

Date: 09th August, 2024

**To,
The Corporate Relations Department,
Department of Corporate Services,
BSE Limited 25th Floor,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 514322**

Sub.: Submission of Annual Report of the Company under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2023-24.

The same is also available on the website of the Company at <https://www.kflindia.com/>.

Thanking you,

Yours faithfully,

For Kamadgiri Fashion Limited

**Siddhant Singh
Company Secretary Cum Compliance Officer**



KAMADGIRI FASHION LIMITED

**ANNUAL
REPORT**

2023 -2024



KAMADGIRI FASHION LIMITED

Manufacturers of Fabric & Apparel

Fabric

- 14 Million meters p.a
- Shirt weight & Bottom weight
- 100% cotton, cotton blends, Linen blends, Lyocell / Tencel blends, Indigos, Melange, Grindle & other new age fabrics in trend





KAMADGIRI FASHION LIMITED

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KAMADGIRI FASHION LIMITED

CORPORATE INFORMATION

Board of Directors

Mr. Pradip Kumar Goenka

Chairman & Managing Director (DIN: 00516381)

Mr. Aryan Kejriwal

Non-Executive Director (DIN: 07155798)

Mr. Rahul Mehta

Independent Director (DIN: 00165521)

Ms. Bindu Shah

Independent Director (DIN: 07131459)

Mr. Tilak Goenka

Executive Director (DIN: 00516464)

Mr. Amit Somani

Independent Director (DIN: 06901790)

Mrs. Neha Agrawal appointed w.e.f 30th July 2024

Independent Director (DIN: 10720820)

Chief Executive Officer

Mr. Abhay Kumar resigned wef February 9, 2024

Chief Financial Officer

Mr. Jagdish Prasad Dave

Company Secretary

Mrs. Deepa Toshniwal resigned wef February 9, 2024

Mr. Siddhant Singh appointed wef February 10, 2024

Statutory Auditors

M/s. DMKH & Co.

Chartered Accountants, Mumbai

Bankers

State Bank of India

Bank of Baroda

Registered Office

202, Rajan House, 2nd Floor, Appa Saheb

Marathe Marg, Prabhadevi, Mumbai - 400025

Tel: (+91 22) 6666 2904

Website: www.kflindia.com

Email: cs@kflindia.com

CIN

L17120MH1987PLC042424

Factory/Plant

43/2 & 42/1, Ganga Devi Road,

Umbergaon - 396171

Dist. Valsad (Gujarat).

Survey No. 573, Shed No. B, C and D, Sanjan-

Nargol bypass road, Sanjan, (Gujarat).

Registrar & Share Transfer Agent

Link Intime India Private Limited

C-101, Embassy 247, L.B.S Marg,

Vikhroli (West), Mumbai – 400083.

Tel No.: (+91 22) 28515606/49186000/49186270

Email: rnt.helpdesk@linkintime.co.in

BOARD'S REPORT

Dear Members,

Your directors are pleased to present the 37th Annual Report on the business and operation of the Company together with the Audited Financial Statements for the financial year ended on March 31, 2024.

FINANCIAL HIGHLIGHTS

(₹ in Lakhs)

Particulars	31-Mar-24	31-Mar-23
Income from operations	21,760.03	28,088.67
Other Income	511.70	198.10
Net Profit/(Loss) for the period (Before Exceptional and/or Extraordinary items)	(177.12)	223.09
Exceptional Items	-	-
Profit / (Loss) before Tax	(177.12)	223.09
Less: Provision for current tax	-	63.48
Less: Tax adjustment of earlier years	-	-
Less: Net deferred tax assets	(36.22)	12.04
(Loss) / Profit after tax	(140.90)	147.57
Other Comprehensive Income	(2.71)	35.81
Basic :	(2.40)	2.51
Diluted :	(2.40)	2.51

COMPANY'S PERFORMANCE

As we continue to build capacity for enhanced performance and delivery across verticals, this will enable the Company to unlock the potential of the Business with existing business of branded Textile, Branded Apparel & Garmenting. Overall, the Company saw better performance in all its segments.

During the year under review, the Company has achieved a turnover of ₹ 21760.03 Lakhs as compared to ₹ 28,088.67 Lakhs in the previous year. The Company has opted alternate plans and tapped available opportunities to continue to run its operations. The profit/ (Loss) after tax for the financial year 2023-24 was (140.90) Lakhs as compared to profit/ (Loss) after tax for the financial year 2022-23 was 147.57 Lakhs during the previous year.

FUTURE PLAN

Increasing demand for apparel from the fashion industry coupled with the growth of E-commerce platforms is expected to drive the market growth over the next few years.

DIVIDEND

Considering the less profit in Company's financial results during the year under review, the Board of Directors (**'the Board'**) have not proposed any dividend for the year.

PUBLIC DEPOSIT

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014. There were no unpaid or unclaimed deposits as on 31st March, 2024.

TRANSFER TO RESERVES

In view of less profit, the Board has decided not to transfer any amount to General Reserves for the financial year ended March 31, 2024.

CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), a separate report on Corporate Governance is enclosed as a part of this Annual Report. A Certificate from Auditors of your Company regarding compliance of conditions of Corporate Governance as stipulated in Regulation 17(7) read with Part A of Schedule II of the Listing Regulations is also enclosed along with the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'the Listing Regulations'**), the Management's discussion and analysis forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013 (**'the Act'**), with respect to Directors' Responsibility Statement it is hereby confirmed that:

- In the preparation of Annual Accounts for the year ended on 31st March, 2024, the applicable accounting standards have been followed and there are not material departures from the same.;
- the Directors have 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 as at March 31, 2024 and of the profit of the Company for that period;

- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts for the financial year ended March 31, 2024, on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- 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.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year and as on date of this report, following were the changes in Director/ Key Managerial Personnel:

1. Mr. Abhay Kumat, the Chief Executive Officer of the Company, resigned from the position with effect from February 9, 2024 due to personal reason and other Occupancies.
2. Mrs. Deepa Toshniwa, the Company Secretary & Compliance Officer (Key Managerial Personnel) of the Company, resigned from the position with effect from February 9, 2024 due to personal reason and other Occupancies.
3. Mr. Siddhant Singh, was appointed as the Company Secretary & Compliance Officer (Key Managerial Personnel) of the Company, with effect from February 10, 2024.

The necessary disclosures required under the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, for the above-mentioned appointments/re-appointment are provided as on financial year.

The Company has received declarations from all its Independent Directors, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

Additional information on appointment/re-appointment of Directors as required under Regulation 36(3) of the Listing Regulations is given in the Notice convening the ensuing AGM.

In terms of Section 152 of the Act and Reg 17 (1C) of SEBI (LODR), Regulations 2015, Mr. Tilak Goenka retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

Additional information on appointment/re-appointment of Directors as required under Regulation 26(4) and 36 of the Listing Regulations is appended as on annexure to the notice convening the ensuing AGM.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's policy on Directors' appointment and remuneration and other matters provided in Section 178(3) of the Act, has

been disclosed in the Corporate Governance Report, which forms part of this Annual Report. The appointment of Director's are made based on merit, apart from compliance of legal and contractual requirements, that complements and expands the skills, experience and expertise of the Board as a whole taking into account knowledge, professional experience and qualifications, gender, age, cultural and educational background, and any other factors that the NRC might consider relevant for the Board to function effectively. While appointing any person as an Independent Director, utmost care is to be taken as to the independence of such person.

NUMBER OF BOARD MEETINGS

The Board met 5 (Five) times during the year under review. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report which forms part of this Annual Report.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and Regulation 17(10) and Regulation 25(4) of the Listing Regulations, the Board has carried out an annual evaluation of performance of its own, the Committees thereof and the Directors individually. At the meeting of the Board all the relevant factors that are material for evaluating the performance of the Committees and of the Board were discussed in detail.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board except the Independent Director being evaluated.

The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

COMPANY'S INVESTMENT

Metawear Limited a subsidiary company was converted into an associate company on 20th May, 2022. Due to further investment by other investors the stake was reduced from 51% to 49%. On 27th May, 2022, The Company stake was further reduced from 49% to 31%. Further on 11th February, 2023 company has made divestment of its balance holding of 31%.

Your Company has divestment the entire holding in Metawear Limited to Think9 Consumer Technologies Private Limited ("Think9"), resulting Metawear Limited is no longer associate concern of the Company hence there is consolidation of the financial were not required.

COMMITTEES OF THE BOARD

Audit Committee

During the year under review, the Audit Committee of the Company comprised of 3 (Three) Independent Directors viz. Mr. Amit Somani as Chairman, Mr. Rahul Mehta and Ms. Bindu Shah There are no instances where the Board did not accept the recommendations of the Audit Committee. The terms of reference, powers and roles of the Committee are disclosed in the Corporate Governance Report, which forms part of this Annual Report. The Company Secretary act as a Secretary of Audit Committee.

Other Committees

Details of other Committees of the Board along with their terms of reference, composition and meeting(s) held during the year are provided in the Corporate Governance Report which forms part of this Annual Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

During the year under review, M/s. DMKH & Co., Chartered Accountants, Mumbai were appointed as statutory auditors of your Company at the 33rd (Thirty Third) AGM held on September 29, 2020 for a term of 5 (five) consecutive years and they hold office till the conclusion of 38th (Thirty-Eight) AGM.

The Report given by the Auditors on the financial statements of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Auditor

The Company has appointed M/s. HD and Associates, Company Secretaries to conduct Secretarial Audit of the Company for the financial year 2024-25 in terms of provisions of Section 204 of the Act. The Secretarial Audit Report for the year ended March 31, 2024 is annexed to this report as **Annexure B**.

Cost Auditor

As per the requirement of Central Government pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company has been carrying out audit of cost records relating to Textile products every year.

The Board, on the recommendation of Audit Committee, has appointed Ms. Ketki D. Visariya, Cost Accountant, as Cost Auditor to audit the accounts of the Company for the financial year 2024–25. As required under the Act, a resolution seeking ratification of members for the payment of remuneration to Cost Auditor forms part of the Notice convening the AGM.

The Cost Audit report for the financial year 2023-24 was filed with the Ministry of Corporate Affairs.

REPORTING OF FRAUDS

During the year under review, the Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

POLICIES & DISCLOSURE REQUIREMENTS

Details of programme for familiarisation of Independent Directors with the Company is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

Policy on dealing with related party transactions is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes>. Policy for determining Materiality of Events of the Company is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

The code of conduct for Directors and senior management of the Company is available on website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

The Company has formulated and disseminated a Whistle Blower Policy to provide vigil mechanism for employees and Directors of the Company to report genuine concerns that could have serious impact on the operations and performance of the business of the Company. This Policy is in compliance with the provisions of Section 177(9) of the Act and Regulation 4(2)(d)(iv) of the Listing Regulations. Policy on Whistle Blower is available on website of the Company at the following link <https://www.kflindia.com/policies-and-codes>.

CORPORATE SOCIAL RESPONSIBILITY

The company has constituted a Corporate Social Responsibility committee (CSR committee) in accordance with Section 135 of the Act. The Board of directors of the company has based on recommendation made by CSR committee, formulated and approved CSR Policy of the company and which has also been placed on website at a weblink: <https://www.kflindia.com/wp-content/uploads/2019/01/CORPORATE-SOCIAL-RESPONSIBILITY.pdf>

The disclosure including inter-alia the composition of CSR committee and the brief outline of CSR Policy as per Rule 8 of Companies (Corporate Social Responsibility policy) Rule 2014 is made in prescribed form which is annexed to this report as **Annexure A**.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with Secretarial Standards on meetings of the Board ("SS-1") and on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India in terms of Section 118(10) of the Act.

ANNUAL RETURN

In terms of provisions of Section 134 and 92(3) of the Act, an Annual Return in prescribed format is available on the Company's website at the following link <https://www.kflindia.com/annual-return/>.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, all transactions entered by the Company with related parties as defined under the Act and Regulation 23 of the Listing Regulations, were in the ordinary course of business and on an arm's length basis. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company.

Disclosure of transactions with related parties as required under the Indian Accounting Standard (IND AS-24) has been made in the notes forming part of the financial statements. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to your Company.

MATERIAL CHANGES AND COMMITMENTS

Your directors further state that as on date of signing of this report the shareholders of the Company have approved the transfer of Company's business undertaking comprising the fabric distribution division and Made-To-Measure business as a going concern on Slump Sale basis to Tritoma Fashion Lab Private Limited by way of Business Transfer Agreement ("BTA") along with all of the rights, title and interest therein for an aggregate cash consideration of ₹ 5.91 crores via Postal Ballot on May 28, 2024. Accordingly, the Company has executed the Business Transfer Agreement ("BTA")

with Tritoma Fashion Lab Private Limited on June 25, 2024 except this there were no material changes have been taken place, that could have an impact on the financial position of the company.

VIGIL MECHANISM

The company has established a vigil mechanism to provide a framework to promote responsible and secure whistle blowing and to provide a channel to the employee(s) and director to report to the management, concern about unethical behaviour, actual or suspected fraud or violation of the code of conduct or policy/ies of the company as adopted /framed from time to time. The mechanism provide for adequate safeguard against victimization of employees and directors to avail of the mechanism and also provide for direct access to the chairman of the audit committee in exceptional cases.

