



**SHREE
RAJASTHAN SYNTEX LTD.**

Regd. & H.O. : 27-A, First Floor, Meera Nagar,
Housing Board Colony,
Udaipur (Raj.)-313001;
M.No. 9314879380
Email: cs@srsll.in; Website: www.srsll.in
CIN: L24302RJ1979PLC001948
(Mills: Village- Udaipura, Simalwara Road, Dungarpur- 314001)

HO/SRSL/SEC/
23rd August, 2023

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

Ref: **SHREE RAJASTHAN SYNTEX LTD.**

Scrip code:- **503837**

Sub:- **Intimation of 43rd Annual General Meeting (AGM) and submission of Annual Report 2022-23**

Dear Sir / Ma' am,

The 43rd AGM of the Company is scheduled to be held on Friday, 15th September, 2023 at 2.00 P.M. IST through Video Conferencing (VC) /Other Audio Visual Means (OAVM).

We are enclosing herewith Annual Report for the Financial Year 2022-23 including Notice of the 43rd AGM of the Company for your reference and record.

The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 09,2023 to Friday, September 15, 2023 (both days inclusive) for the purpose of AGM.

Kindly take the same on record.

Thanking you,

Yours Sincerely,

For: SHREE RAJASTHAN SYNTEX LTD.

Prinkle
Talesara

Digitally signed by Prinkle Talesara
DN: cn=Prinkle Talesara, o=Shree Rajasthan Syntex Ltd., email=prinkle@shree Rajasthan Syntex Ltd., c=IN
Date: 2023.08.23 14:46:05 +05'30'

**PRINKLE TALESARA
(Company Secretary
And Compliance Officer)**

Encl: As above



ANNUAL REPORT
2022-23



Shree Rajasthan Syntex Ltd.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vikas Ladia (DIN: 00256289)
Managing Director & Chief Executive Officer
 Mr. Anubhav Ladia (DIN: 00168312)
Whole Time Director
 Mr. Narendra Nath Agrawala (DIN: 00168211)
Independent Director
 Mrs. Manju Datta (DIN: 09010395)
Independent Director
 Mr. Sandeep Kumar Jain (DIN: 01116047)
Independent Director

COMPANY SECRETARY &

COMPLIANCE OFFICER

Ms. Prinkle Talesara

CHIEF FINANCIAL OFFICER

Mr. Prahlad Bilochi

STOCK EXCHANGE WHERE COMPANY'S SECURITIES IS LISTED

BSE Limited

REGISTERED & HEAD OFFICE

27-A, First Floor, Meera Nagar, Housing Board Colony,
 Udaipur -313001 (Rajasthan)

WEBSITE

www.srsl.in

CORPORATE IDENTITY NUMBER (CIN)

L24302RJ1979PLC001948

BANKERS

- IDBI Bank Ltd.
- State Bank of India
- Bank of Baroda

REGISTRAR & SHARE TRANSFER AGENT (RTA)

M/s. Mas Services Ltd.
 T-34, 2nd Floor, Okhla Industrial Area,
 Phase II, New Delhi- 110020

STATUTORY AUDITORS

M/s. Doogar & Associates, Chartered Accountants,
 New Delhi

SECRETARIAL AUDITORS

M/s. V. M. & Associates, Company Secretaries, Jaipur

COST AUDITORS

M/s. K.G. Goyal & Co., Cost Accountants, Jaipur

INTERNAL AUDITORS

M/s. K.G. Bhatia & Co., Chartered Accountants,
 Udaipur

BOARD COMMITTEES

Audit Committee

Mr. Narendra Nath Agrawala (Chairman)
 Mrs. Manju Datta
 Mr. Vikas Ladia

Nomination & Remuneration Committee

Mr. Narendra Nath Agrawala (Chairman)
 Mrs. Manju Datta
 Mr. Sandeep Kumar Jain

Stakeholders' Relationship Committee

Mr. Narendra Nath Agrawala (Chairman)
 Mr. Anubhav Ladia
 Mr. Vikas Ladia

Sub Committee

Mr. Anubhav Ladia
 Mr. Narendra Nath Agrawala
 Mr. Vikas Ladia

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NOTICE

NOTICE is hereby given that the **43rd (Forty-Third)** Annual General Meeting (“AGM / Meeting”) of the Members of **Shree Rajasthan Syntex Ltd.** will be held on **15th September, 2023 (Friday) at 2.00 P.M. IST** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Audited Financial Statements

To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Item No. 2 - Appointment of Director Liable To Retire By Rotation

To appoint a Director in place of Mr. Anubhav Ladia (DIN: 00168312), who retires by rotation and, being eligible, seeks re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anubhav Ladia (DIN: 00168312), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

Item No. 3 - Ratification of Remuneration of the Cost Auditors for the financial year ending on 31st March, 2024

To ratify remuneration of the Cost Auditors for the Financial Year ending on 31st March, 2024 and to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit Rules), 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, payable to M/s. K.G. Goyal & Co., Cost Accountants

(Firm Registration No.000017) Jaipur, who were re-appointed by the Board of Directors on the recommendation of the Audit Committee, as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for financial year ending on 31st March, 2024 be and is hereby ratified.

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

Date: August 10, 2023

Place: Udaipur

Registered Office: 27-A, First Floor, Meera

Nagar, Housing Board Colony,

Udaipur - 313001 Rajasthan

By Order of the Board of Directors

For Shree Rajasthan Syntex Ltd.

Sd/-

PrinkleTalesara

(Company Secretary &

Compliance Officer)

Membership No. A60017

NOTES

- I. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (“SEBI Circular”) allowed conducting of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility without the physical presence of members at a common venue. In compliance with these Circulars, provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”), the 43rd AGM of the Company is being conducted through VC/ OAVM facility. The deemed venue for the 43rd AGM shall be the Registered Office of the Company.
- II. The AGM being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to this Notice.
- III. Corporate Members and other non-individual shareholders authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or e-voting during the AGM, are requested to send scanned copy (PDF/JPG) of its Board or governing body Resolution / authority letter, together with attested specimen signature of the duly authorized signatory through email to the Company at cs@srsli.in.
- IV. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to Special Business at Item No. 3 of the accompanying Notice is annexed hereto.
- V. A brief resume of the director proposed to be re-appointed along with other disclosures as stipulated under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings(SS-2), are annexed hereto.

- VI. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 9th September, 2023 to Friday, 15th September, 2023 (both days inclusive) for the purpose of the AGM.
- VII. Copies of the Notice of the 43rd AGM along with the Annual Report for the year 1st April, 2022 to 31st March, 2023, instructions for e-voting and instructions for attending AGM through VC/OAVM, is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s). Members may note that the aforesaid documents will also be available on the Company's website www.srsl.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and NSDL i.e. www.evoting.nsdl.com (the authorised agency for providing voting through electronic means and AGM through VC/OAVM). Company's web-link as mentioned will also be provided in advertisement being published in Financial Express (English edition) and Business Remedies (Hindi edition). Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM and Annual Report may temporarily get themselves registered with RTA by emailing for obtaining the same.
- VIII. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members. Members seeking to inspect such documents can send an e-mail at cs@srsl.in.
- IX. Members seeking any information with regard to Accounts may write to the Company 7 (seven) days before the date of the AGM.
- X. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
- XI. 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 their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
- XII. In accordance with SEBI vide its circular no. SEBI/HO/MIRSD_RTAMB/CIR/P/2020/166 dated 7th September, 2020 all share transfers shall be carried out compulsorily in the dematerialised form with effect from 1st April, 2021. Hence no transfer in physical share are allowed. Further SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 5 the format of which is available on the website of the Company's Registrar and Transfer Agents. It may be noted that any service request can be processed only after the folio is KYC Compliant. Members holding shares in physical form are requested to dematerialise their holdings at the earliest.
- XIII. The Securities and Exchange Board of India ('SEBI') vide its circular dated 3rd November, 2021 read with circular dated 14th December, 2021 and 16th March, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA. For

submission of KYC and nomination please use form ISR1, ISR2 and SH-13 which can be download from website of RTA i.e. www.masserv.com

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents, all folios of such shareholders shall be frozen on or after 1st October, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN;
- ii. Nomination in Form No. SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature.

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details shall be provided to Company/ RTA at cs@srsli.in / investor@masserv.com with digital signature or send the documents at the address of the RTA. The shareholders can download the forms mentioned in SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 from the RTA website i.e www.masserv.com.

- XIV. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company in case the shares are held by them in physical form.
- XV. For receiving all future correspondence (including Annual Report) from the Company electronically In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining Annual Report for FY 2022-23 and login details for e-voting.

Physical Holding	<p>Please send ISR1, SH13 and ISR2 (if signature not matched with RTA record) along with relevant documents to RTA at MAS Services Limited, T-34 2nd floor, Okhla Industrial Area, Phase-II, New Delhi 110020.</p> <p>You can download the form from website of RTA www.masserv.com under download tab.</p>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and other detail as per the process advised by DP.</p>

- XVI. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or its Registrar-Mas Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

- XVII. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the 43rd AGM of the Company through VC / OAVM facility
- XVIII. Voting through electronic means: Remote e-voting and e-voting during AGM

- a. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and MCA Circulars the Company is pleased to provide its members, the facility of remote e-voting and e-voting during AGM in respect of the business to be transacted at the 43rd AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
- b. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance by 8th September, 2023, mentioning their name, demat account number/ folio number, email id, mobile number at cs@srsli.in . The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- c. The Members can login and 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 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, Scrutinizers etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- d. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut- off date) i.e. 8th September, 2023 may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 8th September, 2023.
- e. 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 Act.
- f. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e Friday, 8th September, 2023 may obtain the login ID and password by sending a request at investor@masserv.com.
- g. CS Manoj Maheshwari, FCS 3355, Practicing Company Secretary and failing him, CS Priyanka Agarwal, FCS 11138, Practicing Company Secretary have been appointed as a scrutinizer and alternate scrutinizer respectively, to scrutinize the remote e-voting and e-voting process at the AGM, in a fair and transparent manner.
- h. The remote e-voting facility will be available during the following voting period:
Commencement of remote e-voting: Monday, 11th September, 2023, 9.00a.m. (IST)
End of remote e-voting: Thursday, 14th September, 2023, 5.00 p.m. (IST)
The remote e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

XIX. Instructions for e-voting and joining the AGM are as follows:

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the

purpose of this section of the Notice) and Regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of 43rd AGM through electronic voting system, to members holding shares as on Friday, 8th September, 2023, being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-AGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>1. 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: https://eservices.nsdl.com 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirect_Reg.jsp</p>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

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

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

4. Your User ID details are given below:

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

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

- a. If you are already registered for e- Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial

password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

d) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

e) Now, you will have to click on "Login" button.

f) After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vmanda@gmail.com / cs@srsi.in with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in or to our RTA at investor@masserv.com

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

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

THE INSTRUCTIONS FOR MEMBERS FOR E- VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e- Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING/ JOINING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@srsi.in. The same will be replied by the company suitably.

GENERAL INFORMATION

1. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present through VC / OAVM at the AGM but have not cast their votes by availing the remote e-voting facility.
2. The Scrutinizer shall, submit not later than two working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
3. The Resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the Resolution(s).
4. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website-www.srsi.in and on the website of NSDL immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
5. In case you have any queries or issues regarding e-voting before the AGM, e-voting during the AGM and joining the AGM through VC/OAVM, Members may contact Mr. Amit Vishal, Assistant Vice President, NSDL, Tradeworld, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, East Mumbai 400013. Email: evoting@nsdl.co.in Tel: 1800-1020-990 and 1800 22 44 30. Further, Members may also contact with Mr. NC Pal, Manager, Mas Services Limited, RTA of the Company at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020. Phone No.011-26387281/82/83, e-mail:- info@masserv.com. Members may also write to the Company at cs@srsi.in .

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’), given hereunder sets out material facts relating to the special business mentioned at Item No. 3 of the accompanying Notice dated 10th August, 2023.

Item No. 3

The Board in its meeting held on 27th May, 2023, on the basis of recommendation of the Audit Committee, has approved the re-appointment and recommended remuneration of Cost Auditor, M/s. K. G. Goyal & Co., Cost Accountants (Firm Registration No.000017) Jaipur to conduct the audit of the cost records maintained by the Company for financial year ending on 31st March, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rule 14 of The Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors amounting to Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable taxes and reimbursement of traveling and out of pocket expenses (at actuals) incurred for the purpose of audit, as recommended by the Audit Committee and approved by the Board of Directors, is subject to the ratification by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on 31st March, 2024.

None of the Directors or Key Managerial Personnel of the Company or their relatives 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 Ordinary Resolution set out at Item no. 3 of the Notice for approval by the members.

ANNEXURE

DETAILS / PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT AS PER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 of SECRETARIAL STANDARD ON GENERAL MEETINGS (“SS-2”)

S. No.	Particulars	Details
1.	Name of the Director	Mr. Anubhav Ladia , Whole Time Director, (“WTD”)
2.	DIN	00168312
3.	Date of Birth	11.01.1977
4.	Age	46 years
5.	Qualifications	B.Com (H), FCA
6.	Brief Profile	Mr. Anubhav Ladia, aged 46 years has completed his CA from ICAI, New Delhi and Articleship from M/s. S.R. Batliboi & Co., New Delhi. He is currently a Whole Time Director of the Company. He joined the Company as Special Executive. Currently, he is working as a Whole Time Director of the Company and looking after the financial and commercial aspects of the Company.

7.	Experience (including expertise in specific functional areas) / Brief Resume	He is a Chartered Accountant having sound experience in finance field. He is presently located at the Head Office, as in-charge of financial and commercial aspects of the Company and has an overall experience of 21 years in the textile industry
8.	Terms and Conditions of Appointment / Re- appointment	As per existing terms of appointment approved by the shareholders in 42 nd AGM held on 09 th September, 2022
9.	Remuneration last drawn (including sitting fees, if any)	Rs. 37,33,133 p.a.
10.	Remuneration proposed to be paid	As per existing terms of appointment approved by the shareholders in 42 nd AGM held on 09 th September, 2022
11.	Date of first appointment on the Board	1 st September, 2005
12.	Shareholding in the Company	2,91,882
13.	Relationship with other Directors / Key Managerial Personnel	Mr. Anubhav Ladia, Brother of Mr. Vikas Ladia (Managing Director and Chief Executive Officer of the Company)
14.	Number of the meetings of the Board attended during the year	6
15.	Directorship of other Boards	SRSL Securities Ltd. Divine Fibres Pvt. Ltd. PBS Marketing Pvt. Ltd. Shree Shyam Distributors & Marketing Pvt. Ltd.
16.	Membership / Chairmanship of Committee of other Boards	NIL
17.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL

Date: August 10, 2023
Place: Udaipur
Registered Office: 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan

By Order of the Board of Directors
For Shree Rajasthan Syntex Ltd.
Sd/-
Prinkle Talesara
(Company Secretary & Compliance Officer)
Membership No. A60017

BOARD'S REPORT

To

The Members,

Your Directors have pleasure in presenting the 43rd Annual Report on the business and operations of the Company along with the Audited Financial Statements for the financial year ended on 31st March, 2023.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

The Company's financial summary and highlights are summarized below:-

(Rs. in Lakhs)

Particulars	Financial Year	
	31 st March, 2023	31 st March, 2022
Revenue from operations	5,164	5,078
Other Income	114	17
Total Revenue (A)	5,278	5,095
Expenses:-		
Cost of materials consumed	822	1,102
Purchase of Stock-in-trade	1,003	715
Changes in inventories of finished goods, Work in progress and stock-in-trade	60	33
Employees benefit expenses	1,070	1,152
Finance Costs	2,129	2,771
Depreciation and Amortization expenses	2,037	437
Other Expenses	2,466	2,527
Total Expenses (B)	9,587	8,737
Profit/(loss) before exceptional items and tax (A) - (B)	(4,309)	(3,642)
Exceptional items (gain)	(13)	-
Profit / (Loss) before tax	(4,322)	(3,642)
Less : Tax expense	7	-
Profit / (Loss) for the period	(4,329)	(3,642)
Other comprehensive Income (Net of Tax)	(13)	6
Total Comprehensive Income for the period (Comprising profit after tax and other comprehensive income after tax for the period)	(4,342)	(3,636)

2. FINANCIAL PERFORMANCE

During the year under review, the Company's operations continued to be affected due to the impact of high power cost and non-availability of working capital for operations resulting in lower capacity utilisation and constrained margins due to operations on Job work basis. The Syntex and Polycot Division continued to remain shut during the complete financial year. Furthermore, the Company has not been able to undertake necessary regular capital expenditure as per industry norms for proper maintenance and upkeep of plant and equipment due to paucity of funds. During the year under review the Company had a downfall in its profitability. There was a loss during the year amounting to Rs. 4,329 Lakhs as compared to loss of Rs. 3,642 Lakhs in previous year. The total revenue of the company was Rs. 5,278 Lakhs as compared to Rs. 5,095 Lakhs of previous year. Further there is no change in the nature of business in the Financial Year 2022-23.

Your Directors and Management along with the entire team is taking all possible action to ensure that we are able to sustain our financial productivity and business operational developments inspite of all adverse external conditions and competition.

3. STATE OF THE COMPANY'S AFFAIR

The business operations of the company during the year under review continues to be adversely affected. The Company produced 5011.92 M.T. of yarn valuing Rs. 5103.54 Lakhs during the period under review as against 5824.76 M.T. of yarn valuing Rs. 5044.56 Lakhs produced during the last year. During the year, there were no exports. The state of Company's affairs and performance of the Company is analyzed in detail in the Management

Discussions and Analysis Report annexed to this report as Annexure-5.

4. DIVIDEND

In view of Losses in the current year, your Directors are unable to recommend any dividend for the year under review.

5. TRANSFER TO RESERVES

No amount is proposed to be transferred to the Reserves for the year under review.

6. UNPAID / UNCLAIMED DIVIDEND

The details of unpaid / unclaimed dividend and their respective shares transferred by the Company to IEPF are available at the website of the Company at [List of shareholders -IEPF](#) and [List of shareholders – Dividend](#)

7. FIXED DEPOSITS

Your Company has not accepted any fresh Unsecured Fixed Deposits from its members during the financial year 2022-23. The Fixed Deposits which have been taken earlier have been duly paid as and when they were matured.

1. The details relating to deposits, covered under Chapter V of the Companies Act, 2013 (“the Act”) are as under:-

- | | | |
|---|---|-----|
| a) accepted during the year | : | Nil |
| b) remained unpaid or unclaimed as at the end of the year | : | Nil |
| c) whether there has been any default in repayment of the deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved | | |
| i. at the beginning of the year | : | Nil |
| ii. maximum during the year | : | Nil |
| iii. at the end of the year | : | Nil |

2. There are no deposits which are in non - compliance with the requirements of Chapter V of the Act.

8. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of loans or investments covered under Section 186 of the Act along with the purpose for which the loan or security is proposed to be utilized by the recipient of the loan or security, are provided in Notes to the Financial Statements. Please refer note 6 and 14 to the Financial Statement. Further, no guarantees have been given by the Company.

9. CHANGE IN THE DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) Directors

In accordance with the provisions of Section 152(6) of the Act read with the rules made thereunder and the Company's Articles of Association, Mr. Vikas Ladia (DIN: 00256289) was re-appointed as director retire by rotation at the 42nd AGM.

Mr. Anubhav Ladia (DIN:00168312) is liable to retire by rotation at 43rd AGM and being eligible, seeks re-appointment. The Board recommends his re-appointment.

Further, there is no change in the Board of Directors.

(B) Key Managerial Personnel (KMP)

There is no change in Key Managerial Personnel for financial year 2022-23.

10. MEETINGS OF THE BOARD

The Board of Directors met six times during the financial year 2022-23, i.e. 11th April, 2022, 7th May, 2022, 25th May, 2022, 2nd August, 2022, 11th November, 2022 and 3rd February, 2023. Frequency and quorum at these meetings and the intervening gap between any two meetings were in conformity with the provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing

Regulations”) and Secretarial Standards issued by The Institute of Company Secretaries of India (“Secretarial Standards”). The Secretarial Standards are adhered to by the Company. For further details, please refer report on Corporate Governance annexed to this report as Annexure-6.

11. COMMITTEES OF BOARD OF DIRECTORS

As on 31st March, 2023, the Board have 4 Committees, namely, the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders’ Relationship Committee and the Sub-Committee. A detailed note on the Composition of the Board and its Committees and other relevant details are provided in the report on Corporate Governance annexed to this report as Annexure-6.

12. FORMAL ANNUAL EVALUATION

The evaluation / assessment of the Directors and KMPs of the Company is to be conducted on an annual basis to satisfy the requirements of the Act and Listing Regulations. The Company is having a Policy for performance evaluation of Independent Directors, Board, Committees and other Individual Directors which includes criteria for their performance evaluation. The said criteria provide certain parameters like Attendance, Availability, Time spent, Preparedness, Active participation, Analysis, Objective discussions, Probing and testing assumptions, Industry and Business knowledge, Functional expertise, Corporate Governance, Development of Strategy and Long Term Plans, Inputs in strength area, Director’s obligation and discharge of responsibilities, Quality and value of contributions and Relationship with other Board Members etc. which is in compliance with applicable laws, regulations and guidelines.

During the year under review, a separate mechanism was carried out by the Board, internally at the time of meeting itself, for formal annual evaluation of its own performance and that of its Committee and individual directors, including the Chairman of the Board, on parameters as mentioned above. Performance evaluation of Independent Directors was carried out by the entire Board and of all the Directors individually was also carried out by Nomination and Remuneration Committee in their meeting. Performance evaluation of the Chairman and non-independent directors was also carried out in the Meeting of Independent Directors separately.

13. NOMINATION AND REMUNERATION POLICY

The Company’s policy on directors’ appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters, etc. is available on the website of the Company at [Nomination and Remuneration Policy](#).

The policy briefly includes:-

1. Appointment/re-appointment Criteria and Qualifications of Director, KMPs, SMPs and other employees as may be decided by the Board of Directors
2. Term / Tenure of Director, KMPs, SMPs
3. Criteria for evaluation
4. Removal and Retirement of Directors, KMPs, SMPs
5. Provisions relating to remuneration of Director, KMPs, SMPs

There is no change in the Policy during the Financial Year 2022-2023.

14. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Regulation 16 (b) of Listing Regulations, compliance of code of conduct as per Schedule IV of the Act and the Independent Directors are independent of the management. As mandated by the Ministry of Corporate Affairs, they have also completed their registration on the databank of Independent Directors created by MCA and Indian Institute of Corporate Affairs. Mr. Narendra Nath Agrawala is exempted from passing Online Proficiency Self-Assessment Test and Mr. Sandeep Kumar Jain and Mrs. Manju Datta have cleared Online Proficiency Self-Assessment Test for Independent Director’s Databank conducted by The Indian Institute of Corporate Affairs.

15. AUDITORS AND AUDIT REPORTS

I. Statutory Auditors and Audit Report

M/s. Doogar & Associates, Chartered Accountants (Firm Registration No.000561N), New Delhi were appointed as the Statutory Auditors of the Company to hold office for second term of five years from the conclusion of the 42nd AGM of the Company held on 9th September, 2022, till the conclusion of the 47th AGM to be held in calendar year 2027.

As required under the provisions of Section 139(1) of the Companies Act, 2013, the company has obtained a written certificate from the above mentioned Auditor to the effect that they confirm with the limits specified in the said Section and they have also given their peer review certificate and eligibility certificate stating that they are not disqualified within the meaning of Section 141 of the Companies Act, 2013.

