

# Swasti Vinayaka

S Y N T H E T I C S L I M I T E D

Corporate Office : 306, TantiJogani Industrial Estate, J. R. BorichaMarg, Lower Parel, Mumbai 400 011.  
CIN NO.: L99999MH1981PLC024041 Phone: (91-22) 4344 3555 E-mail : svslinvestors@swastivinayaka.com

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To,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai - 400001.

Date: 5<sup>th</sup> September, 2023

[BSE Script Code: 510245]

**Sub.: Submission of Annual Report of the Company for Financial Year ended on March 31, 2023.**

Dear Sir/ Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we submit herewith Annual Report of the Company for the Financial Year ended on March 31, 2023. The said Annual Report containing the Notice can also be accessed on the website of the Company at [www.swastivinayaka.com](http://www.swastivinayaka.com).

You are requested to take the same on record.

Thanking You.

Yours Faithfully,

**For Swasti Vinayaka Synthetics Limited,**

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**Rajesh Poddar**  
**Chairman & Managing Director**  
**DIN: 00164011**

**Encl: As above**



*Listen to your heart*

**SWASTI VINAYAKA SYNTHETICS LIMITED**

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41<sup>ST</sup> ANNUAL REPORT 2022 - 23



Lord Ganesh Temple - Tarapur Plant

## **Swasti Vinayaka's Corporate Philosophy**

*As a responsible member  
of the society,*

*Swasti Vinayaka is committed to:*

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*Providing the highest quality products  
at the lowest possible price to its  
valued customer.*

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*Maintaining steady growth in  
revenues and profits.*

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*Providing continuing employment to  
associates and reasonable returns to  
shareholders.*

**BOARD OF DIRECTORS:****Rajesh Poddar**

Chairman and Managing Director

**Aryan Poddar**

Wholetime Director

**Dinesh Poddar****Shilpa Poddar****Sanjiv Rungta****Rakesh Garodia****Rhea Poddar****Madhusudhan Lohia****Prabhat Poddar** (w.e.f. 20th June, 2022)

Directors

*Listen to your heart***SWASTI VINAYAKA SYNTHETICS LIMITED****41<sup>ST</sup> ANNUAL REPORT 2022 - 23**

- KEY MANAGERIAL PERSONNEL:**  
**DEVIKA DEVENDRA PARMAR** (w.e.f. 13<sup>th</sup> September, 2022)  
 (Company Secretary & Compliance officer)  
**PRATHMESH PRADEEP GAONKAR** (Upto 05<sup>th</sup> August, 2022)  
 (Company Secretary & Compliance officer)  
**SULOCHANA SANJAY DHOLE** (w.e.f. 16<sup>th</sup> May, 2022)  
 (Chief Financial Officer)  
**SUDARSHAN THAKUR** (upto 30<sup>th</sup> April, 2022)  
 (Chief Financial Officer)
- REGISTERED OFFICE:**  
**SWASTI VINAYAKA SYNTHETICS LIMITED**  
**CIN: L99999MH1981PLC024041**  
 J-15, M.I.D.C., Tarapur, Boisar,  
 Dist. Palghar, Maharashtra - 401506.
- CORPORATE OFFICE:**  
 306, Tantia Jogani Industrial Estate,  
 J. R. Boricha Marg, Lower Parel,  
 Mumbai - 400011.  
 Tel: 022-4344 3555  
 Fax: 022-2307 1511  
 E-Mail : [svslinvestors@svgcl.com](mailto:svslinvestors@svgcl.com),  
[contact@swastivinayaka.com](mailto:contact@swastivinayaka.com)  
 Website: <http://www.swastivinayaka.com>
- BANKERS:**  
 HDFC Bank Limited.
- STATUTORY AUDITORS:**  
 M/s. S. P. Jain & Associates  
 Chartered Accountants
- SECRETARIAL AUDITORS:**  
 Sandeep Dar and Co.  
 Company Secretaries
- WORKS:**  
 J-15, M.I.D.C. Tarapur,  
 Boisar, Dist. Palghar,  
 Maharashtra -401506  
 3-5, Dewan& Sons Industrial Complex,  
 Village Aliyali, Palghar,  
 Dist. Palghar, Maharashtra - 401404.

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- 41<sup>ST</sup> ANNUAL GENERAL MEETING:**  
**Date** : 27<sup>th</sup> September, 2023  
**Time** : 04:00 p.m.  
**Venue** : Through Video Conferencing (VC)  
 And Other Audio-Visual Means (OAVM).
- REGISTRAR & TRANSFER AGENT:**  
 Bigshare Services Private Limited  
 Office No S6-2, 6th Floor, Pinnacle  
 Business Park, Next to Ahura Centre,  
 Mahakali Caves Road, Andheri (East)  
 Mumbai - 400093  
 Board No.: 022 62638200  
 Fax No: 022 62638299  
 E-mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
 Website: [www.bigshareonline.com](http://www.bigshareonline.com)

## NOTICE TO THE MEMBERS

**Notice** is hereby given that the 41<sup>st</sup> Annual General Meeting of the Members of Swasti Vinayaka Synthetics Limited will be held on Wednesday, 27<sup>th</sup> September, 2023 at 04.00 P.M., through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### Ordinary Business:

#### 1. ADOPTION OF FINANCIAL STATEMENTS AND REPORTS THEREON

To receive, consider and adopt:

The Audited Balance Sheet and Cash Flow Statement as on 31<sup>st</sup> March, 2023 and the statement of Profit and Loss for the year ended on that date; together with the Directors' and Auditors' Reports thereon.

#### 2. APPOINTMENT OF DIRECTOR RETIRE BY ROTATION

To appoint a Director in place of Ms. Rhea Dinesh Poddar (DIN: 08729717), who retires by rotation and being eligible, offers herself for reappointment.

### Special Business:

#### 3. TO APPROVE INCREASE IN REMUNERATION OF MR. RAJESH RAMPRASAD PODDAR, MANAGING DIRECTOR OF THE COMPANY:

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

**RESOLVED THAT** pursuant to Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval received from the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded to pay the revised remuneration to Mr. Rajesh Ramprasad Poddar (DIN: 00164011), Managing Director of the Company effective from April 01, 2023 for his remaining tenure ending on March 31, 2025 as mentioned in the explanatory statement to this resolution.

**RESOLVED FURTHER THAT** save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr. Rajesh Ramprasad Poddar, passed at the 38<sup>th</sup> AGM shall continue to remain in full force and effect and remuneration paid to him from his appointment to this date be and is hereby ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorised to vary and / or revise the remuneration of Mr. Rajesh Poddar within limits permissible under the Act and is further authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

#### **Registered Office:**

J-15, M.I.D.C., Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401506.

#### **By Order of the Board Swasti Vinayaka Synthetics Limited**

Sd/-

**Rajesh Poddar**

(DIN: 00164011)

Chairman & Managing Director

Date: 10<sup>th</sup> August, 2023

Place: Mumbai

### **NOTES:**

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) followed by Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 05, 2022 and Circular no. 10/2022 dated 28th December, 2022 physical attendance of the members at the annual general meeting (AGM) venue is not required and AGM

be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of e-voting (including remote e-voting) to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting service provider. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited.

The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.

3. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC; but shall not be entitled to cast their votes again at the AGM.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. In terms of sections 101 and 136 of the Companies Act, 2013 and rules made thereunder read with SEBI Circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 and MCA Circulars, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with the applicable MCA & SEBI circulars, notice of Forty-First AGM along with the Annual Report for F.Y. 2022-2023 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories.

7. Pursuant to MCA Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.swastivinayaka.com/investor-relation/investor-relation.aspx>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>.

9. Pursuant to Ministry's General Circular No. 10/2022, dated 28th December, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, or become due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020 and as per MCA circular no. 02/2021 dated January 13, 2021.
10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with circular no. 14/2020 dated 8th April, 2020, circular no. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 issued by Ministry of Corporate Affairs (MCA) followed by circular no. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022.
11. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts concerning the business under Item Nos. 3, is annexed hereto. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as a Director under Item No. 2 and 3 of the Notice is also annexed to the notice.
12. Shareholders seeking any information with regard to accounts in the meeting are requested to inform the Company at least 10 days before the meeting so that the information is made available by the management at the day of the meeting.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent.
14. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, NECS mandates, nomination, power of attorney, change of address, etc., to their respective Depository Participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide efficient and better service to the members.
15. Members holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited, Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Registrars and transfer agent of the Company immediately.
16. To receive communications through electronic means, including Annual Reports and Notices, members who have not registered their email address, so far are requested to kindly register their email address with their respective depository participant (DPs), where shares are held in Demat mode. Members who hold shares in physical are requested to update their email Id's by downloading the form which is available on the website of the Company submit the same with the Registrars and transfer agent of the Company immediately.
17. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be open for inspection without any fee at the registered office of the Company during normal business hours on any working day upto and including the date of the AGM of the Company.
18. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
19. In terms of provisions of section 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred shares in respect of which dividend has not been paid or claimed continuously for seven preceding years to the IEPF Authority after following the due procedure. Details of the aforesaid shares are available on the website of the Company. The

aforesaid Rules also prescribe the procedure for claiming back the said shares from IEPF Authority.

The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the financial year 2014-15. Members who have not encashed their dividend warrants for the financial year 2015-16 and onwards are requested to make their claims to the Company immediately. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on its website i.e., <http://iepf.gov.in/IEPFA/refund.html>.

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

| Financial Year Ended         | Date of Declaration of Dividend  | Last date of claiming unpaid Dividend | Due date of transfer to IEPF   |
|------------------------------|----------------------------------|---------------------------------------|--------------------------------|
| 31 <sup>st</sup> March, 2016 | 30 <sup>th</sup> September, 2016 | 4 <sup>th</sup> November, 2023        | 4 <sup>th</sup> November, 2023 |
| 31 <sup>st</sup> March, 2017 | 28 <sup>th</sup> September, 2017 | 2 <sup>nd</sup> November, 2024        | 2 <sup>nd</sup> November, 2024 |
| 31 <sup>st</sup> March, 2018 | 29 <sup>th</sup> September, 2018 | 3 <sup>rd</sup> November, 2025        | 3 <sup>rd</sup> November, 2025 |
| 31 <sup>st</sup> March, 2019 | 28 <sup>th</sup> September, 2019 | 2 <sup>nd</sup> November, 2026        | 2 <sup>nd</sup> November, 2026 |

20. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form and with effect from 24<sup>th</sup> January, 2021, the request received for transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agent for assistance.
21. In accordance with Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; our Company is exempted from compliance with the Corporate Governance.
22. The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and e-voting at AGM in accordance with the law in a fair and transparent manner.
23. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- i. The register of members and share transfer books will remain closed from Saturday, 23<sup>rd</sup> September, 2023 to Wednesday, 27<sup>th</sup> September, 2023. (Both days inclusive) for the purpose of AGM.
- ii. The voting period begins on Sunday, 24<sup>th</sup> September, 2023 at 9:00 a.m. and ends on Tuesday, 26<sup>th</sup> September, 2023 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. Wednesday, 20<sup>th</sup> September, 2023 may cast their vote electronically. The voting module shall be disabled by Bigshare for voting thereafter.
- iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iv. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see</li> </ol> |

|   |  |
|---|--|
|   | <p>the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>  |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b>                                     | <ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting..</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b> | <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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |

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

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

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 022-23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.                           |

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>

- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USER ID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
- Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
- Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in physical form should enter
- Event No + Folio Number registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

#### **Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "INFAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

#### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

#### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, Bigshare E-voting system page will appear.

#### **Investor Mapping:**

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
- Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
- Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
- Note:** The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

#### **Investor vote File Upload:**

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "UPLOAD". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on custodian portal.



**Helpdesk for queries regarding e-voting:**

| Login type   | Helpdesk details   |
|--|--|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 2 |

**4. Procedure for joining the AGM/EGM through VC/ OAVM:**

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on "VC/OAVM" link placed beside of "VIDEO CONFERENCE LINK" option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM/EGM. However, they will not be eligible to vote at the AGM/EGM.

**Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**Registered Office:**  
J-15, M.I.D.C., Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401506.

**By Order of the Board**  
**Swasti Vinayaka Synthetics Limited**

Date: 10<sup>th</sup> August, 2023  
Place: Mumbai

Sd/-  
**Rajesh Poddar**  
(DIN: 00164011)  
Chairman & Managing Director

**Annexure to Item No. 2**

**Details of Director as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI**

| Sr. no. | Name of Director   | Rhea Dinesh Poddar   |
|---------|--|--|
| 1.      | Date of Birth  | 21.05.1998   |
| 2.      | Age  | 25 years   |
| 3.      | Date of 1 <sup>st</sup> Appointment on the Board   | 20/03/2020   |
| 4.      | PAN  | AGAPP1664R   |
| 5.      | DIN  | 08729717   |
| 6.      | Expertise in Specific functional area  | Equity Techno Fundamental Analysis   |
| 7.      | Qualification  | Bachelor of Arts in Economics from New York University   |
| 8.      | Last Drawn Remuneration and Remuneration sought to be paid                               | Nil  |
| 9.      | Number of Meetings of the Board attended during the F.Y. 2022-23                         | 17 (Seventeen)   |
| 10.     | Name of the other Companies in which she holds directorship                              | 1. Ashirwad Capital Limited.<br>2. Swasti Vinayaka Art and Heritage Corporation Limited.<br>3. Ivy League Fashions Private Limited.<br>4. Ashirwad Shelters Private Limited.<br>5. Swasti Vinayaka Realestate Development Private Limited.<br>6. Elan Realtors India Private Limited.<br>7. Swasti Vinayaka Investech Private Limited.<br>8. MA Passion (India) Private Limited. |
| 11.     | Names of other public Companies in which she holds Membership/Chairmanship of Committees | Not Applicable   |
| 12.     | Name of listed entities from which she has resigned in the past three years              | Not Applicable   |
| 13.     | Terms and conditions of appointment or re - appointment or re-designation                | As per resolution at item no. 2  |
| 14.     | Relationships, if any, between Director inter-se   | Mr. Dinesh Poddar (Father)<br>Mrs. Shilpa Dinesh Poddar (Mother)<br>Mr. Rajesh Poddar (Father's Brother)<br>Mr. Prabhat Poddar (Brother)   |
| 15.     | Number of shares and convertible instruments held  | 12,88,092 Equity Shares  |
| 16.     | Number of shares held as a beneficial owner, if any                                      | Not Applicable   |