PARTICULARS OF LOANS GRANTED, GUARANTEE PROVIDED AND INVESTMENTS MADE PURSUANT TO THE PROVISIONS OF SECTION 186 OF THE ACT

The Company has not granted any loans, not provided any Guarantee and not made any Investments which are covered under the provision of Section 186 of the Act.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS

There were no significant and material orders passed by the Regulators or Courts or Tribunals during the year.

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

Information pursuant to Section 134(3)(m) of the Act read with Rule 8(3) of Companies (Accounts) Rules, 2014 is given as **Annexure C**. The Company being focusing in Indian market, it has not taken any export initiative.

PARTICULARS OF EMPLOYEES

Disclosure as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed there under, the names and other particulars of employees are provided under **Annexure D** is annexed to this Report.

A statement containing the particulars as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Annual Report.

In accordance with the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the Members of the Company. The said information is available on the Company's website www.kflindia.com.

RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROL

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested by Statutory as well as Internal Auditors.

Significant audit observations and follow up actions thereon are reported to the Audit Committee.

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of the 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 disclosures.

The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

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

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aim at prevention of harassment of employees and lay down the guideline for identification reporting and prevention of sexual harassment. The company has complied with the provision relating to Internal Complaint Committee (ICC). Further ICC is responsible for redressal of complaint related to sexual harassment and follow the guideline as provided in the policy.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a consecutive period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF.

The following table provides the due dates for the transfer of outstanding unpaid/unclaimed dividend by the Company as on March 31, 2024:

Year of Dividend	Date of declaration	Last date for claiming due amount
2015-2016 (Final)	19/09/2016	25/10/2023
2016-2017 (Final)	19/09/2017	25/10/2024
2017-2018 (Final)	25/09/2018	31/10/2025
2018-2019 (Final)	24/09/2019	30/10/2026

During the year under review, the Company had transferred 1,595 (One-Thousand Five Hundred and Ninety-Five) equity shares and ₹ 1,01,166/- (Rupees One Lakh One Thousand One Hundred and

Sixty-Six Only) as unpaid/unclaimed dividend and shares lying against them to Investor Education and Protection Fund authority for the financial year ended 2015-16 pursuant to Section 124(5) of the Act read with applicable rules made thereunder.

EQUITY SHARES IN THE SUSPENSE ACCOUNT

During the year under review, and in accordance with the requirement of Regulation 34(3) and Part F of Schedule V to the Listing Regulations, there were no shares transferred to suspense account.

PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no instances of non-compliance by the Company on any matters related to the capital markets or penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

ACKNOWLEDGEMENT

The Board wishes to place on record their sincere appreciation to all the bankers, customers, employees at all levels and stakeholders for the continued support and patronage during the year under review.

**For And on Behalf of The Board of Directors
Kamadgiri Fashion Limited**

**Sd/-
Pradip Kumar Goenka
Managing Director
DIN: 00516381**

**Sd/-
Tilak Pradip Goenka
Director
DIN: 00516464**

**Place: Mumbai
Date: 30th July 2024**

ANNEXURE A

Annual Report on CSR Activities for Financial Year 2023-24

1. Brief outline on CSR Policy of the Company

The CSR Policy of the Company inter-alia includes CSR activities to be undertaken by the Company in line with Schedule VII of the Companies Act, 2013 (“the Act”), read with applicable rules thereto.

2. Composition of CSR Committee

Sr. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Pradip Kumar Goenka	Chairman	NA	NA
2.	Mr. Rahul Mehta	Member	NA	NA
3.	Mr. Aryan Kejriwal	Member	NA	NA

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

i. <https://www.kflindia.com/committee-of-directors/>

ii. <https://www.kflindia.com/wp-content/uploads/2019/01/CORPORATE-SOCIAL-RESPONSIBILITY.pdf>

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sr. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1.	N.A	Nil	Nil
TOTAL		Nil	Nil

6. Average net profit of the company as per section 135(5). : Nil

7. (a) Two percent of average net profit of the company as per section 135(5) : Nil

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. : Nil

(c) Amount required to be set off for the financial year, if any : Nil

(d) Total CSR obligation for the financial year (7a+7b- 7c). : Nil

8. a) CSR amount spent or unspent for the financial year:

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

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sr. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	State.	District.	Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	Mode of Implementation Direct (Yes/No).	Name	Mode of Implementation- Through Implementing Agency CSR Registration number.
	TOTAL	-	-	-	-	-	-	-	-	-	-	-

(c) Details of CSR amount spent against other than ongoing projects for the financial year: Not Applicable

(1) Sr. No.	(2) Name of the Project.	(3) Item from the list of activities in Schedule VII to the Act.	(4) Local area (Yes/No).	(5) Location of the project.		(6) Project duration.	(7) Amount allocated for the project (in ₹).	(8) Amount spent in the current financial Year (in ₹).	(9) Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹).	(10) Mode of Implementation Direct (Yes/No).	(11) Mode of Implementation- Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
	TOTAL	-	-	-	-	-	-	-	-	-	-	-

- (d) Amount spent in Administrative Overheads : Nil
- (e) Amount spent on Impact Assessment, if applicable : Not Applicable
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e) : Nil
- (g) Excess amount for set off, if any : Nil

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

9. (a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
-	-	-	-	-	-	-	-
-	TOTAL	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s) : **Not Applicable**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (**asset-wise details**).

- (a) Date of creation or acquisition of the capital asset(s). **Not Applicable**
- (b) Amount of CSR spent for creation or acquisition of capital asset. **Nil**
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. **Not Applicable**
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset). **Not Applicable**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

Not Applicable

Mr. Tilak Goenka
(Executive Director)

Mr. Pradip Kumar Goenka
(Chairman, CSR Committee)

Place: Mumbai
Date: July 30, 2024

ANNEXURE B
Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with
Regulation 24A of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulation, 2015]

To,
The Members,
Kamadgiri Fashion Limited.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kamadgiri Fashion Limited** (hereinafter called '**the Company**'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024, to the extent applicable 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**') to the extent applicable to the Company: -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - e. The Company has in general complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
- VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company being in Textile Sector as given below:
 - (I) The Environment (Protection) Act, 1986 and Rules made there under;
 - (II) Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards;
 - (III) Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the Sate Pollution Control Boards.

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

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India with respect to board and general meetings respectively.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended ('**SEBI LODR**').

During the year under review, the Company has in general complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards otherwise as mentioned above

We further report that:

The Board of Directors of the Company is constituted of Executive Directors, Non-Executive Directors, and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the year under.

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

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:

1. The Members of the Company vide Scrutinizer Report dated 11th August, 2023 passed a Ordinary Resolution for Regularisation of Appointment of Mr. Aryan Kejriwal (DIN:07155798) as Non-Executive Director the Company. However, as required by Regulation 17(1C) of SEBI (LODR) Regulations, 2015 members approval was obtained beyond 3 months as required under Regulation 17(1C) of SEBI (LODR) Regulations, 2015.
2. Company has received notice from BSE dated 30th June, 2023 as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 for non-compliance of Regulation 23(9) of SEBI (LODR) Regulations, 2015 for the quarter ended 31st March, 2023 amounting to ₹ 29,500/- (Rupees Twenty-Nine Thousand Five Hundred Only). However, Company has paid the said penalty.
3. The Company at its 36th Annual General Meeting held on Monday, September 18, 2023 passed following resolutions:
 - a. An Ordinary Resolution pursuant to Section 148 and all other applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for Ratification of Remuneration payable to Cost Auditor of the Company for the financial year ended March 31, 2024.
 - b. An Ordinary Resolution pursuant to Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules 15 of the Companies (Meeting of Board and its power) Rule 2014 ("Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for Increase in Remuneration of Mr. Abhas Kumrat and holding an Office or Place of Profit in the Company.
 - c. A Special Resolution pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as may be enacted from time to time) The Memorandum and Article of Association of the Company ("The Memorandum and Articles"), The provision of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement Regulation 2015, ("The Listing Regulations") for Approval for Sale of Property / Undertaking y situated at C-4 /2/2, MIDC, Tarapur, Boisar Thane, Maharashtra, 401506 to M/s Yogesh Dyestuff Product Private Limited. However, as on date of this report, the said transaction has been executed on 6th May, 2024
4. Board transferred 1,595 (One-Thousand Five Hundred and Ninty Five) equity shares and ₹ 1,01,166/- (Rupees One Lakh One Thousand One Hundred and Sixty Six Only) as unpaid/unclaimed dividend and shares lying against them to Investor Education and Protection Fund authority for the financial year ended 2015-16 pursuant to Section 124(5) of the Act read with applicable rules made thereunder.
5. Board accepted resignation of Mrs. Deepa Toshniwal as Company Secretary & Compliance Officer w.e.f 9th February, 2024. While, Board in meeting held on 9th February, 2024 appointed Mr. Siddhant Singh as Company Secretary & Compliance Officer of the Company w.e.f 10th February, 2024.
6. Board accepted resignation of Mr. Abhay Kumar from the position of Chief Executive Officer of the Company w.e.f 9th February, 2024.
7. Board shifted registered office of the company by its resolution dated 9th February 2024 from C.T.S. No. 620 & 638, Ground Floor. Advance House, Plot_ A, ARK Industrial Estate Compound, Makwana Road, Marol, Naka, Andheri (East) Mumbai 400059 to 202/2nd floor, Rajan House, Appa Saheb Marathe Marg, Prabhadevi Mumbai-400025.

for HSPN & Associates LLP

Company Secretaries
Hemant S. Shetye
Designated Partner
FCS No.: 2827
CP No.: 1483

Date: 30th July 2024
Place: Mumbai
ICSI UDIN: F002827F000853545
Peer Review No: 2507/2022

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

Annexure - I

To,
The Members,
Kamadgiri Fashion Limited

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 appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for HSPN & Associates LLP

Company Secretaries
Hemant S. Shetye
Designated Partner
FCS No.: 2827
CP No.: 1483

Date: 30th July 2024
Place: Mumbai
ICSI UDIN: F002827F000853545
Peer Review No: 2507/2022

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)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of KAMADGIRI FASHION LIMITED having CIN L17120MH1987PLC042424 and having registered office at 202/ 2nd Floor, Rajan House, Appasaheb Marathe Marg, Mumbai, Maharashtra, India - 400025 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	RAHUL MEHTA NARENDRA	00165521	14/02/2011
2.	PRADIP KUMAR NARAYAN PRASAD GOENKA	00516381	26/08/2015
3.	TILAK PRADIP GOENKA	00516464	14/08/2018
4.	BINDU DARSHAN SHAH	07131459	21/03/2015
5.	AMIT KUMAR SOMANI	06901790	10/08/2022
6.	ARYAN KEJRIWAL	07155798	11/02/2023

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

**For HD And Associates
Company Secretaries**

**Hardik Darji
Practicing Company Secretary
Proprietor
ACS NO. 47700 C.P.NO.: 21073
FRN: S2018MH634200**

**Place: Mumbai
Date: 30th July 2024
UDIN: A047700F000858501
Peer Review No: 2208/2022**

ANNEXURE C

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO ETC

Information on conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided hereunder:

(A) Conservation of Energy	
(i) the steps taken or impact on conservation of energy	The operations of your Company are not energy intensive however adequate measures have been taken to reduce energy consumption.
(ii) the steps taken by the Company for utilising alternate sources of energy	All efforts are made to use more natural lights in offices/ store premises to optimize the consumption of energy.
(iii) the capital investment on energy conservation equipments	Nil
(B) Technology absorption	
(i) the efforts made towards technology absorption	N.A.
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof.	N.A.
(iv) the expenditure incurred on Research and Development	Nil
(C) Foreign exchange earnings and Outgo	
Nil	

For and on behalf of the Board

July 30,2024
Mumbai

Pradip Kumar Goenka
Chairman & Managing Director

ANNEXURE D**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- I. The percentage increase in remuneration of Managing Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of the remuneration of Managing Director to the Median Remuneration of the Employees (MRE) of the Company for the financial year 2023-24 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of the Director/ KMP and Designation	Remuneration/Sitting fees of Director/KMP for financial year 2023-24 (₹ in Lakh)	% increase in remuneration in the Financial Year 2023-24	Ratio of remuneration of each Director to MRE for Financial Year 2023-24
Mr. Pradip Kumar Goenka (Chairman & Managing Director)	54.00	Nil	22.06%
Mr. Tilak Goenka (Executive Director)	46.00	Nil	20.42%
Mr. Rahul Mehta (Independent Director)	1.60	N.A.	N.A.
Ms. Bindu Shah (Independent Director)	1.60	N.A.	N.A.
Mr. Aryan Kejriwal (Non-Executive Director)	0.60	N.A.	N.A.
Mr. Amit Somani (Independent Director)	1.60	N.A.	N.A.
Mr. Jagdish Prasad Dave (Chief Financial Officer)	15.20	Nil	N.A.
*Mrs. Deepa Toshniwal (Company Secretary) resigned w.e.f 09 th February 2024	5.36	Nil	N.A.
**Mr. Siddhant Singh (Company Secretary) appointed w.e.f 10 th February 2024	0.50	Nil	N.A.