The Audit Report on the Financial Statements for the financial year 2022-23 does not contain any qualifications, reservations or adverse remarks. The observations made by the Auditors are self explanatory and have been dealt with, in Independent Audit Report. The Notes to Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

II. Cost Auditors and Cost Audit Report

In terms of Section 148 of the Act read with rule 3 of the Companies (Cost Records and Audit) Rules, 2014 the Company is required to maintain cost records for Textile business. The accounts and records are made and maintained accordingly by the Company.

M/s. K.G. Goyal & Co., Cost Accountants, (Firm Registration No.000017), Jaipur were appointed as Cost Auditors of the Company for conducting the Audit of cost records maintained by the Company for the financial year 2022-23. The Cost Audit Report for the financial year 2022-23 does not contain any qualification, reservation or adverse remark.

Further, the Board of Directors has approved the re-appointment of M/s. K.G. Goyal & Co., Cost Accountants (Firm Registration No.000017), Jaipur as Cost Auditors for conducting the Audit of the cost records maintained by the Company for the financial year 2023-24. The remuneration proposed to be paid to them requires ratification by the shareholders of the Company in this AGM. In view of this, the Board of Directors recommends a remuneration of Rs. 30,000/- (Rupees Thirty Thousand Only) plus applicable GST and reimbursement of traveling expenses and out of pocket expenses (at actual) to the Cost Auditors to be ratified by the shareholders at the 43rd AGM.

III. Secretarial Auditors and Secretarial Audit Report

M/s. V. M. & Associates, Company Secretaries (Firm Registration No. P1984RJ039200), Jaipur were appointed as Secretarial Auditors of the Company for conducting the Secretarial Audit for the financial year 2022-23. The Secretarial Audit Report for the financial year 2022-23, in form MR-3, containing the observations, are mentioned herein below: -

The Company maintains a Structured Digital Database but details of unpublished price sensitive information shared with the Statutory Auditors was initially not captured in it: The Management has the necessary software and has been now ensuring the required compliance.

The Secretarial Audit Report for the financial year 2022-23, in form MR-3, is annexed to this report as Annexure-1. Further, the Company has undertaken an audit for the financial year 2022-23 under Regulation 24A of Listing Regulations. The Annual Secretarial Compliance Report has been submitted to the stock exchange within prescribed timelines for the financial year 2022-23.

Further, the Board of Directors has approved the re-appointment of M/s. V. M. & Associates, Company Secretaries (Firm Registration No. P1984RJ039200), Jaipur as Secretarial Auditors for conducting the Secretarial Audit of the Company for the financial year 2023-24.

IV. Internal Auditors and Internal Audit Report

M/s. K.G. Bhatia & Co., Chartered Accountants (Firm Registration No. 010370C), Udaipur were appointed as Internal Auditors of the Company for conducting Internal Audit for the financial year 2022-23. The Internal Audit Reports were received quarterly by the Company and the same were reviewed by the Audit Committee and Board of Directors for each quarter. Further, the Board of Directors has approved the re-appointment of M/s. K.G. Bhatia & Co., Chartered Accountants (Firm Registration No.-010370C), Udaipur as Internal Auditors for conducting the Internal Audit of the Company for the financial year 2023-24.

16. REPORTING OF FRAUDS BY AUDITORS

During the period under review, neither the internal auditors nor statutory auditors nor the secretarial auditors nor cost auditors reported to the Audit Committee, under section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

17. RISK MANAGEMENT POLICY

The Company operates in conditions where economic, environment and social risk are inherent to its businesses. In managing risk, it is the Company's practice to take advantage of potential opportunities while managing potential adverse effects. In line with Listing Regulations and as per the requirement of Section 134(3)(n) of the Act read with the rules made thereunder, as amended, the Board has already framed a comprehensive Risk Management Policy to oversee the mitigation plan including identification of element of risk, for the risk faced by the company, which in the opinion of the Board may threaten the existence of the Company. The object of the policy is to make an effective risk management system to ensure the long term viability of the company's business operations. During the year under review, the same was reviewed half yearly by Audit Committee of the Company. The risk management plan comprised of the following 5 steps :

1. Identification of risk
2. Defining the risk in detail
3. Analyzing the risk
4. Evaluating various aspects linked to the risk
5. Treatment of risk

18. WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism of reporting illegal or unethical behaviour. The Company has a whistle blower policy wherein the directors and employees are free to report violations of law, rules, regulations or unethical conduct, actual or suspected fraud to their immediate supervisor or provide direct access to the Chairman of the Audit Committee in exceptional cases or such other persons as may be notified by the Board. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. The Whistle Blower Policy of the Company is also available on the website of the Company at [Whistle Blower Policy](#). During the year, no whistle blower event was reported and the mechanism is functioning well. Further, no personnel has been denied access to the Audit Committee. The details of the whistle blower policy/vigil mechanism is given in the report on Corporate Governance annexed to this report as Annexure-6.

19. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Company has constituted Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for reporting and conducting inquiry into the complaints made by the victim on the harassment at the work place. The following is a summary of Sexual Harassment Complaints received and disposed off during the financial year 2022-23 :-

- a) Number of Complaints pending at the beginning of the year : **NIL**
- b) Number of Complaints received during the year : **NIL**
- c) Number of Complaints disposed off during the year : **NA**
- d) Number of Complaints pending at the end of the year : **NIL**

The above details of Sexual Harassment Complaints received and disposed off during the financial year 2022-23 is also given in the report on Corporate Governance annexed to this report as Annexure-6.

20. SOCIAL OBLIGATIONS

The provisions of Section 135 of the Act relating to Corporate Social Responsibility are not applicable on the Company. However, the Company has generally taken corporate social responsibility initiatives. The Company made efforts for the betterment and upliftment of the living standards of Scheduled Castes and Scheduled Tribes dwelling in the adjoining areas of Dungarpur by providing them training and employment.

21. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Company has placed a copy of the Annual Return as on 31st March, 2023 on the Company's website on [Annual Return 2022-23](#)

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Contracts/ arrangements/ transactions that were entered by the Company during the financial year 2022-23 are done on Arm's length basis. Disclosure of particulars of contract/arrangements entered into by the company with Related Parties referred to in sub-section (1) of section 188 of the Act (in Form No. AOC -2) is annexed to this report as Annexure-2. The related party transaction policy is available on the website of the company at the link [Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions](#)

23. PARTICULARS OF THE EMPLOYEES

Pursuant to Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a detailed statement is annexed to this report as Annexure-3.

Further, with respect to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the names of the top ten employees in terms of remuneration drawn is listed below :

Sl. No	Name of the Employee	Designation of the Employee	Remuneration received (Rs.)	Nature of employment whether contractual or otherwise	Qualifications and experience of the employee	Date of Commencement of employment	The age of such employees (years) as on 31 st March 2023	The last employment held by such employee before joining the company	The % of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above
1.	Mr. Vikas Ladia	Managing Director and Chief Executive Officer	57,52,546	Contractual	Technical Computer Engineering from Manipal Institute of Technology, Manipal Exp- 28Years	26/09/1997	49 Years	-	3.83%

2.	Mr. Anubhav Ladia	Whole Time Director	37,33,133	Contractual	e) Com (H), FCA Exp- 21 Years	01/09/2005	46 Years	-	2.13%
3.	Mr. Suresh Chandra Joshi	Vice President (PA & IR)	12,55,800	Permanent	M.A. (Economics), P.G. Diploma in Labour Law, Labour Welfare and Personnel Management & L.L.B. Exp.- 36 years	18/06/2015	61 Years	RSWM Ltd.	0.00
4.	Mr. Raj Kumar Mahasani	Vice President (Marketing)	9,63,582	Permanent	M.A. & P.G. Diploma in Sales & Marketing Exp.- 33 years	22/01/1990	59 Years	-	0.00
5.	Mr. Sanjay Kulshrestha	Vice President (Technical)	10,43,788	Permanent	Diploma in Textile Technology Exp.- 26 years	01/07/2021	59Years	Siddartha Super Spinning Mill	0.00
6.	Mr. Kameshwar Roy	Chief Engineer	7,24,550	Permanent	Polytechnic Diploma in Mechanical Exp.- 35 years	01/08/2011	57 Years	Punsumi India Ltd. Bhiwadi	0.00
7.	Mr. Prahlad Bilochi	CFO-AVP (Accounts)	7,35,328	Permanent	B.Com Exp.- 37 Years	08/10/1986	58 Years	-	0.00
8.	Mr. Narayan Lal Malpani	G.M.(Materials)	6,40,800	Permanent	B.Com Exp.- 40 Years	26/06/2017	62 years	Shayona Cement Corp, Malavi (Central Africa)	0.00
9.	Mrs. Monika Ladia #	Special Executive	6,98,880	Permanent	B.E. (Chemical) From Sikkim Manipal University Exp- 25 Years	01/04/1998	50 Years	-	0.12
10.	Mr. Sunil Thapliyal	Sr. Manager -R & D	4,68,620		MSC, Deploma in Textile Exp.- 42 Years	01/11/2011	64 years	Shayona Cement Corp, Malavi (Central Africa)	0.00

*None of the aforesaid employee (except Mrs. Monika Ladia) is a relative of any director or manager of the Company.

Mrs. Monika Ladia is wife of Mr. Vikas Ladia (Managing Director and CEO) and Sister-in-Law of Mr. Anubhav Ladia (Whole Time Director) of the company.

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

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations.

Pursuant to Section 134 (3)(m) of the Act read with rule 8(3) of The Companies (Accounts) Rules, 2014, relevant details of conservation of energy, technology absorption and foreign exchange earnings and outgo are annexed to this report as Annexure -4.

25. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulations, the operations of the company are reviewed in detail in the Management Discussion and Analysis Report which is annexed to this report as Annexure -5.

26. CORPORATE GOVERNANCE

Your Company is compliant with the norms on Corporate Governance as provided in the Listing Regulations. The Report on Corporate Governance for financial year 2022-23 is annexed to this report as Annexure -6 along-with the certificate on compliance of conditions of corporate governance issued by M/s. Doogar & Associates, Statutory Auditor.

27. DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

Pursuant to clause 5A to para A of part A of schedule III of Regulation 30A (2) of Listing Regulations, no agreements have been entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the company among themselves or with the company or with a third party, solely or jointly, which, either directly or indirectly or potentially would impact the management or control of the company or impose any restriction or create any liability upon the company. Further no such agreements have been entered into by the company in the normal course of business which would directly or indirectly or potentially would impact the management or control the company.

28. OTHER COMPLIANCES

28.1 Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report: Bank of Baroda had filed an application under section 7 of Insolvency and Bankruptcy Code, 2016 and the same was intimated to the Company on 4th May, 2022. The Company has filed an application under Pre-Packaged Insolvency Resolution Process ("PPIRP") Scheme of Government of India notified vide Notification dated 4th April, 2021, submitting a Resolution Plan for revival of operations. Consequently, Company Petition No. CP No. (IBPP)-01/54C/JPR/2022, filed under section 54C of the Insolvency and Bankruptcy Code, 2016 for seeking initiation of PPIRP was admitted by Hon'ble Adjudicating Authority i.e NCLT, Jaipur Bench on 19/04/2023 which was received by the Company on 25/04/2023. Mr Lekhraj Bajaj, IP Registration No. IBBI/IPA-002/1P-N00039/2016-2017/10078 was appointed as the Resolution Professional of the Company by the Hon'ble NCLT, Jaipur. The Company has submitted a detailed Resolution Plan before the Committee of Creditors for consideration and approval.

28.2 Significant and material orders: Vide Order Dated 19th April, 2023 of National Company Law Tribunal, Jaipur, the Pre- Packaged Insolvency Resolution Process has been initiated. Also please refer note 40 to the Financial Statements.

28.3 Details in respect of adequacy of internal financial controls: For detailed discussion with reference to adequacy of internal financial controls, please refer to Management Discussion and Analysis Report annexed to this report as Annexure-5.

28.4 Disclosure of Accounting Treatment in preparation of Financial Statements: The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS). The Ind AS are prescribed under section 133 of the Act, read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accounting Policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a

change in the accounting policy hitherto in use.

28.5 Details of Subsidiary/ Joint Ventures / Associate Companies / and its Performance: Your company has no Subsidiary / Joint Ventures / Associate Companies.

29. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:-

- i.) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii.) 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;
- iii.) 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;
- iv.) the directors had prepared the annual accounts on a going concern basis;
- v.) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi.) 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.

30. Secretarial Standards

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

31. APPLICATION TO INITIATE CORPORATE INSOLVENCY RESOLUTION PROCESS UNDER SECTION 7 OF THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)-

Bank of Baroda, a financial creditor, had filed an application under Section 7 of Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal – Jaipur Bench ("NCLT, Jaipur") alleging default in payment of their Bank Loans and the same was intimated to the Company on 4th May, 2022. The application has been rejected vide Order No. C.P. NO. (IB)- 28/7/JPR/2022 dated 19th April, 2023 by Honorable NCLT, Jaipur in light of initiating PPIRP under Section 54C of IBC, 2016.

32. OTHER DISCLOSURES

Other disclosures with respect to Board's Report as required under the Act and the Rules notified thereunder are either NIL or NOT APPLICABLE.

33. ACKNOWLEDGMENT

Your Directors wish to take this opportunity to place on record their gratitude and sincere appreciation for the timely and valuable assistance and support received from Bankers, Auditors, Customers, Suppliers, Share Transfer Agent and Regulatory Authorities and other stakeholders of the Company.

The Directors place on record their deep appreciation of the dedication of your Company's employees at all levels and look forward to their continued support in the future as well. Your Directors are thankful to the shareholders for their continued patronage.

**For and on behalf of the Board of Directors
For Shree Rajasthan Syntex Ltd.**

Date	: August 10, 2023	Sd/-	Sd/-
Place	: Udaipur	Vikas Ladia	Anubhav Ladia
Registered Office	: 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001 Rajasthan	(Managing Director and Chief Executive Officer) DIN: 00256289	(Whole Time Director) DIN: 00168312

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,
Shree Rajasthan Syntex Ltd.
27-A, First Floor, Meera Nagar,
Housing Board Colony,
Udaipur – 313001 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shree Rajasthan Syntex Ltd.**(hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations, 2018(**Not applicable to the Company during the Audit Period**);

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

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

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. *Further, the Company is maintaining a Structured Digital Database ("SDD") as per Regulation 3(5) and 3(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, but initially did not capture the details of unpublished price sensitive information shared with the Auditors of the Company.*

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. Further, independent directors were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

We further report that during the audit period the company has undertaken the following events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

1. Duly passed the resolution for filing an application to initiate Pre-Packaged Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 through postal ballot dated 10th June, 2022;
2. Filed an application with the National Company Law Tribunal, Jaipur Bench for initiating the Pre-Packaged Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016; and
3. Duly passed the resolution under section 180(1)(a) of the Companies Act, 2013 read with its applicable rules, as amended to authorize the Board of Directors to sell, transfer and/or dispose of the whole or substantially the whole of the undertaking for a value not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crore only).

Place: Jaipur

Date: May 27, 2023

UDIN: F003355E000396321

For V. M. & Associates

Company Secretaries

(ICSI Unique Code P1984RJ039200)

PR 581 / 2019

Sd/-

CS Manoj Maheshwari

Partner

Membership No.: FCS 3355

C P No.: 1971

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

Annexure A

To,
The Members
Shree Rajasthan Syntex Ltd.
27-A, First Floor, Meera Nagar,
Housing Board Colony,
Udaipur – 313001 (Rajasthan)

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

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

Place: Jaipur
Date: May 27, 2023
UDIN: F003355E000396321

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 581 / 2019
Sd/-
CS Manoj Maheshwari
Partner
Membership No.: FCS 3355
C P No.: 1971

ANNEXURE- 2

Form No. AOC- 2

CONTRACTS & ARRANGEMENTS WITH THE RELATED PARTIES

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

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:

There were no contracts or arrangements or transactions entered into by the company during the financial year ended 31st March, 2023 which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Particulars	Details
Name(s) of the related party	Vinod Kumar Ladia
Nature of Relationship	Relative of Directors of the Company Mr. Vinod Kumar Ladia is father of Mr. Vikas Ladia and Mr. Anubhav Ladia
Nature of contracts/ arrangements/ transactions	Such related party's appointment to any office or place of profit in the company
Duration of the contracts / arrangements / transactions	Regular
Salient terms of the contracts or arrangements or transactions including the value, if any	Mr. Vinod Kumar Ladia has been appointed as Chairman Emeritus as being the founding member of the Company and on the basis of his vast experience, knowledge and wisdom in the Textile Industry at an Honorarium of Rs. 1 Lakh per month along with Other Facilities not exceeding Rs. 1.25 Lakh per month
Date(s) of approval by the Board	August 12, 2021
Amount paid as advances, if any	NIL

**For and on behalf of the Board of Directors
For Shree Rajasthan Syntex Ltd.**

Date : August 10, 2023
Place : Udaipur
Registered Office : 27-A, First Floor, Meera Nagar,
Housing Board Colony,
Udaipur - 313001
Rajasthan

Sd/-	Sd/-
Vikas Ladia	Anubhav Ladia
(Managing Director and Chief Executive Officer)	(Whole Time Director)
DIN: 00256289	DIN: 00168312

ANNEXURE- 3

DISCLOSURE ON THE REMUNERATION OF THE MANAGERIAL PERSONNEL

Details under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ended 31st March, 2023.

i. the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year -

Directors-

1. Mr. Vikas Ladia (MD & CEO)	:	24.95 : 1
2. Mr. Anubhav Ladia (WTD)	:	18.87 : 1

**Other Directors receive Sitting Fees only*

ii. the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;-

1) Mr. Vikas Ladia (MD & CEO)	:	0.00
2) Mr. Anubhav Ladia (WTD)	:	0.00
3) Mr. Prahlad Bilochi (CFO)	:	0.00
4) Ms. Prinkle Talesara (CS)	:	0.00

**Other Directors receives Sitting Fees only*

iii. the percentage increase in the median remuneration of employees in the financial year : 0%

iv. the number of permanent employees on the rolls of Company : 244

v. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

-Average increase in the remuneration of all employees excluding KMPs : 1.27%

-Average increase in the remuneration of KMPs: 0%

-Justification: *KMP salary increments are decided based on the Company's performance, individual performance, inflation, prevailing industry trends and benchmarks.*

It is be and hereby affirmed that the remuneration is as per the remuneration policy of the Company.

Note: Employee data as on 31.03.2023 has been taken for consideration for the purpose of calculation.

**For and on behalf of the Board of Directors
For Shree Rajasthan Syntex Ltd.**

Date	: August 10, 2023	Sd/-	Sd/-
Place	: Udaipur	Vikas Ladia	Anubhav Ladia
Registered Office	: 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001 Rajasthan	(Managing Director and Chief Executive Officer)	(Whole Time Director)
		DIN: 00256289	DIN: 00168312

ANNEXURE- 4

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

A. CONSERVATION OF ENERGY

(i) the steps taken or impact on conservation of energy; In order to conserve energy, the company has taken various steps for efficient consumption of energy like use of synthetic tapes, light weight bobbins, soft starters, energy efficient motors, energy saving spindles etc.

(ii) the steps taken by the company for utilising alternate sources of energy; The Company is exploring renewal resources like bio fuel and is in active discussion with experts to start the Thermal Plant on such fuel.

(iii) the capital investment on energy conservation equipments; The Company has in the past made substantial investment on energy conservation while procurement of its equipments to ensure that the most effective energy cost is charged to the company. However, no such investment was made during the year.

B. TECHNOLOGY ABSORPTION

i. the efforts made towards technology absorption; Company has absorbed the technique of cleaning the yarn electronically and that of Splicing instead of knotting in finishing department. It has adopted sturdy drafting in speed frame and also replaced open type Flyers with closed type for achievement of higher speed in existing speed frames.

ii. the benefits derived like product improvement, cost reduction, product development or import substitution as result of the above: Company achieved higher productivity and improved yarn quality.

iii. In case of imported technology (imported during last 3 years reckoned from the beginning of the financial years) :
N/A

iv. Expenditure on R & D:

		(Rs. in Lakhs)
1. Capital	:	0.00
2. Recurring	:	11.48
3. Total	:	11.48
4. Total R & D Expenditure as a % of total turnover	:	0.22 %

C. FOREIGN EXCHANGE EARNINGS & OUTGO.

The Company has not made any exports during the year.

Particulars	2022-23 (Rs. in Lakhs)	2021-22 (Rs. in Lakhs)
1. Total foreign exchange used	0.00	0.00
2. Total foreign exchange earned	0.00	0.00

**For and on behalf of the Board of Directors
For Shree Rajasthan Syntex Ltd.**

Date : August 10, 2023
Place : Udaipur
Registered Office : 27-A, First Floor, Meera Nagar,
Housing Board Colony,
Udaipur - 313001
Rajasthan

Sd/-
Vikas Ladia
(Managing Director and
Chief Executive Officer)
DIN: 00256289

Sd/-
Anubhav Ladia
(Whole Time Director)
DIN: 00168312

ANNEXURE- 5

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The management of Shree Rajasthan Syntex Ltd. is presenting the Management Discussion and Analysis Report covering the operations and financial performance of the Company for the financial year 2022-23. The core business of the Company is manufacturing and marketing of synthetic blended yarn, cotton yarn and polypropylene multifilament yarn.

➤ **BUSINESS OVERVIEW**

The Company is one of the important players in man made fibre spinning with following capacity:

Units	Location	Products	Capacity
Syntex - Division	Simalwara Road Dungarpur	Synthetic Yarn	27,744 SPINDLES
Texchem - Division	Simalwara Road Dungarpur	(i) Synthetic Yarn (ii) Polypropylene Multi filament Yarn	31,488 SPINDLES 2,000 TPA
Polycot - Division	Simalwara Road Dungarpur	Cotton yarn	18,048 SPINDLES

➤ **INDUSTRY STRUCTURE AND DEVELOPMENTS**

1. The textile industry is one of the most significant industries for the Indian economy. The industry is one of the largest employers in India, employing more than 45 million people directly and 60 million people indirectly.
2. Due to its fragmented nature, the textile industry employs more in the unorganized sector especially in the rural areas and hence, it is of vital importance.
3. The textile industry can be segmented into Natural Fibres and Man Made Fibres (MMFs) based on the use of basic raw material, cotton or crude derivative respectively. Among the various MMF product in the synthetic and cellulosic segments, polyester and viscose forms about 80% of total domestic consumption. Globally man-made fibres is the most dominantly consumed textile fibre.
4. While the industry would face stiff competition from established players in the sector - China, Taiwan, South Korea, etc., increasing labour and manufacturing costs in these countries would give ample opportunities for Indian players. The Indian industry could attract global investments to produce high value-added MMF.
5. The yarn sector is witnessing a change in demand trend. Increasing popularity of synthetic textiles in India – in line with global trend – is expected to create structural changes in Indian yarn industry, which is dominated by cotton textiles.
6. Realizing the importance of the textile industry to the Indian economy, the government undertakes various measures through multiple governing bodies viz. Ministry of Textile, Ministry of Finance, Ministry of Rural Development, and Ministry of Human Resource Development. The government has allowed 100% FDI under the automatic route in the textile and clothing sector.
7. The National Technical Textiles Mission was proposed in the Union Budget for 2020 -21. It will be active till 2023 – 24 with an estimated expense of Rs 1480 crore for the betterment of the textile industry.
8. The Sustainable Textiles for Sustainable Development (SusTex) project by the United Nations Climate Change entity enhances the employment and working circumstances of textile artisans while promoting the sustainable production and use of environment friendly textiles.
9. Top players in the sector are achieving sustainability in their products by manufacturing textiles that use natural recyclable materials.
10. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The growth in textiles will be driven by growing household income, increasing population and increasing demand by sectors like housing, hospitality, healthcare, etc.