**Annexure to Item No. 3****Details of Director as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI.**

|         |   |  |
|---------|---|--|
| Sr. no. | Name of Director  | Rajesh Poddar  |
| 1.      | Date of Birth   | 27.12.1968   |
| 2.      | Age   | 54 years   |
| 3.      | Date of 1 <sup>st</sup> Appointment on the Board  | 01/01/2006   |
| 4.      | PAN   | AGEPP8208P   |
| 5.      | DIN   | 00164011   |
| 6.      | Expertise in Specific functional area   | Management Control   |
| 7.      | Qualification   | Bachelors in Industrial Engineering  |
| 8.      | Last Drawn Remuneration for F.Y 2022-23   | Rs. 68,41,605/- p.a.   |
| 9.      | Remuneration sought to be paid  | Rs. 81,61,605 p.a.   |
| 10.     | Number of Meetings of the Board attended during the F.Y. 2022-23                        | 17 (Seventeen)   |
| 11.     | Name of the other Companies in which he holds directorship                              | 1. Ashirwad Capital Limited.<br>2. Swasti Vinayaka Art and Heritage Corporation Limited.<br>3. Ivy League Fashions Private Limited.<br>4. Elan Realtors India Private Limited.<br>5. Swasti Vinayaka Realestate Development Private Limited.<br>6. Ashirwad Shelters Private Limited.<br>7. Swasti Vinayaka Investech Private Limited.<br>8. MA Passion (India) Private Limited. |
| 12.     | Names of other public Companies in which he holds Membership/Chairmanship of Committees | Member of Nomination and Remuneration Committee of Ashirwad Capital Limited.<br>Member of Audit Committee of Ashirwad Capital Limited.<br>Member of Audit Committee of Swasti Vinayaka Art and Heritage Corporation Limited.<br>Member of Stakeholders Relationship Committee of Swasti Vinayaka Art and Heritage Corporation Limited.   |
| 13.     | Name of listed entities from which he has resigned in the past three years              | --   |
| 14.     | Terms and conditions of appointment or re - appointment or re-designation               | As per resolution at Item No. 3 of the Notice read with Explanatory Statement thereto  |
| 15.     | Relationships, if any, between Director inter-se  | Dinesh Poddar (Brother)<br>Shilpa Poddar (Brother's Wife)<br>Rhea Poddar (Brother's Daughter)<br>Prabhat Poddar (Brother's Son)<br>Aryan Poddar (Son)  |
| 16.     | Number of shares and convertible instruments held                                       | 46,42,961 Equity Shares  |
| 17.     | Number of shares held as a beneficial owner, if any                                     | Not Applicable   |

## Annexure to the Notice:

### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 sets out the material facts relating to businesses under Item No. 3 mentioned in the accompanying Notice dated 10<sup>th</sup> August, 2023.

#### Item No. 3:

The Members of the Company at the 38<sup>th</sup> Annual General Meeting held on December 28, 2020 ("38<sup>th</sup> AGM") had reappointed Mr. Rajesh Poddar as the Managing Director of the Company effective from April 01, 2020 for a period of five years i.e. up to March 31, 2025.

Further considering the contribution of Mr. Rajesh Poddar and progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 30<sup>th</sup> March, 2023 approved the revision in the remuneration of Mr. Rajesh Poddar for a remaining period of his tenure i.e. upto 31<sup>st</sup> March, 2025.

Pursuant to Section 197 read with schedule V of the Companies Act, 2013, the revised remuneration of Mr. Rajesh Poddar as decided by the Board is required to be approved by the Members by passing a Special Resolution at their meeting due to inadequacy of profit.

It hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon in the preceding financial year and in the current financial year.

### Statement containing additional information as required in Schedule V of the Companies Act, 2013:

#### I. GENERAL INFORMATION:

- Nature of Industry: Manufacturing of Suiting, Shirting and apparels
- Date of commencement of commercial production: March, 1981
- Foreign investments or collaborations: Not Applicable.
- Financial performance based on given indicators as per audited financial results for the year ended March 31, 2023:

| Particulars                                   | Rs.            |
|---|----------------|
| Total Revenue                                 | 27,07,86,016/- |
| Profit after Tax as per Profit & Loss Account | 1,98,93,542/-  |

#### II. INFORMATION ABOUT THE APPOINTEE:

- Background details:

Mr. Rajesh Poddar has been associated with the Company in the capacity of director since January 01, 2006. In the board meeting dated 30<sup>th</sup> March, 2023 after the recommendation of Nomination & Remuneration Committee, the Board of Directors has revised his remuneration for a remaining period of his tenure as a Managing Director of the Company i.e. March 31, 2025 which is subject to shareholders' approval.

- Past remuneration: Rs. 68,41,605/-p.a. (F.Y. 2022-23).
- Job profile and his suitability: The Managing Director would have the authority to oversee and implement the day-to-day operations of the Company. Managing Director will also be responsible for formulating the policies and strategies in consent with the Board of Directors of the Company. The Managing Director has clear vision and foresight to work for the prosperity and success of the company. The Managing Director has immense capacity for hard work, interpersonal skills, extraordinary ability for analytical thinking and positive attitude.
- Recognition or awards: Not Applicable

- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Since, Mr. Rajesh Poddar has been associated with the Company from a very long term and with his expertise drove the Company towards the growth over the period of time, he has handled the responsibility shouldered to him very effectively and the remuneration paid to Mr. Rajesh Poddar is commensurate with the size and scale of the Company's operations as well as counterparts from the industry.

- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel:

Mr. Rajesh Poddar is Brother of Dinesh Poddar, Brother-in-law of Shilpa Poddar, Father of Mr. Aryan Poddar and Uncle of Ms. Rhea Poddar and Mr. Prabhat Poddar. Apart from this he is not connected with any other director of the Company.

- Remuneration Proposed:

- Salary: Rs. 5,50,000/- per month.

- Perquisites and Allowances:

- In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together- with reimbursement of expenses or allowances for utilities such as gas, electricity, water furnishing and repairs; medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the Managing Director. Such perquisites and allowances will be subject to the ceilings as specified in Part II of Schedule V and as approved by the members from time to time.
- For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income-tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.
- Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

#### III. OTHER INFORMATION:

- Reasons of loss or inadequate profits:

The business has been on a downtrend since April 2022, and it is continuing to decline. Since December 2022, yarn manufacturing companies and processing companies are running at 50 percent utilization. Any business that operates at less than 70% capacity loses money, and the textile industry in India is no exception.

Yarn spinning mills are making cash losses due to higher cotton [lint] prices and lower yarn prices in the market, coupled with poor demand. Mills are running by changing the product mix and manipulating the yarn count they used to spin.

Lastly, it has an impact on downstream manufacturing. Normally, one sector outperforms others in the textile industry, such as home furnishings, wovens, denim, or knits, but demand is surprisingly weak across the board.

## 2. Steps taken or proposed to be taken for improvement:

**A. The Management has decided to pay a close attention to getting a high-quality product.**

Achieving perception of quality is usually impossible unless quality claim has substance. Generating high quality requires an understanding of what quality means to customers segments as well as supportive culture and a quality improvement process that will enable the organization to deliver quality products and services consistently.

It is seen that 90% Defects found in textiles are due to inadequate preparation of fabric during processing i.e. before dyeing and are noticed after dyeing cycle is over or printing process is over. Production of good quality fabric requires efficient and continuous online monitoring of production process.

To provide right quality in all aspects of an organization function with correct process being done right at the beginning so as to reduce loss in wasteful practices.

The total organizational workforce right from the lowest to the highest order equally shares responsibility and commitment for quality improvement.

**B. Timely delivery of goods**

The management have decided that all deliveries are meeting the deadlines so that cost of returned goods is minimized.

## 3. Expected increase in productivity and profits in measurable terms:

Credible mechanism for assessing and tracking improvements in quality and productivity levels are developed and adopted. The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

In accordance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the Members in 41<sup>st</sup> Annual General Meeting for their approval.

Except Ms. Rhea Poddar, Mr. Dinesh Poddar, Mrs. Shilpa Poddar, Mr. Rajesh Poddar, Mr. Aryan Poddar and Mr. Prabhat Poddar none of the Directors are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the special resolution set out at Item No. 3 of the Notice for approval by the members.

**Registered Office:**

J-15, M.I.D.C., Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401506.

Date: 10<sup>th</sup> August, 2023  
Place: Mumbai

**By Order of the Board**  
**Swasti Vinayaka Synthetics Limited**

Sd/-  
**Rajesh Poddar**  
(DIN: 00164011)  
Chairman & Managing Director

## DIRECTORS' REPORT

To,  
The Members,

Your directors have pleasure in presenting their 41<sup>st</sup> Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2023.

### 1. FINANCIAL HIGHLIGHTS:

The Board's Report is prepared based on the standalone financial statements of the Company.

The Company's financial performance reflecting state of affairs for the year under review along with previous year's figures is given here under:

(Rs. In Lakhs)

| Sr. No.   | Particulars   | 2022-23        | 2021-22        |
|-----------|---|----------------|----------------|
|           | Revenue from Operations   | 2682.30        | 2035.47        |
|           | Other Income  | 25.56          | 11.92          |
| <b>1.</b> | <b>Total Income</b>   | <b>2707.86</b> | <b>2047.39</b> |
|           | <b>Expenses</b>   |                |                |
|           | Cost of material consumed   | 1345.14        | 841.25         |
|           | Purchase of Stock in Trade  | 127.34         | 215.84         |
|           | Changes in Inventories of finished goods, work-in Progress and stock in trade | -153.29        | -43.81         |
|           | Employee Benefit Expense  | 166.52         | 144.72         |
|           | Finance Cost  | 47.08          | 29.87          |
|           | Depreciation and amortization expense   | 31.66          | 27.87          |
|           | Other Expense   | 879.03         | 603.05         |
| <b>2.</b> | <b>Total Expense</b>  | <b>2443.48</b> | <b>1818.79</b> |
|           | Profit before Tax   | <b>264.38</b>  | <b>228.60</b>  |
| <b>3.</b> | <b>Tax Expense</b>  |                |                |
|           | Current Income Tax  | -63.12         | 55.75          |
|           | Deferred Income Tax   | -2.32          | -1.82          |
| <b>4.</b> | <b>Profit After Tax</b>   | <b>198.94</b>  | <b>174.67</b>  |
|           | Other Comprehensive Income  | 4.92           | 3.99           |
| <b>5.</b> | <b>Total Comprehensive Income for the period</b>                              | <b>203.86</b>  | <b>178.66</b>  |
| <b>6.</b> | <b>Balance carried to Balance Sheet</b>                                       | <b>583.71</b>  | <b>384.77</b>  |
| <b>7.</b> | <b>Basic and diluted EPS</b>  | <b>0.23</b>    | <b>0.20</b>    |

### 2. DIVIDEND:

The Directors do not recommend any dividend for the Financial Year ended on 31<sup>st</sup> March, 2023.

### 3. RESERVES:

The Company does not propose to transfer any amount to the General Reserves.

### 4. REVIEW OF OPERATIONS AND BUSINESS PERFORMANCE:

Revenue from operations of the Company in the financial year 2022-23 stands at Rs. 2682.30 Lakhs as compared to Rs. 2,035.47 Lakhs in previous financial year. During the period under review the profit after tax (PAT) stood at Rs. 198.94 Lakhs as compared to Rs. 174.67 Lakhs in the preceding financial year. Your directors are confident that the performance for the coming years is expected to improve with expected improvements in the economic activities.

### 5. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134(3)(c) and 134(5) of Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanation obtained by them, states and confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Directors 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;
- The Directors 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;
- The Directors had prepared the annual accounts on a going concern basis;
- The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 6. EXTRACT OF ANNUAL RETURN:

A copy of the annual return as provided under section 92(3) and Section 134(3) (a) of the Companies Act, 2013 in the prescribed form, which will be filed with the Registrar of Companies/MCA, is hosted on the Company's website and can be accessed at [www.swastivinayaka.com](http://www.swastivinayaka.com). By virtue of amendment to Section 92(3) of the Companies Act, 2013 read with rule 12 of The Companies (Management and Administration) Rules, 2014, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

### 7. SHARE CAPITAL:

During the year under review your Company has issued and allotted 8040 (Eight Thousand and Forty) Equity Shares under Preferential Issue at a price of Rs. 8/- each including premium of Rs. 7/- each to Swasti Vinayaka Real Estate Development Pvt. Ltd, Promoter Group Company.

As on 31<sup>st</sup> March, 2023, the authorized share capital of the Company is Rs. 9,00,00,000 (Nine Crores) comprising of 9,00,00,000 (Nine Crores) equity shares of face value of Rs. 1/- (One) each and the paid-up equity share capital as on 31<sup>st</sup> March, 2023 is Rs. 9,00,00,000 (Nine Crores) comprising of 9,00,00,000 (Nine Crores) equity shares of face value of Rs. 1/- each.

### 8. DIRECTORS OR KEY MANAGERIAL PERSONNEL APPOINTMENTS/ RESIGNATIONS DURING THE YEAR:

During the year under review, Mr. Prabhat Dinesh Poddar, was appointed as an Additional Director on the Board of the Company w.e.f 20<sup>th</sup> June, 2022. Further, appointment of Mr. Prabhat Dinesh Poddar was regularized in the 40<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2022 and thus, there was a change in his designation from Additional Non-Executive Director to Non-Executive Director of the Company.

Following changes took place in the position of Key Managerial Personnel of the Company during the financial year 2022-2023 under review:

| Name of the KMP        | DIN/PAN    | Designation             | Date of Appointment/ Cessation | Nature of Change (Appointment/ Cessation) |
|------------------------|------------|-------------------------|--------------------------------|---|
| Sudarshan Thakur       | AJXPT2615C | Chief Financial Officer | 30 <sup>th</sup> April, 2022   | Cessation                                 |
| Sulochana Sanjay Dhole | ALNPD7347K | Chief Financial Officer | 16 <sup>th</sup> May, 2022     | Appointment                               |

| Name of the KMP           | DIN/PAN    | Designation         | Date of Appointment/ Cessation   | Nature of Change (Appointment/ Cessation) |
|---------------------------|------------|---------------------|----------------------------------|---|
| Prabhat Dinesh Poddar     | 09637477   | Additional Director | 20 <sup>th</sup> June, 2022      | Appointment                               |
| Prathmesh Pradeep Gaonkar | BMBPG5937N | Company Secretary   | 5 <sup>th</sup> August, 2022     | Cessation                                 |
| Devika Devendra Parmar    | DYVPP6529M | Company Secretary   | 13 <sup>th</sup> September, 2022 | Appointment                               |

#### 9. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC-2 which is enclosed as **Annexure I**.

#### 10. SECRETARIAL AUDIT REPORT:

In terms of Section 204 of the Companies Act, 2013 and Rules made there under, M/s. Sandeep Dar and Co., Practicing Company Secretaries, have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report.

The report is self-explanatory and Company has initiated steps to comply with various non-compliances as per the provisions of various statute mentioned under the Secretarial Audit Report.