- II. The MRE of the Company during the financial year was ₹ 2.45 Lakhs previous year it was ₹ 1.92 Lakhs.
- III. The Increase in MRE in the financial year 2023-24, as compared to the financial year 2022-23 by 27.51%.
- IV. There were 323 permanent employees on the rolls of Company as on March 31, 2024.
- V. Average percentage Increase made in the salaries of employees other than the managerial personnel in financial year i.e. 2023-24 as 4.28%. As regards, comparison of managerial remuneration of 2023-24 over 2022-23, details of the same are given in the above table at sr. no. I.
- VI. The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

For and on behalf of the Board

Date: July 30th, 2024
Place: Mumbai

Pradip Kumar Goenka
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY AND OUTLOOK

In CY 2023, the global economy experienced a modest recovery, growing by an estimated 3.2%. This was driven by increased consumer demand, savings accumulated during pandemic restrictions, and abundant job opportunities. Advanced economies like the United States saw a growth rate of 2.5%, fueled by strong consumer spending and a robust job market. The Eurozone's growth was slower at 0.4%, impacted by high energy prices and low consumer confidence. Emerging and developing economies fared better, collectively growing by 4.3%, with China's reopening and India's strong domestic demand being significant contributors.

Despite overall growth, inflation remained a major concern. Although headline inflation began to cool by the year's end, it stayed above central bank targets. Major central banks, including the Federal Reserve and the European Central Bank, responded by raising interest rates and tightening financial conditions.

Looking ahead to CY 2024 and 2025, the global economy is projected to grow at a modest 3.2% annually. This stability comes despite stricter monetary policies, reduced government spending, and slow productivity gains. Inflation is expected to decrease to 5.9% in CY 2024 and 4.5% in CY 2025. Policymakers face the challenge of managing this decline without hindering growth. Opportunities lie in faster disinflation and China's recovery, while geopolitical tensions and persistent inflation remain risks. Long-term growth, especially in emerging markets, depends on structural reforms to boost productivity and ensure sustainable debt levels.

INDIAN ECONOMY AND OUTLOOK

In CY 2024 and 2025, the global economy is projected to grow at 3.2% annually despite challenges from stricter monetary policies, reduced government spending, and slow productivity gains. Inflation is expected to cool to 5.9% in CY 2024 and 4.5% in CY 2025. Opportunities include faster disinflation and China's recovery, while geopolitical tensions and persistent inflation pose risks. Long-term growth relies on structural reforms to boost productivity and ensure sustainable debt levels.

India's economy is estimated to grow at 7.6% in FY 2023-24, driven by robust domestic demand and proactive policy measures. The construction sector is expected to grow by 10.7%, and the manufacturing sector by 8.5%. The global rating agency Moody's anticipates India will continue outpacing other G-20 economies. Investments under the Government's production linked incentive (PLI) scheme have reached nearly ₹ 95,000 Crores, resulting in significant production and employment gains.

India remains an appealing investment destination due to its large market size, skilled workforce, and improving infrastructure. The IMF forecasts India's growth at around 6.5% in FY 2024-25, supported by strong economic fundamentals and strategic initiatives in manufacturing, clean energy, and export diversification. Despite challenges, India's economic outlook is positive.

OPPORTUNITIES AND THREATS OPPORTUNITIES

- Opportunities in the Indian Market
- Government thrust for development will boost a rise in demand

THREATS

- Competitive manufacturing costs;
- Change in Government regulatory norms;
- Rising Labour Wages;
- Volatile Market.

PERFORMANCE REVIEW & OUTLOOK

Our business remains steadfast in its commitment to enhancing the casual wear segment within our portfolio, strategically targeting the preferences of the younger demographic. This deliberate focus has been a pivotal driver of our growth trajectory, aligning with market trends that favor casual attire among the youth.

Our weaving division continues to exhibit robust performance, upholding its strong track record of excellence. This success is underpinned by our unwavering dedication to quality and continuous innovation. Additionally, our finished fabric unit, a critical supplier to readymade garment manufacturers and renowned brands, has significantly bolstered KFL's market standing. The sustained high demand for our finished fabrics highlights our market reputation for superior quality and reliability.

Looking forward, we will intensify our efforts to optimize operational efficiencies by minimizing redundancies and streamlining processes. This operational optimization will enable us to exploit market opportunities effectively, ensuring sustained growth and profitability. Furthermore, we plan to leverage cutting-edge technological advancements to enhance our production capabilities and product offerings, thereby maintaining our competitive advantage.

Expanding our market reach remains a strategic priority. By penetrating new markets and fortifying our presence in existing ones, we aim to solidify our market position. We are confident that these strategic initiatives will not only drive long-term growth but also deliver substantial value to our stakeholders. Our commitment to innovation, quality, and market expansion positions us for continued success in the evolving market landscape.

RISK MANAGEMENT

Risks and threats are often precursors to corporate crises. While some risks are universal and can impact any company, others are specific to an organization's business or industry. Regardless of the nature of the risks or threats, it is crucial for companies to have an up-to-date crisis management plan in place to effectively address and mitigate the impact when these risks materialize.

INTERNAL CONTROL SYSTEMS

Your Company has a robust internal financial control system that is well-suited to the size and complexity of its operations. Comprehensive checks and controls are implemented to safeguard all assets, detect and prevent errors and fraud, and ensure transactions are appropriately verified, authorized, recorded, and reported.

The Company's Internal Auditors conduct thorough audits of various departments to ensure the effectiveness of internal controls, submitting Quarterly Reports to the Audit Committee. The Audit Committee regularly reviews these reports and oversees the implementation of any necessary corrective actions. Additionally, the Internal Auditors assess the effectiveness of the Company's internal financial control system, with no significant inefficiencies reported.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE SALES

The Company's Sales were at ₹ 21,760.03 Lakhs for the financial year ended March 31, 2024 as against ₹ 28,088.67 Lakhs in the previous financial year.

PROFIT/ LOSS BEFORE TAX

Profit/(Loss) Before Tax of the Company for the financial year ended March 31, 2024 stood at Loss of ₹ (177.12 Lakhs) as against Profit before tax of Rs. 223.09 Lakhs in the previous financial year.

INTEREST

Interest & other borrowing cost outflow is ₹ 742.90 Lakhs for the financial year ended March 31, 2024 as against ₹ 882.60 Lakhs in the previous financial year.

NET PROFIT/ LOSS

Net Profit/(Loss) of the Company for the financial year ended March 31, 2024 stood at Loss of ₹ (140.90 Lakhs) as against Profit of 147.57 Lakhs in the previous financial year.

DIVIDEND

The Board of Directors have not proposed any dividend for the year.

CAPITAL EMPLOYED

The capital employed in the business is ₹ 4,703.18 Lakhs as at March 31, 2024. Return on Capital employed during 2023-24 is 0.12% as compared to 0.19 % during the previous financial year 2023-24.

SURPLUS MANAGEMENT

The Company had incurred cash profit of 280.51 Lakhs for the financial year ended March 31, 2024 as compared to cash profit of 767.57 Lakhs in the previous financial year.

SIGNIFICANT FINANCIAL RATIOS

Particulars	2023-24	2022-23
Operating profit margin (%)	2.35	5.87
Net profit margin (%)	-0.63	0.52
Debtors turnover (times)	5.17	11.24
Inventory turnover (times)	1.85	5.04
Debt equity ratio (times)	0.22	0.35
Current ratio (times)	1.30	1.27
Interest service coverage ratio (times)	0.76	1.25
Return on Net worth (%)	-0.04	0.04

EARNINGS PER SHARE ('EPS')

The Company's Basic EPS has decreased from ₹ 2.51 in the previous financial year to ₹ (2.40) and Diluted EPS has decreased from ₹ 2.51 in the previous financial year to ₹ (2.40) for the financial year ended as on March 31, 2024.

HUMAN RESOURCE

Your Company firmly believes that its employees are its greatest assets, playing a crucial role in its growth. As of March 31, 2024, the Company has a permanent employee strength of 322. Emphasizing inclusive growth, the Company strives to be an employer of choice. With three distinct operating units, effective human resource management and strong employee relations are vital for smooth operations.

The Company is dedicated to addressing the development and social needs of its workforce. Ongoing initiatives focus on evaluating, training, motivating, and rewarding employees for their exceptional performance and contributions. This continuous investment ensures sustained commitment and excellence from employees, benefiting the Company in the long term.

CAUTIONARY STATEMENT

Estimates and expectations stated in this Management Discussion and Analysis may be ‘forward-looking’ within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company’s operations, include economic conditions in the Government regulations, tax laws, other statutes and other incidental factors.

The Company’s actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise and forward-looking statements, on the basis of any subsequent development, information or events.

CORPORATE GOVERNANCE REPORT

The Board of Directors (**‘the Board’**) of the Company lays great emphasis on the broad principles of Corporate Governance. Thus, Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2024, in terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**). Your Company ensures compliance with the regulations 17 to 27 read with Chapter V and clause (b) to (i) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also the applicable provisions of the Companies Act, 2013 including amendments thereto (the **‘Act’**).

1. COMPANY’S PHILOSOPHY ON CODE ON GOVERNANCE

Company’s policy on Corporate Governance is based on the principles of accountability, integrity and transparency. The Company reiterates its commitment to adhere to the highest standards of Corporate Governance.

The Company recognizes that good Corporate Governance is a continuing exercise and is committed to pursue the highest standard of governance in the overall interest of the stakeholders.

2. BOARD OF DIRECTORS

The composition of the Board is in conformity with the provisions of the Companies Act, 2013 (**‘the Act’**) and Regulation 17 of Listing Regulations. The strength of the Board as on March 31, 2024 is 6 (Six) Directors comprising of 2 (Two) Promoter Directors, 4 (Four) Non-Executive Independent Directors.

Name of Director & Category	Name of other Listed entities where he/ she is a director & (category of directorship)	No. of Directorships#		No. of Memberships/ Chairmanships of Committees in other public companies	
		Public	Private/ Non-profit	Memberships	Chairmanship
Mr. Pradip Kumar Goenka (Promoter & Executive)	None	0	1	-	-
Mr. Rahul Mehta (Non-Executive & Independent)	Nandan Denim Limited	0	7	1	-
Mr. Amit Somani (Non-Executive & Independent)	None	0	-	-	-
Ms. Bindu Shah (Non-Executive & Independent)	JBF Industries Limited & Fineotex Chemical Limited	1	1	2	1
Mr. Tilak Goenka (Promoter & Executive)	None	0	2	-	-
Mr. Aryan Kejriwal (Non-Executive & Non-Independent)	None	0	1	-	-

No. of directorships held by the Directors does not include directorships in foreign companies

In accordance with Regulation 26 of Listing Regulations, Memberships/Chairmanships of only Audit Committee and Stakeholders’ Relationship Committee in all other public limited companies have been considered.

Board Meetings

During the financial year 2023-24, 5 (Five) Board Meetings were held i.e. on 10th May, 2023, 09th August 2023, 08th November 2023, 11th December 2023 and 09th February 2024. The time gap between two meetings did not exceed maximum period mentioned under the Section 173 of the Act and the Regulation 17(2) of the Listing Regulations. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Name of Directors	No. of Board meetings attended	Attendance at last Annual General Meeting	No. of shares held
Mr. Pradip Kumar Goenka	5	Present	7,70,147
Mr. Rahul Mehta	5	Present	Nil
Mr. Aryan Kejriwal	4	NA	Nil
Ms. Bindu Shah	5	Present	Nil
Mr. Tilak Goenka	5	Present	4,96,102
Mr. Amit Somani	5	NA	Nil

Independent Directors confirmation by the Board

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. During

the year under review, no Independent Director ceased to be Director of the Company. The Board is of the opinion that all of the Independent Directors are free from any relationship or circumstances that could affect, or appear to affect, their independent judgement and they continued to demonstrate these characteristics during 2023-24.

Chart/matrix setting out the skills/expertise/competence

The Board comprises qualified members who bring in the required skills, competence and expertise such as working in cohesion, management and strategy, financial knowledge and leadership, these allow them to make effective contributions to the Board and its committees.

However, the Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Director	Skills/Expertise/Competencies in specific functional area
Mr. Pradip Kumar Goenka	Manufacturing and operations in textile industry, Effective capacity utilization, cost control, Strategic decision making
Mr. Rahul Mehta	Manufacturing and operations in garments and consumer industry, Regulatory updates, Policy making, Market and technology know-how
Mr. Amit Somani	Finance, Taxation, Audit, Governance and Compliance
Ms. Bindu Shah	Legal and Corporate Laws, Corporate Governance and ethics
Mr. Tilak Goenka	Business development and administration, Ready Made garments, Product development, Sale
Mr. Aryan Kejriwal	Manufacturing and operations in textile industry

Further, a certificate from a Company Secretary in Whole time Practice certifying that none of the Directors on the Board of the Company has been debarred or disqualified by the SEBI/ MCA or any such statutory authority from being appointed or continuing as a Director of the Company is annexed herewith.

Code of conduct for Directors and Senior Management

The Code of conduct as applicable to the Directors and the members of the Senior Management had been approved by the Board and it is being abided by all of them. The Annual report contains declaration to this effect from the Chairman & Managing Director. It is also available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes/>.