➤ **INDUSTRY OPPORTUNITIES**

1. The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand.
2. Currently Indian yarn industry is dominated by cotton yarn. However, world over the usage of synthetic textile is gaining popularity due to the advantages it offers. Additionally, increasing cost of cotton, which results in increasing cost of cotton textiles, is also helping in the growth of synthetic yarn. Although cotton yarn would continue to hold the largest share in Indian yarn industry, its domination is expected to diminish in the coming years.

3. India intends to advance the manufacturing capabilities of its man made fiber (MMF) apparel and fabrics and technical textile products under the *Production Linked Incentive* (PLI) Scheme. Achieving this objective will enable the country' s textile industry to gain a larger market presence, enhance its global competitiveness, and generate employment opportunities. India hopes to achieve the target of US\$250 billion-worth textiles production and US\$100 billion in exports by 2030.

The Production Linked Incentive (PLI) Scheme for Textiles for Promoting MMF and Technical Textiles is designed to facilitate the establishment of sustainable enterprises and foster a competitive textile industry in India.

4. The Skill India and Make-in India programs of Central government headed by Prime Minister Shri Narendra Modi is helping the industry in getting required skilled manpower and good market for textile products. It is an opportunity for the textile industry to upgrade their technology and implement ERP to streamline supply chain and enhance customer relations management activities.
5. The structural reform of The Goods and Services Tax (GST) is expected to provide a boost to the economic growth and investments in the long run.
6. India' s textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

➤ **INDUSTRIAL CHALLENGES**

Even though India' s textile industry is a huge contributor in terms of exports, industrial output and employment, like China's, India' s domestic industry is not without its challenges.

1. **Higher input costs compared to competing nations**

India has one of the highest costs of capital compared to most competing countries which affects the cost of production and thus its competitiveness. Also, the power cost in India is much higher compared to competing nations.

2. **Low technology level**

The Textile Industry suffers from the use of low and outdated technologies. In general, spending on R&D, product development etc. by textile companies in India is quite low.

3. **Cyclical ups and downs & Demand adversities**

There has never been a continuous positive growth rate in textiles products for a longer time periods. Some times it was treated as a cyclical ups and downs, some times the demand adversities have really dented the growth.

4. **High debt servicing cost:**

The industry requires to give high debt servicing cost and with the lending rates in India in the range of 12 to 14%, they are significantly higher in comparison to the competing countries like China. The complete textile chain is not covered in the TUF Scheme and thus a large capital investment needs to be made at a very high rate of interest.

➤ **RISK AND CONCERNS**

a. **Raw material availability**

Though India is having sufficient availability of raw materials, namely, cotton, man made fibres and silk but factors such as low rain fall in the cotton growing areas, increase in crude oil prices in the international markets for basic raw materials of man made fibres and increase in logistic cost may effect the availability of raw material and competitiveness of the industry.

b. **Power availability**

Most of the textile mills in India, particularly in north and western parts are dependent on power supply by self-generation using coal as fuel due to lower availability of power from the government. Because of increase in cost of coal the cost of generation of power is increasing which may affect the competitiveness of the Industry.

c. Currency risk

Since the textile industry has a major portion of its revenue from exports, Indian rupee relationship with foreign currencies such as US Dollar is important. The industry hedges currency risks by forward currency cover against sale contracts. Hence movement in foreign currency vis-à-vis rupee has direct impact on exports realization and import cost. The volatile movement of Rupee against the US Dollar is a serious concern for the industry.

d. Government Policies

The Textile Industry is highly dependent on the Government Policies on various matters. Frequent changes in the taxation policies bring instability in the industry.

➤ **PRODUCT WISE PERFORMANCE OF THE COMPANY**

Chart given below gives the break up of sales between the domestics and export markets for the last 3 years:

(Rs. In Lakhs)

Revenue from operations	2022-23	2021-22	2020-21
Sale of Product			
- Domestic	2054.63	2127.44	1855.81
- Export	NIL	NIL	NIL
Sale of Service			
- Income from Job Work	3108.90	2950.01	1807.28

The current yarn portfolio of SRSL can be classified into 3 main categories-Grey yarn, dyed yarn and PPMF yarn.

❖ **Grey Yarn:** Grey yarn is produced using blends of different synthetic fibre such as polyester/viscose, 100% viscose yarn, 100% polyester fibre yarn and pure cotton. These qualities are produced in Shree Rajasthan Texchem division and Shree Rajasthan Polycot division of the Company. The Company has niche markets for 100% viscose fibre yarn. Specialty fibre yarns were developed for industrial and home textile applications.

❖ **Dyed yarns:** Dyed yarn is produced at Syntex division of the Company. These yarns are relatively higher value added products and made according to customers specifications of blend, counts and shades. The Company has speciality in producing home textile dyed yarns for end use such as carpets, tapestry and upholstery. However, the dyed yard remained non-operational throughout the year.

❖ **PPMF Yarn:** Polypropylene multi filament yarn is produced at Shree Rajasthan Texchem division of the company at Dungarpur; POY and texturised yarn is produced for knitting, socks and furnishing applications. BCF yarn is produced for carpet applications.

➤ **OPERATIONS**

During the year under review, the Company' s operations continued to be affected due to non availability of working capital for operations resulting in lower capacity utilisation and constrained margins due to high cost of Raw Material at uneconomical buying. Furthermore, the Company has not been able to undertake necessary regular capital expenditure as per industry norms for proper maintenance and upkeep of plant and equipment due to paucity of funds.

The Company produced 5011.92 M.T. of yarn valuing Rs. 5103.54 Lakhs during the period under review as against 5824.76 M.T. of yarn valuing Rs. 5044.56 Lakhs produced during the last year. During the year, there were no exports.

The Company' s financial highlights is summarized below:

(Rs. in Lakhs)

Particulars	Financial Year	
	March 31, 2023	March 31, 2022
Revenue from operations	5,164	5,078
Other Income	114	17
Total Revenue (A)	5,278	5,095
Expenses:-		
Cost of materials consumed	822	1,102
Purchase of Stock-in-trade	1,003	715

Changes in inventories of finished goods, Work in progress and stock-in-trade	60	33
Employees benefit expenses	1,070	1,152
Finance Costs	2,129	2,771
Depreciation and Amortization expenses	2,037	437
Other Expenses	2,466	2,527
Total Expenses (B)	9,587	8,737
Particulars	Financial Year	
	March 31, 2023	March 31, 2022
Profit/(loss) before exceptional items and tax (A) - (B)	(4,309)	(3,642)
Exceptional items (gain)	(13)	-
Profit / (Loss) before tax	(4,322)	(3,642)
Less : Tax expense	7	-
Profit / (Loss) for the period	(4,329)	(3,642)
Other comprehensive Income (Net of Tax)	(13)	6
Total Comprehensive Income for the period (Comprising profit after tax and other comprehensive income after tax for the period)	(4,342)	(3,636)

➤ OUTLOOK

Yarn is an intermediary product, and its demand is dependent on the demand sentiment prevailing in the downstream industries, namely apparels and home textiles. In the case of Indian yarn industry, apart from demand from downstream industries, export sentiment too has a bearing. This is because India is a major exporter of yarn, supplying cotton yarn to countries like China and Bangladesh. This export forms an integral part of the domestic yarn industry, contributing to its steady growth.

➤ DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. HRD activities are taken in the Company involving positive approach to develop employees to take care of productivity, quality and customer needs. The Company has to make constant efforts to manage labour shortages. To develop skilled labour, training facilities are provided to the employees in house or by deputing them to the machinery suppliers and to training institutes for specific training.

The Company has well developed management information system giving daily, monthly and periodical information to the different levels of management. Such reports are being analyzed and effective steps are taken to control the efficiency, utilization, productivity and quality in the Company. As on 31st March, 2023, the employee strength of the Company stood at 244 while on 1st April, 2022 it was 257.

➤ KEY FINANCIAL RATIOS AND DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

➤ Particulars	Financial Year		Change in %	Reason (If more than 25% Change)
	2022-23	2021-22		
Debtor Turnover Ratio	45.69	43.03	6.18	NA
Interest Coverage Ratio	-1.03	-0.31	232	Company has made losses and is under financial stress
Operating Profit Margin	-42.48	-17.18	-25.3	Company made higher losses due to higher provisions
Current Ratio	0.03	0.04	(32.75)	Due to lower level of inventory, the current ratio is low.
Debt Equity Ratio	-	-	-	Ratio is not calculated as the equity value is negative
Debt Service Coverage Ratio	-	-	-	Company is not generating earnings to service debts
Return on Equity	-	-	-	Shareholders equity is negative due to recurring losses in the company
Inventory Turnover Ratio	14.45	8.80	64.19	Lower inventory of own production
Trade Receivable Turnover	50.40	22.41	124.84	Advance received from customers

Ratio				resulted in higher turnover of trade receivables
Trade payable Turnover Ratio	1.63	1.76	(7.66)	NA
Net Capital Turnover ratio	(0.29)	(0.32)	(8.11)	NA
Net Profit Ratio	(83.86)	(71.75)	16.88	NA
Return on Capital employed	-	-	-	Ratio is not calculated as the equity value is negative
Return on Investment	-	-	-	No Investment by the Company

➤ **RETURN ON NET WORTH**

The Company has negative Return on Net worth in both current and previous year due to negative Total Comprehensive Income.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control system commensurate with its size and nature of business. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. The management reviews and strengthens the controls periodically.

Apart from self-monitoring of the internal controls, there is a Chartered Accountant firm appointed to conduct internal audit of the Company's operations as approved by the Audit Committee. This firm presents their important observations to the Audit Committee that is chaired by an Independent Director. The internal auditors provide a reassurance to the affirmation given by the Management that the control systems are effective, operational and adequate.

The Audit Committee takes due cognizance of the observations made by the auditors and gives their suggestions for improvement. The suggestions of the Audit Committee further ensure the quality and adequacy of the control systems.

The internal control ensures that all assets were safeguarded and protected against loss through unauthorized use or disposition and transactions were authorized, recorded noticed and reported correctly. While operating managers ensure compliance with their areas, internal auditors carry out audit test on randomly selected samples and report on non-compliance or weakness if any through internal audit reports of the respective unit/areas. These reports are reviewed by the management and then by Audit Committee of the Board for follow up action.

A report of Auditors pursuant to Sec 143(3)(i) of Companies Act, 2013 certifying the adequacy of Internal Financial Control is annexed with the Auditor's Report.

➤ **CAUTIONARY STATEMENT**

Statements in the Management Discussions and Analysis report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable security laws and regulation. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand and supply and price conditions in domestic and overseas market in which the company operates, changes in Government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factor.

**For and on behalf of the Board of Directors
For Shree Rajasthan Syntex Ltd.**

Date : August 10, 2023
Place : Udaipur
Registered Office : 27-A, First Floor, Meera Nagar,
Housing Board Colony,
Udaipur - 313001
Rajasthan

Sd/- Vikas Ladia (Managing Director and Chief Executive Officer) DIN: 00256289	Sd/- Anubhav Ladia (Whole Time Director) DIN: 00168312
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ANNEXURE 6

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Corporate Governance

The Company believes that Corporate governance provides a structure that works for the benefit of everyone concerned, by ensuring that the enterprise adheres to ethical standards, laws and accepted best practices. It imbibes the basic business ethics and values that need to be adhered to in letter and spirit. We believe that a transparent, ethical and responsible corporate governance framework essentially emanates from the intrinsic will and passion for good governance ingrained in the culture of the organisation. The Company has sought to consistently focus on good corporate governance by increasing transparency and accountability to its Shareholders and other Stakeholders. The Company wishes to be a responsible partner in society, acting with integrity towards its shareholders, customers, employees and the Government. Therefore, we ensure highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. In India, Corporate Governance standards for listed companies are regulated by the Securities and Exchange Board of India (SEBI). We believe, Corporate Governance is just not a destination, but a journey to constantly improve sustainable value creation. It is an upward moving target that we collectively strive towards achieving. Our multiple initiatives towards maintaining the highest standards of governance are detailed in the following pages.

➤ **Ethics / Governance Policies**

The Company adheres to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. In this direction, the Company has, inter-alia, adopted the applicable codes and policies which act as enablers to carry out our duties in an ethical manner.

➤ **Observance of Secretarial Standards issued by the Institute of Company Secretaries of India**

The Secretarial Standards on the Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), one of India's premier professional bodies, are adhered to by the Company.

2. Board of Directors

2.1 Composition and Category of Directors

The Company is having an optimum combination of Executive and Non-Executive Directors to maintain its independence and separate its function of governance and management. As on 31st March, 2023, the Company's Board comprise of five Directors as detailed below:-

a) **Two Executive Directors**

1. Mr. Vikas Ladia, Managing Director and Chief Executive Officer, Promoter Group
2. Mr. Anubhav Ladia, Whole Time Director, Promoter Group

b) **Three Non-Executive Directors**

1. Mr. Narendra Nath Agrawala, Independent Director
2. Mrs. Manju Datta, Independent Director
3. Mr. Sandeep Kumar Jain, Independent Director

3 (Three) out of 5 are Independent Directors, i.e. more than 50% of the Board strength which is as per the requirement of Listing Regulations. In the opinion of the Board, the Independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

Mr. Vikas Ladia and Mr. Anubhav Ladia are related to each other. Mr. Vikas Ladia being brother of Mr. Anubhav Ladia. Further, no other relationship exists between the Directors inter-se.

The Executive and Non-Executive Directors are appointed/ re-appointed by the Board and the shareholders, based on the recommendation of the Nomination and Remuneration Committee which considers their overall experience, expertise and industry knowledge. The Board as a part of its succession planning exercise, reviews its composition to ensure that the same is closely aligned with the strategy and long-term needs of the Company.

The Directors do not have any pecuniary relationship with the Company except to the extent of the following:-

- a) **Executive Directors:** Remuneration as per their terms of appointment and reimbursement of expenses actually incurred for the business of the Company, within the approved terms and conditions.
- b) **Non-Executive Directors:** Reimbursement of expenses and payment of sitting fees for the Board / Committee meetings attended by them.⁷

2.2 Attendance and Directorship held

The Board of Directors met six times during the financial year 2022-23, i.e. 11th April, 2022, 7th May, 2022, 25th May, 2022, 2nd August, 2022, 11th November, 2022 and 3rd February, 2023. Notices of the meetings and agenda along with explanatory notes, for each meeting were sent to the Directors within prescribed time. As mandated by Listing Regulations, none of the Directors are members of more than ten committees nor they are Chairman of more than five Committees across all listed entities in which they are directors. Further, all the Directors have confirmed that they do not serve as an Independent Director in more than seven listed entities or where they are Whole Time Director in any listed entity, then they do not serve as Independent Director in more than three listed entities.

The details of categories of the Directors on the Board, their attendance at Board Meetings during the year and at last Annual General Meeting (“AGM”), and the number of Directorship, Committee memberships and Committee Chairmanship held by them in various other Companies and Names of such listed entities where the person is a director and category of directorship, are as under:-

Sr. No.	Name of the Director and DIN	Category	No. of Board Meetings entitled to attend	No. of Board Meetings Attended	Attendance at Last AGM	No. of other Directorship(s) ⁽¹⁾	No. of Committee Membership(s) ⁽¹⁾⁽²⁾	No. of Committee Chairmanship(s) ⁽¹⁾⁽²⁾	No. of shares held	Names of the listed entities where the person is a director and its category
1.	Mr. Vikas Ladia (DIN: 00256289)	ED (Promoter Group)	6	6	Yes	1	-	-	5,24,365	-

2.	Mr. Anubhav Ladia (DIN: 00168312)	ED (Promoter Group)	6	6	Yes	4	-	-	2,91,882	-
3.	Mr. Narendra Nath Agrawala (DIN: 00168211)	NEID	6	6	Yes	-	-	-	3,384	-
4.	Mrs. Manju Datta (DIN: 09010395)	NEID	6	6	No	-	-	-	0	-
5.	Mr. Sandeep Kumar Jain (DIN: 01116047)	NEID	6	5	Yes	4	2	2	0	- Lehar Footwea rs Limited (Indepen dent Director)

Notes:-

- ✧ ED - Executive Director
- ✧ NEID - Non- Executive Independent Director

(1) Excluding Directorship / Membership in Committees of Shree Rajasthan Syntex Ltd.

(2) As required under Regulation 26 of the Listing Regulations, the disclosure includes membership / chairmanship of the Audit Committee and Stakeholders' Relationship Committee in other companies.

2.3 Familiarization Programme for Independent Directors

The objective of a familiarization programme is to ensure that the Non-Executive Directors are updated on the business environment and overall operations of the Company. This enables the Non-Executive Directors to make better informed decisions in the interest of the Company and its shareholders. In compliance with the requirements of Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their roles, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model, etc.

During the year, Familiarization programmes were conducted for Non-Executive Directors to update them about business related issues and new initiatives of the Company. At such meetings, the Executive Directors share point of views and leadership thought on relevant issues. An overview of the familiarization programme is placed on the Company's website on the below link [FAMILIARISATION-PROGRAMME-2022-23](#)

2.4 Key Board qualifications, expertise and attributes

The Board of Directors of the Company comprises of persons with varied experiences in different areas who bring in the required skills, competence and expertise that allows them to make effective contribution to the Board and its committees.

The following list summarizes the key skills, expertise and competence that the Board thinks is necessary for functioning in the context of the Company's business and sector and which in the opinion of the Board, its Members possess:

Sr. No	List of core skills/ expertise/ competencies	Vikas Ladia	Anubhav Ladia	Narendra Nath Agrawala	Sandeep Kumar Jain	Manju Datta
1.	Leadership	√	√	√	√	√
2.	Corporate Governance	√	√	√	√	√
3.	Knowledge of Textile Industry	√	√	√	-	-
4.	Analytical skills to diagnose situation	√	√	√	√	√
5.	Financial Analysis	√	√	√	√	√
6.	Relevant Legal understanding	√	√	√	√	-

2.5 Information supplied to the Board

Minimum four Board meetings are held annually. Additional Board Meetings are convened by giving appropriate notice and agenda to address the Company's specific needs. The items / matters placed before the Board *inter alia* includes:-

1. Annual operating plans and budgets and any updates.
2. Capital budgets and any updates.
3. Quarterly results for the listed entity and its operating divisions or business segments.
4. Minutes of meetings of audit committee and other committees of the board of directors.
5. The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices, which are materially important.
7. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
8. Any material default in financial obligations to and by the listed entity, or substantial non-payment for goods sold by the listed entity.
9. Any issue, which involves possible public or product liability claims of substantial nature, including any judgement or order which, may have passed strictures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity.
10. Details of any joint venture or collaboration agreement.
11. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.

14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
15. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.
16. Annual Secretarial Audit Reports submitted by Secretarial Auditors
17. Quarterly summary of all long-term borrowings made, bank guarantees issued and loans and investments made
18. Significant changes in accounting policies and internal control system
19. Statement of significant transactions, related party transactions and arrangements
20. Appointment of and fixing of remuneration of the auditors as recommended by the Audit committee
21. Internal Audit findings and External Audit Reports (through the Audit Committees)
22. Status of business risk exposures, its management and related action plans
23. Making of loans and investment of surplus funds
24. Borrowing of monies, giving guarantees or providing security in respect of loans
25. Brief on statutory developments, changes in government policies, among others with impact thereof,
26. Director's Responsibilities arising out of any such developments
27. Compliance Certificate certifying compliances with all laws as applicable to the Company
28. Various quarterly / half-yearly Compliances as mentioned below:-
 - a. Reconciliation of Share Capital Audit Report under Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 / 2018.
 - b. Compliance Certificate ensuring maintenance of physical and electronic transfer facility as per Regulation 7(3) of Listing Regulations.
 - c. Statement of Investor Complaints as per Regulation 13(3) of Listing Regulations.
 - d. Corporate Governance Report as per Regulation 27 of Listing Regulations.
 - e. Shareholding Pattern as per Regulation 31 of Listing Regulations.
 - f. Certificate from Practicing Company Secretary under Regulation 40(9) of Listing Regulations.

2.6 Code of Conduct

The Company has laid down a Code of Conduct for all the members of the Board of Directors, Key Managerial Personnels (KMPs) and Senior Management Personnels (SMPs) for avoidance of conflict of interest. All the Directors, KMPs and SMPs have confirmed compliance with Code of Conduct for the financial year 2022-23. A copy of the Code is available on the Company's website at [Code of Conduct](#) also. The Chief Executive Officer has given a certificate of compliance with the Code of Conduct which forms part of report on Corporate Governance as required under Regulation 34 read with Schedule V of Listing Regulations.

There were no material, financial and commercial transactions in which the SMPs had personal interest which could lead to potential conflict of interest with the Company during the year. Further no independent director has resigned during the year before expiry of his/ her tenure

3. Audit Committee

3.1 Composition, Meetings and Attendance

The Audit Committee is constituted as per the requirement of Section 177 of the Companies Act, 2013 ("the Act") and Regulation 18 of Listing Regulations. Five meetings of the Audit Committee were held during the financial year 2022-23 on 11th April, 2022, 25th May, 2022, 2nd August, 2022, 11th November, 2022 and 3rd February, 2023. The accounts and financial positions were reviewed and recommended by the Audit Committee and thereafter placed before the Board for their consideration. Further, all the recommendations of the Committee were accepted by the Board of

Directors. The details of meetings and attendance were duly minutised.

The details of members and their categories, their attendance at Audit Committee Meetings during the year are as under:-

Sr. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Narendra Nath Agrawala	Chairman	NEID	5	5
2.	Mrs. Manju Datta	Member	NEID	5	5
3.	Mr. Vikas Ladia	Member	ED	5	5

Notes:-

- ✧ NEID - Non- Executive Independent Director
- ✧ ED - Executive Director

The Chief Financial Officer and Auditors are invitees to the Audit Committee Meetings. Mr. Narendra Nath Agrawala, Chairman of the Audit Committee, attended the 42nd AGM of the Company conducted through Video Conferencing, which was held on 9th September, 2022 . Company Secretary and Compliance Officer of the Company is the Secretary of the Committee.

3.2 Powers of the Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

3.3 Brief description of terms of reference of the Audit Committee

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation of the appointment, remuneration and terms of appointment of statutory auditors including cost auditors of the Company;
3. Approval of payment to statutory auditors, including cost auditors, for any other services rendered by them;
4. Reviewing with the management, annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:-
 - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management;
 - d. Significant adjustments made in financial statements arising out of audit findings;

- e. Compliance with listing and other legal requirements relating to financial statement;
 - f. Disclosure of any related party transactions; and
 - g. Modified opinions in draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing and monitoring the auditors independence and performance and effectiveness of audit process;
 7. Approval or any subsequent modification of transactions of the Company with related parties;
 8. Scrutiny of inter-corporate loans and investments;
 9. Valuation of undertakings or assets of the Company, wherever it is necessary;
 10. Evaluation of internal financial controls and risk management system;
 11. Reviewing with the management, performance of statutory auditors, cost auditors and internal auditors, adequacy of internal control systems;
 12. Discussion with internal auditors on any significant findings and follow up thereof;
 13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 14. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 15. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 16. to review the functioning of the whistle blower mechanism;
 17. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 18. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 19. Reviewing the following information:-
 - a. The management discussions and analysis of financial condition and results of operations.
 - b. Management letters/letters of internal control weaknesses issued by the statutory auditors.
 - c. Internal auditor reports relating to internal control weaknesses; and
 - d. The appointment, removal and terms of remuneration of internal auditors/ chief internal auditor

4. Nomination and Remuneration Committee

4.1 Composition, Meetings and Attendance

The Nomination and Remuneration Committee is constituted as per the requirement of Section 178 of the Act and Regulation 19 of Listing Regulations. Two meetings of the Nomination and Remuneration Committee were held during the financial year 2022-23, on 25th May, 2022 and 2nd August, 2022. The details of meetings and attendance were duly minutised. Further, all the recommendations of the Committee were accepted by the Board of Directors.