#### 11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion & Analysis Report, which forms an integral part of this Report, is enclosed as **Annexure III** to this report.

#### 12. PARTICULARS OF EMPLOYEES:

- The Disclosure required under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure IV** and forms an integral part of this report.
- Particulars of employees drawing remuneration in excess of limits prescribed under Section 197(12) read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: There are no employees drawing remuneration exceeding Rupees One Crore and Two Lakhs per annum if employed throughout the financial year or Rupees Eight Lakh Fifty Thousand per month if employed for part of the financial year or draws remuneration in excess of Managing Director or Whole time Director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

#### 13. NUMBER OF BOARD MEETINGS AND COMMITTEE MEETINGS HELD DURING THE YEAR:

The meetings of the Board of Directors of the Company and Committee meetings held during the year were in Compliance with the requirements of Companies Act, 2013 and Secretarial Standards (SS-1) issued by Institute of Companies Secretaries of India.

| Sr No. | Particulars                                   | No of meetings held |
|--------|---|---------------------|
| 1.     | Board Meeting                                 | 17                  |
| 2.     | Audit Committee Meeting                       | 5                   |
| 3.     | Nomination and Remuneration Committee Meeting | 5                   |
| 4.     | Stakeholders Relationship Committee Meeting   | 1                   |
| 5.     | Independent Directors meeting                 | 1                   |

#### 14. FORMAL ANNUAL EVALUATION:

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and working of its committees. The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, its structure and composition, establishment and delegation of responsibilities to various Committees. Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management of the Company. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The Independent Directors of the Company met on March 02, 2023 without the presence of Non-Independent Directors and members of the management to review the performance of Non-Independent Directors and the Board of Directors as a whole; to review the performance of the Chairman and Managing Director of the Company and to assess the quality, quantity and timeliness of flow of information between the management and the Board of Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.

#### 15. THE NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:

The Company does not have any Subsidiaries, Joint Ventures or Associate Companies.

#### 16. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 17. OPINION OF THE BOARD WITH REGARD TO INTERGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

The Board of Directors have not given a statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year as there were no Independent Directors appointed in the year.

#### 18. COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, REMUNERATION, ETC:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The said policy is also uploaded on the website of the Company; i.e. [www.swastivinayaka.com](http://www.swastivinayaka.com).

#### 19. STATUTORY AUDITORS:

M/s. S P Jain & Associates, Chartered Accountants (Firm Registration No. 103969W) are appointed as the Statutory Auditors of the Company at the 38<sup>th</sup> AGM held on December 28, 2020 to hold office from the conclusion of the 38<sup>th</sup> AGM till the conclusion of the 43<sup>rd</sup> AGM of the Company.

Their appointment is not required to be ratified in the Annual General Meeting pursuant to the Companies (Audit and Auditors) Second Amendment Rules, 2018 dated May 7, 2018.

#### 20. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATION OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORT:

The Auditors have provided their detailed report on the financial statements of the Company which opine on the true and fair view of the state of affairs of the Company. The report given by the auditors on the financial statement of the Company is part of the Annual Report.

There has been no qualification, reservation, adverse remarks or disclaimer given by the auditors in their report.

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

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee. It is affirmed that no person of the Company has been denied access to the Audit Committee.

The Whistle Blower Policy has been posted on the website of the Company [www.swastivinayaka.com](http://www.swastivinayaka.com).

**22. COMPOSITION OF AUDIT COMMITTEE:**

Composition of Audit Committee as required under section 177(8) of the Companies Act, 2013.

The Composition of Audit Committee is as follows:

|    |                    |                             |
|----|--------------------|-----------------------------|
| 1. | Mr. Sanjiv Rungta  | Chairman of Audit Committee |
| 2. | Mr. Rakesh Garodia | Member of Audit Committee   |
| 3. | Mr. Dinesh Poddar  | Member of Audit Committee   |

**23. SIGNIFICANT MATERIAL CHANGES:**

There were no material changes and commitments, which adversely affects the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**24. RISK MANAGEMENT:**

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify; monitor and minimize risks as also identify business opportunities. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the risk through a properly defined framework. During the year, no major risks were noticed, which may threaten the existence of the Company.

**25. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, 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. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Act.

**26. PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 of Companies Act, 2013, read with the Companies(Acceptance of Deposits) Rules, 2014.

**27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

During the year under review, the Company has neither given any loan nor provided any guarantees which are governed by the provisions of Section 186 of the Companies Act, 2013.

Further, company has not made any investments during Financial Year 2022-23.

**28. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION AND REDRESSAL) ACT, 2013:**

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace as required under the Act.

The following is a summary of sexual harassment complaint received or disposed of during the year 2022 - 23.

1. No. of Complaint received: NIL
2. No. of Complaint disposed off: NIL.

Further the Company has constituted the Internal Complaints Committee under the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the composition of Committee is as follows:

| Sr. No. | Name of Member   | Position held in IC Committee |
|---------|------------------|-------------------------------|
| 1.      | Sneha Samel      | Presiding Officer             |
| 2.      | Ujjwala P. Raut  | Member                        |
| 3.      | Ashish Bhuravane | Member                        |
| 4.      | Mitesh Sharma    | Member                        |

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

**A) CONSERVATION OF ENERGY:**

- (i) The steps taken or impact on conservation of energy - Energy conservation continues to receive priority attention at all levels by regular monitoring of all equipments and devices which consume electricity.
- (ii) The steps taken by the company for utilizing alternate sources of energy - Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- (iii) The capital investment on energy conservation equipments – Since Company is having adequate equipment, no capital investment on energy conservation equipments is made during the year.

**B) TECHNOLOGY ABSORPTION:**

- (i) The efforts made towards technology absorption - Not Applicable
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution - Not Applicable
- (iii) In the case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable.
  - (a) The details of technology imported - Not Applicable
  - (b) The year of import - Not Applicable
  - (c) Whether the technology been fully absorbed - Not Applicable
  - (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof - Not Applicable
- (iv) The expenditure incurred on Research and Development – At present the Company does not have separate division for carrying out research and development work. No expenditure has therefore been earmarked for this activity.

**C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

(Rs. In Lakhs)

| Sr. no | Particulars               | For the period of 31 March, 2023 | For the period of 31 March, 2022 |
|--------|---------------------------|----------------------------------|----------------------------------|
| (A)    | Foreign exchange inflows  | NIL                              | NIL                              |
| (B)    | Foreign exchange outflows | NIL                              | Rs. 0.35                         |

**30. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

No significant or material orders were passed by the regulators or courts or Tribunals which impact the going concern status and Company's operations in future.

**31. SECRETARIAL STANDARDS ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI):**

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards viz. the Secretarial Standard -1 on Board Meetings (SS-1) and Secretarial Standard -2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government, and that such systems are adequate and operating effectively.

**32. UNPAID DIVIDEND & IEPF:**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF; established by the Government of India, after completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. During the F.Y. 2022-23, Company has transferred the amount of unpaid or unclaimed dividend and unclaimed shares as per the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") to the IEPF, details of which is available on the website of the Company at [www.swastivinayaka.com](http://www.swastivinayaka.com).

**33. CORPORATE SOCIAL RESPONSIBILITY(CSR):**

Your Company does not have the requisite Net Worth nor has it achieved the requisite turnover nor it has the requisite net profit for the year for triggering the implementation of "Corporate Social Responsibility" (CSR), therefore, the Company has neither formed any CSR committee nor any policy thereof.

**34. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

During the year under review, there was no valuation which was required to be done nor did the Company have done one time settlement with any bank and hence the said clause is not applicable to the Company.

**35. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:**

Pursuant to Part F of Schedule V of SEBI Listing Regulations the listed entity shall disclose the following details in its annual report, as long as there are shares in the demat suspense account or unclaimed suspense account, as applicable :

- (a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil

- (b) number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil

- (c) number of shareholders to whom shares were transferred from suspense account during the year: Nil

- (d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: 4 shareholders / 101213 shares (LOC to be issued for demat)

- (e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NA

**36. OTHER DISCLOSURES:**

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

- b) The Company is a going concern and the office of the Company is being managed by the Board of Directors with the support of Shareholders.

- c) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the company.

- d) There were no incidences of reporting of frauds by Statutory Auditors of the Company under Section 143(12) of the Act read with Companies (Accounts) Rules, 2014 during the year under review.

- e) The Company has not issued Equity Shares with differential rights as to dividend, voting or otherwise during the year under review.

- f) The Company has not issued any sweat equity shares during the year under review.

- g) The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review.

- g) The Company has not issued any instruments convertible into equity shares of the Company.

- h) There is no application made nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

**37. LISTING AGREEMENT WITH THE STOCK EXCHANGE:**

The Company has entered into the Uniform Listing Agreement as per SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and confirms that it has paid the Annual Listing Fees for the year 2022-23 to BSE Ltd. where the Company's Shares are listed.

**38. ACKNOWLEDGEMENT**

We record our gratitude to the Banks and others for their assistance and co-operation during the year. We also wish to place on record our appreciation for the dedicated services of the employees of the Company. We are equally thankful to our esteemed investors for their co-operation extended to and confidence reposed in the management.

**Registered Office:**

J-15, M.I.D.C., Tarapur, Boisar,  
Dist. Palghar, Maharashtra - 401506.

**By Order of the Board**  
**Swasti Vinayaka Synthetics Limited**

Sd/-

**Rajesh Poddar**

(DIN: 00164011)

Chairman &amp; Managing Director

Date: 10<sup>th</sup> August, 2023

Place: Mumbai



## ANNEXURE – I

### Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: Not applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

| Sr. No. | Name of the related party and nature of relationship               | Nature of contracts / arrangements /transactions | Duration of contracts/ arrangements /transactions | Salient features of contracts / arrangements/ transactions, including value, if any | Date(s) of approval by the Board / Audit Committee | Amount paid as advances, if any |
|---------|--|--|---|---|--|---------------------------------|
| 1       | Swasti Vinayaka Investech Pvt. Ltd. (Common Directors)             | Compensation (Rent received)                     | Yearly  | 1,41,600  | 30-05-2022   | ---                             |
| 2       | Ashirwad Shelters Pvt. Ltd. (Common Directors)                     | Compensation (Rent received)                     | Yearly  | 1,41,600  | 30-05-2022   | ---                             |
| 3       | Ashirwad Shelters Pvt. Ltd. (Common Directors)                     | Compensation (Rent paid)                         | Yearly  | 1,27,44,000   | 30-05-2022   | ---                             |
| 4       | Swasti Vinayaka Realestate Development Pvt. Ltd (Common Directors) | Compensation (Rent received)                     | Yearly  | 1,41,600  | 30-05-2022   | ---                             |
| 5       | Swasti Vinayaka Art & Heritage Corporation Ltd. (Common Directors) | Compensation (Rent received)                     | Yearly  | 21,47,222   | 30-05-2022   | ---                             |
| 6       | Swasti Vinayaka Art & Heritage Corporation Ltd. (Common Directors) | Purchases  | Yearly  | 8,100   | 30-05-2022   | ---                             |
| 7       | Ivy League Fashions Pvt. Ltd. (Common Directors)                   | Purchases  | Yearly  | 49,04,313   | 30-05-2022   | ---                             |
| 8       | Ivy League Fashions Pvt. Ltd. (Common Directors)                   | Compensation (Rent paid)                         | Yearly  | 2,65,500  | 30-05-2022   | ---                             |
| 9       | Elan Realtors India Pvt. Ltd. (Common Directors)                   | Compensation (Rent received)                     | Yearly  | 1,13,490  | 30-05-2022   | ---                             |
| 10      | Elan Realtors India Pvt. Ltd. (Common Directors)                   | Compensation (payments)                          | Yearly  | 1,13,490  | 30-05-2022   | ---                             |

**Registered Office:**  
J- 15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra – 401506.

Date: August 10,2023  
Place: Mumbai

**By Order of the Board**  
**Swasti Vinayaka Synthetics Limited**

Sd/-

**Rajesh Poddar**  
(DIN: 00164011)  
Chairman & Managing Director

## Annexure-II

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,  
The Members,  
**SWASTI VINAYAKA SYNTHETICS LIMITED**  
J-15, M.I.D.C., TARAPUR, BOISAR, DIST. PALGHAR - 401506.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SWASTI VINAYAKA SYNTHETICS LIMITED** having CIN: L99999MH1981PLC024041 (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 March 31, 2023 (hereinafter referred to as "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (upto 12th August, 2021) & The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 (with effect from 13th August, 2021);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto 15th August, 2021) & The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (with effect from 16th August, 2021);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (upto 09th June, 2021) & The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June, 2021);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) As identified by the management, other laws specifically applicable to the industry to which the Company belongs and compliances of which is relied upon the representation by the management.
  - a. Factories Act, 1948;
  - b. Trade Union Act, 1926;
  - c. Industrial Dispute Act, 1947;
  - d. The Payment of Wages Act, 1936;
  - e. The Minimum of Wages Act, 1948;

- f. Employees State Insurance Act, 1948;
- g. The Employees Provident Fund and Misc. Provisions Act, 1952;
- h. The Payment of Bonus Act, 1965
- i. The Payment of Gratuity Act, 1972;
- j. Air (Prevention and Control of Pollution) Act, 1981;
- k. The Environment (Protection) Act, 1986;
- l. Trade Marks Act, 1999;

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 Uniform Listing Agreements entered into by the Company with Bombay Stock Exchange Limited.

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

1. Pursuant to Section 179(3)(g) of Companies Act, 2013, the Company has not filed Form MGT-14 for the Annual financial statements approved by the Board for the financial year 2021-2022 on May 30, 2022.
2. Pursuant to Section 179(3)(d) of Companies Act, 2013, the Company has not filed Form MGT-14 for money borrowed from State Bank of India.
3. Pursuant to Regulation 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015, Company had not complied with Structural Digital Database (SDD) as it had no secured, tamperproof and structured database.

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 sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting. Majority decision is carried through, while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period the Company has no specific events/ actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Sandeep Dar & Co.

Sd/-

Proprietor

FCS.: 3159

C.P No.: 1571

Peer Review Cert. No. 1642/2022

UDIN: F003159E000779330

Date: August 10, 2023

Place: Navi Mumbai

## ANNEXURE - III

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### I. INDUSTRY STRUCTURE AND DEVELOPMENTS

The textiles and apparel industry in India has strengths across the entire value chain from fiber, yarn, fabric to apparel. The Indian textile and apparel industry is highly diversified with a wide range of segments ranging from products of traditional handloom, handicrafts, wool, and silk products to the organized textile industry in India. The organized textile industry in India is characterized by the use of capital-intensive technology for the mass production of textile products and includes spinning, weaving, processing, and apparel manufacturing.

The textile and apparel industry is one of the leading segments of the Indian economy and the largest source of foreign exchange earnings in India.