Familiarisation Programme for Directors

The details of programme for familiarisation of Independent Directors with the Company are available on the website of the Company at the following link <https://www.kflindia.com/familiarisation.programme/>.

Inter-se relationships among Directors

Except Mr. Tilak Goenka and Mr. Pradip Kumar Goenka who are relatives, no other Directors of the Company are inter-se related.

3. AUDIT COMMITTEE

The Company has an Audit Committee at the Board level with powers and role that are in accordance with the provisions of the Section 177 of the Act and Regulation 18 of Listing Regulations. The Committee acts as a link between the management, the statutory auditors and the Board and oversees the financial reporting process.

The Audit Committee presently comprises of 3(Three) Independent Directors. The members of the Committee are well versed in finance matters, accounts, Company law and general business practices.

The functions of the Audit Committee are as per the Act and the Listing Regulations. These include the review of accounting and financial policies and procedures, review of financial reporting system, internal control system and procedures and ensuring compliance of statutory requirements.

The Audit Committee reviews the financial statements with the Statutory Auditors and the Management with reference to the accounting policies and practices before commending the same to the Board for its approval.

The Committee met 4 (Four) times during the financial year 2023-24, i.e. on 10th May, 2023, 09th August, 2023, 08th November, 2023, 09th February, 2024.

Composition of Audit Committee and details of the meetings attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Mr. Amit Somani	Independent & Non-Executive	Chairman	5
2.	Mr. Rahul Mehta	Independent & Non-Executive	Member	5
3.	Ms. Bindu Shah	Independent & Non-Executive	Member	5

The terms of reference of the Audit Committee includes:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance and effectiveness of the audit process;
- Examination of financial statement and the auditor's report thereon;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans & investments;
- Valuation of undertakings or assets of the Company, whenever it is necessary;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Evaluation of internal financial controls and risk management system;
- Monitoring the end use of funds raised through public offers and related matters;
- Reviewing the functioning of the Whistle Blower mechanism;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.

4. NOMINATION & REMUNERATION COMMITTEE ('NRC')

The NRC presently comprises of 3 (Three) Independent Directors. The Company's remuneration policy is based on 3 factors, pay for responsibility, pay for performance and potential and pay for growth. The Company's NRC is vested with all necessary powers and authority to ensure appropriate disclosure on the remuneration of Whole-Time Directors and to deal with all the elements of remuneration package of all such Directors.

As for non-whole-time directors their appointment is for utilizing their professional expertise in achieving the goals of the Company. Accordingly, the service contract, notice period and severance fees, if any, are not applicable to such non-whole-time directors.

During the year under review, the Committee met 1 (One) time on 09th February, 2024.

Composition of NRC and details of the meetings attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Mr. Rahul Mehta	Independent & Non-Executive	Chairman	2
2.	Mr. Amit Somani	Independent & Non-Executive	Member	2
3.	Ms. Bindu Shah	Independent & Non-Executive	Member	2

The terms of reference of the NRC includes:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on diversity of the Board;
- 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 their appointment and removal;
- Whether to extend or continue the term of appointment of the Independent Director(s) on the basis of the report of performance evaluation of Independent Director(s);
- Recommendation by NRC to the Board for all remuneration, in whatever form, payable to senior management.

Remuneration Policy

The Company believes that human resource is the key for the continuous growth and development of the Company. The Company's remuneration policy is designed to attract, retain and motivate employees by offering appropriate remuneration packages and retirement benefits. The remuneration policy is in consonance with the existing industry practice.

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) to its Executive Director(s) and CEO, as approved by the Board and the Members of the Company. In determining the remuneration package of the Executive Director(s), the NRC evaluates the remuneration paid by the comparable organisation and thereafter makes its recommendation to the Board. Annual increments are decided by the NRC within the scale of remuneration approved by the Members of the Company. NRC also reviews and decides on revision of remuneration payable to the Senior Management as per terms of appointment and based on the performance of the individual as well as the Company.

Non-Executive Directors are paid sitting fees of INR 15,000 for attending any Meeting of the Board, Audit Committee and Meeting of Independent Directors and INR 5000 for attending any meeting of Nomination and Remuneration Committee, Stakeholders Relationship Committee and no sitting fees is paid for attending meeting of Corporate Social Responsibility Committee. The Board shall from time to time decide sitting fees payable to any new committees, if constituted or revision of sitting fees, if any.

Performance Evaluation

The Company has devised a process for performance evaluation of Independent Directors, the Board, Committees and other individual Directors. The Independent Directors are evaluated on the criteria such as engagement, leadership, analytical, quality of decision-making, interaction, governance, etc.

5. REMUNERATION OF DIRECTORS

The Company has no pecuniary relationship or transaction with its Non-Executive Directors other than payment of sitting fees to them, if any, for attending the Board and Committee Meetings.

The Company does not have an incentive plan, which is linked to performance and achievement of the Company's objectives. The Company has no stock option and pension scheme.

The details of remuneration paid to the Executive Directors of the Company during the year ended March 31, 2024 are given as under:

Name of Director	Salary p.a. (₹ in Lakh)	Fixed Component – Contribution to Provident Fund (₹ in Lakh)	Bonus, Benefits & Other Allowances	Service Contract (Years)	Notice Period (Months)	Severance Fees (₹)
Mr. Pradip Kumar Goenka	54.00	-	Nil	3	3	Nil
Mr. Tilak Goenka	46.00	-	Nil	3	3	Nil

The details of sitting fees paid to the Non-Executive Directors of the Company during the year ended March 31, 2024 are given as under:

Name of the Director	Mr. Rahul Mehta	Mr. Aryan Kejriwal	Ms. Bindu Shah	Mr. Amit Somani
Sitting fees (₹ in Lakh)	1.60	0.60	1.60	1.60

6. STAKEHOLDERS RELATIONSHIP COMMITTEE ('SRC')

The SRC comprises of 3 (three) Non-Executive Directors including 2 (two) Independent Directors. The SRC meets at frequent intervals to consider, inter alia, shareholders complaints like non-receipt of share certificate or delay in transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc. and provide satisfactory solution to the complainant's except for disputed cases and sub-judice matters which would be solved on final disposal by the Courts.

During the year under review, the SRC met 1 (One) times i.e. on 09th February, 2024.

Composition of SRC and details of the meetings attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Ms. Bindu Shah	Independent & Non-Executive	Chairperson	1
2.	Mr. Rahul Mehta	Independent & Non-Executive	Member	1
3.	Mr. Aryan Kejriwal	Non-Independent & Non-Executive	Member	1

The terms of reference of the SRC includes:

- (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.

Compliance officer

Mrs. Deepa Toshniwa, the Company Secretary cum Compliance Officer (Key Managerial Personnel) of the Company resigned from the position with effect from February 9, 2024 due to personal reason and other Occupancies and in her place Mr. Siddhant Singh, was appointed as the Company Secretary cum Compliance Officer (Key Managerial Personnel) of the Company with effect from February 10, 2024.

During the financial year 2023-24, there were no complaints received by the Company. There was no complaint pending as on March 31, 2024.

7. CORPORATE SOCIAL RESPONSIBILITY ('CSR') COMMITTEE

The CSR Committee presently comprises of 3 (three) Directors. During the year, the CSR Committee not applicable.

Composition of CSR Committee and details of the meeting attended:

Sr. No.	Name of the Directors	Director Category	Designation in the Committee	No. of Meetings attended
1.	Mr. Pradip Kumar Goenka	Promoter & Executive	Chairman	NA
2.	Mr. Rahul Mehta	Independent & Non-Executive	Member	NA
3.	Mr. Aryan Kejriwal	Non-Independent & Non-Executive	Member	NA

The terms of reference of the CSR Committee includes:

- formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- recommend the amount of expenditure to be incurred on the CSR activities;
- monitor the CSR expenditure spent from time to time.

8. COMMITTEE OF DIRECTORS

The Board has constituted a Committee of Directors and delegated powers to transact certain regular matters relating to the business of the Company. A total of 5 (Five) meetings of the Committee were held during the year under review.

9. GENERAL BODY MEETINGS

The details of the Annual General Meeting held during the last 3 (three) financial years are as under:

Financial Year	Date	Time	Venue	No. of Special Resolution(s) passed
2022-23	September 18, 2023	10.00 am	Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')	01
2021-22	September 24, 2022	10:00 am	Video Conferencing and other Audio-Visual Means	01
2020-21	September 27, 2021	10:00 am	Video Conferencing and other Audio-Visual Means	02

Postal ballot- No Special resolution was passed through postal ballot during the year under review.

10. MEANS OF COMMUNICATION

Annual Report notice of the meetings and other communications to the Shareholders are generally sent through e-mail, post or courier.

the Ministry of Corporate Affairs ('MCA') has vide its circular no 20/2020 dated May 05, 2020 and Securities and Exchange Board of India Circular dated May 12, 2020, No. 02/2021 dated January 13, 2021 and No. 10/2021 dated, June 23, 2021 ('SEBI Circular') directed the Companies to send the Annual Report only by e-mail to all the Members of the Company whose e-mail address is registered with the Company/Registrar and Share Transfer Agent/Depository Participants. Therefore, the Annual Report for FY 2023-24 and Notice of 37th AGM of the Company is being sent to the Members at their registered e-mail addresses in accordance with MCA and SEBI Circulars.

The results of the Company are furnished to the BSE Limited on a periodic basis (quarterly, half yearly and annually) after the approval of the Board. The results are normally published in “Free Press” or “Business Standard” - English Newspaper and “Mumbai Lakshadeep” - Marathi Newspaper within 48 hours after the approval of the Board. These were not sent individually to the shareholders. However, the Company furnishes the same on receipt of a request from the shareholder.

A separate dedicated section under “Investor” on the Company’s website <https://www.kflindia.com/> gives information on shareholding pattern, quarterly/half yearly results and other relevant information of interest to the investors/public.

Presentations, if any, are first discussed to the stock exchange before they are communicated to the institutional investor & analysis.

They are also hosted on the website of the company.

11. GENERAL SHAREHOLDERS INFORMATION

a) Annual General Meeting

Day, Date and Time: 03, September, 2024 at 11:00 a.m. through Video Conferencing / Other Audio-Visual Means

b) Financial Year

The financial year covers the period from April 01 of every year to March 31 of the next year.

c) Listing on Stock Exchange

The Company’s shares are listed on BSE Limited (‘BSE’), P. J. Towers, Dalal Street, Mumbai - 400001.

d) Listing Fees

Listing fees for the year 2023-24 has been paid to BSE where shares of the Company are listed.

e) Stock Code & ISIN

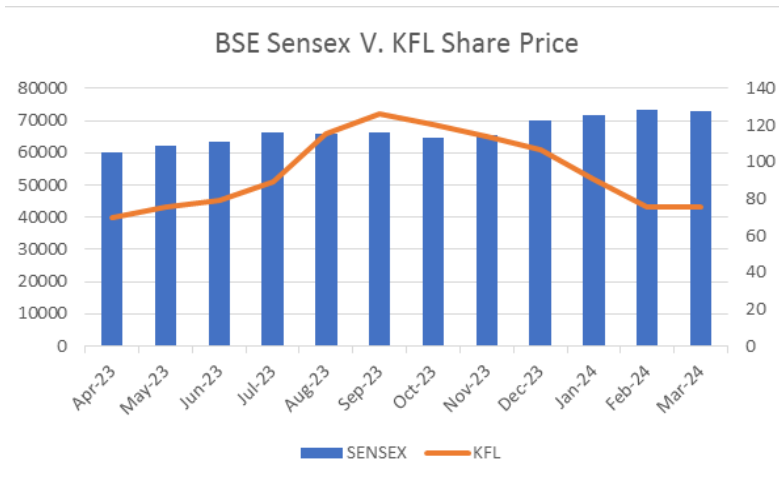
Stock Code at BSE is 514322. ISIN is INE535C01013.

f) Market Price Data

- i. The monthly high and low quotations of shares of the Company traded on BSE for the financial year ended March 31, 2024 was as follows:

Month	(Amount in ₹)		Volume
	High	Low	
April, 2023	75.91	63.60	9,832
May, 2023	90.40	61.00	36,588
June, 2023	85.64	72.82	19,540
July, 2023	105.00	74.23	33,596
August, 2023	138.95	92.15	106525
September, 2023	138.00	115.00	9551
October, 2023	133.80	106.50	9103
November, 2023	122.40	106.00	2668
December, 2023	120.60	93.10	35156
January, 2024	113.90	67.05	152511
February, 2024	81.45	69.18	19153
March, 2024	82.89	68.73	288393

Performance of the stock in comparison to BSE Sensex

**g) Registrar and Share Transfer Agent**

The Company has appointed Link Intime India Private Limited for processing and approving the transfer of shares. Their contact details are as follows:

Link Intime India Pvt. Ltd.
C-101, Embassy 247, L. B. S. Marg,
Vikhroli (West), Mumbai – 400083.
Tel No.: (022) 49186270
Fax No.: (022) 49186060
Email: rnt.helpdesk@linkintime.co.in

h) Share Transfer System

Shares held in the dematerialised form are electronically traded by Depository Participants and the Registrar and Share Transfer Agents of the Company periodically receive from the Depository Participants the beneficiary holdings which enables them to update their records and to send all corporate communications, dividend warrants etc.

i) Distribution of shareholding as on March 31, 2024

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
Upto 500	1231	87.1813	1,40,793	2.3988
501 – 1000	81	5.7365	64,156	1.0931
1001 – 5000	67	4.4618	1,44,499	2.4618
5001 – 10000	6	0.4249	40,662	0.6928
10001 and above	27	1.9122	54,79,261	93.3535
Total	1412	100.00	58,69,371	100.00

Categories of Shareholders as on March 31, 2024

Category	Number of shares	% of Shareholding
Promoters	19,96,343	34.01
Banks/MFs/FIs/NBFCs/Central Govt./State Govt./ Institution/IEPF	27,018	0.46
Private Bodies Corporate	26,54,587	45.23
Indian Public	11,84,227	20.18
NRIs/OCBs	7,196	0.12
Total	58,69,371	100.00

j) Dematerialisation of shares

About 99.30% of the shares have been dematerialised as on March 31, 2024. The equity shares of the Company are traded at BSE.