The details of members and their categories, their attendance at Nomination and Remuneration Committee Meetings during the year are as under:-

Sr. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Narendra Nath Agrawala	Chairman	NEID	2	2
2.	Mrs. Manju Datta	Member	NEID	2	2
3.	Mr. Sandeep Kumar Jain	Member	NEID	2	2

Notes:-

✧ NEID - Non- Executive Independent Director

Mr. Narendra Nath Agrawala, Chairman of the Nomination and Remuneration Committee, has attended the 42nd AGM of the Company, which was held on 9th September, 2022. Company Secretary and Compliance Officer of the Company is the Secretary of the Committee.

4.2 Brief description of terms of reference of the Nomination and Remuneration Committee

(1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

(2) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
- b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
- c. consider the time commitments of the candidates.

(3) formulation of criteria for evaluation of performance of independent directors and the board of directors;

(4) devising a policy on diversity of board of directors;

(5) identifying persons who are qualified to become directors and who may be appointed in senior

management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

(6) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

4.3 Performance Evaluation Criteria For Directors

The Company has devised criteria for evaluation of the Directors including Independent Directors. The said criteria provide certain parameters like Attendance, Availability, Time spent, Preparedness, Active participation, Analysis, Objective discussions, Probing and testing assumptions, Industry and Business knowledge, Functional expertise, Corporate Governance, Development of Strategy and Long Term Plans, Inputs in strength area, Director's obligation and discharge of responsibilities, Quality and value of contributions and Relationship with other Board Members etc. which is in compliance with applicable laws, regulations and guidelines. The below table shows Evaluation Criteria:

S. No.	CRITERIA	EVALUATION
A.	<i>The Board as whole</i>	The Board as a whole was evaluated on the basis of given criteria and it was observed by the Board that :-
1.	Structure of the Board	<ul style="list-style-type: none"> ✓ Board as a whole has directors with a proper mix of skills, qualifications, competencies and experiences to conduct its affairs effectively and is sufficiently diversified based on Gender, background, competence, experience, etc.
2.	Meetings of the Board	<ul style="list-style-type: none"> ✓ Meetings are held on a regular basis and frequency of such meetings is enough for the Board to undertake its duties properly and proper intimations are received for the meetings. ✓ Agenda is circulated well before the meeting containing most of the information to take decision on the matter. Board discusses every issue comprehensively depending on the importance of the subject. Discussions generally add value to the decision making. All members actively participate in the discussions. ✓ The minutes are being recorded properly- clearly, completely, accurately and consistently and are approved properly in accordance with set procedures. ✓ The minutes are timely circulated to all the Board members. ✓ All the information pertaining to the meeting are disseminated to the members timely, frequently, accurately, regularly.
3.	Functions of the Board	Board as a whole ensures :- <ul style="list-style-type: none"> ✓ Its Role and responsibilities ✓ Strategy and performance evaluation ✓ Governance and compliance ✓ Evaluation of Risks ✓ Grievance redressal for Investors ✓ Conflict of interest ✓ Stakeholder value and responsibility ✓ Facilitation of independent directors
4.	Board and management	Board as a whole ensures :- <ul style="list-style-type: none"> ✓ Evaluation of performance of the management and feedback ✓ Independence of the management from the Board

		<ul style="list-style-type: none"> ✓ Access of the management to the Board and Board access to the management ✓ Secretarial support
5.	Professional development	✓ adequate induction programmes are conducted for directors
B.	<i>All The Committees of the Board</i>	The Committees of the Board was evaluated on the basis of given criteria's and it was observed by the Board that -
1.	Mandate and composition	✓ Mandate, composition and working procedures of committees of the board of directors is clearly defined and disclosed
2.	Effectiveness of the Committee	✓ Committee has fulfilled its functions as assigned by the Board and laws as may be applicable
3.	Structure of the Committee and meetings	✓ Committees have proper structure and regular meetings are being held
4.	Independence of the Committee from the Board	✓ Independence of the Committee is ensured from the Board
5.	Contribution to decisions of the Board	✓ Committee's recommendations contribute effectively to the decisions of the Board.
C.	<i>Individual Directors and Chairperson (including Chairperson, CEO, Independent Directors, Non-independent directors, etc.)</i>	Individual Directors & Chairperson (including Chairperson, CEO, Independent Directors, Non-independent directors, etc.) were evaluated on the basis of given criteria's (in the absence of the respective director being evaluated) and it was observed by the Board that -
1.	General	<ul style="list-style-type: none"> ✓ Proper Qualifications, Experience, Knowledge and Competency of the Directors ✓ Fulfillment of functions, Commitment, Integrity and Contribution is ensured by all the Directors. ✓ Directors ensures the attendance in the meeting as per their availability.
2.	Additional criteria for Independent Director	<ul style="list-style-type: none"> ✓ Independent Directors are independent from the entity and other directors and there if no conflict of interest ✓ Independent Directors exercises his/ her own judgement and voices opinion freely
3.	Additional criteria for Chairperson	<ul style="list-style-type: none"> ✓ Chairperson displays efficient leadership, is open-minded, decisive, courteous, displays professionalism, able to coordinate the discussion, etc. and is overall able to steer the meeting effectively ✓ Chairperson is impartial in conducting discussions, seeking views and dealing with dissent, etc. ✓ Chairperson is sufficiently committed to the Board and its meetings.

4.4 Nomination and Remuneration Policy ('Policy')

The Company has formulated The Nomination and Remuneration Policy which is available at Company's website at [Nomination and Remuneration Policy](#)

The policy briefly includes:-

- 1) Appointment/re-appointment Criteria and Qualifications of Director, KMPs, SMPs and other employees as may be decided by the Board of Directors
- 2) Term / Tenure of Director, KMPs, SMPs
- 3) Criteria for evaluation
- 4) Removal and Retirement of Directors, KMPs, SMPs
- 5) Provisions relating to remuneration of Director, KMPs, SMPs

4.5 Disclosures with respect to remuneration

a. Details of all elements of Remuneration paid to Directors for the financial year 2022-23 and period of service contract

(Amount in Rupees)

Sr. No.	Name and designation of director	Period of service contract	Salary	Allowances	Perquisites	Sitting fee	Total
1.	Mr. Vikas Ladia (MD & CEO)	3 yrs.	24,60,000	2,95,200	29,97,346	-	57,52,546
2.	Mr. Anubhav Ladia (WTD)	3 yrs.	18,60,000	2,23,200	16,49,933	-	37,33,133
3.	Mr. Narendra Nath Agrawala (NEID)	5 yrs.	-	-	-	77,000	77,000
4.	Mrs. Manju Datta (NEID)	5 yrs.	-	-	-	77,000	77,000
5.	Mr. Sandeep Kumar Jain (NEID)	5 yrs.	-	-	-	35,000	35,000

Notes:-

- ❖ WTD - Whole Time Director
- ❖ MD & CEO - Managing Director and Chief Executive Officer
- ❖ NEID - Non- Executive Independent Director

b. Employment agreements with Executive Directors

Key details of Appointments / Re-appointment and Notice period of Executive Directors are as below:-

1. Re-Appointment and terms thereof (including remuneration) of Mr. Vikas Ladia, Managing Director and Chief Executive Officer, has been approved by Board of Directors for a period 3 years with effect from 1st June, 2022 to 31st May, 2025 with 6 months notice period.
2. Re-appointment and terms thereof (including remuneration), of Mr. Anubhav Ladia, Whole Time Director, has been approved by Board of Directors for a period 3 years with effect from 1st June, 2022 to 31st May, 2025 with 6 months notice period.

- c. **The remuneration to Executive / Whole Time Directors is paid as determined/ recommended by the Nomination and Remuneration Committee, Board of Directors and Shareholders.**
- d. **Details of fixed component and performance linked incentive along with the performance criteria :** Salary has fixed component only and no performance linked incentive.
- e. **Non-Executive Director's remuneration**
Non-Executive Directors are being paid Sitting fee plus reimbursement of the expenses, for each meeting of the Board of Directors and Audit Committee.
- f. **The Company has not granted any stock options to its Employees, Executive Directors or Non-Executive Directors.**
- g. **No severance fees has been paid during the year.**

5. Stakeholders' Relationship Committee

5.1 Composition, Meetings and Attendance

The Stakeholders' Relationship Committee is constituted as per the requirement of Section 178 of the Act and Regulation 20 of Listing Regulations. The Stakeholders' Relationship Committee is primarily responsible to review all grievances connected with the Company's transfer of securities and redressal of shareholders'/investors'/security holders' complaints. Four meetings of the Stakeholders' Relationship Committee were held during the financial year 2022-23, on 25th May, 2023, 2nd August, 2022, 11th November, 2022 and 3rd February, 2023. The details of meeting and attendance are duly minutised.

The details of members and their categories, their attendance at Stakeholders' Relationship Committee Meetings during the year are as under:-

Sr. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Narendra Nath Agrawala	Chairman	NEID	4	4
2.	Mr. Anubhav Ladia	Member	ED	4	4
3.	Mr. Vikas Ladia	Member	ED	4	4

Notes:-

- ✧ NEID - Non- Executive Independent Director
- ✧ ED - Executive Director

Mr. Narendra Nath Agrawala, Chairman of the Stakeholders' Relationship Committee, has attended the 42nd AGM of the Company, which was held on 9th September, 2022. Prinkle Talesara, Company Secretary and Compliance Officer of the Company is the Secretary of the Committee.

Further, all the recommendations of the Committee were accepted by the Board of Directors.

5.2 Brief description of terms of reference of the Stakeholders' Relationship Committee

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

5.3 Number of Shareholders' complaints received and resolved during the financial year 2022-23

Details of queries and grievances received and addressed by the Company during financial year 2022-23 is given in the below Table.

Nature of Complaints	Number
Number of complaints received from the investors comprising non-receipt of dividend warrants, non-receipt of securities sent for transfer and transmission, complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / SEBI (SCORES) and so on	0
Number of complaints resolved	0
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2023	Nil
Number of complaints pending as on 31 st March, 2023	Nil

5A. Particulars of Senior Management

Senior management means the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors. This would include all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager and will also include all the functional heads, the Company Secretary and the Chief Financial Officer. There has been no change during the FY 2022-23. The details of Senior Management as on 31st March, 2023 is as under:

1. Mr. Prahlad Bilochi, Chief Financial Officer
2. Ms. Prinkle Talesara, Company Secretary
3. Mr. Suresh Chandra Joshi, Vice President (P, A & IR)
4. Mr. Sanjay Kumar Kulshrestha, Vice President (Technical)
5. Mr. Raj Kumar Mahasani, Vice President (Marketing)
6. Mr. Narayan Lal Malpani, General Manager (Materials)
7. Mr. Kameshwar Roy, Chief Engineer

6. Sub-Committee

6.1 Composition, Meetings and Attendance

As on 31st March, 2023 the Sub-Committee of the Company comprises of 3 Directors. Two meetings of Sub-Committee of the Board were held during the financial year 2022-23. Two committee members constitute the quorum for each meeting. The meetings were held on 1st October, 2022 and 22nd March, 2023. The details of meeting and attendance are duly minutised. Company Secretary and Compliance Officer of the Company is the Secretary of the Committee.

The details of members and their categories, their attendance at Sub-Committee Meetings during the year are as under:-

S. No.	Name of the Directors	Position held in the committee	Category	No. of meetings entitled to attend	No. of meetings attended
1.	Mr. Anubhav Ladia	Member	ED	2	2
2.	Mr. Narendra Nath Agrawala	Member	NEID	2	2
3.	Mr. Vikas Ladia	Member	ED	2	2

Notes:-

- ✧ ED - Executive Director
- ✧ NEID - Non- Executive Independent Director

6.2 Brief description of terms of reference of the Sub-Committee

1. Exercise all powers to borrow monies (otherwise than by issue of shares and debentures) within the limits approved by the Board and taking necessary actions connected therewith including refinancing for optimisation of borrowing costs.
2. Borrow monies by way of loan for the purpose of financing debt, refinancing the existing debt, capital expenditure, general corporate purposes including working capital requirements and possible strategic investments within the limits approved by the Board.
3. Carry out, rescind or vary/modify all or any of the financial arrangement with / assistance from Banks, Institutions, companies, corporations, societies, firms, person or persons on behalf of the Company within the prescribed limits.
4. Invest the funds of the Company within the limit approved by the Board.
5. Giving of loans / guarantees / issuing letters of comfort / providing securities in respect of loans within the limits approved by the Board.
6. Provide corporate guarantee/performance guarantee by the Company within the limits approved by the Board.
7. Approve opening, closing and operation of Accounts (including internet banking facilities) with banks and delegate authority to directors / executives / officers to operate the bank accounts.
8. Delegate authorities from time to time to the directors / executives / authorised persons to implement the decisions of the Committee.

9. Delegate the authority in part or in full to the directors/ executives/ officers of the Company to deal with the Court, any State/Central Government Office, any Executive, Quasi Judiciary, Judiciary and/or other Government authorities and to deal with such other authorities / department necessary to carry out the functioning of the Company.
10. Delegate authority to director / executives / officers to deal with any specific matter.
11. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable.

7. General Body Meetings

7.1 Annual General Meetings

- a. Location and time, where last 3 Annual General Meetings were held:-

Financial Year	Date	Time	Location
2021-22	9 th September, 2022	12.30 P.M.	Through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') Facility hosted at the Registered Office of the Company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan
2020-21	25 th September, 2021	1.00 P.M.	Through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') Facility hosted at the Registered Office of the Company situated at 27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur - 313001, Rajasthan
2019-20	26 th September, 2020	2.00 P.M.	Through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') Facility hosted at SRS House, Pulla Bhuwana Road, NH 8, Udaipur -313 004 (Rajasthan)

- b. Special Resolutions passed in the previous three Annual General Meetings:-

Sr. No.	AGM held on	Special Resolution passed
1.	9 th September, 2022	1. Re-appointment of Mr. Vikas Ladia (DIN: 00256289) as Managing Director and Chief Executive Officer ("Key Managerial Personnel") 2. Re-appointment of Mr. Anubhav Ladia (DIN:00168312) as Whole Time Director ("Key Managerial Personnel") 3. To sell, transfer and / or dispose of the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future
2.	25 th September, 2021	1. Revision in condition of Re-appointment of Mr. Vikas Ladia (DIN : 00256289), Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company
3.	26 th September, 2020	1. Re-appointment of Ms. Neelima Khetan (DIN: 05113000) as an Independent Director

*No Extraordinary General Meeting was held during the year.

7.2 Postal Ballot

During the year the Company had sought the approval of the shareholders by way of a **Special Resolution** through notice of postal ballot (by way of 'e-voting') dated 7th May, 2022 for obtaining the consent of the Shareholders **to file an Application to initiate pre-packaged insolvency resolution process under the Insolvency and Bankruptcy Code, 2016** which was duly passed on 10th June, 2022. Mr. Manoj Maheshwari, Practicing Company Secretary (Membership No. FCS 3355 Certificate of Practice No: 1971), Partner, M/S. V.M. & Associates, Company Secretaries was

appointed as Scrutinizer on May 07, 2022 and National Securities Depository Limited ('NSDL'), was appointed as an Agency for providing and supervising remote electronic voting facility to Members.

The voting period for remote e-voting commenced on Thursday, May 12, 2022 at 9.00 a.m. (IST) and ended on Friday, June 10, 2022 at 5.00 p.m. (IST). Mr. Manoj Maheshwari carried out the scrutiny of all electronic votes casted up to the close of working hours on June 10, 2022 and provided his report on June 11, 2022.

The details of e-voting on the Special Resolution is provided hereunder:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	64,95,211	60,54,210	93.21%	60,54,210	0	100.00%	0.00%
Public- Institutional Holders	3,134	0	0.00%	0	0	0.00%	0.00%
Public- others	72,03,956	2,00,658	2.79%	1,98,140	2,518	98.75%	1.25%
Total	1,37,02,301	62,54,868	45.65%	62,52,350	2,518	99.96%	0.04%

The Special Resolution was approved by the requisite majority of the Shareholders

Procedure for Postal Ballot

The aforesaid Postal Ballot was conducted by the Company as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular Numbers 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/2022 on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively issued by the Ministry of Corporate Affairs (MCA), which specified the framework for conduct of business through Postal Ballot till December 31, 2022.

The Company had sought approval through Postal Ballot (by way of 'e-voting') for the resolution annexed to the Notice dated May 07, 2022, under Section 110 of the Companies Act, 2013, for obtaining the consent of the Shareholders to the aforesaid Special Resolution by means of postal ballot passed by way of remote electronic voting ("e-voting") only, dispatched to all the Shareholders on May 11, 2022.

Details of special resolution proposed to be conducted through postal ballot

None of the business proposed to be transacted in the ensuing AGM requires passing through postal ballot.

8. Means of Communication

(a) **Quarterly Results:-** The Company's quarterly, half yearly and yearly results as per the format prescribed under Listing Regulations were duly sent to the Stock Exchange, where the shares are listed and were also made available on company's website at www.srsrl.in.

(b) Newspaper wherein results were published:- As stipulated under Regulation 47 of the Listing Regulations, the quarterly results were published in one English National Newspaper and one Hindi Newspaper within 48 hours of the conclusion of the Board meeting in which the results were approved. During the year, notice and financial results (Audited / Unaudited) were published in Financial Express and Business Remedies within the prescribed time.

(c) Website:- The Company's website www.srsl.in contains 2 separate sections viz. 'Corporate Governance' and 'Investor / Shareholder' where shareholders information are available. The Company's Annual Report is also made available in a user friendly and download-able form.

(d) Annual Report:- The Annual Report containing, inter alia, Board's Report, Audited Financial Statements, Auditor's Report and other important information is circulated to members and others entitled thereto. The *Management Discussions and Analysis Report* forms part as *Annexure-5* of the Annual Report. Annual Report is made available on the Company's website at www.srsl.in also.

(e) News releases, presentations, among others:- Official news releases and official media releases, if any, were sent to Stock Exchange and also made available on company's website at www.srsl.in.

(f) Designated Exclusive email-ID:- The Company has designated the following email ids exclusively for investor servicing:-

For queries on Annual Report: cs@srsl.in

For queries in respect of shares in physical mode: mas_serve@yahoo.com

Contact person for IEPF and Grievance Redressal:- Ms. Prinkle Talesara, Nodal Officer Company Secretary And Compliance Officer, Phone No.:-0294-2440334, E-mail:-cs@srsl.in

9. General Shareholder Information:-

a. Annual General Meeting-

Date : 15th September, 2023

Time : 2.00 P.M. IST through VC/OAVM

*Financial Calendar Particulars 1stApril, 2023 to 31stMarch, 2024 (Tentative)

1. First quarter Results :In or before the 2nd week of August, 2023

2. Second quarter and Half Yearly Results :In or before the 2nd week of November, 2023

3. Third quarter and Nine-months Results :In or before the 2nd week of February, 2024

4. Fourth quarter and Annual Results :In or before the 4th week of May, 2024

*Annual General Meeting 2023-24 :Last week of September, 2024 (Tentative schedule)

*Date of Book Closure :Saturday, 9th September, 2023
Friday, 15th September, 2023 (Both days inclusive)

b. Dividend Payment Date :Not Applicable

c. Name and Address of Stock Exchange : Equity shares of the company are listed at BSE Limited; Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001

The Annual Listing fees to BSE Limited for the FY 2022-23 has been paid. Further since Pre Packaged Insolvency Resolution Process has been initiated, the Annual Listing fees for the FY 2023-24 has been included in the List of Claims and shall be considered on basis of the final order

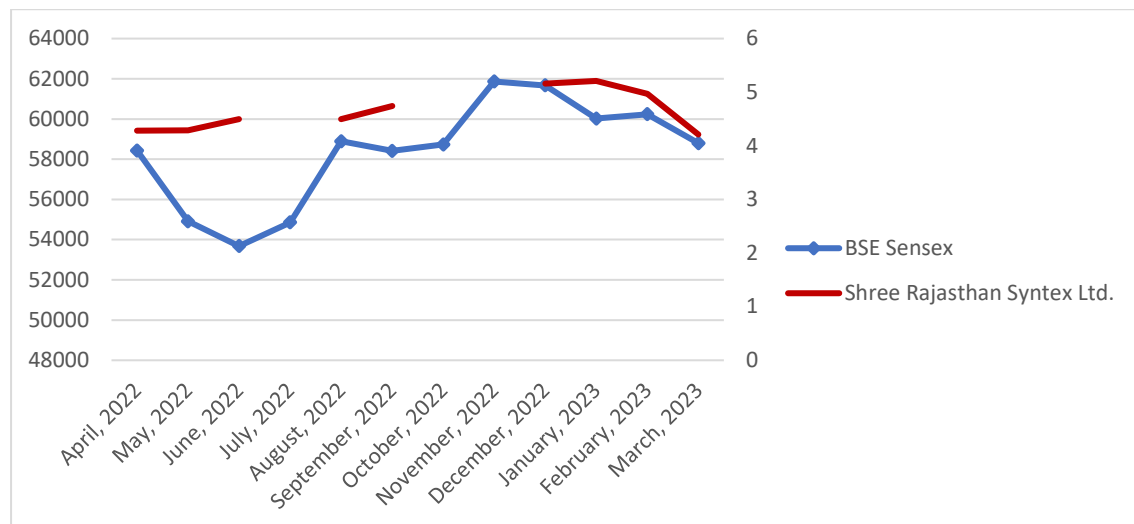
of the Adjudicating Authority and as per approved Resolution plan of SRS�

d. Stock Code :503837 with BSE Limited

e. Market price data and Performance in comparison to broad based indices :

Month	Shree Rajasthan Syntex Ltd.			BSE Sensex		
	High (Rs.)	Low (Rs.)	Avg High-Low (Rs.)	High (Rs.)	Low (Rs.)	Avg High-Low (Rs.)
April, 2022	4.30	4.25	4.28	60845.1	56009.07	58427.09
May, 2022	4.50	4.08	4.29	57184.21	52632.48	54908.35
June, 2022	4.50	4.50	4.50	56432.65	50921.22	53676.94
July, 2022	-	-	-	57619.27	52094.25	54856.76
August, 2022	4.50	4.50	4.50	60411.2	57367.47	58889.34
September, 2022	4.98	4.50	4.74	60676.12	56147.23	58411.68
October, 2022	-	-	-	60786.7	56683.4	58735.05
November, 2022	-	-	-	63303.01	60425.47	61864.24
December, 2022	5.22	5.10	5.16	63583.07	59754.1	61668.59
January, 2023	5.21	5.21	5.21	61343.96	58699.2	60021.58
February, 2023	4.98	4.95	4.97	61682.25	58795.97	60239.11
March, 2023	4.98	3.44	4.21	60498.48	57084.91	58791.70

PERFORMANCE IN COMPARISON TO BROAD BASED INDICES



f. Registrar to an issue and share transfer agents :

M/s. MAS Services Limited,
T-34, 2nd Floor, Okhla Industrial Area,
Phase- II, New Delhi - 110 020,
Phone: 26387281/82/83 Fax: 26387384
mail: info@masserv.com
website: www.masserv.com

g. Share Transfer System

The Board has delegated the authority for approving transfer, transmission, dematerialisation shares etc. to Company's Registrar and Share Transfer Agents ("RTA"). A summary of transactions is placed at each Board Meeting. The Company obtains an annual certificate from Practising Company Secretaries as per the requirement of Regulation 40(9) of Listing Regulations and the same is filed with the Stock Exchanges.