The industry support by the government, the favourable Geo-political equations coupled with the resilience of Indian entrepreneurs will likely hold the Indian economy and the Textiles and Apparel sector in good stead.

#### II. OPPORTUNITIES AND THREATS

India's textile sector is the second largest employment generator, both skilled and unskilled. India is the sixth largest exporter of textiles and apparel in the world. Consumers across the globe import textiles from India due to the high quality fabric and the affordable cost. The Indian textile market is expected to be worth more than US\$ 209 billion by 2029. India's exports of textiles and apparel are expected to reach \$100 bn in the next 5 years, growing at a CAGR of 11%.

India's readymade garment exports to see a CAGR of 12-13% and surpass \$ 30 Bn by 2027.

- India's Textiles Exports were highest ever in FY 2021-22, crossing US\$ 44 Bn
- India is a largest cotton producer (23%) in the world and has the highest area under cotton cultivation (39% of world area). Cotton plays a major role in sustaining the livelihood of an estimated 5.8 Mn cotton farmers and 40- 50 Mn people engaged in related activities such as cotton processing and trade.
- India produced 90 Lakh bales of raw jute in FY 2021-22
- The domestic textiles and apparel industry stood at \$152 bn in 2021, growing at a CAGR of 12% to reach \$250 bn by 2025

The estimated production of cotton in the country is 341.91 lakh bales and estimated consumption is 311 lakh bales. Further, the domestic consumption of \$75 Bn was divided into apparel at \$55 Bn, technical textiles at \$15 Bn and home furnishings at \$5 Bn. While exports comprised of apparel exports at \$12 Bn; home textiles exports at \$4.8 Bn; fabric exports at \$4 Bn; yarn exports at \$3.8 Bn; fiber exports at \$1.8 Bn and others at \$2 Bn.

USA was the top export destination accounting for 27% share, followed by EU (18%), Bangladesh (12%) and UAE (6%). Exports of RMG of all Textiles values at \$ 988.72 Mn in October 2022 and exports of Handicrafts excl. handmade carpet values \$ 98.05 Mn in the same period. Exports of Cotton Yarn/Fabs/Madeups, Handloom products etc. values at \$ 719.03 Mn in October 2022.

The government's focus has been on increasing textile manufacturing by building best-in class manufacturing infrastructure, upgrading technology, fostering innovation and enhancing skills and traditional strengths in the sector for making India's development inclusive and participative.

(source: <https://www.investindia.gov.in/sector/textiles-apparel>)

#### III. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your Company operates in one segment only.

#### IV. OUTLOOK

In order to satisfy the taste of customers in future and focus on cost optimization, improve the quality of our product, we expect the outlook to be satisfactory. Our focus remains on value added products and new product development to cater to the niche segment of the market.

#### V. RISKS AND CONCERNS

- **Competition from cheaper imports:** The textile industry faces competition from cheaper imports, especially from countries with lower labor costs.
- **Lack of innovation:** The textile industry has been slow to adopt new technologies and innovative processes, which has resulted in a decrease in competitiveness.
- **Rising costs:** The cost of raw materials, labor, and energy has been increasing, which has put pressure on the profit margins of textile companies.
- **Changing consumer preferences:** Consumers are shifting towards more sustainable and eco-friendly products, which is affecting the demand for traditional textile products.
- **Highly fragmented:** The unorganized sector and small and medium-sized businesses dominate India's textile industry, which is highly fragmented.
- **Outdated Technology:** Due to market competition and access issues, the Indian textile sector struggles to keep up with international standards. This is especially true of small-scale businesses.

The Company's risk management framework encompasses strategy and operations and seeks to proactively identify, address and mitigate existing and emerging risks. The risk management framework goes beyond traditional boundaries and seeks to involve all our key managers.

#### VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The existing internal controls are adequate and commensurate with the nature, size, complexity of the Business and its Processes. During the year the Company has laid down the framework for ensuring adequate internal controls and to ensure its effectiveness, necessary steps were taken by the Company.

#### VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Your Company's total textile sales registered a growth, resulting in revenue from operations being Rs. 2682.30 Lakhs for the financial year ended on March 31, 2023 as against Rs. 2035.47 Lakhs in preceding financial year and profit after tax was recorded at Rs. 198.94 Lakhs in the current year as against Rs. 174.67 Lakhs in the previous financial year.

#### VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Your Company believes that its employees are one of the most valuable assets of the Company. The employees are deeply committed to the growth of the Company. With the growing requirements of the Company, Company has taken necessary initiatives to ensure not only there is retention of the employees but also their growth and development.

The Company also provides various opportunities to the employees to develop their skills to take up higher responsibilities in the organization. Company also uses various communication channels to seek employee's feedback about the overall working environment and the necessary tools and resources they need to perform at their best potential.

Number of people employed in the Company are 18.

#### IX. KEY FINANCIAL RATIOS:

| Ratio                    | 2023  | 2022  | Change  | Explanation for change of 25% or more in the key financial ratio  |
|--------------------------|-------|-------|---------|---|
| Debtor turnover ratio    | 0.34  | 0.33  | 2.12%   | -   |
| Inventory turnover ratio | 1.55  | 1.93  | -19.65% | -   |
| Interest coverage ratio  | 5.84  | 5.98  | 5.98%   | -   |
| Current ratio            | 2.14  | 2.07  | 3.48%   | -   |
| Debt equity ratio        | 0.04  | 0.04  | 0.00    | -   |
| Operating profit ratio   | 0.10  | 0.10  | 0.00    | -   |
| Net profit ratio         | 10.04 | 4.70  | 113.47% | Net Profit Ratio decreased due to increase in operating expenses. |
| Return on Net Worth      | 14.47 | 14.01 | 3.22    | -   |

#### X. DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has not been followed; thus, management's explanation is not required.

#### Forward Looking Statements

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

## ANNEXURE - IV

### Remuneration details of Directors and employees

- i.) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

(Amount in Lakhs)

| Sr No.       | Directors Name    | Remuneration FY 2022-23 | Median Remuneration of Employee FY 2022-23 | Ratio |
|--------------|-------------------|-------------------------|--|-------|
| 1.           | Mr. Rajesh Poddar | 68.42                   | 3.15                                       | 21.72 |
| 2.           | Mr. Aryan Poddar  | 14.92                   | 3.15                                       | 4.74  |
| <b>Total</b> |                   | <b>83.34</b>            |  |       |

- ii.) The percentage increase in the remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

| Sr No. | Directors Name       | Designation                   | Remuneration FY2022-2023 | Remuneration FY 2021- 2022 | % Increase |
|--------|----------------------|-------------------------------|--------------------------|----------------------------|------------|
| 1.     | Mr. Rajesh Poddar    | Managing Director (MD)        | 68.42                    | 66.52                      | 2.86       |
| 2.     | Mr. Aryan Poddar     | Wholetime Director (WTD)      | 14.92                    | 2.63*                      | NA         |
| 3.     | Mr. PrathmeshGaonkar | Company Secretary (CS)        | 1.44**                   | 3.2                        | NA         |
| 4.     | Mr.SudarshanThakur   | Chief Financial Officer (CFO) | 0.42***                  | 5.48                       | NA         |
| 5.     | Ms. Sulochana Dhole  | Chief Financial Officer (CFO) | 1.77****                 | NA                         | NA         |
| 6.     | Ms. Devika Parmar    | Company Secretary (CS)        | 2.34*****                | NA                         | NA         |

\*Mr. Aryan Poddar was appointed as a Wholetime Director w.e.f 12<sup>th</sup> September, 2021. Hence, the Figures for FY 2021-2022 are for 6.5 months and for FY 2022-23 are for 12 months. Therefore, the abovementioned figures are not comparable.

\*\*Mr. Prathmesh Gaonkar, who was appointed as a company secretary cum compliance officer with effect from 30<sup>th</sup> June, 2021 and resigned from the said position with effect from 5<sup>th</sup> August, 2022. Hence, the figures for FY 2021-2022 are for 9 months and the figures for FY 2022-2023 are for 4 months. Therefore, the abovementioned figures mentioned above are not comparable.

\*\*\*Mr.Sudarshan Thakur resigned as Chief Financial Officer of the Company with effect from 22<sup>nd</sup> April, 2022. Hence, the figures for FY 2022-2023 are for less than 1 month. Therefore, the abovementioned figures mentioned above are not comparable.

\*\*\*\*Ms. Sulochna Dhole was appointed as CFO of the Company with effect from 16<sup>th</sup> May, 2023; hence, the Figures for FY 2021-2022 are not available and for FY 2022-23 are for 10.5 months. Therefore, the abovementioned figures are not comparable.

\*\*\*\*\*Ms. Devika Parmar was appointed as Company Secretary of the Company with effect from 13<sup>th</sup> September, 2023; hence, the Figures for FY 2021-2022 are not available and for FY 2022-23 are for 6.5 months. Therefore, the abovementioned figures are not comparable.

- iii.) The percentage increase in the median remuneration of employees in the financial year:

| Median Remuneration of employees FY 2022 - 23 | Median Remuneration of employees FY 2021-2022 | % Increase |
|---|---|------------|
| 3.15  | 3.11  | 1.28       |

- iv.) The number of permanent employees on the rolls of Company: 18

- v.) Average percentile increase already made in the salaries of employees other than Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial remuneration:

|                         | FY 2022- 23 | FY 2021- 22 | % Increase |
|-------------------------|-------------|-------------|------------|
| Employees Salary        | 67.49       | 53.59       | 25.94      |
| Managerial Remuneration | 83.34       | 69.15       | 20.52      |

The Company follows performance appraisal methodology wherein performances of employees are linked to the key deliverables and key control areas of the Company.

- vi.) Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the remuneration is as per the remuneration policy of the Company.

**Registered Office:**

J- 15, M.I.D.C., Tarapur,  
Boisar, Dist. Palghar,  
Maharashtra – 401506.

Date: August 10,2023  
Place: Mumbai

**By Order of the Board**  
**Swasti Vinayaka Synthetics Limited**

Sd/-

**Rajesh Poddar**  
(DIN: 00164011)  
Chairman & Managing Director

## Independent Auditor's Report on Standalone Financial Statements

To the Members of  
Swasti Vinayaka Synthetics Limited  
Mumbai.

### Opinion

We have audited the accompanying financial statements of **SWASTI VINAYAKA SYNTHETICS LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (Including other comprehensive income) and Cash Flow Statement and the Statement of changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its Profit /loss, including Other Comprehensive Income, Cash Flow and the changes in equity for the year ended on that date.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. There are no other key audit matters and we do not provide a separate opinion on these matters.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibility of Management for the Financial Statements

The Company's Management and Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's Responsibility for the Audit of the financial statements

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

#### Report on Other Legal and Regulatory Requirements

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.
2. (A) 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 purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act as applicable.
  - e. On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limits laid down under section 197 of the Act.
  - h. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.



- ii. Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and.
- (c) Based on 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 are under sub clause(i) and (ii) of Rule 11(e), as provided under (a) and (b)above, contain any material misstatement.
- (v) The company has not paid any dividend during the year.

For **S. P. JAIN & ASSOCIATES.**  
Chartered Accountants  
Firm Reg.No.103969W

**Kapil Jain**  
Partner

Membership No.:108521  
UDIN : 23108521BGVRGD9049

Place: Mumbai  
Dated: 30th May, 2023

## ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 on Report on Other Legal and Regulatory Requirements in our report of even date to the members of SWASTI VINAYAKA SYNTHETICS LIMITED on the financial statement for the year ended on March 31, 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
(B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable.
- (b) As explained to us fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) According to information and explanations given to us and on the basis of our examination of records the title deeds of immovable properties are held in the name of the company.
- (d) According to the information and explanation given to us and basis of our examination of the record of the Company, The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) According to the information and explanation given to us and basis of our examination of the record of the Company, there are no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988(as amended in 2016) and rules made thereunder.
- (ii) (a) The management has conducted physical verification in respect of finished goods, stores and raw materials at reasonable intervals, no material discrepancies have been noticed on physical verification of stocks as compared to book records.
- (b) The Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets.
- (iii) The Company has granted unsecured loans to companies covered in the register maintained under Section 189 of the Act; and with respect to the same:
  - (a) The Balance Outstanding at the balance sheet with respect to such loan to group company is NIL.
  - (b) In our opinion, the investments made and the terms and conditions of the grant of loans, during the year, prima facie, not prejudicial to the Company’s interest.
  - (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.
  - (d) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act. to the same parties.
  - (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
  - (f) The Company has not been 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.
- (iv) In our opinion and according to the information and explanation give to us, the company has complied with section 185 and section 186 of the companies Act 2013 in respect of corporate guarantee given in connection with the loan taken by the others from bank or financial institutions and investment in other related party.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under section 148 (1) of the Companies Act, 2013 and hence the clause (vi) of Paragraph 3 of the said order, is not applicable.
- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, goods and services tax and any other statutory dues with the appropriate authorities.  
(b) According to the information and explanations given to us, there are no dues of income-tax, goods and services tax, wealth tax, which have not been deposited on account of any dispute.
- (viii) According to the information and explanation given to us and on basis of our examination of the record of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanation given to us and on basis of our examination of the records of the Company, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender.  
(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.  
(c) In our opinion and according to the information and explanation given to us by the management, term loans were applied for the purpose for which the loans were obtained.  
(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, as defined in the Act. The Company does not hold any investment in any associate or joint venture (as defined in the Act) during the year ended 31 March 2023.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company does not have any subsidiaries. Accordingly, clause 3 (ix)(f) of the order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has issue 8,040 preferential allotments on private placement basis.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the 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.
- (c) According to the information and explanation given to us by the management, there were no whistle blowers complaints received against the company.
- (xii) According to the information and explanation given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (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) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, clauses 3(xvi)(a) and 3(xvi)(b) are not applicable to the company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CICs.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (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. 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) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **S. P. JAIN & ASSOCIATES.**  
Chartered Accountants  
Firm Reg.No.103969W

**Kapil Jain**  
Partner

Place: Mumbai  
Dated: 30th May, 2023

Membership No.:108521  
UDIN : 23108521BGVRGD9049

## ANNEXURE –“B” TO THE INDEPENDENT AUDITORS REPORT

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

We have audited the internal financial controls over financial reporting of M/s. SWASTI VINAYAKA SYNTHETICS LIMITED (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

