November, 1957	9 th February, 1959
Age	68 Years	66 Years	65 Years
Date of Appointment on the Board	18 th May, 1979	7 th August, 2018	9 th August, 2024
Qualification	B.Com. (Hons.) MBA	B. Com (Hons.), C.A.	B. A. (Hons.) Economics, LL.B
Experience & Expertise in specific functional areas	Industrialist with diversified business experience	Rich Experience in Finance and Management	Renowned International lawyer and represents leading law Firms based at New Delhi
No. of Other Directorships in Public Limited Companies #	1. AD Hydro Power Limited	Nil	1. DCM Shriram Industries Limited
	2. Bhilwara Energy Limited		2. OCCL Limited
	3. BSL Limited		
	4. HEG Limited		
	5. India Glycols Limited		
	6. JK Lakshmi Cement Limited		
	7. Malana Power Company Limited		
	8. Maral Overseas Limited		
	9. TACC Limited		
Chairman/Member of the Committees of the Board of Directors of the Company.# #			
a) Audit Committee	Nil	Nil	Nil
b) Stakeholders' Relationship Committee	Nil		Nil
Chairman/Member of the Committees of the Board of Directors of other Company.# #			
a) Audit Committee	1. AD Hydro Power Limited- Chairman	Nil	1. DCM Shriram Industries Limited- Member
	2. Bhilwara Energy Limited- Chairman		
	3. India Glycols Limited- Member		
	4. JK Lakshmi Cement Limited- Member		

b) Stakeholders' Relationship Committee	1. HEG Limited- Member		1. DCM Shriram Industries Limited- Member
Listed Entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Relationship with Other Directors, Managers & Key Managerial Personnel	Related to Shri Riju Jhunjhunwala, Chairman & Managing Director and CEO being his father	N A	N.A.
No. of Equity Shares held in the Company	6,07,410	Nil	Nil
No. of meeting of Board attended during the year	7	8	-
Terms and Condition of Appointment/Re-appointment	Non-Executive Director liable to retire by rotation	Executive Director liable to retire by rotation	As mentioned in draft letter of appointment which is available on website of the Company www.rswm.in till the conclusion of the AGM
Remuneration sought to be paid	See Note No. 1 given below	See Note No. 2 given below	See Note No. 1 given below
Remuneration last drawn	See Note No. 1 given below	₹ 2.88 Crore	See Note No. 1 given below
Justification for choosing the Independent Director	N.A	N.A	As per Explanatory Statement Resolution No. 4 of the Notice
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Corporate Governance Report	Refer Corporate Governance Report	As per Explanatory Statement Resolution No. 4

Excludes Directorships in Private Limited Companies, Foreign Companies, membership of Management Committee of various chambers/Bodies and Section 8 Companies.

Audit Committee and Stakeholders Relationship Committee have been considered

Note No. 1. The Non-Executive Directors (including Independent Directors) are only paid sitting fee for attending meetings of Board of Directors, Independent Directors and various Committees of Directors.

2. The remuneration of Executive Directors is approved by the Board of Directors of the Company upon commendation of Nomination and Remuneration Committee.

ANNEXURE – II

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information

Nature of Industry	The Company is in the business of manufacturing textiles; primarily it is in the business of Yarn and Fabric.
Date or expected date of commercial production	Subsequent to the incorporation of the Company on the 17 th October, 1960, the Company obtained Certificate of Commencement of Business on the 28 th December, 1960.
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:

(₹ in Crore)

Particulars	2023-24	2022-23	2021-22
Revenue from Operations (gross)	4057.20	3788.90	3817.42
Profit / (loss) Before Tax	27.69	138.28	283.48
Profit / (loss) after Tax	34.92	109.61	239.98
Paid-up Capital	47.10	47.10	23.55
EPS(₹)	7.41	28.13	65.28

Foreign investments or collaborators, if any: At present, the Company has not made any foreign investments and has not entered into any foreign collaboration.

II. Information about the appointee(s) to whom the remuneration is payable (s):

Particulars	Shri Brij Mohan Sharma
Background details	Shri Brij Mohan Sharma aged 66 years hold a degree in B.Com (Hons) and is a Chartered Accountant. He has an experience of more than 40 years across various industries. He was reappointed as Joint Managing Director w.e.f. 7 th August, 2024
Past Remuneration for the Financial Year ended 31st March, 2024	₹ 288.03 Lakhs
Recognition or Awards	CIMA recognized Shri Brij Mohan Sharma as one of the most influential Chief Financial Officer of the India in the year 2016.
Job profile and his suitability	Shri Brij Mohan Sharma is Joint Managing Director of the Company looking after day to day operations of the Company. He has been involved in the day to day affairs of the Company and was responsible for closure of various expansions, modernization and diversification programmes over last fourteen years.
Remuneration proposed	As mentioned in Resolution No.5
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and the involvement of Shri Brij Mohan Sharma as Joint Managing Director in the Company and the responsibilities shouldered by him, the aforesaid remuneration package commensurate with the remuneration package paid to similar managerial position in other Companies.
Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Excepting the payment of remuneration for his services as Joint Managing Director, as approved and detailed hereinabove, he has no other pecuniary relationship with the Company. None of the Directors of the Company, except Shri Brij Mohan Sharma are interested in the Resolution.

III. Other Information:

1. Reasons for loss or inadequate profits

The recessionary conditions in Europe and West which prevailed throughout the year and also inflationary pressures in United States rendered the exports to these Countries severely impacted. Domestic markets were also under pressure owing to excess capacity, higher input costs and lower margins. The Company had utilized these challenging times to reorganize and restructure itself and made all efforts to continue its operations with full efficiency and optimum capacity.

2. Steps taken or proposed to be taken for improvement:

The Company took various steps to overcome the above situation. The Company kept its continuous focus on cost reduction measures to make its operations cost effective and also operated on optimum capacity to minimize its losses during difficult periods. Further, during the year the Company completed the acquisition of Chhata Unit, District, Mathura comprising of Spinning, Knitting and Processing facilities from M/s. Ginni Filaments Limited (GFL). The Company is also focusing on improving its operating efficiency apart from other efforts to improve its margins.

3. Expected increase in productivity and profits in measurable terms:

The Company's initiatives to improve its operating efficiency are expected to result in better performance of the Company. Although certain constraints viz. market conditions and improvement in international sentiments may take some time but Company has geared itself to reap the benefits as and when the market conditions and sentiments improve.

IV. Disclosure:

The remuneration package proposed to be given to Shri Brij Mohan Sharma are as per the details given in the Resolution and respective explanatory statement. The Report on Corporate Governance in 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.