In terms of amended Regulation 40 of Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form shall not be processed unless the securities are held in the demat mode with a Depository Participant. Further, with effect from 24th January, 2022, SEBI has made it mandatory for listed companies to issue securities in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/sub-division/splitting/consolidation of securities, transmission/ transposition of securities. Vide its Circular dated 25th January, 2022, SEBI has clarified that listed entities/RTAs shall now issue a Letter of Confirmation in lieu of the share certificate while processing any of the aforesaid investor service request.

Members can contact the Company Secretary or Mas Services Limited, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. 011 26387281/82/83) for assistance in this regard.

h. Distribution of Shareholding

Shareholding pattern by size :

Shareholding of Nominal value (Rs.)	No. of shareholders	Shareholders (%)	Total No. of shares	% of share holding
1 - 5,000	6639	87.126	928334	6.775
5,001 - 10,000	440	5.774	346976	2.532
10,001 - 20,000	201	2.638	297681	2.172
20,001 - 30,000	80	1.05	201033	1.467
30,001 - 40,000	59	0.774	207263	1.513
40,001 - 50,000	32	0.42	148410	1.083
50,001 - 1,00,000	70	0.919	506905	3.7
1,00,001 & above	99	1.299	11065699	80.758
Total	7620	100.00	13702301	100

Shareholding pattern by ownership :

Shareholders	No. of shares held	% of total shares held
Promoter and Promoter group	64,95,211	47.40
Foreign Institutional Investors	100	0.00
Mutual Funds /UTI	2,984	0.02
Banks	50	0.00
Corporate Bodies	8,28,507	6.05

Non -Resident Indian / OCB's	1,30,897	0.96
Public	62,44,552	45.57
Total	1,37,02,301	100.00

Shareholding Pattern Category wise :

Category	Number of shareholders	Shareholders (%)	Number of shares held	Shareholding (%)
Electronic	4141	54.02	1,28,13,742	93.51
Physical	3524	45.98	8,88,559	6.49
Total	7665	100.00	1,37,02,301	100.00
Note: 44 holders are common in demat and physical				

i. Dematerialization of Shares and Liquidity: As on 31st March, 2023, 93.51% of the Company's equity shares have been dematerialized. The Company has entered into an agreement with both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) whereby shareholders have the option to dematerialize their shares with the Depositories. *International Securities Identification Number (ISIN) of the Company is INE796C01011.*

j. Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity: NIL

k. Disclosures of commodity price risks or foreign exchange risk and commodity hedging activities : The Company is an exporter and has natural hedging for its foreign currency exposures. However there was no export during the FY 2022-23.

l. Plant Locations

- i) Shree Rajasthan Syntex Ltd., Village - Udaipura, Simalwara Road, Dungarpur - 314 001 (Raj.)
- ii) Shree Rajasthan Polycot (A Div. of Shree Rajasthan Syntex Ltd.), Simalwara Road Dungarpur-314001 (Raj.)
- iii) Shree Rajasthan Texchem (A Div. of Shree Rajasthan Syntex Ltd.), Village - Patapura, Simalwara Road Dungarpur - 314 001 (Raj.)

m. Address for correspondence

27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur-313001 (Raj.)

n. Credit Ratings

Considering the credit rating assigned to FD instrument issued by the company remained in D category continuously for 3 years, it was withdrawn by Care Ratings Limited on 25.02.2021. Further, since the company is not eligible to accept new deposits, no further credit rating was sought.

o. Restriction on Trading of Securities

The Trading of securities have been restricted on account of Pre Packaged Insolvency Resolution Process.

10. Other Disclosures

a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of Company at large.

None of the RPT have potential conflict with the interests of Company at large. Further, the details of Related Party Transactions are provided in form AOC-2 attached under the head of Board's Report as *Annexure-2*. The Company formulated a policy on Related Party Transactions (RPTs) in accordance with the Act and the SEBI Listing Regulations including any amendments thereto for identifying, reviewing, approving and monitoring of RPTs. The said policy has been revised in line with the amendment in SEBI Listing Regulations and the same is available on the Company's website URL: [Policy on materiality of Related Party Transactions and on dealing with Related Party Transactions](#)

b) Details of non-compliance by the Company, penalties and strictures imposed on the company by Stock Exchange(s) or the SEBI, or any statutory authority, on any matter related to capital markets, during last three years.

(i) Non-filing of Form MGT-14 for registration of resolution for appointment of Chief Financial officer (Key Managerial Personnel) of Company during the financial year 2020-21: The Management had filed the petition for condonation of delay for e-form MGT-14 and the same was condoned without levying any penalty by Ministry of Corporate Affairs.

(ii) BSE Limited had levied penalty of Rs. 11,800/- (Basic Rs. 10,000 + GST Rs. 1,800) on the Company for non-compliance of Regulation 29(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for delay in intimation of Board Meeting held on 24th August, 2020. The Company had paid the required fine to the Stock Exchange.

(iii) The Company had received a notice from BSE Limited regarding non-compliance of Regulation 17(1), Regulation 18(1) and Regulation 19(1)/ 19(2) pertaining to the composition of the Board including failure to appoint woman director, constitution of audit committee and nomination and remuneration committee. The Management had taken the required action by filing its reply along with detailed justifications for a valid compliance for which the Company has received an order for waiver of penalties imposed by BSE Limited (Stock Exchange) for the alleged non-compliances under Regulation 17(4), 18(1), 19(1) and 19(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(iv) The Company maintains a Structured Digital Database but details of unpublished price sensitive information shared with the Statutory Auditors was initially not captured in it during the FY 2022-23: The Management has the necessary software and has been now ensuring the required compliance.

c) Whistle Blower Policy / Vigil Mechanism

Pursuant to Section 177 (9) and (10) of the Act and as per Listing Regulations, the Vigil Mechanism / Whistle Blower Policy was formulated to provide an opportunity to employees and an avenue to raise concerns about the unethical behavior actual or suspected fraud or violation of the Company's code or ethics policy and to access in good faith the Audit Committee, to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in the Company, to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse action against those employees.

The Vigil Mechanism / Whistle Blower Policy and any matters arising towards such policy is overseen by the Audit Committee on the basis of the following details;

- a) Internal Policy and Protection under Policy
- b) Safeguards against Harassment or Victimization
- c) False Allegation and Legitimate Employment Action
- d) Disclosure to the Head of Department/Audit Committee
- e) Accountability - Head of Department/ Managing Director/Audit Committee
- f) Procedure of vigil mechanism

The Whistle Blower Policy of the Company is also available on the website of the Company at the link [Whistle Blower Policy](#).

During the year, no whistle blower event was reported and mechanism is functioning well. Further, no personnel has been denied access to the Audit Committee.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of Listing Regulations

The Company complies with all the requirements of the Listing Regulations. Our Company has complied with the mandatory requirements and has ensured the implementation of non-mandatory items such as:-

- Unmodified audit opinions / reporting
- Internal auditor reports directly to audit committee

e) Total fees for all services paid by the company to the Statutory Auditor and all the entities in the network firm/network entity of which statutory auditor is a part.

The details of total fees for all the services paid by the company to the Statutory Auditor are provided in Notes to the Financial Statements. Please refer note 38 to the Financial Statement.

f) Prevention Of Sexual Harassment At Workplace

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The Company has constituted Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 for reporting and conducting inquiry into the complaints made by the victim on the harassment at the work place. The disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the Boards Report.

g) Loans and Advances in which Directors are interested

The Company has not provided any loans and advances to any firms/companies in which Directors are interested.

11. Declarations

1. A certificate from M/s. V. M. & Associates, Company Secretaries, Jaipur stating that none of the directors on the board of the company have been debarred from being appointed or continue as directors of the Companies by SEBI / Ministry of Corporate Affairs or any such statutory authority forms part of report on Corporate Governance. Please refer Page No. 58

2. Compliance Certificate taken from M/s. Doogar & Associates, Statutory Auditor, New Delhi, regarding compliance of conditions of Corporate Governance forms part of report on Corporate Governance. Please refer Page No. 59

3. Certificate taken from Mr. Vikas Ladia, Chief Executive Officer and Mr. Prahlad Bilochi, Chief Financial Officer as specified in Part B of Schedule II as per Regulation 17(8) forms part of report on Corporate Governance. Please refer Page No. 61

4. Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations : During the FY 2022-23, the Company has complied with all the requirements in this regard, to the extent applicable.

5. The Company is in compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations during the FY 2022-23.

6. Disclosure of certain types of agreements binding listed entities

Pursuant to clause 5A to para A of part A of schedule III of Regulation 30A (2) of Listing Regulations, no agreements have been entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the company among themselves or with the company or with a third party, solely or jointly, which, either directly or indirectly or potentially would impact the management or control of the company or impose any restriction or create any liability upon the company. Further no such agreements have been entered into by the company in the normal course of business which would directly or indirectly or potentially would impact the management or control the company.

Declaration affirming compliance with Code Of Conduct

I hereby confirm and declare that all the Board members, Key Managerial Personnel and Senior Management Personnel have individually affirmed compliance with the Code of Conduct adopted by the Company for the financial year ended 31st March, 2023.

Place: Udaipur
Date: 27th May, 2023

Sd/-
Vikas Ladia
(Chief Executive Officer)
DIN : (00256289)

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

To,
The Members,
Shree Rajasthan Syntex Ltd.
27-A, First Floor, Meera Nagar,
Housing Board Colony,
Udaipur – 313001 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shree Rajasthan Syntex Ltd.** having CIN: L24302RJ1979PLC001948 and having registered office at **27-A, First Floor, Meera Nagar, Housing Board Colony, Udaipur – 313001 (Rajasthan)** (hereinafter referred to as ‘**the Company**’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr.No.	Name of the Director	DIN
1.	Mr. Narendra Nath Agrawala	00168211
2.	Mr. Anubhav Ladia	00168312
3.	Mr. Vikas Ladia	00256289
4.	Mr. Sandeep Kumar Jain	01116047
5.	Mrs. Manju Datta	09010395

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

Place: Jaipur

Date: May 27, 2023

UDIN: F003355E000396297

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

Sd/-

CS Manoj Maheshwari

Partner

Membership No.: FCS 3355

C P No.: 1971

INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE AS PER PROVISIONS OF CHAPTER IV OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (AS AMENDED)

To the Members of
Shree Rajasthan Syntex Ltd.

1. The Corporate Governance Report prepared by Shree Rajasthan Syntex Ltd. ("the Company"), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2023. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedures includes but not limited to verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us

performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations (except as mentioned in the report), as applicable for the year ended March 31, 2023, referred to in paragraph 1 above.

Other Matters

10. This Report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. The Company's application to National Company Law Tribunal (NCLT) under Pre-Packaged Insolvency Resolution Process Scheme u/s 54A read with section 10 of the Insolvency Bankruptcy Code, 2016 has been admitted.

Restriction on Use

12. This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

For Doogar & Associates

Chartered Accountants

Firm's Registration No. 000561N

Sd/-

Vardhman Doogar

Partner

Membership No. 517347

UDIN: 23517347BGPXCO4700

Dated: August 10, 2023

Place: New Delhi

CERTIFICATE

(Pursuant to Regulation 17(8) and Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

“Certified that”

A. We have reviewed financial statements and the cash flow statement for the financial year 2022-23 and that to the best of our knowledge and belief:

(1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.

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

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2022-23 which are fraudulent, illegal or in violation of the company’s code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

(1) significant changes in internal control over financial reporting during the year 2022-23

(2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

FOR SHREE RAJASTHAN SYNTEX LTD.

Sd/-

PRAHLAD BILOCHI
(CHIEF FINANCIAL OFFICER)

Sd/-

VIKAS LADIA
(CHIEF EXECUTIVE OFFICER)

Date: 27th May, 2023

Place: Udaipur



Independent Auditors' Report

To The Members of
Shree Rajasthan Syntex Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **Shree Rajasthan Syntex Limited** ("the Company"), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, the loss and total comprehensive loss, changes in equity and its cash flows 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 Act. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note no. 41 to the financial statement regarding the preparation of the financial statements on a going concern basis. The Company has accumulated losses as on March 31, 2023, its current liabilities are substantially higher than current assets and has defaulted in repayment of borrowings. These conditions indicate the existence of a material uncertainty on the Company's ability to continue as a going concern. The Company's application for Pre-Packaged Scheme u/s 54A read with section 10 of the Insolvency Bankruptcy Code, 2016 has been admitted. In view of the management's expectation of a successful outcome in the coming days, the Statements have been prepared on going concern basis. Our conclusion is not modified in respect of this matter.

Emphasis of matter

We draw attention to the following matters: -

a) As stated in Note No. 41 to the financial statements, the company has not made any provision for the amount towards penal interest, penalty, etc. as may be charged by the lenders. Further, In the absence of statements of accounts from banks, the company has recognized interest expense on an estimated basis taking reference of the last sanctioned interest rates charged by the banks.

b) As stated in Note No. 54 to the financial statements, for the year ended March 31, 2023, the value in use of Polycot Division being in excess as compared to the carrying value, as estimated by a technical valuer, which is not operating. We are unable to comment upon the achievability of future cash flow projections as well as its impairment provision, if any as per IND AS 36 "Impairment of Assets".

Our conclusion is not modified in respect of the above matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
Litigation, claims and other contingencies (as described in note 40 of the financial statements)	
<p>As indicated in Note 40, the Company is involved in various litigations and claims. This risk of litigations and claims would have a significant financial impact if the potential exposures were to materialize. The amounts of claims may be significant and estimates of the amounts of provisions or contingent liabilities are subject to significant management judgement. This matter has been determined to be a key matter, since the aforementioned cases requires significant judgements by</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of identification process relating to litigations and claims and contingent liabilities and evaluated the design and tested the operating effectiveness of controls in respect of process • Assessed the progress of all significant contingencies, consideration of any evidence of legal disputes. • Evaluated management's assessment of the likely outcome and potential exposures arising from significant contingencies subject to

<p>management, including that obtained from its legal advisors.</p>	<p>ongoing court and arbitration proceedings and considered the requirements for any provision.</p> <ul style="list-style-type: none"> • Inquired with both legal and finance personnel in respect of ongoing litigations or claims proceedings, inspected relevant correspondence and requested a confirmation letter from the Company's in-house legal counsel. Also, obtained legal confirmation letters on sample basis from external legal counsels. <p>Based on the above procedures, we found that the Management's assessment to be reasonable.</p>
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We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' 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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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, the Company's management is responsible for assessing the ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as

- on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act;
- f. The going concern matter described in the “Material Uncertainty Related to Going Concern” Section above, in our opinion, may have an adverse effect on the functioning of the Company.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;
 - h. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197 of the act, as amended. In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - i. With respect to the other matters to be included in the Auditors’ Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 40 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There 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, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. No dividend has been declared or paid during the year by the Company.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), which provided for books of accounts to have the feature of audit trail, edit log and related matters in the accounting software used by the Company, is applicable to the Company only with effect from financial year beginning April 01, 2023, the reporting under clause Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), is currently not applicable.

For Doogar & Associates

Chartered Accountants

Firm Registration No. 000561N

Sd/-

Vardhman Doogar

Partner

Membership No. 517347

UDIN: 23517347BGPWZH8517

Date: May 27, 2023

Place: New Delhi



Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements section of our report to the Members of Shree Rajasthan Syntex Limited of even date)

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act")

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets: -
 - a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, Plant and Equipment and relevant details of right-of-use assets.
(B) The company has maintained proper records showing full particulars of intangible assets.
 - b. The Company has a program of physical verification of high value Property, Plant and Equipment and right-to-use assets to cover all the assets once every three year which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain plants and machinery were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification. Other Plant and equipments were not verified during the year.
 - c. Title deeds of all immovable properties (other than properties where the documents are with lending banks as equitable mortgage for which we have not received any confirmation letter from the banks), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - d. The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
 - e. No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by the Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory and have been properly dealt with in the books of accounts.
(b) The Company has not been sanctioned/renewed working capital limits during the year. Since the accounts are NPA, the banks have freezed working capital limits sanctioned in earlier years. No quarterly returns or statements has been filed with the Banks.
- iii. According to the information and explanations given to us,
 - (a) The Company has not made investments in, nor provided any guarantee or security or granted any loan and advances in nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties during the year.



- (b) The terms and conditions of the grant of such loan in earlier years are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (c) The schedule of repayment of principal and payment of interest has been stipulated the repayments of principal amount was regular as per stipulations but receipt of interest is not regular;
 - (d) There is an overdue interest amount of Rs. 44.77 Lakhs receivable as at the year-end. No steps have been taken by the company for the recovery of interest.
 - (e) The Company has not renewed or extended or fresh loan granted to settle the overdue of existing loan during the year.
 - (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year, hence reporting under clause 3(iii)(f) is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
 - v. According to the information and explanations given to us, the Company has accepted and complied with provisions within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) for the deposits accepted in earlier year.
 - vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
 - vii. In respect of statutory dues:
 - (a) In our opinion the company has been regular in depositing the Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, value added tax, goods and service tax, cess and other statutory dues by the due dates with appropriate authorities.

There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Sales Tax, Goods and Services Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and Other Statutory Dues, at the year end, for a period of more than six months from the date they become payable.
 - (b) Details of statutory dues referred to sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:



SI. No.	Name of the Statue	Nature of the dues	Forum where dispute is pending	Period to which the amount relates (F.Y.)	Amount (Rs. In lakhs)	
					Gross	Deposited under protest
1	Rajasthan Stamp Act	Stamp Duty	Tax Board, Ajmer	2012-13	2.70	0.90
2	Rajasthan Tax into entry of goods into local area Act,1999	Entry tax and interest	High Court	2001-02 to 2005-06	252.32	252.32
3	Rajasthan Tax into entry of goods into local area Act,1999	Entry tax and interest	High Court	2006-07 to 2014-15	231.06	231.06
4	Central Excise Act 1994	Excise Duty and Custom Duty	Dy Commissioner / Asst. Commissioner	1997 & onwards	24.47	1.34
5	Central Excise Act 1994	Excise Duty and Custom Duty	Commissioner Appeals	1994-95 & 1995-96	6.10	-
6	Service Tax	Service Tax	Dy Commissioner / Asst. Commissioner	1998-99 to 1999-2000	20.84	10.88
7	Rajasthan Value Added Tax 2003	Value added tax with RIPS	High Court	2007-08 to 2015-16	923.74	72.54
8	Central Goods and Service Act, 2017	Penalty on E-Ways Bills	Commissioner Appeals	2020-21	0.52	0.52

viii. According to the information and explanation given to us and the records of the Company examined by us, there is no income surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

ix.

(a) The Company has defaulted in repayment of loans, other borrowings and interest thereon as follows:



Nature of borrowings	Name of lender	Amount not paid on due date (Rs. in Lakhs)	Whether Principal or interest	No. of days delay or unpaid	Remarks if any
Term Loan	State Bank of India	1,564.76	Principal and Interest		Accounts freeze, no transaction since, July 2017
Term Loan	Bank of Baroda	2791.53	Principal and Interest		Accounts freeze, no transaction since, April 2017
Term Loan	IDBI Bank	1861.72	Principal and Interest		Accounts freeze, no transaction since, February 2019
Cash credit	State Bank of India	7160.43	Principal and Interest		Accounts freeze, no transaction since, July 2017
Cash credit	Bank of Baroda	1684.43	Principal and Interest		Accounts freeze, no transaction since, October 2017
Cash credit	IDBI Bank	1131.23	Principal and Interest		Accounts freeze, no transaction since, October 2019
Bill Discounting	IDBI Bank	1,948.66	Principal and Interest		Accounts freeze, no transaction since, October 2017
		18,142.75			

*These Outstanding amounts are subject to reconciliation with the Financial Lenders.

(b) According to the information and explanation given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) No term loans obtained during the years, hence reporting under clause 3(ix)(c) of the order not applicable.

(d) On the overall examination of the financial statements of the Company, no funds raised on the short term basis have been used for long-term purposes by the Company, Clause 3(ix)(d) is not applicable.

(e) There is no subsidiary of the Company. Accordingly, the reporting under Clause 3(ix)(e) of the Order are not applicable to the Company.

(f) There is no subsidiary, joint venture or associate of the company. Accordingly, the reporting under Clause 3(ix)(f) of the Order are not applicable to the Company.

- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under Clause 3(x)(a) of the Order are not applicable to the Company.



- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debenture (fully, partially or optionally convertible) during the year.
- xi. (a) During the course of the examination of the books and records of the Company, we have neither come across any instance of material fraud by the Company or on the Company noticed or reported during the year, nor have been informed of any such case by the Management.
- (b) No report under section 143(12) of the Act, in Form ADT-4 was not required to be filed. Accordingly, the reporting under Clause 3(xi)(b) of the Order are not applicable to the Company.
- (c) According to the information and explanations given to us and as represented to us by the management, no whistle blower complaints have been received during the year and upto the date of this report by the Company.
- xii. The Company is not a Nidhi Company. Accordingly, the reporting under Clause 3(xii) of the Order are not applicable.
- xiii. According to the information and explanation and records made available by the company, the Company has complied with the provision of Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, reporting under Clause 3(xv) of the Order are not applicable.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under Clause 3(xvi) of the Order are not applicable.
- (b) Based on the information and explanations provided by the management of the Company, there is no Core Investment Company as the part of the Group.
- xvii. The Company has incurred cash losses of Rs. 2,293.26 Lakhs during the financial year covered by our audit and Rs. 3,205.09 Lakhs in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. As referred to in 'Material uncertainty related to Going concern' paragraph in our main audit report and as disclosed in Note 65 to the financial statements which includes the financial ratios and ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the



Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, there exists a material uncertainty that the Company may not be capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date.

- xx. The company is not required to spend CSR Expenditure as required by section 135 of the Companies Act, 2013 as the company is incurring losses, hence reporting under paragraph 3(xiv) of the Order is not applicable.

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Sd/-
Vardhman Doogar
Partner
Membership No. 517347
UDIN: 23517347BGPWZH8517
Date: May 27, 2023
Place: New Delhi

Annexure B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Shree Rajasthan Syntex Limited of even date)

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

We have audited the internal financial controls over financial reporting of Shree Rajasthan Syntex Limited as of 31 March, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls 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 ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 with reference to financial statements 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 over financial reporting with reference to financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of such 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 with reference to financial statements.