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

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

#### Opinion

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

For **S. P. JAIN & ASSOCIATES.**  
Chartered Accountants  
Firm Reg.No.103969W

**Kapil Jain**  
Partner

Membership No.:108521  
UDIN : 23108521BGVRGD9049

Place: Mumbai  
Dated: 30th May, 2023

## BALANCE SHEET AS AT 31-03-2023

| PARTICULARS                         | NOTE NO. | AS AT 31.03.2023<br>(IN THOUSAND) | AS AT 31.03.2022<br>(IN THOUSAND) |
|-------------------------------------|----------|-----------------------------------|-----------------------------------|
| <b>ASSETS</b>                       |          |                                   |                                   |
| <u>Non-Current Assets</u>           |          |                                   |                                   |
| I. Property, Plant & Equipment      | <b>B</b> | 48,609                            | 47,474                            |
| II. <u>Financial Assets:</u>        |          |                                   |                                   |
| 1. Investment                       | <b>C</b> | 18,893                            | 1,400                             |
| 2. Loans                            | <b>D</b> | 31,172                            | 31,133                            |
|                                     |          | 98,674                            | 80,007                            |
| <u>Current Assets</u>               |          |                                   |                                   |
| I. Inventories                      | <b>E</b> | 93,197                            | 76,790                            |
| II. <u>Financial Assets:</u>        |          |                                   |                                   |
| 1. Trade Receivable                 | <b>F</b> | 91,367                            | 72,849                            |
| 2. Cash & Cash equivalents          | <b>G</b> | 404                               | 306                               |
| 3. Bank Balance Other than 2. above | <b>H</b> | 1,227                             | 1,487                             |
| 4. Loans                            | <b>I</b> | 68,289                            | 61,459                            |
| 5. Other Current Assets             | <b>J</b> | 72                                | 72                                |
|                                     |          | 2,54,557                          | 2,12,962                          |
| <b>TOTAL</b>                        |          | <b>3,53,230</b>                   | <b>2,92,970</b>                   |
| <b>EQUITY AND LIABILITIES</b>       |          |                                   |                                   |
| <u>EQUITY</u>                       |          |                                   |                                   |
| I. Equity Share Capital             | <b>K</b> | 90,000                            | 89,992                            |
| II. Other Equity                    | <b>L</b> | 96,050                            | 76,073                            |
|                                     |          | 1,86,050                          | 1,66,065                          |
| <u>LIABILITIES</u>                  |          |                                   |                                   |
| <u>Non-Current Liabilities</u>      |          |                                   |                                   |
| I. <u>Financial Liabilities</u>     |          |                                   |                                   |
| 1. Long Term Borrowings             | <b>M</b> | 7,865                             | 7,174                             |
| 2. Other Financial Liabilities      | <b>N</b> | 36,258                            | 36,875                            |
| II. Deferred Tax Liabilities        |          | 4,121                             | 3,889                             |
|                                     |          | 48,244                            | 47,938                            |
| <u>Current Liabilities</u>          |          |                                   |                                   |
| I. <u>Financial Liabilities</u>     |          |                                   |                                   |
| 1. Short Term Borrowings            | <b>O</b> | -                                 | -                                 |
| 2. Trade Payables                   | <b>P</b> | 16,470                            | 8,801                             |
| 3. Other Financial Liabilities      | <b>Q</b> | 1,00,896                          | 69,344                            |
| II. Other Current Liabilities       | <b>R</b> | 1,571                             | 822                               |
|                                     |          | 1,18,936                          | 78,967                            |
| <b>TOTAL</b>                        |          | <b>3,53,230</b>                   | <b>2,92,970</b>                   |

Notes To Balance Sheet And Profit & Loss Account  
As per our attached report of even date.

AA

**For S.P. Jain & Associates**

Chartered Accountants  
(Firm Reg. No. 103969W)

**Kapil Jain**  
(Partner)  
M.No. 108521

Place: Mumbai.  
Date: 30/05/2023  
UDIN :- 23108521BGVRGD9049

**RAJESH PODDAR**  
DIN NO. 00164011  
Chairman & Managing Director

**DINESH PODDAR**  
DIN NO. 00164182  
Director

**DEVIKA PARMAR**  
Company Secretary

**SULOCHANA DHOLE**  
Chief Financial Officer

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31.03.2023

| PARTICULARS   | NOTE NO. | AS AT 31.03.2023<br>(IN THOUSAND) | AS AT 31.03.2022<br>(IN THOUSAND) |
|---|----------|-----------------------------------|-----------------------------------|
| <b>Revenue From Operations</b>  |          |                                   |                                   |
| Revenue From Operations   | S        | 2,68,230                          | 2,03,547                          |
| Other Income  | T        | 2,556                             | 1,192                             |
| <b>Total Revenue</b>  |          | <b>2,70,786</b>                   | <b>2,04,738</b>                   |
| <b>Expenses:</b>  |          |                                   |                                   |
| Cost Of Material Consumed   | U        | 1,34,514                          | 84,125                            |
| Purchase Of Stock-In-Trade  | V        | 12,734                            | 21,584                            |
| Changes In Inventories Of Finished Goods, Stock In Trade & Work In Progress | W        | -15,330                           | -4,381                            |
| Employee Benefits Expenses  | X        | 16,652                            | 14,472                            |
| Finance Costs   | Y        | 4,708                             | 2,987                             |
| Depreciation And Amortization Expense                                       | B        | 3,166                             | 2,787                             |
| Other Expenses  | Z        | 87,903                            | 60,304                            |
| <b>Total Expenses</b>   |          | <b>2,44,348</b>                   | <b>1,81,879</b>                   |
| <b>Profit Before Exceptional Item And Tax</b>                               |          | <b>26,438</b>                     | <b>22,859</b>                     |
| <b>Profit Before Tax</b>  |          | <b>26,438</b>                     | <b>22,859</b>                     |
| <b>Tax Expense</b>  |          |                                   |                                   |
| Current Tax   |          | -6,312                            | -5,575                            |
| Deferred Tax  |          | -232                              | 182                               |
| <b>Profit For The Period From Continuing Operations</b>                     |          | <b>19,894</b>                     | <b>17,467</b>                     |
| <b>Other Comprehensive Income</b>   |          |                                   |                                   |
| 1. Items That Will Not Be Reclassified To Profit Or Loss                    |          |                                   |                                   |
| A. Remeasurement Of Investment In Equity)                                   |          | 493                               | 399                               |
| B. Income Tax Relating To Item A. Above                                     |          |                                   |                                   |
| <b>Total Other Comprehensive Income</b>                                     |          | <b>493</b>                        | <b>399</b>                        |
| <b>Total Comprehensive Income For The Period</b>                            |          | <b>20,386</b>                     | <b>17,866</b>                     |
| Earning Per Equity Share  |          |                                   |                                   |
| Basic   |          | 0.23                              | 0.26                              |
| Diluted   |          | 0.23                              | 0.26                              |

Notes To Balance Sheet And Profit & Loss Account  
As per our attached report of even date.

AA

**For S.P. Jain & Associates**

Chartered Accountants  
(Firm Reg. No. 103969W)

**Kapil Jain**  
(Partner)  
M.No. 108521

Place: Mumbai.  
Date: 30/05/2023  
UDIN :- 23108521BGVRGD9049

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DIN NO. 00164011  
Chairman & Managing Director

**DEVIKA PARMAR**  
Company Secretary

**DINESH PODDAR**  
DIN NO. 00164182  
Director

**SULOCHANA DHOLE**  
Chief Financial Officer

**CASH FLOW STATEMENT**  
(Prepared pursuant to Listing Regulation)

|   | 2022-23<br>(IN THOUSAND) |                              | 2021-22<br>(IN THOUSAND) |                  |
|---|--------------------------|------------------------------|--------------------------|------------------|
|   | RS.                      | RS.                          | RS.                      | RS.              |
| <b>A. CASH FLOW FROM OPERATIONAL ACTIVITIES</b>       |                          |                              |                          |                  |
| Net Profit/ (Loss) Before Tax and Extraordinary Items |                          | 26,438                       |                          | 22,859           |
| Adjustment for:                                       |                          |                              |                          |                  |
| Depreciation  | 3,166                    |                              | 2,787                    |                  |
| Interest Paid/Payable on Loans etc.                   | 4,427                    |                              | 3,092                    |                  |
| Interest Received/Receivable on Loans                 | -1,472                   |                              | (89)                     |                  |
| Profit on sale of fixed assets                        |                          |                              | -                        |                  |
| Profit on sale of Investment                          |                          | 6,122                        | 525                      | 6,316            |
| Operating Profit before Working Capital Changes       |                          | 32,560                       |                          | 29,175           |
| Trade Receivable                                      | -18,518                  |                              | (4,099)                  |                  |
| Inventories   | -16,407                  |                              | (6,759)                  |                  |
| Trade Payable   | 7,669                    |                              | 4,431                    |                  |
| Trade Payable / Other Current Liabilities             | 25,988                   |                              | (4,479)                  |                  |
|   |                          | -1,267                       |                          | (10,907)         |
| Cash Generated from Operation                         |                          | 31,292                       |                          | 18,269           |
| Extra Ordinary Items                                  |                          | -                            |                          | -                |
| Net Cash from Operating Activities                    | (A)                      | 31,292                       | (A)                      | 18,269           |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>         |                          |                              |                          |                  |
| Purchase of Fixed Assets                              | -4,767                   |                              | (4,509)                  |                  |
| Purchase of Investment (shares)                       |                          |                              | -                        |                  |
| Purchase of Investment (FD)                           | -17,000                  |                              | -                        |                  |
| Sale of Investment (shares)                           | -                        |                              | 1,344                    |                  |
| Sale of Investment (FD)                               | -                        |                              | 539                      |                  |
| Sale of Fixed Assets                                  | -                        |                              | -                        |                  |
| Interest Received on Loans                            | 1,472                    |                              | 89                       |                  |
| Net Cash used in Investing Activities                 | (B)                      | -20,295                      | (B)                      | (2,537)          |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>         |                          |                              |                          |                  |
| Securities Premium account                            | 56                       |                              |                          |                  |
| Issue of Equity Preference Shares                     | 8                        |                              |                          |                  |
| Long Term Borrowings (Net)                            | 74                       |                              | (1,323)                  |                  |
| Short Term Borrowings                                 | -                        |                              | (4,363)                  |                  |
| Interest Paid   | -4,427                   |                              | (3,092)                  |                  |
| Long Term Loans & Advances                            | -39                      |                              | (67)                     |                  |
| Short Term / Other Current Assets                     | -6,831                   |                              | (6,989)                  |                  |
| Income Tax Paid                                       | -                        |                              | -                        |                  |
| Net Cash used in Financing Activities                 | (C)                      | -11,158                      | (C)                      | (15,834)         |
| Net (A+B-C)   |                          | -162                         |                          | (102)            |
| Cash & Cash Equivalent as on first date of FY         |                          | 1,793                        |                          | 1,895            |
| Cash & Cash Equivalent as on last date of FY          |                          | 1,631                        |                          | 1,793            |
| Net Inflow / (Outflow)                                |                          | -162                         |                          | (102)            |
| Place: Mumbai.  |                          | RAJESH PODDAR                |                          | RAJESH PODDAR    |
| Date: 30.05.2023                                      |                          | DIN NO. 00164011             |                          | DIN NO. 00164182 |
|   |                          | Chairman & Managing Director |                          | Director         |

**AUDITOR'S CERTIFICATE**

We have verified the above Cash Flow of Swasti Vinayaka Synthetics Limited, derived from the Audited Financial Statement and books & records maintained by the company for the year ended 31st March, 2022 and year ended 31st March, 2023 and found the same to be drawn in accordance therewith.

**For S.P. Jain & Associates**

Chartered Accountants  
(Firm Reg. No. 103969W)

**Kapil Jain**  
(Partner)  
M.No. 108521

Place: Mumbai.  
Date: 30/05/2023  
UDIN :- 23108521BGVRGD9049

**RAJESH PODDAR**  
DIN NO. 00164011  
Chairman & Managing Director

**DEVIKA PARMAR**  
Company Secretary

**DINESH PODDAR**  
DIN NO. 00164182  
Director

**SULOCHANA DHOLE**  
Chief Financial Officer

**NOTE A: NOTES TO FINANCIAL STATEMENTS****1. General Information**

SWASTI VINAYAKA SYNTHETICS LIMITED (the Company) (CIN: L99999MH1981PLC024041) is a public limited company and is listed on Bombay Stock Exchange (BSE). The Company is engaged inter alia, in the business of manufacturing of wide range of shirting fabrics comprising of cotton, linen, lycra, polyester, viscose and their blends. Also the company is in receipt of compensation against property.

These financial statements were approved by board of directors on May 30, 2023.

**2. Significant Accounting Policies****1. Basis of preparation of Financial Statements**

- a) These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, under the historical cost convention on accrual basis.

The financial statements up to year ended March 31, 2023 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2014 and other relevant provisions of the Act ("Previous GAAP").

These financial statements are the first financial statements of the Company under Ind AS. Refer note Y related to First-time Adoption of Ind AS for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

- b) All the assets and liabilities has been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be twelve months for the purpose of current – non-current classification of assets and liabilities.
- c) Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the Company.

**2. Property, Plant and Equipment and Depreciation****A) Property Plant and Equipment:**

- a) Freehold land is carried at historical cost. All other Tangible Fixed assets are stated at cost of acquisition or construction, less accumulated depreciation. All costs, including borrowing cost till respective assets is put to use, are capitalized.
- b) Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any.
- c) Transition to Ind AS,

On transition to Ind AS, the Company has opted to continue with the carrying value of all of its property, plant and equipment recognized as at April 01, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment on the transition date.

**B) Depreciation:**

Depreciation has been provided as under:

- (i) For assets existing on 1<sup>st</sup> April 2014 the carrying amount will be amortized over the remaining useful lives on straight line method as prescribed in the schedule II of Companies Act, 2013.
- (ii) For the assets added after the 1<sup>st</sup> April 2014 :- On straight line method at the useful Lives prescribed in Schedule II to The Companies Act, 2013.
- (iii) Depreciation on assets added/ disposed off during the year has been provided on pro-rata basis with reference to the days of addition/ disposal.
- (iv) The residual values are not more than 5% of the original cost of the asset

**3. Foreign Exchange Transaction**

- (i) Functional currency and presentation currency :

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees, which is the Company's functional and presentation currency.

- (ii) Transactions and balances :

Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the time of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions is recognized in statement of profit or loss.

At the reporting date, non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.



#### 4. Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All the other investments are classified as long-term investments. Current investments and Long Term Investments are carried at fair value at the Balance sheet date.

##### Transition to Ind AS :

##### (a) Investments :

Upon first time adoption of Ind AS, the Company has opted to value at fair Price to all of its investments as at April 1, 2016 and use that carrying value as the deemed cost of such other investment on the transition date. The resulting gain or loss arising from such a transition is added to retained earnings in balance sheet as on the April 1, 2016.

#### 5. Inventories

Inventories are stated at lower of cost and net realizable value.

Cost of raw materials is determined using FIFO method. However, these items are considered to be realizable at cost if the finished products, in which they will be used, are expected to be sold at or above cost.