The equity shares of the Company are permitted to be traded in dematerialised form only.

k) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

There is no outstanding GDRs/ADRs/Warrants or any convertible instruments.

l) Credit ratings

During the year under review, the Company had not obtained the rating from any agencies as the borrowing of the Company was less than INR 50 Crore.

m) Plant Locations

The Company's plants are located at:

- 43/2 & 42/1, Ganga Devi Road, Umbergaon - 396 171, Dist. Valsad (Gujarat);
- Survey No. 573, Shed No. B, C and D, Sanjan-Nargol bypass road, Sanjan, (Gujarat).

n) Address for investor correspondence

For any assistance regarding dematerialisation of shares, share transfers, transmissions, change of address, payment of dividend on shares and any other query relating to shares of the Company, Registrar & Share Transfer Agent may be contacted at the following address:

Registered Office

202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg,
Mumbai- 400025, Maharashtra, India
Tel: (+91 22) 66662904
Email: cs@kflindia.com
Website : www.kflindia.com

Link Intime India Pvt. Ltd.

Unit: Kamadgiri Fashion Limited
C-101, Embassy 247, L. B. S. Marg,
Vikhroli (West), Mumbai – 400083.
Tel No.: (022) 49186270
Fax No.: (022) 49186060
Email: rnt.helpdesk@linkintime.co.in

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

12. CEO/CFO Certification

As per requirement of Part B of Schedule II of Regulation 17(8) of the Listing Regulations, the Managing Director and CFO of the Company have certified to the Board regarding Financial Statements for the year ended March 31st, 2024.

13. DISCLOSURES

- a) There were no other related party transactions of material nature with the Promoters, Directors, the management or relatives during the year that may have potential conflict with the interest of the Company at large.
- b) There were no instances of non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by Stock Exchange or SEBI.
- c) The Company has a Whistle Blower Policy and Vigil Mechanism in place. The policy also provides a direct access to the Chairperson of the Audit Committee in exceptional cases. The Board affirms that no personnel have been denied access to the Audit Committee during the year in terms of the Whistle Blower Policy.
- d) The Company has complied with mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance. A certificate has been obtained from the Statutory Auditors of the Company regarding compliance of corporate governance and is attached to this report.
- e) The policy on dealing with material subsidiaries is not applicable to the Company as there are no material subsidiaries.
- f) The web link of policy on dealing with related party transactions is available on the website of the Company at the following link <https://www.kflindia.com/policies-and-codes/>.

- g) There were no equity shares lying in the demat suspense account/ unclaimed suspense account as on March 31st, 2024.
- h) Commodity price risks & Commodity hedging activities
The Company has adequate risk assessment and minimisation system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out.
- i) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations: Not Applicable
- j) A certificate has been received from M/s. HD and Associates, Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.
- k) During the year under review, there were no instances where the Board had not accepted any recommendations of any of the Committees of the Board.
- l) Total fees paid to the statutory auditor for all services:

Sr. No.	Particulars of Service	Amount (₹ in Lakhs)
1.	Statutory Audit	6.00
2.	Tax Audit	1.50
3.	Limited Review	1.50
4.	Company Law Matters	1.00
Total		10.00

- m) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** During the year under review, there were no complaints filed/received in terms of sexual harassment.

No. of complaints filed during 2023-24	No. of complaints disposed of during 2023-24	No. of complaints pending as at March 31, 2024
Nil	N.A.	Nil

14. DISCRETIONARY REQUIREMENTS

- a) **The Board:** The Company has an Executive Chairman and hence the requirement pertaining to reimbursement of expenses to a Non-Executive Chairman does not arise.
- b) **Shareholders' Right:** As the financial results of the Company are published every quarter in English and Marathi newspapers having a wide circulation, the same need not be sent to shareholders individually. However, the Company furnishes the quarterly and half yearly results on receipt of a request from the shareholders.
- c) **Audit Qualifications:** There are no audit qualifications or observations on the Financial Statements for the year 2023-24.
- d) **Separate posts of Chairman and CEO:** The position of Chairman and Managing Director are not separately held.
- e) **Reporting of Internal Auditor:** The Internal auditors are invited to Audit Committee Meetings to make their presentation directly to the Audit Committee.

15. COMPLIANCE

A certificate from the Statutory Auditors of the Company regarding compliance of corporate governance and a declaration signed by the Chief Executive Officer stating that the members of the Board and senior management personnel have affirmed compliance to the Company's code of conduct for the board of directors and senior management has been obtained and is attached to this report.

DECLARATION ON COMPLIANCE OF CODE OF CONDUCT

The Directors and Senior Managerial Personnel of the Company have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year ended March 31, 2024.

For Kamadgiri Fashion Limited

30th July 2024
Mumbai

Pradip Kumar Goenka
Chairman & Managing Director

**Independent Auditor's Certificate on Compliance with the Corporate Governance requirements under SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

To
The Members
Kamadgiri Fashion Limited

1. We, DMKH & Co, Chartered Accountants, the Statutory Auditors of Kamadgiri Fashion Limited ("the Company") have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2024, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. The responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, except for the matter referred in other matter paragraph in para 7 and 8 above, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended 31st March, 2024.
8. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on Use

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it 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 for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for any event or circumstances occurring after the date of this certificate.

For DMKH & Co.
Chartered Accountants
Firm Registration Number: 116886W

Anant Nyatee
Partner
Membership Number: 447848
UDIN: 23447848BGRRNR5266

Place: Mumbai
Date: 30th July, 2024

INDEPENDENT AUDITOR'S REPORT

To
The Members
Kamadgiri Fashion Limited

REPORT ON THE AUDIT OF THE Ind AS FINANCIAL STATEMENTS

Opinion

We have audited the Ind AS financial statements of **Kamadgiri Fashion Limited** (the "Company"), which comprise the balance sheet as at March 31, 2024, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended, and notes to the Ind AS financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 as amended (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter Paragraph

1. We draw attention to Note No. 44 of the statement which states that Government Grant Receivable of ₹ 177 Lakhs under Gujarat Apparel Policy 2017 has been adjusted against respective revenue expenditure. Management has also decided not to avail subsidy from Jan-24 onwards.

Our opinion is not modified in respect of this matter.

2. We draw attention to Note No. 43 of the statement which states that the Company has sold the Land & Building Situated at C-4/2/2, MIDC, Tarapur, Maharashtra for ₹ 891.00 Lakhs having WDV of ₹ 406.71 Lacs, thereby recording Profit of ₹ 484.29 Lakhs under other income. The sale deed for the same was executed on 6 May 2024 i.e. after the year end date but before the approval of financials, while the consideration was received in full during the year. Hence, as per IND AS 10 "Events after the Reporting Date" the sale is recorded in the year ended as on 31 March 2024 as adjusting events occurring after the reporting date but before approval of financials by Board of Directors.

Our opinion is not modified in respect of this matter.

3. We draw attention to Note No. 42 of the statement which state that the Company is in the process of selling its Fabric Distribution Divisions and made-to-measure business to Tritoma Fashion Lab Private Limited as a slump sale, based on the Fair Market Value (FMV) as of December 31, 2023. The FMV of these businesses as of that date, determined under section 50B of the Income Tax Act, 1961, is ₹ 591 Lacs, as assessed by the independent valuer Pradeep Sethia & Associates. Sale is proposed to be completed in current quarter and accordingly the financial impact of transfer and sale of business will be reflected in the Company's books of account in the first quarter of financial year 2024-25. The sale has been approved by shareholders through postal ballot on May 28, 2024.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Key Audit Matters	
1. Carrying value of Trade Receivables	How our audit addressed the key audit matter
<p>The recoverability of Trade Receivables and the level of provisions for doubtful debts are considered to be a significant risk due to the pervasive nature of these balances to the Financial Statements and the importance of cash collection with reference to the working capital management of the business.</p> <p>As at March 31, 2024, Trade receivables constitutes approximately 28.21% of total assets of the Company.</p> <p>Expected credit loss involves judgement as it must reflect information about past events, current conditions and forecasts of future conditions, as well as the time value of money. Management has made provision for expected credit loss of ₹ 9.74 lacs.</p> <p>The company is required to regularly assess the recoverability of its Trade Receivables, Hence it is a key audit matter in our audit of INDAS Financial Statements.</p>	<p>Our audit procedures in respect evaluation of receivables included the following:</p> <ul style="list-style-type: none"> • Tested the ageing of trade receivables and receipts subsequent to the year-end; • Evaluated Management’s assessment of the current financial situation of the major entities whose balances are receivable as the year-end. • Assessed the company’s expected credit loss calculations made in determining the recoverable amount.. • Sent and obtained confirmations for major parities possible. • Assessed the design and implementation of key Controls around the monitoring of recoverability.
2. Sale of Land & Building	How our audit addressed the key audit matter
<p>The Company has sold one of its Land & Building pertaining to Apparel Division, Situated at C-4 MIDC, Tarapur, Maharashtra. The sale deed for the same was executed on 6 May 2024 i.e. after the year end date but before the approval of financials, while the consideration was received in full during the year.</p> <p>Hence, as per IND AS 10 “Events after the Reporting Date” the sale is recorded in the year ended as on 31 March 2024 as adjusting events occurring after the reporting date but before approval of financials by Board of Directors.</p> <p>WDV of Land & Building as on 31 March 2024 amounts to ₹ 406.71 Lacs, which is sold for ₹ 891.00 Lakhs, hence Profit of ₹ 484.29 Lakhs has been recognised under other income for the year ended 31 March 2024.</p> <p>This matter is considered to be key audit matter given the circumstances of the subsequent events after the year-end.</p>	<p>Our audit procedures included, among others, the following:</p> <ul style="list-style-type: none"> • Inspecting underlying documentation such as Registered Sale Deed, Stamp Duty Value, MIDC NOC etc. for ensuring that the sale was properly executed with terms as specified in the deed. • Inspecting the key terms and conditions of sale agreement to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition. • The accuracy and completeness of sale was verified through recalculating profit on sale of Land & Building, considering their WDV as on 31st March 2024. <p>We have ensured that all accounting and disclosure requirements as per Ind AS 10 – “Events after the Reporting Date” have been complied with.</p>
3. Revenue Recognition & Subsidy Income	How our audit addressed the key audit matter
<p>Revenue is an important measure used to evaluate the performance of the company. There is a risk that the revenue is presented for amounts higher than what has been actually generated by the company.</p> <p>Consequently We Considered Revenue Recognition To Be A Significant Key Audit Matter.</p> <p>Also, during the year company has received subsidy from Gujarat Government for Power Tariff Subsidy, Interest Subsidy & Payroll Assistance Subsidy for its Sanjan Plant.</p> <p>Hence, proper accounting and disclosure of such subsidy has been considered by us as a Key Audit Matter.</p>	<p>Our audit procedures in respect to Revenue Recognition included the following;</p> <ul style="list-style-type: none"> • Inspecting underlying documentation for any book entries which were considered to be material on a sample basis. • Inspecting the key terms and conditions of agreements with major customers on a sample basis to assess if there were any terms and conditions that may have affected the accounting treatment of the revenue recognition. • The accuracy and completeness of revenue was verified through Cut-Off testing and Analytical Reviews. • We have reviewed sanction letters received from Gujarat Government and checked the working of experts for recognition of subsidy income. <p>We have ensured that all accounting and disclosure requirements as per Ind AS 20 - Government grants have been complied with.</p>

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

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

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

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

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

Management's Responsibilities for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS 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 Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the statement of cash flows dealt with by this report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rule issued there under to the extent applicable to the Company.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 Ind AS Financial Statements. Refer Note 34 to the Ind AS 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 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 persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The company has neither declared nor paid any dividend during the year. Hence, reporting the compliance with section 123 of the Act is not applicable.
 - vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except for one division i.e. True Value where audit trail is not yet implemented as the same is under testing phase. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with respect of the accounting software.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DMKH & CO.

Chartered Accountants

Firm Registration Number: 116886W

Anant Nyatee

Partner

Membership Number: 447848

UDIN: 24447848BKGZCV7470

Place: Mumbai

Date: May 29, 2024

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Kamadgiri Fashion 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 KAMADGIRI FASHION LIMITED (the “Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls With Reference to Ind AS Financial Statements

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal financial 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 DMKH & CO.