Meaning of Internal Financial Controls Over Financial Reporting with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting with Reference to Financial Statements

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

Opinion

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

For Doogar & Associates
Chartered Accountants
Firm Registration No. 000561N

Sd/-
Vardhman Doogar
Partner
Membership No. 517347
UDIN: 23517347BGPWZH8517
Date: May 27, 2023
Place: New Delhi

	Note No.	As at March 31, 2023	As at March 31, 2022
I. ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	4,386.63	6,403.74
(b) Right of use asset	5	96.31	46.04
(c) Intangible assets	4	0.05	0.05
(d) Financial assets			
(i) Loans	6	46.98	46.98
(ii) Other financial assets	7	142.50	125.47
(e) Deferred tax assets (net)	8	434.30	441.60
(f) Other non-current assets	9	4,185.71	4,241.42
Total non-current assets		9,292.48	11,305.30
Current Assets			
(a) Inventories	10	109.94	174.46
(b) Financial Assets			
(i) Trade receivables	11	112.75	118.38
(ii) Cash and cash equivalents	12	8.19	20.40
(iii) Bank balances other than (ii) above	13	-	0.23
(iv) Loans	14	13.00	13.00
(v) Other financial assets	15	-	-
(c) Other current assets	16	294.50	387.60
(d) Current tax assets	17	61.20	91.07
Total current assets		599.58	805.14
TOTAL ASSETS		9,892.06	12,110.44
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	18	1,370.23	1,370.23
(b) Other equity	19	(12,767.09)	(8,424.52)
Total Equity		(11,396.86)	(7,054.29)
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	829.21	665.14
(ii) Lease Liability	21	65.70	39.96
(iii) Other financial liabilities	22	131.72	144.06
(b) Provisions	23	87.08	96.29
Total Non-current liabilities		1,113.71	945.45
Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	24	8,208.98	8,209.43
(ii) Trade payables	25		
- Due to micro enterprises and small enterprises		20.80	20.65
- Due to creditors other than micro enterprises and small enterprises		2,451.08	2,307.57
(iii) Lease Liability	26	36.14	10.09
(iv) Other financial liabilities	27	9,344.83	7,568.44
(b) Provisions	28	76.21	62.04
(d) Other current liabilities	29	37.17	41.06
Total Current liabilities		20,175.21	18,219.28
Total Liabilities		21,288.92	19,164.73
TOTAL EQUITY AND LIABILITIES		9,892.06	12,110.44
		0.00	(0.00)

See accompanying notes to the financial statements

1 to 66

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm's registration No. 000561N

For and on behalf of the Board of Directors of
Shree Rajasthan Syntex Limited

Sd/-
Vardhman Doogar
Partner
M. No 517347
Place : New Delhi
Dated: 27.05.2023

Sd/-
Vikas Ladia
Managing Director & CEO
DIN: 00256289

Sd/-
Anubhav Ladia
Whole Time Director
DIN: 00168312

Sd/-
Narendra Nath Agrawala
Independent Director
DIN: 00168211

Place : Udaipur
Dated: 27.05.2023

Sd/-
Prahlad Bilochi
Chief Financial Officer

Sd/-
Prinkle Talesara
Company Secretary
& Compliance Officer
M. no. A60017

Shree Rajasthan Syntex Limited
Statement of Profit and Loss for the year ended March 31, 2023
CIN:- L24302RJ1979PLC001948

		(Rs. in Lakhs)	
Particulars	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I. Revenue from operations	30	5,163.53	5,077.44
II. Other income	31	113.75	17.37
III Total Income (I+II)		5,277.29	5,094.81
IV Expenses :			
Cost of material consumed	32	822.02	1,102.22
Purchases of stock-in-trade	33	1,002.60	714.92
Changes in inventories of finished goods, work-in-progress and stock-	34	60.00	32.89
Employee benefit expenses	35	1,070.43	1,152.29
Finance costs	36	2,129.38	2,770.89
Depreciation, amortisation & Impairment expenses	37	2,036.76	437.80
Other expenses	38	2,465.66	2,526.70
Total expenses (IV)		9,586.85	8,737.71
V Profit/(Loss) before exceptional items and tax (III-IV)		(4,309.56)	(3,642.90)
VI Exceptional items (gain)		(13.15)	-
VII Profit/(Loss) before tax (V+VI)		(4,322.72)	(3,642.90)
VIII Tax expense:			
Current tax		-	-
Deferred tax		-	-
Tax adjustment of earlier years		7.30	-
Total tax expenses (VIII)		7.30	-
IX Profit for the year (VII-VIII)		(4,330.02)	(3,642.90)
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/(loss) on defined benefit plans		(12.55)	6.04
Income tax expense relating to items that will not be reclassified to profit or loss		-	-
Total Other Comprehensive Income (X)		(12.55)	6.04
XI Total Comprehensive Income for the year (IX+X)		(4,342.56)	(3,636.86)
XII Earnings per equity share of Rs. 10 each	39		
- Basic		(31.60)	(26.59)
- Diluted		(31.60)	(26.59)

See accompanying notes to the financial statements **1 to 66**

As per our report of even date

For **Doogar & Associates**
Chartered Accountants
Firm's registration No. 000561N

For and on behalf of the Board of Directors of
Shree Rajasthan Syntex Limited

Sd/-
Vardhman Doogar
Partner
M. No 517347
Place: New Delhi
Dated: 27.05.2023

Sd/-
Vikas Ladia
Managing Director & CEO
DIN: 00256289

Sd/-
Anubhav Ladia
Whole Time Director
DIN: 00168312

Sd/-
Narendra Nath Agrawala
Independent Director
DIN: 00168211

Sd/-
Place: Udaipur
Dated: 27.05.2023

Sd/-
Prahlad Bilochi
Chief Financial Officer

Sd/-
Prinkle Talesara
Company Secretary
& Compliance Officer
M. No. A60017

Shree Rajasthan Syntex Limited
Statement of Cash flows for the year ended 31th March 2023
CIN:- L24302RJ1979PLC001948

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash flow from operating activities		
Net profit before tax	(4,322.72)	(3,642.90)
Adjustments for Depreciation	2,036.76	437.80
Sundry balances / Excess Liabilities written back (Net)	(12.15)	109.46
Unrealised Foreign Exchange Fluctuation (Net) (Gain)/Loss	-	-
Allowances for expected credit loss	86.34	343.75
Bad Debts	-	-
Interest Expense	2,122.61	2,768.86
Loss/(Profit) on sale of fixed assets	(0.02)	-
Interest Income	(11.92)	(7.25)
Operating profit before working capital changes	(101.09)	9.72
Adjustments for:-		
Inventories	64.52	26.48
Trade Receivables	(6.60)	(60.35)
Loans	-	-
Other financial assets	(17.03)	(5.50)
Other non-financial assets	138.51	101.27
Trade payables	91.99	(2.28)
Other financial liabilities	(113.04)	12.25
Other non-financial liabilities	(3.89)	3.35
Non Current & Current Provisions	(7.60)	3.62
Cash generated from operations	45.77	88.56
Income tax paid	29.87	(22.69)
Net cash inflow/(outflow) from operating activities	75.64	65.87
B. Cash flow from investing activities		
Purchase of property, plant & equipment	(0.96)	(1.54)
Sale proceeds of fixed assets	0.03	-
Sale proceeds of investments	-	-
Interest Received	11.92	7.25
Net cash inflow / (outflow) from investing activities	10.99	5.71
C. Cash inflow/(outflow) from financing activities		
Increase /(Decrease) in Long-Term Borrowings Including Interest	(75.66)	(207.22)
Increase /(Decrease) in Short-Term Borrowings	(0.45)	105.07
Payment of lease liability	(22.96)	(21.19)
Net cash inflow / (outflow) used in financing activities	(99.07)	(123.34)
Net changes in cash and cash equivalents	(12.44)	(51.72)
Opening Cash and cash equivalents	20.63	72.35
Closing Cash and cash equivalents	8.19	20.63

Note:

- (i) Statement of cash flows has been prepared using Indirect method in accordance with Ind AS-7
(ii) Refer note no. 12 and 13 for components of cash and cash equivalents

See accompanying notes to the financial statements **1 to 66**

As per our report of even date attached

For Doogar & Associates
Chartered Accountants
Firm's registration No. 000561N

Sd/-
Vardhman Doogar
Partner
M. No 517347
Place: New Delhi
Dated: 27.05.2023

**For and on behalf of the Board of Directors of
Shree Rajasthan Syntex Limited**

Sd/-
Vikas Ladia
Managing Director & CEO
DIN: 00256289

Sd/-
Anubhav Ladia
Whole Time Director
DIN: 00168312

Sd/-
Narendra Nath Agrawal
Independent Director
DIN: 00168211

Sd/-
Place: Udaipur
Dated: 27.05.2023

Sd/-
Prahlad Bilochi
Chief Financial Officer

Sd/-
Prinkle Talesara
Company Secretary
& Compliance Officer
M. No. A60017

Shree Rajasthan Syntex Limited
Statement of changes in equity for the period year ended March 31, 2023
CIN:- L24302RJ1979PLC001948

A. Equity Share Capital

(Rs. in Lakhs)

Balance as at April 1, 2021	Movement during the year 2021-22	Balance as at March 31, 2022	Movement during the year 2022-23	Balance as at March 31, 2023
1,370.23	-	1,370.23	-	1,370.23

B. Other Equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	General Reserve	Capital Redemption Reserve	Share Premium	Securities Premium	Retained Earnings	Re-measurement of the net defined benefit plans	
Balance as at 1st April, 2021	177.12	500.00	1,998.42	718.82	(8,421.35)	239.33	(4,787.66)
Loss for the year	-	-	-	-	(3,642.90)	-	(3,642.90)
Other comprehensive income (loss) for the year (net of income tax)	-	-	-	-	-	6.04	6.04
Balance as at March 31, 2022	177.12	500.00	1,998.42	718.82	(12,064.25)	245.38	(8,424.52)
Loss for the year	-	-	-	-	(4,330.02)	-	(4,330.02)
Other comprehensive income (loss) for the year (net of income tax)	-	-	-	-	-	(12.55)	(12.55)
Balance as at March 31, 2023	177.12	500.00	1,998.42	718.82	(16,394.27)	232.83	(12,767.09)

See accompanying notes to the financial statements

1 to 66

As per our report of even date

For **Doogar & Associates**
Chartered Accountants
Firm's registration No. 000561N

For and on behalf of the Board of Directors of
Shree Rajasthan Syntex Limited

Sd/-
Vardhman Doogar
Partner
M. No 517347

Sd/-
Vikas Ladia
Managing Director & CEO
DIN: 00256289

Sd/-
Anubhav Ladia
Whole Time Director
DIN: 00168312

Sd/-
Narendra Nath Agrawala
Independent Director
DIN: 00168211

Place : New Delhi
Dated : 27.05.2023

Place: Udaipur
Dated: 27.05.2023

Sd/-
Prahlad Bilochi
Chief Financial Officer

Sd/-
Prinkle Talesara
Company Secretary
& Compliance Officer
M. No. A60017

Shree Rajasthan Syntex Limited

Notes forming part of the financial statements for the year ended March 31, 2023

Note – 1 – Company overview

Shree Rajasthan Syntex Limited ("The Company") was incorporated on November 15, 1979. We at SRSL have served the Textile Raw Material chain for several years. This has been possible due to our fair and ethical business practices and contribution of all members of staff and workers of the company. Using best available manufacturing practices and technology from our machinery partners, we have always aimed at delivering "Efficient Solutions" to our customers.

Note – 2 – Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost conversion on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) rules, 2015 and relevant amendments rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in Indian Rupee ('INR') which is also the functional and presentation currency of the company.

2.1 Summary of significant accounting policies

a. Revenue recognition

Revenue is recognised at the fair value of the consideration received or receivable. The amount disclosed as revenue is inclusive of excise duty and net of returns, discounts and exclusive of Goods and Services Tax.

The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

(i) Sales of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the buyer and the entity retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

The performance obligation in case of sales of goods is satisfied at a point in time i.e., Revenue from export sales is recognized on the basis of bill of landing while Domestic sales is recognized on the basis of ex-factory dispatch as may be specified in the contract.

(ii) Rendering of Services

Revenue from rendering of services is recognized over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract,

Shree Rajasthan Syntex Limited**Notes forming part of the financial statements for the year ended March 31, 2023**

excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional.

In case of discounts, rebates, credits, price incentives or similar terms, consideration are determined based on its most likely amount, which is assessed at each reporting period.

(iii) Export Incentives

Export benefits/incentives are accounted for on accrual basis.

(iv) Insurance and Other Claims

In accordance with the consistent practice, insurance and other claims, to the extent considered recoverable, are accounted for in the year relevant to claim while the balance is accounted for on settlement.

b. Employee benefits**(i) Short term Employee Benefits**

Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

(ii) Post Employment Benefits**(a) Defined Contribution Plans****Provident Fund**

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(b) Defined benefit plans**Gratuity**

The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation carried at the year end using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

- (a) The date of the plan amendment or curtailment, and
- (b) The date that the Company recognises related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Compensated absences

Benefits under the Company's leave encashment constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the year-end using the Projected Unit Credit Method. Actuarial gains and losses are recognised immediately in the Statement of Profit and Loss.

c. Property, plant and equipment

Property, plant and equipment are carried at cost of acquisition less accumulated depreciation. The cost of an item of Property, plant and equipment comprises its purchase price, including import duties and others non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Cotton Yarn Unit (Polycot Yarn Division) is stated at cost without availing CENVAT, and Thermal Power Plant is stated without availing Service CENVAT. All costs including financing costs till commencement of commercial production and adjustment arising from exchange rate variations relating to borrowings attributable to the Property, plant and equipment are capitalized.

Property, plant and equipment under construction are disclosed as capital work in progress.

Recognition:

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the entity; and
- (b) the cost of the item can be measured reliably.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Gains or losses arising from de-recognition of assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d. Intangible assets

Intangible asset represents computer software acquired by the Company carried at cost of acquisition less amortisation. The cost of an item of intangible asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of the carrying value of another asset.

Shree Rajasthan Syntex Limited

Notes forming part of the financial statements for the year ended March 31, 2023

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its Intangibles recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the Intangibles.

e. Depreciation and amortisation expenses

Depreciation on Property, plant and equipment is provided on the straight-line method, as per useful life prescribed in Schedule II to the Companies Act, 2013. Further for amortisation of intangible assets useful life is 3 years to 5 years.

Pursuant to Companies Act, 2013 ('the Act') being effective from 1 April 2014, the Company has aligned the depreciation rates based on the useful lives as specified in Part 'C' of Schedule II to the Act.

Assets costing Rs.5000/- or less acquired on or after 1.7.1993 are fully depreciated.

The company provides for depreciation on following plant & machinery considering the same as continuous process plant.

(i) Filament Yarn Division, Spun Yarn Division and Cotton Yarn Division

(ii) Power Generation Equipments

Freehold land and leasehold land are not depreciated.

Depreciation on additions is provided on a pro-rata basis from the date of acquisition/installation. Depreciation on sale/deduction from fixed assets is provided for upto the date of sale/adjustment, as the case may be.

f. Inventories

Inventories are valued at the lower of cost and net realisable value. Cost of inventories includes all costs incurred in bringing the inventories to their present location and condition. Cost of inventories has been determined as under:

Raw Material	At Batch cost
Work in progress	a) Preparatory stage - at cost b) Yarn stage - at cost or net realisable value, whichever is lower
Finished Goods	At cost or net realizable value whichever is lower.
Traded stock	At Cost of purchase or net realizable value whichever is lower.
Stores and Spares	At First In First Out method.
Waste and scrap	At Net realisable value
Fuel	Monthly moving weighted average

g. Borrowing costs

Borrowing costs that are attributable to the acquisition of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

h. Leases

Effective April 1, 2019, the Company adopted Ind AS 116 “Leases” and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount.

The Company’s lease asset classes primarily consist of leases for land and buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Company recognizes a right-of-use asset (“ROU”) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

i. Income taxes

Income tax expense represents the sum of current and deferred tax (including MAT). Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Balance Sheet approach. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

j. Earnings per share

Shree Rajasthan Syntex Limited

Notes forming part of the financial statements for the year ended March 31, 2023

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value.

k. Foreign Currency Transactions

The functional currency of the company is Indian rupee. These financial statements are presented in Indian rupee.

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

The foreign currency monetary items are translated using the closing rate at the end of each reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency is translated using the exchange rate at the date of the transaction. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements is recognised in profit or loss in the period in which they arise. All other foreign exchange gains and losses are presented in the statement of profit and loss on net basis.

l. Financial instruments

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

(i) Initial Recognition and measurement

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss. Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

(ii) Subsequent measurement

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI)

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

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

A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

Financial liabilities

The financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payable maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

m. Impairment of assets

(i) Financial assets

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in Statement of Profit or Loss.

(ii) Non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date in accordance with Ind AS 36 'Impairment of Assets', to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

n. Cash and cash equivalents

The Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity period of three months or less from the balance sheet date, which are subject to an insignificant risk of changes in value.

o. Provisions and Contingencies

A provision is recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources in respect of which a reliable estimate can be made. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised.

2.2. Significant accounting judgements, estimates and assumptions

The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

a) Contingent Liabilities:

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and constructive claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence and potential quantum of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events

b) Estimates and Assumptions:

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the company.

c) Taxes:

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

d) Defined benefit plans:

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation and other post-employment benefits are determined using actuarial

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Notes forming part of the financial statements for the year ended March 31, 2023

valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

3 Property, plant and equipment

(Rs. in Lakhs)

Particulars	Leasehold Land	Freehold Land	Building	Tube Well	Plant and Machinery	Electric Installation	Water Supply Installations	Material Handling Equipment	Air Conditioner	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross carrying amount													
As at April 1, 2021	13.76	3.29	2,551.84	9.69	17,328.64	1,008.94	94.78	25.65	19.92	175.42	95.69	70.95	21,398.57
Additions	-	-	-	-	-	-	-	-	-	0.11	1.43	-	1.54
Disposal/Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	13.76	3.29	2,551.84	9.69	17,328.64	1,008.94	94.78	25.65	19.92	175.53	97.12	70.95	21,400.11
Additions	-	-	-	-	-	-	0.07	-	-	0.06	0.83	-	0.96
Disposal/Adjustments	-	-	-	-	-	-	-	-	-	-	0.16	-	0.16
As at March 31, 2023	13.76	3.29	2,551.84	9.69	17,328.64	1,008.94	94.85	25.65	19.92	175.59	97.79	70.95	21,400.91
Accumulated Depreciation													
As at April 1, 2021	-	-	1,335.34	8.86	12,018.60	822.15	47.13	20.52	17.82	156.69	89.83	59.61	14,576.55
Depreciation for the year	-	-	64.61	0.18	334.62	10.60	3.47	0.37	0.52	2.41	1.25	1.79	419.82
Disposal/reversal	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	1,399.95	9.04	12,353.22	832.75	50.60	20.89	18.34	159.10	91.08	61.40	14,996.37
Depreciation for the year	-	-	64.00	0.11	333.30	9.93	3.41	0.33	0.46	2.29	0.60	1.48	415.93
Disposal/reversal	-	-	-	-	-	-	-	-	-	-	0.15	-	0.15
As at March 31, 2023	-	-	1,463.95	9.15	12,686.52	842.68	54.02	21.22	18.80	161.39	91.53	62.89	15,412.15
Impairment													
As at March 31, 2021	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
Deductions / Reversal	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment during the year	-	-	-	-	1,602.13	-	-	-	-	-	-	-	1,602.13
Deductions / Reversal	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	-	-	-	-	1,602.13	-	-	-	-	-	-	-	1,602.13
Net Carrying amount													
As at March 31, 2022	13.76	3.29	1,151.89	0.65	4,975.42	176.19	44.18	4.76	1.58	16.43	6.04	9.55	6,403.74
As at March 31, 2023	13.76	3.29	1,087.89	0.54	3,039.99	166.26	40.83	4.43	1.12	14.20	6.26	8.07	4,386.63

Shree Rajasthan Syntex Limited

Notes forming part of financial statements for the year ended March 31, 2023

4 Intangible assets**(Rs. in Lakhs)**

Particulars	Computer Softwares
Gross carrying amount	
As at April 1, 2021	1.06
Additions	-
Disposal/Adjustments	-
As at March 31, 2022	1.06
Additions	-
Disposal/Adjustments	-
As at March 31, 2023	1.06
<u>Accumulated amortisation</u>	
As at April 1, 2021	0.83
Amortisation during the year	0.18
Disposal/Adjustments	-
As at March 31, 2022	1.01
Amortisation during the year	-
Disposal/Adjustments	-
As at March 31, 2023	1.01
<u>Net Carrying amount</u>	
As at March 31, 2022	0.05
As at March 31, 2023	0.05

5 Right of use asset

(Rs. in Lakhs)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Opening Balance	46.04	29.44
Right of asset booked during the year	68.96	34.59
Less :- Amortisation during the year	-18.69	-17.99
Closing Balance	96.31	46.04

6 Loans

(Rs. in Lakhs)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Financial assets at amortized cost		
Unsecured considered good		
Loans & advances to related parties (SRSI Employees Welfare Trust)	46.98	46.98
Total	46.98	46.98

7 Other non-current financial assets

(Rs. in Lakhs)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Financial assets at amortized cost		
Unsecured, considered good		
Security deposits	142.50	125.47
Total	142.50	125.47

8 Deferred tax assets (net) #

(Rs. in Lakhs)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	1,860.23	1,860.23
Deferred tax liability	(1,642.80)	(1,642.80)
MAT Credit entitlement	216.87	224.17
Total	434.30	441.60

Refer note no.44

9 Other non-current assets

(Rs. in Lakhs)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Non financial assets at amortized cost		
Unsecured, considered good		
Prepaid expenses	-	5.00
Interest Subsidy Recoverable (TUFS)	293.91	293.91
Claims and exports incentives receivables	3,891.80	3,942.51
	4,185.71	4,241.42
Unsecured considered doubtful		
Claims and exports incentives receivables	268.19	239.20
Less: Allowances for expected credit loss	(268.19)	(239.20)
	-	-
Total	4,185.71	4,241.42

10 Inventories

(at cost or net relisable value, whichever is lower)

(Rs. in Lakhs)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Raw materials		
- Man made fibre	20.06	28.76
- Fibre Stock in Deptt.	-	-
- Stock in transit	11.94	3.13
Work-in-progress	12.93	34.38
Job work stock	-	36.09
Finished Goods	27.97	31.09
Stock-in-trade	0.85	1.27
Stores and spares	139.56	141.20
- Stock in transit	3.41	6.40
Others		
- Waste & Scrap	1.29	0.21
	218.01	282.53
Less: Allowance for impairment loss for stores & spares	108.07	108.07
Total	109.94	174.46

11 Trade receivables

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Trade receivables Considered good - unsecured	112.75	118.38
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - credit impaired	46.11	33.88
	158.86	152.26
Less: Allowance for impairment loss	46.11	33.88
Total	112.75	118.38

Trade receivables ageing schedule for the year ended as on March 31, 2023

Particulars	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	Above 3 years	Total
As at 31 March 2023							
Undisputed trade receivable- considered good	102.61	8.17	0.06	1.67	0.24	-	112.75
Undisputed trade receivable -Credit impaired	-	-	-	-	-	-	-
Disputed trade receivables-Credit impaired	-	-	-	-	-	46.11	46.11
Total	102.61	8.17	0.06	1.67	0.24	46.11	158.86
Less: Allowance for credit loss	-	-	-	-	-	46.11	46.11
Net	102.61	8.17	0.06	1.67	0.24	0.00	112.75

Trade receivables ageing schedule for the year ended as on March 31, 2022

Particulars	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	Above 3 years	Total
As at 31 March 2022							
Undisputed trade receivable- considered good	91.10	25.38	1.90	-	-	-	118.38
Undisputed trade receivable -Credit impaired	-	-	-	-	-	-	-
Disputed trade receivables-Credit impaired	-	-	-	-	-	33.88	33.88
Total	91.10	25.38	1.90	-	-	33.88	152.26
Less: Allowance for credit loss	-	-	-	-	-	33.88	33.88
Net	91.10	25.38	1.90	-	-	-	118.38

12 Cash & cash equivalents

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Cash on hand	6.73	5.81
Cheques, drafts on hand	0.27	-
Balances with banks		
- In current accounts	0.95	14.59
- In deposit accounts with maturity less than three months	0.24	-
Total	8.19	20.40

13 Bank balances other than cash and cash equivalents

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Bank deposit (maturity above 3 and upto 12 months)	-	0.23
Total	-	0.23

14 Loans

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Financial assets at amortized cost		
Unsecured considered good		
Loans & advances to related parties (SRSI Employees Welfare Trust)	31.77	31.77
Less: Allowance for credit loss	18.77	18.77
Total	13.00	13.00

15 Other current financial assets

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Financial assets at amortized cost		
Unsecured considered good		
Others	-	-
Total	-	-

16 Other current assets

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Unsecured considered good		
Advances to suppliers	68.49	72.66
Other advance recoverable in cash or kind	0.72	4.01
Balance with government authorities	157.39	234.77
Others	67.90	76.17
Total	294.50	387.61

17 Current tax assets (net)

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Advance taxes including TDS receivable (net of provision for tax)	61.20	91.07
Total	61.20	91.07

18 Equity share capital

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	(Rs. in Lakhs)	No. of shares	(Rs. in Lakhs)
Authorised				
Equity shares of Rs. 10 each	2,60,00,000	2,600.00	2,60,00,000	2,600.00
Non convertible cumulative redeemable preference shares #	6,00,000	600.00	6,00,000	600.00
Total	2,66,00,000	3,200.00	2,66,00,000	3,200.00
Issued, subscribed and fully paid up				
Equity shares of Rs. 10 each *	1,37,02,301	1,370.23	1,37,02,301	1,370.23
Total	1,37,02,301	1,370.23	1,37,02,301	1,370.23

* Out of above equity shares, 37,59,899 equity shares of Rs. 10/- each fully paid have been allotted to erstwhile share holders of the amalgamating Company M/s Shree Rajasthan Texchem Ltd., pursuant to the scheme of amalgamation as approved by the Hon'ble High Court of Rajasthan, Jodhpur without payment being received in cash.