The cost of finished goods and Stock-in-process comprises raw materials, direct labour, other direct costs and related production overheads upto the relevant stage of completion.

Waste material are valued at Net Realizable value, if any.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

#### 6. Recognition of Income & Expenditure

(i) Revenue/ Incomes and Costs/ Expenditure are generally accounted on accrual, as they are earned or incurred.

(ii) a) Sale of Goods is recognized on transfer of significant risks and rewards of ownership which is generally on the dispatch of goods.

b) Sales of goods are accounted excluding taxes, wherever applicable.

(iii) Interest Income/ expenditure is recognized on the time proportion basis taking into account of the amount outstanding and the rate applicable.

(iii) Dividend income is recognized when the right to received dividend is established.

#### 7. Customs Duty

Custom Duty is accounted for as and when paid on the clearance of the goods for home Consumption.

#### 8. Employees Retirement and other benefits

##### a) Provident fund:-

The contribution of the Company on a monthly basis towards Provident Fund and Employee State Insurance, which are, defined contributions plans are charged to revenue. The company has paid to regulatory authority & has no further obligations other than these contributions.

##### b) Leave Encashment:-

The Company recognises and pays Leave Encashment on a quarterly basis to all Employees.

##### c) Gratuity:-

The company recognises and pays Gratuity on cash basis to the employees i.e. on Retirement, resignation, termination of employees.

#### 9. Provisions & Contingent Liabilities

##### Provisions

Provisions are recognized when there is a present obligation as a result of a past event and it is probable that an outflow of benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

##### Contingent liabilities

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

## 10. Income Tax, Deferred Tax and Dividend Distribution Tax

### a) Current and Deferred Tax

Tax expense for the period, comprising Current tax and Deferred Tax are included in the determination of net profit or loss for the period.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in India.

Deferred Tax is recognized for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred Tax assets and liabilities are measured using the tax rates and tax laws that have been enacted and substantively enacted at the Balance Sheet date. At each Balance Sheet date, the company re-assesses unrecognized deferred tax assets, if any.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

### b) Dividend Distribution Tax :

Dividend distribution tax paid and the dividends is recognized consistently with the presentation of the transaction that creates the income tax consequence. Dividend distribution tax is charged to Statement of Profit and Loss.

## 11. Impairment of Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that a tangible asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of asset that generates cash inflows from continuing use that are largely independent of the cash inflow from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made.

Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an assets and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

## 12. Cash and Cash Equivalents:

In the Cash flow statement, cash and cash equivalents include cash on hand, demand deposits with bank, other short term highly liquid investments with original maturity of three months or less.

## 13. Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period. The Weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for the events, such as bonus shares, other than conversion of potential equity share that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity share holders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

## 14. Financial Instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### I. Financial Assets

#### a) Classification

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

- a) at fair value either through other comprehensive income (FVOCI) or through profit and loss (FVTPL); and
- b) at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Gains and losses will either be recorded in the statement of profit and loss or other comprehensive income for assets measured at fair value.

For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value or through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**b) Measurement**

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

**a) Equity instruments**

The Company measures all equity investments at fair value. The Company's management has opted to present fair value gains and losses on equity investments through profit and loss account. Dividends from such investments are recognised in the statement of profit and loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognised in other income or other expenses, as applicable in the statement of profit and loss.

**c) Derecognition of financial assets**

A financial asset is derecognised only when -

- The Company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

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

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

**d) Income Recognition**

**Interest income**

Interest income from debt instruments is recognised in the profit and loss statement on accrual basis. Interest income on receipt of delayed payments from creditors is recognized on cash basis.

**Dividend income**

Dividends are recognised in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**e) Cash and cash equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short- term, highly liquid investments with original maturities of three months or less, that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

**f) Financial Liabilities**

**a. Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liabilities not recorded at fair value through profit and loss), that are directly attributable to the issue of financial liability.

**b. Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**c. Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per payment terms.

**Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**3A Critical estimates and judgments**

In the application of the company's accounting policies, which are described in note A, the management is required to make judgment, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other process. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future period if the revision affects both current and future period.

The following are the critical estimates and judgments that have the significant effect on the amounts recognised in the financial statements.

**Critical estimates and judgments**

**i) Estimation of current tax expense and deferred tax**

The calculation of the company's tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax in the period in which such determination is made.

**Recognition of deferred tax assets / liabilities**

The recognition of deferred tax assets is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the approved budgets of the company. Where the temporary differences are related to losses, local tax law is considered to determine the availability of the losses to offset against the future taxable profits as well as whether there is convincing evidence that sufficient taxable profit will be available against which the unused tax losses or unused tax credits can be utilised by the company. Significant items on which the Company has exercised accounting judgment include recognition of deferred tax assets in respect of losses. The amounts recognised in the financial statements in respect of each matter are derived from the Company's best estimation and judgment as described above.

**ii) Estimation of Provisions and Contingent Liabilities**

The company exercises judgment in measuring and recognising provisions and the exposures to contingent liabilities, which is related to pending litigation or other outstanding claims. Judgment is necessary in assessing the likelihood that a pending claim will succeed, or a liability will arise, and to quantify the possible range of the financial settlement.

Because of the inherent uncertainty in this evaluation process, actual liability may be different from the originally estimated as provision. Although there can be no assurance of the final outcome of the legal proceedings in which the company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

**iii) Estimation of useful life of Property, Plant and Equipment, Intangible assets, Investment properties**

Property, Plant and Equipment, Intangible assets, Investment properties represent a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

**iv) Estimation of provision for inventory**

The company writes down inventories to net realisable value based on an estimate of the realisability of inventories. Write downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of estimates of net selling prices of the down-graded inventories. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

**v) Impairment of Trade Receivable**

The impairment provisions for trade receivable are based on assumptions about risk of default and expected loss rates. The company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### 3 B New accounting standards/ amendments to existing standards issued but not yet effective

Following are the amendments to existing standards which have been issued by The Ministry of corporate Affairs (–MCA) that are not effective for the reporting period and have not been early adopted by the company:

#### a. Amendments to Ind AS 115, Revenue from contracts with customers:

Ind AS 115, Revenue from contracts with customers deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a promised good or service and thus has the ability to direct the use and obtain the benefits from the good or service in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard replaces Ind AS 18 Revenue and related appendices.

A new five-step process must be applied before revenue can be recognized:

1. identify contracts with customers
2. identify the separate performance obligation
3. determine the transaction price of the contract
4. allocate the transaction price to each of the separate performance obligations, and
5. recognise the revenue as each performance obligation is satisfied.

The Company is currently under the process of assessing the potential impact of this amendment. These amendments are mandatory for the reporting period beginning on or after April 01, 2018.

#### b. Amendments to Appendix B to Ind AS 21 Foreign currency transactions and advance consideration:

The MCA has notified Appendix B to Ind AS 21, foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency- denominated contracts.

For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/ contract liability). If there are multiple payments or receipts for one item, date of transaction should be determined as above for each payment or receipt.

The Company is currently assessing the potential impact of this amendment. These amendments will be applied prospectively to items in scope, for the reporting period beginning on or after April 01, 2018.

#### c. Amendments to Ind AS 40 Investment property - Transfers of investment property:

The amendments clarify that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer. The list of evidence for a change of use in the standard was re-characterized as a non-exhaustive list of examples and scope of these examples have been expanded to include assets under construction/development and not only transfer of completed properties.

The Company is currently assessing the potential impact of this amendment.

The Company has opted to apply these amendments prospectively to changes in use that occur on or after the date of initial application i.e. April 01, 2018. On April 01, 2018, the Company shall reassess the classification of properties held at that date and, if applicable, reclassify properties to reflect the conditions that exist as at that date.

#### d. Amendments to Ind AS 12 Income taxes regarding recognition of deferred tax assets on unrealised losses:

The amendment clarify the accounting for deferred taxes where an asset is measured at fair value and at fair value is below the asset's tax base. The management is in the process of assessing the impact of above amendments. The company will adopt the amendment from April 1, 2018.

There are no other standards that are not yet effective and that would be expected to have a material impact on the company in the current of future reporting periods and on foreseeable future transactions.

SCHEDULE :- I  
FIXED ASSTES

| PARTICULARS               | GROSS BLOCK       |                                |   | DEPRECIATION BLOCK  |                   |                                |                    |                     | NET BLOCK           |                     |        |
|---------------------------|-------------------|--------------------------------|---|---------------------|-------------------|--------------------------------|--------------------|---------------------|---------------------|---------------------|--------|
|                           | AS ON<br>1-4-2022 | ADDITION<br>DURING THE<br>YEAR | SALE/<br>TRANSFER<br>DURING THE<br>YEAR | AS ON<br>31-03-2023 | AS ON<br>1-4-2022 | PROVIDED<br>DURING THE<br>YEAR | W/off/<br>Deletion | ADJ. DURING<br>YEAR | AS ON<br>31-03-2023 | AS ON<br>31-03-2022 |        |
| FREEHOLD LAND             | 1,595             | -                              | -                                       | 1,595               | -                 | -                              | -                  | -                   | -                   | 1,595               | 1,595  |
| LEASE HOLD LAND           | 1,083             | -                              | -                                       | 1,083               | 272               | 13                             | -                  | 285                 | 798                 | 811                 | 811    |
| FACTORY BLDG.             | 41,106            | -                              | -                                       | 41,106              | 29,093            | 852                            | -                  | 29,945              | 11,161              | 12,013              | 12,013 |
| OFFICE PREMISES           | 5,176             | -                              | -                                       | 5,176               | 2,664             | 82                             | -                  | 2,745               | 2,431               | 2,513               | 2,513  |
| RESIDENTIAL FLATS         | 152               | -                              | -                                       | 152                 | 85                | 2                              | -                  | 87                  | 65                  | 67                  | 67     |
| PLANT & MACHINERY         | 91,946            | 4,565                          | -                                       | 96,511              | 80,881            | 1,018                          | -                  | 81,898              | 14,613              | 11,066              | 11,066 |
| FURNITURE & FIXTURE       | 23,899            | -                              | -                                       | 23,899              | 22,231            | 282                            | -                  | 22,514              | 1,385               | 1,668               | 1,668  |
| COMPUTER & PERIPHERALS    | 4,790             | 32                             | -                                       | 4,823               | 4,578             | 132                            | -                  | 4,710               | 113                 | 213                 | 213    |
| OFFICE & FACT. EQUIPT     | 1,703             | -                              | -                                       | 1,703               | 1,693             | -                              | -                  | 1,693               | 10                  | 10                  | 10     |
| ELECTRICAL INSTALLATION   | 4,365             | 170                            | -                                       | 4,535               | 4,079             | 38                             | -                  | 4,116               | 418                 | 286                 | 286    |
| VECHICLES                 | 8,384             | -                              | -                                       | 8,384               | 3,164             | 996                            | -                  | 4,160               | 4,225               | 5,221               | 5,221  |
| Gala No. 103              | 13,754            | -                              | -                                       | 13,754              | 1,742             | 217                            | -                  | 1,959               | 11,795              | 12,012              | 12,012 |
| CWIP- FURNITURE & FIXTURE | -                 | -                              | -                                       | -                   | -                 | -                              | -                  | -                   | -                   | -                   | -      |
| TOTAL                     | 1,97,955          | 4,767                          | -                                       | 2,02,722            | 1,50,481          | 3,632                          | -                  | 1,54,113            | 48,609              | 47,474              | 47,474 |
| PREVIOUS YEAR             | 1,93,446          | 4,509                          | -                                       | 1,97,955            | 1,47,228          | 3,253                          | -                  | 1,50,481            | 47,474              | 46,218              | 46,218 |

(RS. IN THOUSAND)

| NOTE NO PARTICULARS  | 31.03.2023    | 31.03.2022    |
|--|---------------|---------------|
| <b>C Investment</b>  |               |               |
| a Quoted   | 1,888         | 1,395         |
| B Unquoted   | 17,005        | 5             |
|  | <u>18,893</u> | <u>1,400</u>  |
| <b>D Loans</b>   |               |               |
| Security Deposits  | 31,172        | 31,133        |
| (Unsecured Considered Good Unless Otherwise Stated)                    |               |               |
|  | <u>31,172</u> | <u>31,133</u> |
| <b>E Inventories</b>   |               |               |
| (As Taken, Valued & Certified By The Management)                       |               |               |
| 1 Raw Materials;   | 19,813        | 18,735        |
| 2 Work In Process;   | 15,729        | 9,189         |
| 3 Finished Goods;  | 56,070        | 47,281        |
| 4 Packing Material   | 321           | 362           |
| 5 Stores, Spares & Loose Tools;  | 1,264         | 1,223         |
|  | <u>93,197</u> | <u>76,790</u> |
| <b>F Note 8 - Trade Receivables</b>                                    |               |               |
| <b>Outstanding for the following periods from due date of payments</b> |               |               |
| Undisputed trade receivables considered good                           | 81,354        | 66,310        |
| Undisputed trade receivables considered doubtful                       | -             | -             |
| Disputed trade receivables considered good                             | 10,013        | 6,539         |
| Disputed trade receivables considered doubtful                         | -             | -             |
|  | <u>91,367</u> | <u>72,849</u> |

| Additional Information on trade receivables   | Outstanding for following periods from due date of payment as on Balance sheet date |                   |              |               |                   |               |
|---|---|-------------------|--------------|---------------|-------------------|---------------|
|   | Less than 6 Month   | 6 Month to 1 year | 1 to 2 years | 2 to 3 years  | More than 3 years | Total         |
| <b>31-March-2023</b>                          |   |                   |              |               |                   |               |
| Undisputed trade receivables considered goods | 49,138  | 13,728            | 2,650        | 2,307         | 13,532            | 81,354        |
| Disputed trade receivables considered goods   | -   | -                 | -            | 1,169         | 8,843             | 10,013        |
| <b>Total Trade Receivables</b>                | <b>49,138</b>   | <b>13,728</b>     | <b>2,650</b> | <b>3,476</b>  | <b>22,375</b>     | <b>91,367</b> |
| <b>31-March-2022</b>                          |   |                   |              |               |                   |               |
| Undisputed trade receivables considered good  | 35,089  | 10,632            | 3,466        | 7,413         | 6,539             | 63,140        |
| Disputed trade receivables considered good    | -   | -                 | -            | 3,343         | 6,366             | 9,709         |
| <b>Total Trade Receivables</b>                | <b>35,089</b>   | <b>10,632</b>     | <b>3,466</b> | <b>10,756</b> | <b>12,905</b>     | <b>72,849</b> |

| NOTE NO PARTICULARS   | 31.03.2023 | 31.03.2022 |
|---|------------|------------|
| <b>G Cash &amp; Cash Equivalents</b>                        |            |            |
| 1 Cash Balance  | 110        | 184        |
| 2 Bank Balance  | 294        | 122        |
|   | <u>404</u> | <u>306</u> |
| <b>H Bank Balance Other Than Cash &amp; Cash Equivalent</b> |            |            |
| Dividend Bank Accounts                                      | 1,227      | 1,487      |