Chartered Accountants
Firm Registration Number: 116886W

Anant Nyatee

Partner
Membership Number: 447848
UDIN: 24447848BKGZCV7470

Place: Mumbai
Date: May 29, 2024

Annexure ‘B’ to the Independent Auditor’s Report

(Referred to in Paragraph 2 under the heading of “Report on other Legal and Regulatory Requirements” of our report to the members of Kamadgiri Fashion Limited of even date)

Report on the Companies (Auditor’s Report) Order, 2020, with reference to Ind AS financial statements, issued in terms of Section 143(11) of the Companies Act, 2013 (“the Act”) of the Kamadgiri Fashion Limited (“the Company”):

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- i. In respect of company’s property, plant and equipment:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) The Company has a regular program of physical verification of its property, plant and equipment (PPE), right of use assets and investment property under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment, right of use assets and investment property were verified during the year and no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given by the management, the title deeds of all the immovable properties included in property, plant and equipment (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its property, plant and equipment’s (including Right of use assets) or intangible assets during the year ended March 31, 2024.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year except for goods-in-transit and inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate and no discrepancies of 10% or more in aggregate for each class of inventory were noticed. Inventories lying with third parties have been confirmed by them as at March 31, 2024 and discrepancies of 10% or more in aggregate for each class of inventory were not noticed in respect of such confirmations.
- (b) As disclosed in Note 19 to the Ind AS financial statements, the Company has been sanctioned cash credit / working capital limits in excess of INR five Crores in aggregate from banks during the year on the basis of security of current assets of the Company. On account of the size and nature of the transactions, the quarterly returns / statements filed by the Company does not tally with the books of accounts of the Company, but the management has prepared a reconciliation of the same for the quarter ended as on 31st March, 2024 which is in agreement with the books of accounts of the company.
- iii. (a) During the year the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to companies, firms, limited liability partnerships or any other parties listed in the register maintained under Section 189 of the Companies Act, 2013 as follows:

(Figures in INR Lakhs)

Particulars	Guarantees	Loans
Aggregate amount granted / provided during the year-to other parties	-	121.17
Balance outstanding as at balance sheet date in respect of above cases- to other parties	-	119.95
Aggregate amount granted / provided during the year -Associated Concern	-	-
Balance outstanding as at balance sheet date in respect of above cases - Associated Concern	-	-

- (b) During the year, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees to companies, firms, limited liability partnerships or any other parties are not prejudicial to the Company’s interest.
- (c) The Company has granted loans during the year to a company-where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no loans or advance in the nature of loan granted to companies, firms, limited liability partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

- (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 to companies, firms, limited liability partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- 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, related to the manufacture of the Company's products, 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. According to the information and explanation given to us, in respect of statutory dues:
- (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of Statute	Nature of Dues	Amount in ₹ (In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	33.49	2018-2019*	CIT (Appeals)
Gujarat Sales Tax Act, 1969	Sales Tax	31.02	2001-2002, 2002-2003.	Commissioner (Appeals)
Maharashtra Value Added Tax Act, 2002	VAT	815.06	2014-2015 2015-2016	Joint Commissioner (Appeals)
Central Sales Tax Act, 1956	CST	32.15	2014-2015	Joint Commissioner (Appeals)

- viii. In our opinion and according to the information and explanations given to us, the Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- ix. In our opinion and according to the information and explanations given by the management:
- (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) Term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the Ind AS financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) On an overall examination of the Ind AS financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- x. In our opinion and according to the information and explanation given by the management, we are of the opinion that:
- (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company
- (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that:

- (a) No fraud / material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by the cost auditor or secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the Ind AS financial statements, as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- xvi. (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company
- (b) The Company has not conducted any Nonbanking Financial or Housing Finance activities without obtained a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the current financial year as well as in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in Note 41 to the Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.
- (b) There are no ongoing projects, for which the Company is required to transfer unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provisions of Section 135(6) of the Act. Accordingly, clause 3(xx)(b) of the Order is not applicable.
- xxi. The reporting under clause (xxi) is not applicable in respect of audit of Ind AS financial statements of the Company. Accordingly, no comment has been included in respect of said Clause under this report.

For DMKH & CO.

Chartered Accountants

Firm Registration Number: 116886W

Anant Nyatee

Partner

Membership Number: 447848

UDIN: 24447848BKGZCV7470

Place: Mumbai

Date: May 29, 2024

BALANCE SHEET FOR THE YEAR ENDED MARCH 31, 2023

(₹ in Lakhs)

PARTICULARS	Note No.	As at March 31, 2024	As at Mar 31, 2023
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2	1,661.05	2,318.41
Capital work-in-progress	2	26.70	-
Right of use Assets	2.1	69.38	198.45
Intangible Assets	2	50.31	48.68
Intangible Assets under development		-	-
Financial Assets			
Other Financial Assets	3	263.81	208.45
Deferred tax assets (net)	4	284.16	247.02
Income tax assets (Net)	12	99.53	47.56
Other non current assets	5	6.65	11.76
Total Non-Current Assets		2,461.59	3,080.33
Current Assets			
Inventories	6	5,308.74	5,723.18
Financial Assets			
Trade Receivables	7	3,416.10	4,996.04
Cash and Cash Equivalents	8	11.24	13.31
Bank Balances other than above	9	41.65	254.38
Loans	10	19.95	13.99
Others Financial Assets	11	53.65	51.65
Other Current Assets	13	792.19	1,413.56
Total Current Assets		9,643.52	12,466.11
Total Assets		12,105.11	15,546.44
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	14	586.94	586.94
Other Equity	15	2,850.65	2,994.24
Total Equity		3,437.59	3,581.18
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	16	772.34	1,240.62
Lease Liability		-	150.52
Other financial liabilities	17	384.40	411.26
Provisions	18	108.85	331.47
Total Non-Current Liabilities		1,265.59	2,133.87
Current Liabilities			
Financial Liabilities			
Borrowings	19	2,853.14	4,847.68
Lease Liability		135.34	135.34
Trade Payables			
(a) total outstanding dues of micro enterprises and small enterprises	20	646.99	303.75
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	20	2,243.60	2,894.59
Other Financial Liabilities	21	1,426.28	1,392.79
Other Current Liabilities	22	88.01	221.68
Provisions	23	8.57	35.56
Total Current Liabilities		7,401.93	9,831.39
Total Equity and Liabilities		12,105.11	15,546.44

Notes along with significant accounting policies form an integral part of the financial statements 1 to 45

As per our Report of even date.

For **DMKH & Co.**
Chartered Accountants
ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee
Partner
Membership No. 447848

Pradip Kumar Goenka
Chairman & Managing Director
DIN No. 00516381

Tilak Pradip Goenka
Director
DIN No. 00516464

Date : May 29, 2024
Mumbai

Jagdish Prasad Dave
Chief Financial Officer

Siddhant Singh
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

PARTICULARS	Note No.	Year Ended March 31, 2024	Year Ended March 31, 2023
REVENUE			
I. Revenue From Operations	24	21,760.03	28,088.67
II. Other Income	25	511.70	198.10
III. Total Revenue (I+II)		22,271.73	28,286.77
IV. EXPENSES			
Cost of Materials Consumed	26	9,992.20	14,077.54
Purchases of Stock-in-Trade	-	3,477.84	3,818.94
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	27	223.20	438.60
Employee Benefits Expense	28	2,082.63	3,008.23
Finance Costs	29	742.90	882.60
Depreciation and Amortization Expenses	2	457.63	544.48
Other Expenses	30	5,472.45	5,293.29
Total Expenses (IV)		22,448.85	28,063.68
V. (Loss) / Profit Before Exceptional Items and Tax (III-IV)		(177.12)	223.09
VI. Exceptional Items		-	-
VII. (Loss) / Profit Before Exceptional Items and Tax (V-VI)		(177.12)	223.09
VIII. Tax Expense			
(1) Current Tax	39	-	63.48
(2) Deferred Tax (Net)	39	(36.22)	12.04
		(36.22)	75.52
IX. (Loss) / Profit For The Year (VII-VIII)		(140.90)	147.57
X. Other Comprehensive Income			
(i) Items that will not be reclassified subsequently to profit or loss			
a) Remeasurement of defined employee benefit plans		(3.62)	47.86
b) Income tax relating to above		0.91	(12.05)
Other Comprehensive Income For The Year		(2.71)	35.81
XI. Total Comprehensive Income For The Year (IX+X)		(143.61)	183.38
Earnings Per Equity Share of Face Value of ₹ 10/- each			
Basic	33	(2.40)	2.51
Diluted	33	(2.40)	2.51

Notes along with significant accounting policies form an integral part of the financial statements 1 to 45

As per our Report of even date.

For DMKH & Co.

Chartered Accountants
ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee

Partner
Membership No. 447848

Pradip Kumar Goenka

Chairman & Managing Director
DIN No. 00516381

Tilak Pradip Goenka

Director
DIN No. 00516464Date : May 29, 2024
MumbaiJagdish Prasad Dave
Chief Financial OfficerSiddhant Singh
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

PARTICULARS	Year Ended March 31, 2024	Year Ended March 31, 2023
(A) CASH FLOWS FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax after exceptional items	(177.10)	223.09
Adjustments for :		
Depreciation and amortisation expense	457.63	544.48
(Gain) / Loss on sale of Property, Plant and Equipments (Net)	(487.08)	0.55
Interest income	(1.07)	(0.31)
Finance costs	742.90	882.60
Allowance for Bad and Doubtful Debts	-	-
	712.38	1,427.32
Operating Profit before Working Capital changes	535.28	1,650.41
Movement in working capital :		
Decrease / (Increase) in Inventories	414.44	1,157.30
(Increase)/Decrease in Trade Receivable	1,579.94	968.55
(Increase) in Loans & Advances	(5.96)	1.64
(Increase)/Decrease in Others Financial Assets	(57.36)	31.04
(Increase) in Other Current and Non Current Assets	574.52	(645.13)
(Decrease) in Trade Payable	(307.76)	(1,514.98)
(Decrease) / Increase in Other Current and Non-Current Liabilities	(140.30)	(16.79)
(Decrease) in Other financial liabilities	(406.18)	69.70
Increase in Provisions	249.60	(24.77)
	1,900.95	26.56
Cash generated from operations	2,436.23	1,676.97
Income Tax Paid	-	-
NET CASH GENERATED FROM OPERATING ACTIVITIES	2,436.23	1,676.97
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Inflow:		
Sale of Property, Plant and Equipments	882.97	0.60
Proceeds from Sale of Shares	-	183.53
Interest Received/(Paid)	1.07	0.31
	884.04	184.44
Outflow:		
Purchase of Property, Plant and Equipments	(95.07)	(53.39)
Purchase of Intangible Assets	(26.70)	(7.50)
Investment in Shares (Subsidiary Company)	-	-
	762.27	123.55
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Inflow:		
Proceeds from Long Term Borrowings	-	-
Proceeds from Short Term Borrowings (Net)	-	62.56
	-	62.56
Outflow:		
Repayment of Long Term Borrowings	(358.41)	(700.65)
Repayment of Short Term Borrowings	(1,939.06)	-
Interest Paid	(742.90)	(882.60)
Dividend Paid	-	-
Payment of Lease Liability	(160.20)	(271.22)
	(3,200.57)	(1,854.47)
NET CASH USED IN FINANCING ACTIVITIES	(3,200.57)	(1,791.91)
Net Increase In Cash And Cash Equivalents (A+B+C)	(2.07)	8.62
Opening Balance Of Cash And Cash Equivalents	13.31	4.69
Closing Balance Of Cash And Cash Equivalents	11.24	13.31
Notes to Cash Flow Statements:		
Cash & Cash Equivalents comprise of:		
Cash on hand	6.40	11.53
Bank Balances with Scheduled Banks:		
In Current Accounts	4.84	1.78
TOTAL	11.24	13.31

Note 1 : The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind-AS 7) - Statement of Cash Flow.

Changes in liabilities arising from financial activities

Particulars	As at March 31, 2023	Net Cash Flow	Non Cash Changes		As At March 31, 2024
			Fair Value Changes	Current/Non Current Classification	
Borrowings Non current	1,240.62	-	-	(412.80)	772.34
Other Financial Liabilities	202.64	(622.96)	-	(412.80)	412.80
Borrowings current	4,847.68	(1,939.06)	-	-	2,853.14

As per our Report of even date.

For **DMKH & Co.**
Chartered Accountants
ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee
Partner
Membership No. 447848

Pradip Kumar Goenka
Chairman & Managing Director
DIN No. 00516381

Tilak Pradip Goenka
Director
DIN No. 00516464

Date : May 29, 2024
Mumbai

Jagdish Prasad Dave
Chief Financial Officer

Siddhant Singh
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2024**EQUITY SHARE CAPITAL**

(₹ in Lakhs)

Particulars	2023-2024	2022-2023
Balance as at the beginning of the year	586.94	586.94
Add/Less: Change in equity share capital during the year	-	-
Balance as at end of the year	586.94	586.94

OTHER EQUITY

(₹ in Lakhs)

Particulars	Other Equity				Total Other Equity
	Reserves and surplus				
	Securities premium reserve	Capital reserve	General reserve	Retained Earnings	
As at April 1, 2022	731.66	37.00	670.02	1,372.18	2,810.86
Loss for the year	-	-	-	147.57	147.57
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	35.81	35.81
As at March 31, 2023	731.66	37.00	670.02	1,555.56	2,994.24
Profit for the year	-	-	-	(140.90)	(140.90)
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	(2.69)	(2.69)
As at March 31, 2024	731.66	37.00	670.02	1,411.97	2,850.65

As per our Report of even date.