1,70,000 non convertible cumulative redeemable preference shares of Rs. 100 each issued @ 11% are classified as financial liability (Refer Note 20)

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares		Number of shares	
Shares at the beginning of the year	1,37,02,301		1,37,02,301	
Movement during the year	-		-	
Shares outstanding at the end of the year	1,37,02,301		1,37,02,301	

(b) Rights, preferences and restrictions attached to equity shares

The company has one class of equity shares having a par value of Rs 10/- each. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividends as and when declared by the Company. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amount in proportion to their shareholding.

(c) Detail of shareholders holding more than 5% shares of the aggregate shares in the Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number	% holding	Number	% holding
Equity shares of Rs. 10 each fully paid				
SRSI Securities Ltd.	21,07,855	15.38	21,07,855	15.38
V.K. Ladia	8,87,868	6.48	8,87,868	6.48
Shree Shyam Distributors & Maktg. (P) Ltd.	8,01,924	5.85	8,01,924	5.85
V.K. Texchem Private Limited	7,44,871	5.44	7,44,871	5.44

(d) Shareholding of promoter(s): -

S.No.	Shareholder's name	As at March 31, 2023		As at March 31, 2022		Change during the Year (%)
		No. of shares	% of total shares	No. of shares	% of total shares	
A	Promoter					
1	Vinod Kumar Ladia	8,87,868	6.48%	8,87,868	6.48%	-
B	Promoter Group					
1.	SRSI Securities Ltd.	21,07,855	15.38%	21,07,855	15.38%	-
2.	Shree Shyam Distributors and Marketing Private Limited	8,01,924	5.85%	8,01,924	5.85%	-
3.	Vikas Ladia	5,24,365	3.83%	5,24,365	3.83%	-
4.	Rajasthan State Industrial Development and Investment Corporation Limited	4,40,934	3.22%	4,40,934	3.22%	-
5.	Anubhav Ladia	2,91,882	2.13%	2,91,882	2.13%	-
6.	Vikas Ladia (HUF)	47,495	0.35%	47,495	0.35%	-
7.	Anubhav Ladia (HUF)	35,000	0.26%	35,000	0.26%	-
8.	Vinod Kumar Ladia (HUF)	-	-	-	-	-
9.	Puja Ladia	25,101	0.18%	25,101	0.18%	-
10.	Pooja Toshniwal	25,982	0.19%	25,982	0.19%	-
11.	Poonam Ladia	5,61,934	4.10%	5,61,934	4.10%	-
12.	VK Texchem Private Limited	7,44,871	5.44%	7,44,871	5.44%	-
	Total A+B	64,95,211	47.41%	64,95,211	47.41%	0.00%

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

19 Other equity

(Rs. in Lakhs)

Particulars	Reserves and Surplus					Other Comprehensive Income	Total
	General Reserve	Capital Redemption Reserve	Share Premium	Securities Premium	Retained Earnings	Re-measurement of the net defined benefit plans	
Balance as at April 1, 2021	177.12	500.00	1,998.42	718.82	(8,421.35)	239.33	(4,787.66)
Loss for the year	-	-	-	-	(3,642.90)	-	(3,642.90)
Other comprehensive income (expense) (net of tax)	-	-	-	-	-	6.04	6.04
Balance as at March 31, 2022	177.12	500.00	1,998.42	718.82	(12,064.25)	245.38	(8,424.52)
Loss for the year	-	-	-	-	(4,330.02)	-	(4,330.02)
Other comprehensive income (expense) (net of tax)	-	-	-	-	-	(12.55)	(12.55)
Balance as at March 31, 2023	177.12	500.00	1,998.42	718.82	(16,394.26)	232.83	(12,767.09)

Note :-

- (i) **General reserve**
General Reserve represents the statutory reserve in accordance with Indian Corporate law wherein a portion of profit is apportioned to general reserve. Under Companies Act, 1956 it was mandatory to transfer amount before a company can declare dividend. However, under Companies Act, 2013 transfer of any amount to General reserve is at the discretion of the Company.
- (ii) **Capital Redemption Reserve**
Capital Redemption reserve is a statutory, non-distributable reserve created on account of redemption of debentures as per the provisions of Companies Act, 2013 which can be utilised for issue of bonus shares.
- (iii) **Share Premium**
Share premium represents the amount received in excess of par value of securities. Section 52 of Companies Act, 2013 specify restriction and utilisation of share premium.
- (iv) **Securities Premium**
Securities Premium represents reserve created at the time of amalgamation.
- (v) **Retained Earnings**
Retained earnings represent the undistributed profits of the Company .
- (vi) **Other Comprehensive Income**
Other comprehensive income represents the balance in equity for items to be accounted in other comprehensive income.

Shree Rajasthan Syntex Limited

Notes forming part of financial statements for the year ended March 31, 2023

20 Non-current borrowings

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
A. Term loans (Secured)		
From banks	2,714.68	2,714.68
Less : Current maturities of long term debt	(2,714.68)	(2,714.68)
Less : Unamortised processing fee	-	-
	-	-
B. Redeemable preference share capital	272.19	256.04
	272.19	256.04
C. Fixed Deposits (Unsecured)		
- from related parties	302.89	314.58
	302.89	314.58
Less : Current maturities of long term debt	302.89	-
	-	314.58
D. Inter Corporate Loan (Unsecured)	548.79	86.29
	548.79	86.29
E. Loan from Directors (Unsecured)	8.23	8.23
	8.23	8.23
	8.23	8.23
Total	829.21	665.14

a) Details of security for term loan

Term Loans from IDBI Bank Ltd. (IDBI) , State Bank of India (SBI) , and Bank of Baroda (BOB) are secured by a joint equitable mortgage, by deposit of title deeds over the company's immovable assets and a charge by way of hypothecation of all movable assets (except Plant & Machinery exclusively charged in favour of BOB for Loan of Rs.1010.00 Lakhs (March 31, 2022 Rs. 1010.00 Lakhs) present and future subject to prior charges on specified movables created in favour of company's Bankers along with personal guarantee of two directors. The mortgage and charges created shall rank pari-passu inter-se amongst the financial Institution and Banks.

b) Terms and conditions for preference shares

1.7 Lakhs (March 31, 2022: 1.7 Lakhs) 11% non convertible cumulative redeemable preference shares of Rs. 100 each are redeemable at par on or before September 05, 2027.

c) Maturity Profile of Secured Term Loans from Banks :

As the company defaulted in repayment of term loan,entire outstanding become payable on demand , hence treated as current borrowing

d) Maturity Profile of Unsecured Fixed Deposits are as set out below :

(Rs. in Lakhs)

Repayment Due in Financial Years	As at March 31, 2023	As at March 31, 2022
2022-2023	-	11.69
2023-2024	302.89	302.89
Total	302.89	314.58

e) Maturity Profile of Unsecured Inter corporate Deposits are as set out below :

(Rs. in Lakhs)

Repayment Due in Financial Years	As at March 31, 2023	As at March 31, 2022
2022-2023	0.00	0.00
2023-2024	0.00	70.00
2024-2025	0.00	0.00
2025-2026	86.29	16.29
2026-2027	462.50	0.00
Total	548.79	86.29

f) Maturity Profile of Unsecured loan from Directors are as set out below :

(Rs. in Lakhs)

Repayment Due in Financial Years	As at March 31, 2023	As at March 31, 2022
2022-2023	0.00	0.00
2023-2024	0.00	0.00
2024-2025	0.00	0.00
2025-2026	8.23	8.23
Total	8.23	8.23

g) Interest provided as per last sanctions by banks,Interest Rate on borrowings from banks within range from 12.15% to 13.75%

h) Interest Rate on Unsecured loan within range from 6 % to 15%

21 Non Current Lease Liability

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Lease Liability #	65.70	39.96
Total	65.70	39.96

Refer note no. 45

22 Other non-current financial liabilities

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Non-current Financial liabilities at amortized cost		
Deposits	131.72	144.06
Total	131.72	144.06

23 Non-current provisions

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Provison for employee benefits (refer note no.43)	87.08	96.29
Total	87.08	96.29

24 Current borrowings

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Secured		
Working capital loans from banks	5,494.30	5,494.75
Current maturities of long term loan	2,714.68	2,714.68
Total	8,208.98	8,209.43

(a) Details of security for working capital loans

Borrowings for Working Capital from State Bank of India, Bank of Baroda , State Bank of India (Erstwhile SBBJ) and IDBI Bank Ltd. are secured by hypothecation of raw materials, stock-in-process, stock-in-transit, finished goods, consumable stores and spares and book debts and are further secured by way of second charge on immovable assets of the Company ranking pari-passu inter-se amongst the Bankers and along with personal guarantee of two directors.

(b) As the company defaulted in repayment of term loan,entire outstanding become payable on demand , hence treated as current - borrowing

(c) Interest provided as per last sanctions by banks,Interest Rate on borrowings from banks within range from 12.15% to 13.75%

25 Trade payables

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Trade payables		
(i) Due to micro and small enterprises	20.80	20.65
(ii) Due to others	1,151.47	1,007.96
Acceptances #	1,299.61	1,299.61
Total	2,471.88	2,328.22

Represents credit availed by the Company from banks for payment to suppliers for raw materials purchased by the Company. The arrangements are interest-bearing and are overdue.

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

Particulars	Less than 1 year	1-2 years	2-3 years	Above 3 years	Total
MSME	18.05	0.33	0.04	2.38	20.80
Others	500.85	62.61	38.58	549.43	1,151.47
Acceptances				1,299.61	1,299.61
Disputed dues-MSME					-
Disputed dues-Others					-
Total trade payables	518.90	62.94	38.62	1,851.42	2,471.88

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

Particulars	Less than 1 year	1-2 years	2-3 years	Above 3 years	Total
MSME	2.38	0.93	1.59	1.88	6.78
Others	305.85	49.98	76.59	536.37	968.79
Acceptances	-	-	-	1,299.61	1,299.61
Disputed dues-MSME	13.87	-	-	-	13.87
Disputed dues-Others	-	0.38	-	38.79	39.17
Total trade payables	322.10	51.29	78.18	1,876.65	2,328.22

26 Current Lease Liability

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Lease Liability #	36.14	10.09
Total	36.14	10.09

Refer note no. 45

27 Other current financial liabilities

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Financial liabilities at amortized cost		
(i) Current maturities of deposits from related parties	302.89	-
(ii) Interest accrued and due on borrowing	8,634.16	7,150.71
(iii) Employees related payables	245.31	340.45
(iv) Deposit & advances	5.13	10.70
(v) Interest accrued but not due on borrowing	157.34	66.58
Total	9,344.83	7,568.44

28 Current provisions

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Provison for employee benefits (refer note no.43)	76.21	62.04
Total	76.21	62.04

29 Other current liabilities

(Rs. in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Advances from customers	8.42	8.47
Statutory dues payable	18.87	15.32
Other liabilities	9.88	17.27
Total	37.17	41.06

30 Revenue from operations

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of products		
- Domestic	2,054.63	2,127.44
- Export	-	-
Sale of services		
- Job work	3,108.90	2,950.00
Total revenue from operations	5,163.53	5,077.44

31 Other income

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income :-		
- Interest recovered from customers	-	-
- Interest received on bank FDR's, loans & others	11.92	7.25
Sundry balances / excess liability written back	42.10	10.09
Rental income / lease rent Received	0.07	0.03
Miscellaneous Income	59.66	-
Total other income	113.75	17.37

32 Cost of material consumed

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Raw Material Consumption	708.96	977.30
Dyes & Chemical Consumption	-	-
Packing Material Consumption	113.06	124.92
Total cost of material consumed	822.02	1,102.22

33 Purchases of Stock-in-trade

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Yarn	984.83	602.88
Fibre/Others	17.77	112.04
Total purchases of stock-in-trade	1,002.60	714.92

34 Changes in inventories

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventories at the beginning of the year		
Yarn	31.09	40.13
Work in process	34.38	15.41
Waste & Scrap	0.21	4.72
Fabrics	1.27	2.20
Job Work Stock	36.09	73.47
	103.04	135.93
Inventories at the end of the year		
Yarn	27.97	31.09
Work in process	12.93	34.38
Waste & Scrap	1.29	0.21
Fabrics	0.85	1.27
Job work stock	-	36.09
	43.04	103.04
Total changes in inventories	60.00	32.89

35 Employee benefit expenses

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries & wages including bonus	1,026.14	1,030.43
Contribution to provident and other funds	37.01	112.63
Staff welfare expenses	7.28	9.23
Total employee benefit expenses	1,070.43	1,152.29

36 Finance cost

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest expenses on :-		
- term loans #	701.16	1,041.48
- other bank borrowings facilities	1,295.20	1,654.55
- other	110.10	50.22
Dividend on redeemable preference shares	16.15	22.60
Other borrowing costs		
- bank and finance charges	6.77	2.04
Loss on foreign currency transactions & translation	-	-
Total finance cost	2,129.38	2,770.89

37 Depreciation, Impairment and amortisation expenses

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on tangible assets	415.94	419.81
Amortisation of intangible assets	-	-
Amortisation of right of use asset	18.69	17.99
Impairment Loss on Fixed Assets	1,602.13	-
Total depreciation and amortisation expense	2,036.76	437.80

38 Other expenses

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Manufacturing expenses:		
Stores & spares	28.46	30.81
Packing expenses	11.16	11.08
Power & fuel	1,875.77	1,554.69
Repairs & maintenance on:		
- Plant & machinery	167.95	211.30
- Building	16.44	18.80
- General	2.27	2.92
Sundry manufacturing expenses	62.96	68.09
Administrative & other expenses:		
Directors sitting fees	1.89	1.40
Rent, rates & taxes	27.22	29.39
Travelling (including directors travelling)	20.47	11.90
Insurance charges	5.98	6.59
Vehicle upkeep	6.27	5.85
Office expenses	13.96	14.35
Legal & professional expenses	36.22	18.96
Fees & cess	6.02	6.89
Loss on sale of fixed assets	-	-
Allowances for expected credit loss	86.34	343.75
Sundry balances written off / claim settlement	29.95	119.55
Misc. expenses	53.21	57.08
Auditors remuneration:		
Audit fee	2.50	2.50
Tax audit fee	0.50	0.50
Other services	-	-
Audit expenses	0.86	0.18
Internal audit fee & expenses	0.25	0.25
Cost audit fee & expenses	0.30	0.30
Selling expenses:		
Commission & brokerage	-	0.11
Freight & forwarding (net of recoveries)	8.10	9.08
Others	0.61	0.38
Total other expenses	2,465.66	2,526.70

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

39 Earnings per share

The calculation of Earning Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on "Earning Per Share" given as under: -

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit/(Loss) attributable to equity shareholders (A)	(4,330.02)	(3,642.90)
Weighted average number of outstanding equity shares (B)	1,37,02,301	1,37,02,301
Nominal value per equity share (Rs.)	10.00	10.00
Basic EPS (Rs.) (A/B)	(31.60)	(26.59)
Diluted EPS (Rs.) (A/B)	(31.60)	(26.59)

40 Contingent liabilities and commitments

(i) Contingent liabilities

Particulars	(Rs. in Lakhs)	
	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Guarantees issued by bank on behalf of the Company	Nil	Nil
b) Disputed demands under excise, customs & service tax	50.60	50.60
c) Claims against the company not acknowledged as debt	-	-

d) The Income tax authorities have decided cases for the assessment year upto 2022-23. The department/ company has referred the cases to the Hon'ble High Court of Rajasthan, ITAT, CIT(A). The advance Income tax/ MAT paid by the Company shall be adjusted on the decision of the Hon'ble High Court of Rajasthan, ITAT, CIT(A).
 In view of carry forward losses no provision is required towards Income Tax.

e) Assessment of Sales Tax has been completed upto 2017-18 (April to June 2017) . Assessing officer raised a demand of Rs. 22.02 Lakhs for 2016-17 and Rs. 7.47 Lakhs for 2017-18. Company has filed rectification application against the order. The Annual return of GST for the assessment years 2017-18 to 2021-22 are filed, liabilities if any, arising thereon shall be accounted for in the year of assessment.

f) In case of Disputed demands under excise, customs and service tax, the company has deposited Rs.10.88 Lakhs (previous year Rs. 10.88 Lakhs) under protest.

Legal Cases

g) The company has challenged the ESI demand of Rs 23.81 Lakhs in High Court of Rajasthan as the provisions were not applicable at that time. Demand of Rs. 4.09 Lakhs (including ESI Rs. 2.90 lakhs towards damages for late payment) has been challenged in ESI court Udaipur. A sum of Rs.1.45 lakhs deposited under protest.

h) The Company suffered losses due to breaches/non-fulfillment of the terms and conditions of the Contract with M/s. Kirloskar Oil Engines Ltd. in respect of 2 Nos. DG set of 2.5 MW supplied by them. These losses have been partly recovered by the Company by encashment of Bank Guarantee taken under the Contract with the party. For balance recovery of Rs. 234.23 Lakhs suit against KOEL is filed. M/s Kirloskar Oil Engines Ltd has also filed a counter claim of Rs. 603.57 Lakhs for recovery of invoked bank guarantees including Rs.53.56 Lakhs as interest and Rs.50 Lakhs compensation.

i) The Company has filed refund application of Rs 252.32 Lakhs (Previous Year Rs.252.32 Lakhs) paid as Entry Tax for the year 2001-02 to 2005-06. As per interim order while disposing of SLP by Hon'ble Supreme court of India Company has further deposited Rs. 231.06 Lakhs (Previous Year Rs.231.06 Lakhs) towards entry tax for the year 2006-07 to 2014-15. On 11th Nov 2016 Hon'ble Supreme court has decided SLP confirming that state can levy entry tax, however state cannot discriminate levy of entry tax. On the basis of legal opinion obtained Company has filed writ petition before Hon'ble High court of Rajasthan, Jodhpur on the basis of discrimination on 12th July 2017. A sum of Rs. 483.38 Lakhs (Previous Year Rs.483.38 Lakhs) shown as recoverable.

j) The company has claimed subsidy of Rs. 1237.84 Lakhs under Rajasthan Investment Promotion Scheme,2003(RIPS 2003).The claims not accepted by the Department in toto and disallowed claims of Rs. 646.03 Lakhs and also levied interest of Rs.266.80 lacs for the period from 2007-08 to 2017-18. The company has filed a writ before the Hon'ble Highcourt of Rajasthan for the same. A sum of Rs. 72.54 Lakhs deposited under protest while filling appeals of disallowances and interest demand.

k) As per legal opinion Urban Cess and Water Cess levied by State of Rajasthan is not leviable on the company being established at RIICO Industrial land. The entire amount of Rs.245.95 Lakhs paid upto 31.03.2012 was charged to profit and loss account has become recoverable. The company has accounted this amount of Rs.245.95 Lakhs under the head demand deposited under Protest recoverable Account in the year 2017-18 . A sum of Rs. 1228.20 Lakhs paid from financial Year 2010-11 to 2019-20 stands recoverable under the head Urban Cess / Water Cess deposited under Protest Account (Previous year Rs. 1228.20 Lakhs). The company has also accounted the interest recoverable upto 31.03.2019 of Rs. 339.83 Lakhs based on the legal opinion obtained . The company has filed SLP in Supreme Court for the recovery of entire amount. From the financial year 2018-19 the AVVNL has stopped charging Urban Cess.

l) The company has filed a writ petition with Hon'ble High Court of Rajasthan towards the payment of cross subsidy surcharge to AVVNL for the period April 2014 to November 2016. The disputed amount paid so far is Rs. 223.52 Lakhs (Previous year Rs. 223.52 Lakhs) including interest amount of Rs.54.30 Lakhs (Previous year Rs. 54.30 Lakhs).

m) AVVNL has unilaterally charged 3% transformation losses amounting to Rs. 12.56 Lakhs on entire consumption instead of over and above of 5 MVA on pro-rata basis as per the earlier notification date 19.07.2004. Being aggrieved with the order, the Company has taken legal advise from the advocate and filed civil writ petition before the Hon'ble Rajasthan high Court

n) As legally opined, the electricity duty levied by AVVNL on electricity supplied by Tata Power Trading Co. Ltd is unconstitutional and hence illegal and not leviable. The Company has filed writ petitions against this levy with Hon'ble High Court of Rajasthan . The Company disputes this levy and has deposited Rs 471.97 Lakhs under protest up to financial year 2017-18. The company has also accounted the interest recoverable upto 31.03.2019 of Rs. 78.98 Lakhs based on the legal opinion obtained.