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| NOTE NO  | PARTICULARS                                      | 31.03.2023    | 31.03.2022    |
|----------|--|---------------|---------------|
| <b>I</b> | <b>Loans</b>                                     |               |               |
| 1        | Advance To Parties                               | 147           | 565           |
| 2        | Receivable From Revenue Authorities              | 68,142        | 60,894        |
|          |  | <b>68,289</b> | <b>61,459</b> |
| <b>J</b> | <b>Other Current Assets</b>                      |               |               |
|          | Insurance Claim Receivable                       | -             | -             |
|          | Interst Receivable                               | 18            | 18            |
|          | Prepaid Expenses                                 | 54            | 54            |
|          |  | <b>72.33</b>  | <b>72.33</b>  |
| <b>K</b> | <b>Equity Share Capital</b>                      |               |               |
| <b>1</b> | <b>Authorised:</b>                               |               |               |
|          | 9,00,00,000(Previous Year 8,00,00,000)           | 90,000        | 90,000        |
|          | Equity Shares Of Rs.1/-Each                      |               |               |
| <b>2</b> | <b>Issued, Subscribed &amp; Paid Up</b>          |               |               |
|          | Shares At The Beginning Of The Accounting Period | 89,992        | 70,000        |
|          | (Equity Shares Of Rs.1/- Each)                   |               |               |
|          | Additions During The Year                        | 8.04          | 19,991.96     |
|          | Shares At The End Of The Accounting Period       | -             | -             |
|          |  | <b>90,000</b> | <b>89,992</b> |

**A) Movement in equity share capital**

| Particulars                             | No. of shares | Amount |
|---|---------------|--------|
| Balance as at 1st April, 2021           | 7,00,00,000   | 70,000 |
| Movement during the year                | -             | -      |
| Balance as at March 31, 2022            | 8,99,91,960   | 70,000 |
| Movement during the year ( Bonus Issue) | 8,040         | 19,992 |
| Balance as at March 31, 2023            | 9,00,00,000   | 89,992 |

**B) Shares Held by Promoters at the end of the year :**

| Name of the Shareholder                        | No. of shares held | As at 31st March, 2023       |                        | As at 31st March, 2022 |                              |
|--|--------------------|------------------------------|------------------------|------------------------|------------------------------|
|  |                    | % of Holding of total shares | change during the year | No. of shares held *   | % of Holding of total shares |
| RAMPRASAD PODDAR                               | 3436719            | 3.82                         | 1059048                | 2377671                | 2.64                         |
| SHILPA DINESH PODDAR                           | 130451             | 0.14                         | 0                      | 130451                 | 0.15                         |
| PUSHPADEV I PODDAR                             | 0                  | 0.00                         | 0                      | 1711928                | 1.90                         |
| DINESH RAMPRASAD PODDAR                        | 4378962            | 4.87                         | 1283962                | 3095000                | 3.44                         |
| ARYAN RAJESHKUMAR PODDAR                       | 1729735            | 1.92                         | 0                      | 1729735                | 1.92                         |
| RHEA DINESHKUMAR PODDAR                        | 1288092            | 1.43                         | 0                      | 1288092                | 1.43                         |
| RAJESH KUMAR PODDAR                            | 4642961            | 5.16                         | 1283961                | 3359000                | 3.73                         |
| NUPUR R PODDAR                                 | 1132945            | 1.26                         | 0                      | 1132945                | 1.26                         |
| PRABHAT D PODDAR                               | 707220             | 0.79                         | 0                      | 707220                 | 0.79                         |
| VEDAANT RAJESH PODDAR                          | 110378             | 0.12                         | 0                      | 110378                 | 0.12                         |
| SWASTI VINAYAKA INVESTECH PRIVATE LIMITED      | 18846923           | 20.94                        | -1923077               | 20770000               | 23.08                        |
| SWASTI VINAYAKA REALESTATE DEVELOPMENT PVT LTD | 9495614            | 10.55                        | 8040                   | 9487574                | 10.54                        |
|  | <b>45900000</b>    | <b>51.00</b>                 |                        | <b>45899994</b>        | <b>51.00</b>                 |



C) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company :

| Name of the Shareholder                         | As at 31st March, 2023 |               | As at 31st March, 2022 |               |
|---|------------------------|---------------|------------------------|---------------|
|   | No. of shares held     | % of Holdings | No. of shares held     | % of Holdings |
| SWASTI VINAYAKA INVESTECH PRIVATE LIMITED       | 20770000               | 23.08         | 20770000               | 23.08         |
| SWASTI VINAYAKA REAL ESTATE DEVELOPMENT PVT LTD | 9487574                | 10.54         | 9487574                | 10.54         |

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NOTE NO PARTICULARS 31.03.2023 31.03.2022

L **Other Equity**

|  |               |               |
|--|---------------|---------------|
| 1 General Reserve  |               |               |
| At The Beginning Of The Accounting Period                      | 29            | 49            |
| Deletion During The Year                                       | 0             | 20            |
| Additions During The Year                                      | 0             | -             |
| At The End Of The Accounting Period                            | 29            | 29            |
| 2 Securities Premium Account                                   |               |               |
| At The Beginning Of The Accounting Period                      | 2,327         | 2,327         |
| Additions During The Year                                      | 56            | -             |
| At The End Of The Accounting Period                            | 2,384         | 2,327         |
| 3 Capital Reserve  |               |               |
| At The Beginning Of The Accounting Period                      | 30            | 30            |
| Additions During The Year                                      | 0             | -             |
| At The End Of The Accounting Period                            | 30            | 30            |
| 4 Revaluation Reserve  |               |               |
| At The Beginning Of The Accounting Period                      | 6,298         | 6,764         |
| Deduction During The Year                                      | 466           | 466           |
| At The End Of The Accounting Period                            | 5,832         | 6,298         |
| 5 Reflect The Change In The Fair Value Of The Equity Instrumnt |               |               |
| At The Beginning Of The Accounting Period                      | -368          | (767)         |
| Additions / Deletion During The Year                           | 493           | 399           |
| At The End Of The Accounting Period                            | 125           | (368)         |
| 6 Surplus  |               |               |
| At The Beginning Of The Accounting Period                      | 38,477        | 21,010        |
| Additions During The Year                                      | 20,386        | 17,467        |
| Reverse Reflect the change in fair value                       | -493          |               |
| Dividend   | 0             | -             |
| Tax On Dividend  | 0             | -             |
| At The End Of The Accounting Period                            | 3,84,77,189   | 58,371        |
| <b>Grand Total</b>   | <b>96,050</b> | <b>76,073</b> |

M **Long Term Borrowings**

|  |              |              |
|--|--------------|--------------|
| <b>Secured Term Loans From Banks</b>   | 7,865        | 7,174        |
| Is Secured By Hypothication Of Motor Car & Personal Guarantee Of The Directors |              |              |
|  | <b>7,865</b> | <b>7,174</b> |

**Nature Of Security -**

Secured Against Property In The Name Of Company; Group Companies And Personal Guarantee Of Directors.

**Terms Of Payment -**

- ECLGS Loan Amounting Rs.37,38,326/- (Mar 31, 2022 Rs.64,12,807/-)  
Repayable In 48 Monthly Instalments Commencing From July 2020 Last Instalment Due In June 2024.  
Rate of Interest 8.65% At the end of the year
- Term Loan amounting Rs.27,54,365/- (March 31, 2022 : Rs.41,87,320/-)  
Repayable In 60 Monthly Instalments Commencing From Aug 2019 Last Instalment Due In July 2024.  
Rate Of Interest 8.50% At The End Of The Year.

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| NOTE NO PARTICULARS   | 31.03.2023    | 31.03.2022    |
|---|---------------|---------------|
| c. Vehicle Loan Amounting Rs.7,84,549/- (Mar 31, 2022 Rs.12,06,685/-)<br>Repayable In 60 Monthly Instalments Commencing From Dec 2019 Last Instalment Due In Nov 2024<br>Rate Of Interest 9.10% At The End Of The Year      |               |               |
| d. Vehicle Loan Amounting Rs.5,04,129/-(March 31, 2022 Rs.7,78,803/-)<br>Repayable In 60 Monthly Instalments Commencing From Dec 2019 Last Instalment Due In Oct 2024.<br>Rate Of Interest 9.10% At The End Of The Year     |               |               |
| e. Vehicle Loan Amounting Rs.95,115/- (March 31.2022 Rs.6,15,520/-).<br>Repayable In 60 Monthly Instalments Commencing From July 2018 Last Instalment Due In June 2023.<br>Rate Of Interest 10.5215% At The End Of The Year |               |               |
| <b>N Other Non-Current Financial Liabilities</b>  |               |               |
| 1 Security Deposits Against Compensation  | 36,233        | 36,850        |
| 2 Security Deposits From Dealers, Agents & Warehousing  | 25            | 25            |
|   | <b>36,258</b> | <b>36,875</b> |
| <b>O Short Term Borrowings:</b>   |               |               |
| <b>Secured</b>  | -             | -             |
| <b>Unsecured</b>  |               |               |
| Ramprasad Poddar  | -             | -             |
|   | -             | -             |
|   | -             | -             |
|   | -             | -             |
| <b>P Note 18 - Trade Payables</b>   |               |               |
| <b>Trade Payables for the following periods from due date of payments</b>   |               |               |
| Undisputed trade payables to micro and small enterprises  | -             | -             |
| Undisputed trade payables to other than micro and small enterprises   | 16,470        | 8,801         |
| Disputed trade payables to micro and small enterprises  | -             | -             |
| Disputed trade payables to other than micro and small enterprises   | -             | -             |
| <b>Total</b>  | <b>16,470</b> | <b>8,801</b>  |

| Additional Information on trade payables | Outstanding for following periods from due date of payment as on Balance sheet date |                  |              |              |                   |               |
|--|---|------------------|--------------|--------------|-------------------|---------------|
|  | Not due   | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total         |
| <b>31-March-2023</b>                     |   |                  |              |              |                   |               |
| MSME                                     | -   | -                | -            | -            | -                 | -             |
| Others                                   | 16,652  | 190              | 1,107        | (371)        | (1,107)           | 16,470        |
| <b>Total Trade Payables</b>              | <b>16,652</b>   | <b>190</b>       | <b>1,107</b> | <b>(371)</b> | <b>(1,107)</b>    | <b>16,470</b> |
| <b>31-March-2022</b>                     |   |                  |              |              |                   |               |
| MSME                                     | -   | -                | -            | -            | -                 | -             |
| Others                                   | 7,531   | 725              | 32           | 496          | 16                | 8,801         |
| <b>Total Trade Payables</b>              | <b>7,531</b>  | <b>725</b>       | <b>32</b>    | <b>496</b>   | <b>16</b>         | <b>8,801</b>  |

|  |        |        |
|--|--------|--------|
| <b>Q Other Non Current Financial Liabilities</b> |        |        |
| 1 Hdfc Bank Account (A/C No. 01438640000227)     | -894   | (552)  |
| 2 HDFC Bank-1026                                 | 16,515 | 1,647  |
| 3 Unpaid Dividends                               | 1,227  | 1,487  |
| 4 TDS Payable                                    | 520    | 747    |
| 5 Service Tax Payable                            | 1,241  | 1,241  |
| 6 GST Payable                                    | 925    | 174    |
| 7 Provision For Taxation                         | 64,768 | 58,456 |
| 8 Professional Tax Payable                       | 3      | 7      |
| 9 Secured loan liability                         | -      | 6,013  |

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| NOTE NO  | PARTICULARS   | 31.03.2023      | 31.03.2022      |
|----------|---|-----------------|-----------------|
| 10       | Other Provision   | 166             | 125             |
| 11       | SBI Vileparle   | 16,424          | -               |
|          |   | <u>1,00,895</u> | <u>69,344</u>   |
| <b>R</b> | <b><u>Other Current Liabilities</u></b>                 |                 |                 |
| 1        | Provisions For Employee Benefits                        | 1,571           | 822             |
|          |   | <u>1,571</u>    | <u>822</u>      |
| <b>S</b> | <b><u>Revenue From Operations</u></b>                   |                 |                 |
| 1        | Sale Of Products  | 1,92,694        | 1,34,026        |
| 2        | Sale Of Services  | 75,536          | 69,521          |
|          | Net Revenue From Operations                             | <u>2,68,230</u> | <u>2,03,547</u> |
| <b>T</b> | <b><u>Other Income:</u></b>                             |                 |                 |
| 1        | Interest Income   | 1,472           | 89              |
| 2        | Dividend Income   | 40              | 41              |
| 3        | Other Non-Operating Income                              | 1,044           | 1,062           |
|          |   | <u>2,556</u>    | <u>1,192</u>    |
| <b>U</b> | <b><u>1 Cost Of Materials Consumed:</u></b>             |                 |                 |
|          | Purchases Raw-Materials And Packing Materials           | 1,35,592        | 86,503          |
|          | Add: Opening Balance Of Stock                           | 18,735          | 16,358          |
|          |   | <u>1,54,327</u> | <u>1,02,860</u> |
|          | Less: Closing Balance Of Stock                          | 19,813          | 18,735          |
|          | Consumption Of Materials                                | <u>1,34,514</u> | <u>84,125</u>   |
| <b>V</b> | <b><u>Purchases Of Cloth/Ready Made Garment</u></b>     |                 |                 |
| 1        | Traded Goods  | (729)           | 139             |
| 2        | Grey Purchase   | 7,391           | 6,629           |
| 3        | Other   | 6,072           | 14,816          |
| 4        | Total Purchases   | <u>12,734</u>   | <u>21,584</u>   |
| <b>W</b> | <b><u>Changes In Inventories</u></b>                    |                 |                 |
|          | <b><u>Finished Goods</u></b>                            |                 |                 |
|          | At The Beginning Of The Accounting Period               | 47,281          | 42,716          |
|          | At The End Of The Accounting Period                     | 56,070          | 47,281          |
|          |   | <u>(8,790)</u>  | <u>(4,565)</u>  |
|          | <b><u>Work-In-Progress</u></b>                          |                 |                 |
|          | At The Beginning Of The Accounting Period               | 9,189           | 9,372           |
|          | At The End Of The Accounting Period                     | 15,729          | 9,189           |
|          |   | <u>(6,540)</u>  | <u>184</u>      |
|          | <b>Grand Total</b>                                      | <u>(15,330)</u> | <u>(4,381)</u>  |
| <b>X</b> | <b><u>Employee Benefits Expense</u></b>                 |                 |                 |
|          | Salary And Wages  | 5,756           | 5,398           |
|          | Director's Remunerations/Perquisites                    | 8,334           | 7,472           |
|          | <b><u>Contribution To Provident And Other Funds</u></b> |                 |                 |
|          | Contribution To Provident Fund                          | 308             | 289             |
|          | Contribution To Employees State Ins.Fund                | 54              | 40              |
|          | Contribution To Other Funds                             | 1               | 2               |
|          | Workers And Staff Welfare                               | 660             | -               |
|          | Bonus / Exgratia  | 926             | 480             |
|          | Leave Encashment  | 612             | 771             |
|          | Conveyance Allowances                                   |                 | 21              |
|          |   | <u>16,652</u>   | <u>14,472</u>   |