For DMKH & Co.Chartered Accountants
ICAI FRN No. 116886W**For and on behalf of the Board****Anant Nyatee**Partner
Membership No. 447848**Pradip Kumar Goenka**Chairman & Managing Director
DIN No. 00516381**Tilak Pradip Goenka**Director
DIN No. 00516464

Date : May 29, 2024

Mumbai

Jagdish Prasad Dave

Chief Financial Officer

Siddhant Singh

Company Secretary

Notes to Standalone Financial Statements for the year ended March 31, 2024

1. Corporate Information

Kamadgiri Fashion Limited (KFL) ("the Company") is a public limited company, incorporated and domiciled in India which is mainly engaged in the business of manufacturing and job work in Textile Industry. The Company is listed on the Bombay Stock Exchange (BSE).

The registered office of the Company is located at 202, Rajan House, 2nd Floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400 025.

The financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorised for issue on May 29, 2024.

1.1 Significant Accounting Policies

i. Basis of Preparation of Financial Statements

The financial statements are prepared on historical cost except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

ii. Statement of Compliance with Indian Accounting Standards (Ind AS)

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

iii. Current and Non-current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle (not exceeding twelve months) and other criteria set out in Schedule III to the Act and IND-AS 1- Presentation of Financial Statements.

iv. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

1.2 Summary of significant accounting policies

I. Foreign currency translation

(i) Functional and presentation currency

The company's financial statements are presented in INR, which is also the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis under the head other expenses.

Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss (i.e. translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss, respectively).

II. Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if future economic benefit will flow to the entity and cost can be reliably measured.

All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Borrowing costs directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the Property, plant and equipment is de-recognized.

Depreciation method, estimated useful lives and residual values

Depreciation is calculated on straight line basis using the useful lives estimated by the management, which are equal to those prescribed under Schedule II to the Companies Act, 2013.

Particulars	Useful Life
Buildings	30 Years
Plant and Equipments	7.5 Years to 15 Years
Electrical Installation	10 Years
Furniture and Fixtures	10 Years
Office Equipments	5 Years
Computer	3 Years
Vehicles	8 Years

The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

III. Intangible assets and Amortisation

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

Amortisation method and estimated useful life

Intangible assets comprising of software is amortized on a straight-line basis over the useful life of three years to six years which is estimated by the management.

Intangible assets under development

It includes assets not ready for the intended use and are carried at cost, comprising direct cost and related incidental expenses.

IV. Capital Work In Progress

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work in progress.

V. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

VI. Leases:

The Company as a lessee

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: (1) the contract involves the use of an identified asset (2) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (3) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, 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.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter period of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Transition

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 as if the standard had been applied since the commencement date of the standard Ind AS 116, but discounted at the lessee's incremental borrowing rate at the date of initial application.

The following is the summary of practical expedients elected on initial application:

- Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
- Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
- Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

VII. Investment

- Long term Investment are being valued at cost of acquisition.
- Short term investment are being valued at cost or market value whichever is lower.

VIII. Inventories

- Raw Materials (Including goods in transit) are valued at cost. However, materials and other items held for use in production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

- Stores and Spares are valued at cost.
- Work in process is valued at cost which includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity.
- Finished Stocks are valued at lower of cost or net realizable value. Cost for this purpose includes direct cost and attributable overheads.
- Cost is ascertained on the FIFO basis as applicable. Cost comprises of all cost of purchase, cost of conversion and other cost incurred in bringing inventories to their present location and condition.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

IX. **Revenue recognition**

The Company derives revenue primarily from sale of manufactured goods, traded goods and related services.

Revenue is measured at the value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts. Goods and service Tax (GST) is collected by the seller on behalf of the government, accordingly it is excluded from the revenue.

(i) **Sale of goods**

Revenue from sale of goods is recognized when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

(ii) **Sale of Services**

Revenue from services are recognised as they are rendered based on agreements/ arrangements with the concerned parties.

(iii) **Interest Income**

Interest income is recognized using the effective interest rate (EIR) method.

X. **Financial Instruments**

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- The entity's business model for managing the financial assets and
- The contractual cash flow characteristics of the financial asset.

a) **Amortised Cost**

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets 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.

b) **Fair Value through other comprehensive income**

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- The financial asset 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.

c) Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

d) Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

e) Other Financial Liabilities:

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

f) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

g) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

h) Derecognition of financial liabilities

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

Equity investment in subsidiaries, joint ventures and associates

The Company does not have investment in subsidiaries, joint ventures and associates.

i) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

j) Financial liabilities and equity instruments**Classification as debt or equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

k) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company are recognised at the proceeds received.

l) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted prices in active markets for identical assets or liabilities
- Level 2 — Inputs other than quoted prices included in 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 asset or liability that are not based on observable market data.

XI. Employee benefits**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

Entitlements to annual leave are recognized when they accrue to employees subject to a restriction on the maximum number of accumulation of leave. Expenses related to other long term employee benefits is recognized in the Statement of Profit and loss (including actuarial gain and loss).

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Post-employment obligations

The Company operates the following post-employment schemes:

- (i) defined benefit plans viz. gratuity,
- (ii) defined contribution plans viz. provident fund.

Defined benefit plans

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit or loss as past service cost.

Defined contribution plans

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Termination benefits

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits.

XII. Income Tax (includes current tax as well as deferred tax)

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The Company's liability for current tax is calculated using the Indian tax rates and laws that have been enacted or substantially enacted as on the reporting date.

The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretations and provisions where appropriate.

Deferred tax is provided in full, using the Balance Sheet Approach on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statements.

Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

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

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

XIII. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

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, is disclosed as a contingent liability. Contingent liabilities are also 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.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements.

XIV. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

XV. Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the company's chief operating decision maker (CODM) to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the chief operating decision maker evaluates the Company's performance and allocates resources based on an analysis of various performance indicators by geographic segments.

XVI. Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

Government grants relating to an expense item are recognised in the Statement of Profit and Loss by way of a deduction to the related expense on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

XVII. Earnings per share**Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

XVIII. Cash and cash equivalents

Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks having original maturity of three months or less which are subject to insignificant risk of changes in value.

XIX. Cash Flow Statement

Cash Flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Significant accounting judgements, estimates and assumptions

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment of non-current assets, useful lives of property, plant and equipment, valuation of deferred tax assets, provisions and contingent liabilities and fair value measurement.

a) Impairment of financial assets

Trade receivables are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectable. Impairment is made on the expected credit loss model, which is the present value of the cash shortfall over the expected life of the financial assets. The impairment provisions for financial assets are based on assumption about the risk of default and expected loss rates. Judgement in making these assumptions and selecting the inputs to the impairment calculation are based on past history, existing market condition as well as forward looking estimates at the end of each reporting period.

b) Impairment of non - financial assets

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 Discounted Cash Flow ('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 Cash Generating unit ('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 disclosure of fair value of investment property recorded by the Company.

c) Useful lives of property, plant and equipment and intangible assets

The Company reviews the useful life of property, plant and equipment and intangible assets at the end of each reporting period. This reassessment may result in change in depreciation/ amortisation expense in future periods.

d) Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. The policy for the same has been explained under Note (xii) above.

e) Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial 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.

f) Claims, Provisions & Contingent Liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

g) Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

XX. Standard issued but not yet effective

There are no standards that are issued but not yet effective on March 31, 2024

2. PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Freehold Land	Buildings	Plant and Equipments	Electrical Installation	Furniture and Fixtures	Office Equipments	Computer	Vehicles	Total
Gross Carrying amount									
As at April 1, 2022	47.68	855.46	3,449.44	206.75	155.54	71.34	87.19	64.03	4,937.43
Additions	-	-	29.72	1.10	5.38	5.34	1.10	9.12	51.76
Disposals	-	-	(7.85)	-	-	(0.04)	(1.37)	(25.64)	(34.90)
Balance at March 31, 2023	47.68	855.46	3,471.31	207.85	160.92	76.64	86.91	47.52	4,954.29
As at April 1, 2023	47.68	855.46	3,471.31	207.85	160.92	76.64	86.91	47.52	4,954.29
Additions	-	-	131.22	0.21	1.72	3.40	7.38	-	143.94
Disposals	-	(601.58)	(463.81)	-	-	-	(1.16)	(9.12)	(1,075.68)
Balance at March 31, 2024	47.68	253.88	3,138.72	208.06	162.64	80.04	93.13	38.40	3,909.73
Accumulated Depreciation									
As at April 1, 2022	-	251.85	1,786.30	71.71	78.05	41.02	63.27	22.45	2,314.65
Depreciation charge for the year	-	34.41	261.41	16.86	12.44	6.79	10.83	7.74	350.48
Disposals	-	-	(9.56)	-	(0.07)	(0.04)	(2.03)	(17.55)	(29.25)
Balance at March 31, 2023	-	286.26	2,038.15	88.57	90.42	47.77	72.07	12.64	2,635.88
As at April 1, 2023	-	286.26	2,038.15	88.57	90.42	47.77	72.07	12.64	2,635.88
Depreciation charge for the year	-	34.50	228.65	17.48	12.20	6.63	17.47	6.79	323.72
Disposals	-	(211.57)	(384.94)	-	-	-	-	(1.59)	(598.10)
Balance at March 31, 2024	-	109.19	1,881.86	106.05	102.62	54.40	89.54	17.83	2,361.50
Net carrying amount									
As at March 31, 2024	47.68	144.69	1,256.86	102.01	60.02	25.64	3.60	20.56	1,661.05
As at March 31, 2023	47.68	569.20	1,433.16	119.28	70.50	28.87	14.84	34.88	2,318.41

2. CAPITAL WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Carrying amount at the beginning of the year	-	-
Additions during the year	26.70	-
Capitalised during the year	-	-
Carrying amount at the end of the year	26.70	-

2. INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Amount
Software	
Gross Carrying amount	
As at April 1, 2022	105.70
Additions	14.55
Disposals	-
Balance as at March 31, 2023	120.25
Additions	6.28
Disposals	-
Balance as at March 31, 2024	126.53

(` in Lakhs)

Particulars	Amount
Accumulated Amortisation	
As at April 1, 2022	55.25
Amortisation charge for the year	16.32
Disposals	-
Balance at March 31, 2023	71.57
Amortisation charge for the year	4.65
Disposals	-
Balance at March 31, 2024	76.22
Net carrying amount	
As at March 31, 2024	50.31
As at March 31, 2023	48.68

2.1. RIGHT OF USE ASSETS

(` in Lakhs)

Particulars	Amount
Office Premises	
Gross Carrying amount	
Balance as at April 1, 2023	551.12
Recognition on transition to Ind AS 116 (Refer Note 41)	-
Additions	-
Disposals	-
Balance as at March 31, 2023	551.12
Accumulated Amortisation	
Balance as at April 01, 2023	352.67
Depreciation charge for the year	129.07
Disposals and Transfer	-
Balance as at March 31, 2024	481.74
Net carrying amount	
Balance as at March 31, 2024	69.38
Balance as at March 31, 2023	198.45

The company has adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on the date of initial application date, i.e. 1st April, 2019. The company has used the modified retrospective approach for transitioning to Ind AS 116 with right of use asset recognized at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application. Accordingly, comparatives for the year ended 31st March, 2019 have not been retrospectively adjusted.