Shree Rajasthan Syntex Limited

Notes forming part of financial statements for the year ended March 31, 2023

- o) The Rajasthan Electricity Regulatory Commissioner levied additional surcharge @ Rs. 0.80 per unit on open access purchases. The Company filed writ petition with Hon'ble High Court Rajasthan. The company has paid Rs.508.06 Lakhs under protest upto financial year 2017-18. The company has also accounted the interest recoverable upto 31.03.2019 of Rs.67.91 Lakhs based on the legal opinion.
- p) The company has received demand notice from Electricity Inspection Department of Rs.18.32 Lakhs in Texchem division and Rs.3.97 Lakhs for Syntex Division . Being aggrieved with the order, company has filed writ petition before Hon'ble High court of Rajasthan, Jodhpur. Stay has been granted by Hon'ble High Court, Jodhpur in above matter on pre-condition to deposit advance amount of Rs. 12.50 Lakhs. The Company has deposited the amount under protest and matter is pending before Hon'ble High Court, Jodhpur.
- q) The company has shown TUF Subsidy receivable for the period Oct.2012 to Mar.2017 Rs. 290.28 lacs in the books of accounts (Previous year Rs. 290.28 lacs) on Term loan of Rs. 1625 lacs from SBI. The company has also accounted the interest recoverable upto 31.03.2019 of Rs. 75.23 lacs on the subsidy receivable amount. The matter is pending with NABCONS, an agency appointed by Ministry of Textiles, to reconcile the committed liability data for all units where TUFs subsidies are pending. During financial year 2019-20 the Ministry of Textile has issued directions to hold Joint Inspection for verification of pending TUFs claims. Accordingly application for Joint Inspection has been submitted by SBI which is under process by Ministry of Textiles. No such inspection has been carried out so far due to COVID-19 during 2019-20 and inspection is still due.
- r) The company has paid Rs. 18.70 Lakhs to M/s TUSCON ENGINEERS LTD. as per arbitration award given against the company. The company has filed an appeal with Hon'ble High Court of Rajasthan against the arbitration award.
- s) The Company has received demand notice from AVVNL of Rs. 74.12 Lakhs towards special fuel surcharge for earlier years towards connection already surrendered. The Company has filed a writ petition with Hon'ble High Court , Rajasthan towards the demand against special fuel surcharge by AVVNL. The company has deposited Rs.10.29 Lakhs (Previous year Rs. 10.29 Lakhs) under protest .

(ii) Commitments

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	Nil	Nil
(ii) Export commitments against import of capital goods and stores & spares under EPCG scheme (Duty saved amount)	Nil	Nil

- 41** The Company has accumulated loss of Rs.127.67 crores (including Other Comprehensive Income) against paid up share capital of Rs. 13.70 crores as at 31 March, 2023 and its current liabilities exceed its current assets by Rs. 195.76 crores. Further the Company has also defaulted in repayment of borrowings from the lenders. The banks have informed that they will not pursue the restructuring scheme sanctioned earlier effective from 01st April 2017. The Bank of Baroda the financial creditors (member of consortium arrangement) had filed petition u/s 7 of Insolvency bankruptcy code, 2016 before the National Company Law Tribunal (NCLT), Jaipur. The company had filed an application for Pre-Packaged Insolvency Resolution Process (PPIRP) u/s 54 C before the NCLT, Jaipur

The Hon'ble NCLT, Jaipur admitted the company's application and rejected the Bank of Baroda's petition, accordingly Hon'ble NCLT appointed Resolution Professional and declared moratorium. Pre-Package Insolvency Process is expected to be completed within 120 days from pre-packaged insolvency commencement date.

Management is expecting successful outcome in coming days, according the statements have been prepared on going concern basis.

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

42 Disclosures required under Micro, Small and Medium Enterprises Development Act, 2006

The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. The amount of principal and interest outstanding during the year is given below: -

(Rs. in Lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Principal amount due outstanding	20.80	20.65
Interest due on (1) above and unpaid	2.95	3.67
Interest paid to the supplier	-	-
Payments made to the supplier beyond the appointed	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable	-	-

43 Employee benefits

a) Defined contribution plans: -

The Company has recognized following expense in respect of the defined contribution plans : -

(Rs. in Lakhs)		
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Contribution to provident fund	41.11	41.74
Contribution to employee state insurance	10.60	10.36
Total	51.71	52.10

b) Defined benefit plans: -

Below tables sets forth the changes in the projected benefit obligation and amounts recognised in the balance sheet as at March 31, 2023 and March 31, 2022 being the respective measurement dates: -

(i) Movement in present value of obligations

(Rs. in Lakhs)		
Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Present value of obligation as at April 1, 2021	137.29	24.37
Current service cost	12.27	17.15
Interest cost	8.79	1.68
Benefits paid	(21.60)	(10.15)
Remeasurement- Actuarial loss/(gain) on obligation	(6.00)	-13.27
Present value of obligation as at March 31, 2022	130.75	19.78
Current service cost	11.53	13.20
Interest cost	8.95	1.28
Benefits paid	(30.96)	(14.06)
Remeasurement- Actuarial loss/(gain) on obligation	12.56	(2.38)
Present value of obligation as at March 31, 2023	132.83	17.82

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

(ii) Expenses recognised in the Statement of profit & loss

(Rs. in Lakhs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
Current service cost	12.27	17.15
Interest cost	8.63	1.68
Administrative Exp	0.05	-
Remeasurement - Actuarial loss/(gain)	-	(13.27)
For the year ended March 31, 2022	20.95	5.56
Current service cost	11.53	13.21
Interest cost	8.76	1.28
Administrative Exp	0.04	-
Remeasurement - Actuarial loss/(gain)	-	(2.38)
For the year ended March 31, 2023	20.33	12.11

(iii) Expenses recognised in the Other Comprehensive Income

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Remeasurement - actuarial gain/(loss) on gratuity	12.55	(6.04)

(iv) The principal actuarial assumptions used are set out below: -

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Mortality rate	100% of India Assured Lives 2012-14 Mod Ult	100% of India Assured Lives 2012-14 Mod Ult
Discount rate	6.90%	6.90%
Expected rate of increase in compensation	3.50%	3.50%
Expected average remaining service	17.96	18.72
Employee attrition rate	11.10%	11.10%

(v) Sensitivity Analysis

(Rs. in Lakhs)

Particulars	Change in assumption	Effect on gratuity	Effect on Leave encashment
Discount Rate	+ 1%	(421.00)	(54.00)
Discount Rate	- 1%	460.00	58.00
Salary growth rate	+1%	406.00	69.00
Salary growth rate	- 1%	(381.00)	(66.00)
Attrition rates up 10.0%	+10%	95.00	11.00
Attrition rates down 10.0%	-10%	(104.00)	(12.00)

(vi) Estimate of expected benefit payments (in absolute terms i.e. undiscounted)

(Rs. in Lakhs)

Particulars	Gratuity (unfunded)	Leave encashment (unfunded)
1 April 2023 to 31 March 2024	52.65	7.90

(vii) Projected Plan cash flow

(A)

(Rs. in Lakhs)

Maturity Profile	Gratuity Plan 31.03.2023	Gratuity Plan 31.03.2022
Expected Benefits for year 1	55.69	46.75
Expected Benefits for year 2	14.27	18.19
Expected Benefits for year 3	11.67	13.44
Expected Benefits for year 4	11.60	10.95
Expected Benefits for year 5	9.50	11.03
Expected Benefits for year 6 & above	138.55	77.21

(B)

(Rs. in Lakhs)

Maturity Profile	Leave Encashment Plan 31.03.2023	Leave Encashment Plan 31.03.2022
Expected Benefits for year 1	7.90	7.49
Expected Benefits for year 2	2.16	2.40
Expected Benefits for year 3	1.37	2.11
Expected Benefits for year 4	1.31	1.29
Expected Benefits for year 5	1.29	1.18
Expected Benefits for year 6 & above	9.30	9.59

44 Income tax expense

- a) Management reviewed the deferred tax assets/liabilities on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date and in view of virtual uncertainty of taxable profits in near future, the deferred tax (net assets) on temporary differences, business losses and unabsorbed depreciation for the reporting financial year i.e. 01.04.2020 to 31.03.2023 has not been considered.

45 Leases

Effective April 1, 2019, the Company adopted Ind AS 116, Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method on the date of initial application. The disclosures under Ind AS 116 as a lessee in relation to leases are as follow: -

- (i) The break-up of current and non-current lease liabilities as at the end of the reporting period is as follows: -

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Current lease liabilities	36.14	10.09
Non-current lease liabilities	65.70	39.96
Total lease liabilities	101.84	50.05

- (ii) The expenses relating to short term leases for the year ended March 31, 2023 amounting to Rs. 27.22 lakhs (Previous year Rs. 29.39 lakh).

- (iii) The details of the contractual maturities of lease liabilities as at March 31, 2023 on an undiscounted basis are as follows:

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Less than one year	46.68	20.71
One to five years	74.60	39.89
Total lease liabilities	121.28	60.60

- (iv) The following is the carrying value of lease liability on the date of transition and movement thereof during the year ended March 31, 2023:

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
LEASE LIABILITY		
Opening Balance	50.05	29.94
Addition as per Ind-AS 116	68.96	34.59
Finance cost accrued during the year as per Ind-AS 116	5.78	6.71
Payment of lease liabilities	(22.96)	(21.19)
Closing Balance	101.83	50.05

46 Expenditure towards Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Companies Act, 2013, the company is not required to contribute any amount towards Corporate Social Responsibility, due to losses during the three immediately preceding financial years

Shree Rajasthan Syntex Limited

Notes forming part of financial statements for the year ended March 31, 2023

47 Related party disclosures

The related party disclosures in accordance with the requirements of Ind AS - 24 "Related Party Disclosures" has been given below: -

(a) Name and nature of related party relationships

(i) Directors

Mr. Vikas Ladia (Managing Director and Chief Executive Officer)

Mr. Anubhav Ladia (Whole Time Director)

Mr. Narendra Nath Agrawala (Independent Director)

Mrs. Manju Datta (Independent Director)

Mr. Sandeep Kumar Jain (Independent Director)

(ii) Key Managerial Personnel

Mr. Vikas Ladia (Managing Director and Chief Executive Officer)

Mr. Anubhav Ladia (Whole Time Director)

Mr. Prahlad Bilochi (Chief Financial Officer)

Ms. Prinkle Talesara (Company Secretary)

(iii) Relatives of Directors and Key Managerial Personnel

Mr. Vinod Kumar Ladia (Chairman Emeritus)

Mrs. Monika Ladia

Mr. Aman Ladia

(iv) Enterprises over which Key Managerial personnel are able to exercise significant influence

M/s. A. M. Traders

M/s. Shree Shyam Distributors and Marketing Private Limited

M/s. V K Texchem Private Limited

M/s. PBS Marketing Private Limited

M/s. Shree Shyam Industries Private Limited

M/s. SRSL Employees Welfare Trust

M/s. SRSL Educational Society

M/s. SRSL Charitable Trust

M/s. SRSL Securities Ltd.

M/s XBRL Solutions Pvt Ltd.

(b) Description of the nature of transactions with the related parties

(Rs. in Lakhs)

Details of transactions	Financial Year ended March 31, 2023			Financial Year ended March 31, 2022		
	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total
a. Fixed deposits taken	-	-	-	-	-	-
b. Fixed deposits repaid	11.69	-	11.69	2.32	-	2.32
c. Interest expenses on fixed deposits	36.76	-	36.76	36.03	-	36.03
d. Remuneration	34.90	94.86	129.76	27.54	103.42	130.96
e. Lease rent paid	-	-	-	1.80	-	1.80
f. Board meeting fees	-	1.89	1.89	-	1.40	1.40
g. Lease Rent Received	0.03	-	0.03	0.03	-	0.03
h. Loans taken	462.50	-	462.50	-	-	-
I. Professional Fee	0.21	-	0.21	0.77	-	0.77
J. Interest expenses on Loan	59.71	-	59.71	0.74	-	0.74

(c) Amount due to/ from related parties

(Rs. in Lakhs)

Details of transactions	As at March 31, 2023			As at March 31, 2022		
	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total	Related to KMP/ Enterprises over KMP are able to exercise significant influence	Transactions with Directors	Total
a. Payables						
i. Fixed deposits payable	302.89	-	302.89	314.58	-	314.58
ii. Redeemable Preference Share	170.00	-	170.00	170.00	-	170.00
iii. Rent payable	-	-	-	6.58	-	6.58
iv. Security Deposit Payable	62.00	-	62.00	62.00	-	62.00
v. Creditors	89.36	-	89.36	89.36	-	89.36
vi. Sitting Fees Payable	-	-	-	-	0.23	0.23
vii. Interest Payable	157.34	-	157.34	65.64	-	65.64
viii. Loans Payable	548.79	8.23	557.02	16.29	8.23	24.52
b. Receivables						
i. Loan receivables	78.75	-	78.75	78.75	-	78.75

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

48 Segment reporting

The Company is primarily engaged in Production of Textile products having similar economic characteristics, Revenue from other segment is less than 10% of total revenue.

The Board of Directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocate resources based on analysis of the various performance indicator of the Company as a single unit. Therefore, there is no reportable segment for the Company as per the requirement of Ind-AS 108 'Operating Segments'. The entity wide disclosures required by Ind-AS 108 are made as follows: -

A. Entity Wide Disclosures:

(i) Revenue from external customers

Particulars	(Rs. in Lakhs)		
	Within India	Outside India	Total
Financial Year ended March 31, 2023	5,163.53	-	5,163.53
Financial Year ended March 31, 2022	5,077.45	-	5,077.45

(ii) Non Current assets

The Company has common non- current operating assets located in India for domestic as well as overseas market. Hence, separate figures for these assets are not required to be furnished.

B. Revenue from major products and services

Particulars	(Rs. in Lakhs)	
	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Synthetic Blended Yarn	4,020.57	3,466.29
Filament Yarn	1,142.96	1,611.16
Total	5,163.53	5,077.45

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

49 Financial instruments

a) Capital management

The accumulated losses of the Company as at 31 March 2023 amounting to Rs. 16161.50 Lakhs (Previous Year : Rs. 11818.87 Lakhs) have eroded the net worth of the Company as at 31 March , 2023.

The principal source of funding of the Company has been, and is expected to continue to be, cash generated from its operations supplemented by funding from borrowings from banks, financial institutions, others and liquidation of its assets.

The Company monitors its capital using gearing ratio, which is net debt divided to total equity. Net debt includes, interest bearing loans and borrowings less cash and cash equivalents, bank balances other than cash and cash equivalents while equity includes all capital and reserves of the Company.

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Long term borrowings	829.21	665.14
Current maturities of long term debt	2,714.68	2,714.68
Short term borrowings	5,494.30	5,494.75
Less: Cash and cash equivalents	(8.19)	(20.40)
Less: Bank balances other than cash and cash equivalents	-	(0.23)
Net debt	9,030.00	8,853.94
Total equity	-11,396.86	-7,054.29
Gearing ratio	-0.79	-1.26

b) Fair value measurement

(a) Financial assets

Particulars	(Rs. in Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost				
Other Non-current Financial assets	142.50	142.50	125.47	125.47
Trade receivables	112.75	112.75	118.38	118.38
Cash and cash equivalents	8.19	8.19	20.40	20.40
Bank balances other than cash and cash equivalents	-	-	0.23	0.23
Loans	59.98	59.98	59.98	59.98
Other current financial assets	-	-	-	-
Total financial assets	323.42	323.42	324.46	324.46

(b) Financial liabilities

Particulars	(Rs. in Lakhs)			
	As at March 31, 2023		As at March 31, 2022	
	Carrying value	Fair value	Carrying value	Fair value
(i) Measured at amortised cost				
Long term borrowings	829.21	829.21	665.14	665.14
Other financial liabilities - Non Current	131.72	131.72	144.06	144.06
Short term Borrowings	8,208.98	8,208.98	8,209.43	8,209.43
Trade payables	2,471.88	2,471.88	2,328.22	2,328.22
Other financial liabilities	9,344.83	9,344.83	7,568.44	7,568.44
Lease Liability	101.84	101.84	50.05	50.05
Total financial liabilities	21,088.46	21,088.46	18,965.34	18,965.34

The fair value of financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than in a forced or liquidation sale.

Fair value hierarchy

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

Shree Rajasthan Syntex Limited
Notes forming part of financial statements for the year ended March 31, 2023

c) Financial risk management

The Company has an Audit Committee of the Boards which has the responsibility to identify the risk and suggest the management the mitigation plan for the identified risks in accordance with the risk management policy of the Company. The risk management policies are established to ensure timely identification and evaluation of risks, setting acceptable risk thresholds, identifying and mapping controls against these risks, monitor the risks and their limits, improve risk awareness and transparency.

These risks include market risk (including currency risk and interest rate risk), liquidity risk and credit risk.

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: foreign currency risk, interest rate risk, investment risk.

Foreign currency risk management

The Company is currently not dealing in foregin currency,therefore no risk arising from foregin currency transactions

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. The borrowings of the Company are principally denominated in rupees and the Company has exposure to interest rate risk, arising principally on changes in base lending rate.

The following table provides a break-up of the Company's fixed and floating rate borrowings: -

Particulars	(Rs. in Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Fixed rate borrowings	829.21	665.14
Floating rate borrowings	8,208.98	8,209.43
Total borrowings	9,038.19	8,874.57

(ii) Liquidity risk management

Liquidity risk refers to the risk of financial distress or high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. The Company requires funds both for short term operational needs as well as for long term . The Company relies on a mix of borrowings and excess operating cash flows to meet its needs for funds.

Financial liabilities:

The table below provides details regarding the remaining contractual maturities of financial instruments at the reporting date.

Financial liabilities:

As at March 31, 2023	(Rs. in Lakhs)		
	Upto 1 year	> 1 years	Total
Financial liabilities			
Long term borrowings	-	829.21	829.21
Current maturities of long term debt	2,714.68	-	2,714.68
Short term borrowings	5,494.30	-	5,494.30
Trade payables	2,471.88	-	2,471.88
Other financial liabilities	9,344.83	131.72	9,476.55
Total financial liabilities	20,025.69	960.93	20,986.62

Financial assets:

(Rs. in Lakhs)			
As at March 31, 2023	Upto 1 year	> 1 years	Total
Financial assets			
Investments	-	-	-
Trade receivables	112.75	-	112.75
Cash and cash equivalents	8.19	-	8.19
Bank balances other than (ii) above	-	-	-
Loans	13.00	46.98	59.98
Other financial assets	-	142.50	142.50
Total financial assets	133.94	189.48	323.42

Financial liabilities:

(Rs. in Lakhs)			
As at March 31, 2022	Upto 1 year	> 1 years	Total
Financial liabilities			
Long term borrowings	-	665.14	665.14
Current maturities of long term debt	2,714.68	-	2,714.68
Short term borrowings	5,494.75	-	5,494.75
Trade payables	2,328.22	-	2,328.22
Other financial liabilities	4,853.76	144.06	4,997.82
Total financial liabilities	15,391.41	809.20	16,200.61

Financial assets:

(Rs. in Lakhs)			
As at March 31, 2022	Upto 1 year	> 1 years	Total
Financial assets			
Investments	-	-	-
Trade receivables	118.38	-	118.38
Cash and cash equivalents	20.40	-	20.40
Bank balances other than (ii) above	0.23	-	0.23
Loans	13.00	46.98	59.98
Other financial assets	-	125.47	125.47
Total financial assets	152.01	172.45	324.46

(iii) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Customer credit risk is managed centrally by the Company and subject to established policy, procedures and control relating to customer credit risk management. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to overseas customers are generally covered by letters of credit.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date.

(Rs. in Lakhs)		
Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables	112.75	118.38
Less :- Loss allowances	46.11	33.88
Trade receivables	158.86	152.26

50. Loans or Advances to specified person

Type of Borrower	As at March 31, 2023		As at March 31, 2022	
	Amount outstanding	% of Total^	Amount Outstanding	% of Total^
Repayable on demand-Related Party SRSL Employees Welfare Trust	78.75	100%	78.75	100%

51. Borrowing secured against current asset

The company's borrowings from banks on the basis of security of current assets has been recalled by the banks. No quarterly return of statements of current assets filled by the company with banks.

52. Registration of charge of satisfaction with Registrar of Companies (ROC)

There are no charges yet to be registered with Registrar of Companies (ROC) beyond the statutory period. Two charge could not be satisfied with ROC for want of no dues certificate from banks as other loans are overdue

53. Title deeds of immovable properties

The title deeds of all the immovable properties, as disclosed in note 3 to the financial statements, are held in the name of the company.

54. Impairment of Property Plant & Equipment, intangible asset

The company during the year ended March 31, 2023 has carried out the impairment testing of CGU's. The registered valuer, Mr. Varun Sharma having Reg.No. IBBI/RV/02/2018/10027 has determined the recoverable value of Thermal Power Plant, Syntex, Texchem amounting to Rs. 17.21 Crores. Accordingly, the company has provided an impairment loss of Rs. 16.02 Crores. Further, the Registered valuer has determined the value in use of polycot division based on projected cash flow provided by the management amounting to Rs. 12.99 Crores which is higher than the carrying value, hence no impairment. Management is hopeful of achieving those projections.

55. Loans or Advances to specified persons

No loans or advances in the nature of loans are granted to promoters, directors, KMPS and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

56. Details of Benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

57. Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or other lender.

58. Relationship with struck off companies

The Company has no transactions with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.

59. Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Section 2(87) of the Companies Act, 2013 read with Companies (Restriction on number of layers) Rules, 2017.

60. Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

61. Utilisation of borrowed funds and share premium

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

62. Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded previously in the books of account.

63. Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

64. Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions had been applied for the purposes for which such loans were taken.

65. Ratios

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022 :-

Particulars	Numerator	Denominator	For the year ended March 31, 2023	For the year ended March 31, 2022	Variance	Remarks
Current Ratio	Current assets	Current liabilities	0.03	0.04	-32.75%	Due to lower level of inventory , current ratio is lower.
Debt- Equity Ratio	Total debt	Shareholder's equity	-	-	-	Ratio is not calculated as the equity value is negative.
Debt Service Coverage Ratio	Earnings available for debt service	Debt service	-	-	-	Company is not generating earnings to service debts.
Return on Equity	Net Profit after taxes	Avg. shareholder's equity	-	-	-	Shareholder's equity is negative due to recurring losses in the company
Inventory Turnover Ratio	Revenue	Avg. Inventory	14.45	8.80	64.20%	Lower inventory of own production
Trade receivable Turnover Ratio	Revenue	Avg. Trade receivables	50.40	22.41	124.84%	Advances received from customers resulted higher turnover of trade receivables
Trade payable Turnover Ratio	Purchases	Avg. Trade payables	1.63	1.76	-7.66%	
Net Capital Turnover ratio *	Revenue	Avg. Working capital	-0.29	-0.32	-8.11%	
Net Profit Ratio	Net profit	Revenue	-83.86	-71.75	16.88%	
Return on Capital employed	Earnings before interest and taxes	Capital employed	-	-	-	Ratio is not calculated as the equity value is negative.
Return on Investment	Income generated from Investment	Time weighted average Investment	-	-	-	No Investment by the company.

66. Previous year figures have been regrouped/rearranged, wherever considered necessary to conform to current year's classification.

See accompanying notes to the financial 1 to 66

As per our report of even date

For Doogar & Associates
Chartered Accountants
Firm's registration No. 000561N

For and on behalf of the Board of Directors
Shree Rajasthan Syntex Limited

Sd/-
Vardhman Doogar
Partner
M. No 517347

Sd/-
Vikas Ladia
Managing Director & CEO
DIN: 00256289

Sd/-
Anubhav Ladia
Whole Time Director
DIN: 00168312

Sd/-
Narendra Nath Agrawala
Independent Director
DIN: 00168211

Place : New Delhi
Dated: 27.05.2023

Place : Udaipur
Dated: 27.05.2023

Sd/-
Prahlad Bilochi
Chief Financial Officer

Sd/-
Prinkle Talesara
Company Secretary
& Compliance Officer
M.No.A60017