|          |  | (RS. IN THOUSAND)    |                      |
|----------|--|----------------------|----------------------|
| NOTE NO  | PARTICULARS                                      | 31.03.2023           | 31.03.2022           |
| <b>Y</b> | <b><u>Financial Costs:</u></b>                   |                      |                      |
| 1        | <u>Interest Expense</u>                          |                      |                      |
|          | - Interest To Bank                               | 3,317                | 2,645                |
|          | - Interest Paid On Unsecured Loan                | 898                  | 116                  |
|          | - Interest To Bank On Vehicle Loan               | 212                  | 331                  |
| 2        | Bank Charges / Commission                        | 281                  | (105)                |
|          |  | <u>4,708</u>         | <u>2,987</u>         |
| <b>Z</b> | <b><u>Other Expenses:</u></b>                    |                      |                      |
| 1        | <b><u>Manufacturing Expense :</u></b>            |                      |                      |
|          | <u>Consumption of Stores and Spare Parts</u>     |                      |                      |
|          | Opening Stock                                    | 1,223                | 1,223                |
|          | Add:Purchases                                    | 1,514                | 1,160                |
|          | Total  | <u>2,737</u>         | <u>2,383</u>         |
|          | Less:Closing Stock                               | <u>1,264</u>         | <u>1,223</u>         |
|          |  | <u>1,473</u>         | <u>1,160</u>         |
|          | <u>Consumption of Packing Material</u>           |                      |                      |
|          | Opening Stock                                    | 362                  | 362.17               |
|          | Add:Purchases                                    | 570                  | 438                  |
|          | Total  | <u>932</u>           | <u>800</u>           |
|          | Less:Closing Stock                               | <u>321</u>           | <u>362</u>           |
|          |  | <u>611</u>           | <u>438</u>           |
| 1.1      | Other Job Charges                                | 33,928               | 21,363               |
| 1.2      | Power & Fuel                                     | 1,898                | 1,403                |
|          |  | <u>37,910</u>        | <u>24,364</u>        |
| 2        | <b><u>Administrative Expense</u></b>             |                      |                      |
| 2.1      | General Expenses                                 | 4,542                | 1,254                |
| 2.2      | Repair & Maintenance Others                      | 21,564               | 15,180               |
|          | Donation   | -                    | 700                  |
|          | Subscription/Membership Fees                     | 25                   | 17                   |
|          | Rent   | 11,941               | 10,685               |
|          | Rate & Taxes                                     | 16                   | 32                   |
|          | Property Taxes                                   | 610                  | 1,289                |
|          | Insurance  | 326                  | 364                  |
|          | Legal & Professional Expenses                    | 1,366                | 519                  |
|          | Payment To The Auditors                          | 186                  | 140                  |
|          | Postage & Courier Exp.                           | 34                   | 82                   |
|          | Printing & Stationery                            | 167                  | 194                  |
|          | Travelling & Conveyance Exp                      | 712                  | 352                  |
|          | Security Charges                                 | 484                  | 479                  |
|          | Telephone Exp.                                   | 289                  | 268                  |
|          | Fees & Penalty Charges                           | 1,690                | -                    |
|          | Profession Tax Co.                               | 3                    | -                    |
|          | Stamp duty and reg                               | 234                  | 767                  |
|          | Custodial Charges                                | 59                   | 40                   |
|          | Society Maintanance                              | 394                  | 373                  |
|          | License renewal charges                          | -                    | 50                   |
|          |  | <u>44,642</u>        | <u>32,785</u>        |
| 3        | <b><u>Selling &amp; Distribution Expense</u></b> |                      |                      |
|          | Advertisement / Publicity                        | 18                   | 18                   |
|          | Sales Promotion                                  | 166                  | -                    |
|          | Trasportation Expenses                           | -                    | 1,351                |
|          | Commission & Brokrage                            | 5,146                | 1,526                |
|          | Software Development Expenses                    | 21                   | 261                  |
|          |  | <u>5,351</u>         | <u>3,155</u>         |
|          | <b>Grand Total</b>                               | <u><b>87,903</b></u> | <u><b>60,304</b></u> |

**NOTE – AA**

**NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023.**

1. The Company Income Tax assessment completed up to assessment Year 2015-16.
2. Capital commitment (net off advances) not acknowledged as debt RsNIL (Previous Year NIL).
3. Significant accounting policies followed by the Company are as stated in the statement annexed to this Schedule.
4. Break-up of the Auditor's Remuneration is as follows:

|                         | Current Year | Previous Period |
|-------------------------|--------------|-----------------|
|                         | <u>Rs.</u>   | <u>Rs.</u>      |
| a) Statutory Audit Fees | 150000       | 150000          |

5. Pursuant to Indian Accounting Standard – 24 " Related Party Disclosure " issued by the Institute of Chartered Accountants of India, the following transactions were carried out with the related parties :-

| SR. | NAME OF RELATED PARTY                            | RELATIONSHIP      | DESCRIPTION OF TRANSACTIONS  | PAYMENTS    | RECEIPTS    |
|-----|--|-------------------|------------------------------|-------------|-------------|
| 1   | SWASTI VINAYAKA INVESTECH PVT. LTD.              | COMMON DIRECTOR   | COMPENSATION                 |             | 1,41,600    |
| 2   | ASHIRWAD SHELTERS PVT. LTD.                      | COMMON DIRECTOR   | COMPENSATION (INCL. GST TAX) | 1,27,44,000 | 1,41,600    |
|     |  |                   | PROPERTY TAX                 | 9,83,054    | 0           |
| 3   | SWASTI VINAYAKA REALESTATE DEVELOPMENT PVT. LTD. | COMMON DIRECTOR   | COMPENSATION (INCL. TAXES)   | 0           | 1,41,600    |
| 4   | SWASTI VINAYAKA ART & HERITAGE CORPORATION LTD.  | COMMON DIRECTOR   | COMPENSATION (INCL. TAX)     | 0           | 21,47,222   |
|     |  |                   | PURCHASES                    | 8,100       | 8,100       |
| 5   | IVY LEAGUE FASHIONS PVT. LTD.                    | COMMON DIRECTOR   | PURCHASES ( INCL.GST TAX )   | 0           | 49,04,313   |
|     |  |                   | COMPENSATION (INCL. GST TAX) | 2,65,500    | 0           |
| 6   | ELAN REALTORS INDIA PVT. LTD.                    | COMMON DIRECTOR   | COMPENSATION (INCL. GST TAX) | 1,13,490    | 1,13,490    |
| 7   | RAJESH PODDAR                                    | MANAGING DIRECTOR | REMUNERATION                 | 59,40,000   | 0           |
|     |  |                   | PERQUISITES                  | 9,01,605    | 0           |
| 8   | ARYAN PODDAR                                     | DIRECTOR          | REMUNERATION                 | 7,92,000    | 0           |
|     |  |                   | PERQUISITES                  | 7,00,000    | 0           |
| 9   | PUSHPADEVI PODDAR                                | PROMOTERS         | LOAN                         | 1,84,96,658 | 1,84,96,658 |
| 10  | NAV AESTHETICS LLP                               | PROMOTERS         | LOAN                         | 21,00,000   | 21,00,000   |

6. The Company is in the process of determining dues of small scale industries / undertakings exceeding Rs.1 Lac, which bis outstanding for more than 30 days.
7. a] In the opinion of the Board of Directors, the Current Assets, Loans and Advances are of the value stated, if realized in the ordinary course of business.  
b] Balances appearing under the head Sundry Debtors, Sundry Creditors, Loans & Advances, and Deposits are subject to confirmation and reconciliation.

**8. Additional Information :**

| Sr. | Ratio                             | FY 2022-23 | FY 2021-22 | % CHANGE |
|-----|-----------------------------------|------------|------------|----------|
| 1   | Current Ratio:                    | 2.14       | 2.70       | -20.73%  |
| 2   | Debt-Equity Ratio:                | 0.04       | 0.04       | 5.68%    |
| 3   | Net capital turnover ratio:       | 0.51       | 0.66       | -23.39%  |
| 4   | Net profit ratio (%):             | 10.04%     | 11.43%     | -12.16%  |
| 5   | Return on Capital Employed ratio: | 0.13       | 0.12       | 10.78%   |
| 6   | Return on Investment (%) :        | 30.19%     | 29.00%     | 4.10%    |
| 7   | Debt Service Coverage Ratio:      | 3.96       | 3.60       | 10.01%   |
| 8   | Return on Equity Ratio (%) :      | 14.47%     | 14.01%     | 3.32%    |
| 9   | Inventory Turnover Ratio:         | 1.55       | 1.38       | 12.47%   |
| 10  | Trade Receivables turnover Ratio: | 0.34       | 0.36       | -5.38%   |
| 11  | Trade Payables turnover Ratio:    | 0.06       | 0.04       | 53.51%   |
| 12  | Interest Coverage Ratio:          | 7.04       | 8.36       | -15.85%  |
| 13  | Operating Profit Margin Ratio:    | 0.12       | 0.13       | -10.68%  |

Notes :

- ~ There has been significant change in FY 2022-23 over FY 2021-22 due to Increase in Trade Payables.

9. Earnings Per Share (Indian Accounting Standard 33) is calculated as under :

|  | Current Year | Previous Year |
|--|--------------|---------------|
|  | Rs.          | Rs.           |
| Profit / Loss Attributed to Equity Shareholders (in Rs.) |              |               |
| - Including Extra Ordinary Items                         | 2,03,86,308  | 1,78,66,066   |
| - Excluding Extra Ordinary Items                         | -            | -             |
| No. of Equity Shares                                     | 9,00,00,000  | 8,99,91,960   |
| Face value of each Equity Share                          | Rs. 1/-      | Rs. 1/-       |
| Basic and Diluted earnings per Equity Share              |              |               |
| - Including Extra Ordinary Items                         | Rs .0.23     | Rs .0.26      |
| - Excluding Extra Ordinary Items                         | Rs .0.23     | Rs .0.26      |

10. Previous year figures have been regrouped, rearranged wherever necessary, so as to make them comparable with the figures of current year

11. Additional information required under Schedule -III of the Companies Act, 2013.(as certified by the Management ) is as under:

|   |       | CURRENT YEAR | PREVIOUS YEAR |
|---|-------|--------------|---------------|
| <b>a. CAPACITY &amp; PRODUCTION :</b>     |       |              |               |
| Licensed Capacity                         | No.   | 261 looms    | 261 looms     |
| Installed Capacity                        | No.   | 18 looms     | 18 looms      |
| Production (Cloth/Garment) :              |       |              |               |
| Own                                       | Mtrs. | 0            | 0             |
| Jobwork-Grey                              | Mtrs. | 0            | 0             |
| - Doubling                                | Kgs.  | 0            | 0             |
| <b>b. Purchase : Cloth/Garment</b>        | Rs.   | 1,27,34,490  | 2,15,84,386   |
|   | Mtrs. |              |               |
| <b>c. Raw Material Consumed: Yarn</b>     | Rs.   | 13,45,13,826 | 8,41,24,954   |
|   | Kgs.  |              |               |
| <b>d. Income From Operations :</b>        |       |              |               |
| 1 Cloth Sales-Mfd/Trading                 | Rs.   | 19,26,77,366 | 13,39,96,819  |
|   | Mtrs. |              |               |
| 2 Readymade Division (Including showroom) | Rs.   | 16,667       | 28,917        |
|   | Pcs.  |              |               |
| 3 Weaving Charges                         | Rs.   | 43,13,433    | 27,59,406     |
|   | Mtrs. |              |               |
| 4 Job Charges(Doubling)                   | Rs.   | 4,38,135     | 4,38,135      |
|   | Kgs.  |              |               |
| 5 Other Services(Net)                     | Rs.   | 7,07,84,829  | 6,63,23,396   |
| <b>e. Closing Stock :</b>                 |       |              |               |
| Raw Material                              | Rs.   | 1,98,13,242  | 1,87,35,477   |
|   | Kgs.  | 0            | 0             |
| Finished Goods :                          |       |              |               |
| Cloth                                     | Rs.   | 3,62,56,841  | 2,85,45,068   |
|   | Mtrs. | 0            | 0             |
| Readymade Garments                        | Rs.   | 14,66,462    | 14,66,462     |
|   | Pcs.  |              |               |
| <b>f. Opening Stock :</b>                 |       |              |               |
| Raw Material                              | Rs.   | 1,87,35,477  | 1,63,57,585   |
|   | Kgs.  | 80,931       | 0             |
| Finished Goods :                          |       |              |               |
| Cloth/Garments                            | Rs.   | 2,85,45,068  | 4,12,49,485   |
|   | Mtrs. | 3,30,670     | 0             |

|           |   |      | <u>CURRENT YEAR</u> | <u>PREVIOUS YEAR</u> |
|-----------|---|------|---------------------|----------------------|
|           | Readymade Garments                              | Rs.  | 14,66,462           | 14,66,462            |
|           |   | Pcs. | 12,631              | 0                    |
| <b>g.</b> | <b>Consumption of Raw Material :</b>            |      |                     |                      |
|           | Indigenous                                      |      | 13,45,13,826        | 8,41,24,954          |
|           | Percentage                                      |      | 100                 | 100                  |
| <b>h.</b> | <b>Consumption of Stores &amp; Spares</b>       |      |                     |                      |
|           | Indigenous                                      |      | 14,72,673           | 11,59,820            |
|           | Percentage                                      |      | 100                 | 100                  |
| <b>i.</b> | <b>Income / Expenditure in Foreign Currency</b> |      | NIL                 | NIL                  |

**For S.P. Jain & Associates**

Chartered Accountants  
(Firm Reg. No. 103969W)

**Kapil Jain**  
(Partner)  
M.No. 108521

Place: Mumbai.  
Date: 30/05/2023  
UDIN :- 23108521BGVRGD9049

**RAJESH PODDAR**  
DIN NO. 00164011  
Chairman & Managing Director

**DINESH PODDAR**  
DIN NO. 00164182  
Director

**DEVIKA PARMAR**  
Company Secretary

**SULOCHANA DHOLE**  
Chief Financial Officer