The operating leases recorded in the balance sheet following implementation of Ind AS 116 are principally in respect of leasehold land representing right to use as per contracts excluding low value assets and short term leases of 12 months or less

3. OTHER NON CURRENT FINANCIAL ASSETS

(` in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deposit with others	138.41	159.28
Electricity deposits	49.28	40.21
Fixed Deposits with Bank	76.12	8.96
TOTAL	263.81	208.45

4. DEFERRED TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity	25.66	67.90
Provision for Compensated absences	3.90	24.48
Property , Plant and Equipment	(112.13)	(158.96)
Unabsorbed tax losses	287.71	287.71
Others	79.02	25.89
TOTAL	284.16	247.02

5. OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital Advance	-	11.76
Prepaid Expenses	6.65	-
TOTAL	6.65	11.76

6. INVENTORIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(Charged by way of hypothecation against borrowings of the Company.)		
Raw Materials and components	1,352.06	1,519.37
Work-in-progress	803.09	741.49
Finished goods	3,036.94	3,321.74
Stores, Spares and Others	116.65	140.58
(Refer Note No. 1.2 Point No. VII)		
TOTAL	5,308.74	5,723.18

7. TRADE RECEIVABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(Charged by way of hypothecation against borrowings of the Company.)		
Unsecured, considered good	3,416.10	4,996.04
Credit impaired	9.74	18.46
TOTAL	3,425.84	5,014.50
Less: allowance for bad and doubtful debts receivables	(9.74)	(18.46)
TOTAL	3,416.10	4,996.04

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024						
(i) Undisputed Trade receivables – considered good	3,285.75	69.47	60.88	-	-	3,416.10
As at 31 March 2023						
(i) Undisputed Trade receivables – considered good	4,630.04	88.76	277.24	-	-	4,996.04

8. CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks		
On Current Accounts	4.84	1.78
Cash on Hand	6.40	11.53
TOTAL	11.24	13.31

9. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unclaimed Dividend account *	5.37	6.38
Balances with banks to the extent held as margin money	-	-
Fixed deposits with original maturity for more than 3 months but less than 12 months	36.28	248.00
TOTAL	41.65	254.38

* Earmarked for payment of unclaimed dividend

10. LOANS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Others		
Loans receivables considered good-Unsecured		
Advance to Staff	19.95	13.99
TOTAL	19.95	13.99

11. OTHER FINANCIAL ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Interest Accrued But Not Due	6.87	7.07
Interest Receivable	41.10	39.49
Security Deposits and Other Advances	5.68	5.09
TOTAL	53.65	51.65

12. INCOME TAX ASSETS (NET)

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Income Tax [(Net of Advance tax)]	99.53	47.56
TOTAL	99.53	47.56

13. OTHER CURRENT ASSETS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance other than capital advances		
Prepaid Expenses	22.56	35.92
Balances with Government Authorities	390.60	594.59
Government Grants receivable	311.14	718.41
Other Advances	67.89	64.64
TOTAL	792.19	1,413.56

14. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	(₹ in Lakhs)	Number of Shares	(₹ in Lakhs)
Authorised				
Equity Shares of ₹ 10/- each	20,000,000	2,000	20,000,000	2,000
TOTAL	20,000,000	2,000	20,000,000	2,000
Issued, Subscribed and Fully Paid up				
Equity Shares of ₹ 10/- each	5,869,371	586.94	5,869,371	586.94
TOTAL	5,869,371	586.94	5,869,371	586.94

(i) Reconciliation of Number of Equity Shares

(₹ in Lakhs)

Particulars	Number of Shares	Amount
As at the beginning of the year	5,869,371.00	586.94
Add: issued During the Year	-	-
As at end of the year	5,869,371.00	586.94

(ii) Terms/Rights Attached to Equity Shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iii) Details of Shareholders holding more than 5 percent shares equity shares in the Company

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Ananddeep Cotsyn LLP	436,800	7.44	436,800	7.44
NU Business Venture Private Limited	1,466,755	24.99	1,466,755	24.99
Surplus Finvest Pvt Ltd	569,000	9.69	569,000	9.69
Tritoma Fashion Lab Pvt. Ltd.	68,000	1.16	325,000	5.54
Pradip Kumar Goenka	771,147	13.12	649,200	11.06
Tilak Pradip Goenka	496,102	8.45	496,102	8.45

Aggregate number of bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date - NIL (PY - NIL)

(iv) Details of Promoter & Promoters group holding equity shares in the Company

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Equity Shares				
Pradip Kumar Goenka	771,147	13.12	649,200	11.06
Tilak Pradip Goenka	496,102	8.45	496,102	8.45
Asha Devi Goenka	261,694	4.46	199,171	3.39
Ananddeep Cotsyn LLP	436,800	7.44	436,800	7.44
Jagruti Synthetics Private Limited	31,600	0.54	31,600	0.54

15. OTHER EQUITY

(₹ in Lakhs)

Particulars	Other Equity				Total Other Equity
	Reserves and surplus				
	Securities premium reserve	Capital reserve	General reserve	Retained Earnings	
As at April 1, 2022	731.66	37.00	670.02	1,372.18	2,810.86
Loss for the year	-	-	-	147.57	147.57
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	35.81	35.81
As at March 31, 2023	731.66	37.00	670.02	1,555.56	2,994.24
Loss for the year	-	-	-	(140.90)	(140.90)
Dividends on equity shares	-	-	-	-	-
Tax on Dividend	-	-	-	-	-
Other Comprehensive Income					
Remeasurement of defined benefit obligation (net of tax)	-	-	-	(2.69)	(2.69)
As at March 31, 2024	731.66	37.00	670.02	1,411.97	2,850.65

NON-CURRENT FINANCIAL LIABILITIES

16. BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
(a) From Bank		
Covid Loans (Refer Note 16.1a)	659.22	1,222.08
Vehicle Loans (Refer Note 16.2)	8.76	18.54
Unsecured		
Inter Corporate Demand Loan	104.36	-
TOTAL	772.34	1,240.62

16.1 Covid Loan from bank amounting of ₹ 1035.23 Lakhs sanctioned during the FY 2021-2022 and end on FY 2026-2027. The Same is repayable in 60 Monthly installments of ₹ 21.57 Lakhs each along with interest. The Loan is secured by equitable mortgage of Factory Land and Building and hypothecation of Plant and Equipments.

Covid Loan from bank amounting of ₹ 517.74 Lakhs sanctioned during the FY 2021-2022 and end on FY 2027-2028. The Same is repayable in 36 Monthly installments of ₹ 12.34 Lakhs each along with interest. The Loan is secured by equitable mortgage of Factory Land and Building and hypothecation of Plant and Equipments.

The rate of interest on the above mentioned Term Loans ranges between 7.40 % p.a to 11.30 % p.a.

16.2 Vehical Loan taken from Bank of Baroda amounting of ₹ 23.85 Lakhs was carried interest @ 10.00% sanctioned during the FY 2021-2022 and end on FY 2026-2027. The loan is repayable in 59 instalments of ₹ 0.48 Lakh including the interest, from the proceeding month of the approval letter, the loan is secured by hypothecation of specific vehicle.

16.3 During the financial year, the company secured an Inter-Corporate Demand Loan (ICDL) amounting to ₹ 100 Lakhs from M/s. Tritoma Fashion Lab Private Limited at an interest rate of 11.00%. This loan, repayable on demand along with the accrued interest, provided crucial liquidity to support the company's operational needs. The interest expense has been duly recorded in the financial statements, demonstrating our commitment to transparency and effective financial management. By leveraging this ICDL, the company managed to optimize its capital costs while maintaining compliance with regulatory requirements and minimizing liquidity risks.

17. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deposits from Dealers & Agent	384.40	411.26
TOTAL	384.40	411.26

18. PROVISIONS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
Gratuity (Refer Note 32)	94.59	255.48
Compensated Absence	14.26	75.99
TOTAL	108.85	331.47

CURRENT LIABILITIES

19. BORROWINGS

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Secured		
Loans repayable on demand (Refer Note 19.1)		
From Bank		
Cash credit from bank	2,853.14	4,847.68
Working Capital Demand Loan	-	-
TOTAL	2,853.14	4,847.68

19.1 Cash credit from banks is secured by hypothecation of present and future stock of raw materials, stock in process, finished goods, stores and spares, book debts, outstanding monies, receivable and carries interest @ 12.45% p.a to 13.65% p.a and the same is repayable on demand.

20. TRADE PAYABLES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(a) total outstanding dues of micro enterprises and small enterprises (Refer Note 20.1)	646.99	303.75
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	2,243.60	2,894.59
TOTAL	2,890.59	3,198.34

20.1 Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)		
Principal amount due to micro and small enterprise	646.99	303.75
Interest due on above	-	53.27
(ii) Interest paid by the Company in terms of Section 16 of the MSMED Act, along-with the amount of the payment made to the supplier beyond the appointed day during the period	-	-
(iii) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the MSMED Act	-	-
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v) Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	53.27

Dues to Micro and small Enterprises have been determined to the extent such parties have been identified on the basis of the information collected by the management.

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024						
(i) MSME	646.99	-	-	-	-	646.99
(ii) Others	2,243.60	-	-	-	-	2,243.60
As at 31 March 2023						
(i) MSME	303.75	-	-	-	-	303.75
(ii) Others	2,624.14	96.83	173.62	-	-	2,894.59

21. OTHER FINANCIAL LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current Maturities of long term borrowings	412.80	202.64
Unclaimed dividend	5.37	6.38
Acceptance	169.75	79.60
Capital Creditors	-	11.00
Employee Dues	93.49	321.06
Liabilities towards Incentive & discount	585.22	590.72
Others Liabilities	159.65	181.39
TOTAL	1,426.28	1,392.79

22. OTHER CURRENT LIABILITIES

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue received in advance		
Advance Received from Customers	62.60	48.03
Advance Received against Land & Building	-	100.00
Others		
Statutory Dues	25.41	73.65
TOTAL	88.01	221.68

23. PROVISION

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits		
Gratuity (Refer to Note No. 32)	7.35	14.28
Compensated Absence	1.22	21.28
TOTAL	8.57	35.56

24. REVENUE FROM OPERATIONS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Sale of Products	21,060.68	27,115.00
Sales of services (Job charges Received)	489.88	699.95
Other operating revenues	209.47	273.72
TOTAL	21,760.03	28,088.67

(₹ in Lakhs)

Reconciliation of Gross Revenue with the Revenue from Contracts with Customers	Year Ended March 31, 2024	Year Ended March 31, 2023
Gross Revenue	22,369.81	28,709.79
Less: Incentive & Discounts	(609.78)	(621.12)
Net Revenue recognised from Contracts with Customers	21,760.03	28,088.67

25. OTHER INCOME

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest Income on -		
Bank Deposits	1.07	0.30
Security Deposits	13.13	5.53
Gain on Transfer of Lease	1.70	58.51
Other non operating income	-	0.71
Profit on Sale of Property, Plant and Equipments / Investment Properties	487.08	0.55
Profit on Sale of Shares	-	132.50
Reversal of Allowance of Doubtful Debts	8.72	-
TOTAL	511.70	198.10

26. COST OF MATERIAL CONSUMED

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Inventory at the beginning of the year	1,519.37	2,239.51
Add: purchases	9,824.89	13,357.40
	11,344.26	15,596.91
Less : Inventory at the end of the year	1,352.06	1,519.37
COST OF MATERIAL CONSUMED	9,992.20	14,077.54

27. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening Inventories		
Finished goods	3,321.74	3,057.00
Work-in-Progress	741.49	1,444.83
TOTAL	4,063.23	4,501.83
Closing Inventories		
Finished goods	803.09	3,321.74
Work-in-Progress	3,036.94	741.49
TOTAL	3,840.03	4,063.23
TOTAL	223.20	438.60

28. EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Salaries, Wages and Bonus	1,845.85	2,602.00
Contribution to Provident and Other Funds (Refer Note 33.1)	202.13	355.80
Staff Welfare Expenses	34.65	50.43
TOTAL	2,082.63	3,008.23

29. FINANCE COSTS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Interest expenses	674.84	834.58
Other borrowing cost	68.06	48.02
TOTAL	742.90	882.60

30. OTHER EXPENSES

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Consumption of stores, spare parts and others	315.63	317.68
Consumption of Packing Materials	262.12	305.32
Power and fuel	508.12	561.12
Job Work Charges	2,767.18	2,379.51
Repairs and Maintenances-Buildings.	1.19	7.98
Repairs and Maintenances-Machinery.	31.52	37.54
Repairs and Maintenances-Others.	113.66	101.87
Travelling and conveyance	122.17	125.55
Brokerage and commission	273.98	398.27
Advertisement and marketing expenses	177.72	169.52
Freight outward charges	213.21	212.20
Rent	100.11	-
Lease rent amortization	5.53	4.73
Legal and professional fees	212.90	235.91
Loss on Sale of Property, Plant and Equipments	1.76	4.68
Bad Debts Written Off	182.41	124.18
Insurance	42.53	49.49
Payment to the auditor (Refer note 31)	10.27	10.42
Miscellaneous expenses	130.44	247.32
TOTAL	5,472.45	5,293.29

31. PAYMENT TO THE AUDITORS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
(a) Audit Fees	6.00	6.00
(b) For Taxation matters	1.50	1.50
(c) Companmy Law matters	1.50	1.50
(d) Other services	1.00	1.00
(e) Reimbursement of expenses	0.27	0.42
TOTAL	10.27	10.42

32. Disclosure in respect of Employee Benefits**(i) Defined contribution plans:**

The Company has recognized the following amounts in the statement of profit and loss:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Employers' contribution to provident fund	109.12	137.60

Annual Leave Liabilities

The Company records an obligation for compensated absences in the period in which the employee renders the services that increase his entitlement. The scheme is unfunded and liability for the same is recognized on the basis of actuarial valuation carried out by using Projected Unit Credit (PUC).

(ii) Disclosure in respect of defined benefit plans (Gratuity) is as under

The principal assumptions used for the purpose of actuarial valuation were as under:

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Discount rate per annum	7.10%	7.38%
Expected rate of salary increase	4.00%	4.00%
Mortality rate	"IALM (20012-14) ultimate, duly modified"	"IALM (20012-14) ultimate, duly modified"

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Withdrawal rates:		
- Upto 30 years	3% to 5%	3% to 5%
- 31 to 44 years	2%	2%
- above 44 years	1%	1%
- Retirement age*	58 Years	58 Years

The Directors, CEO retirement age is 75

(a) Amount recognised in statement of profit and loss in respect of the defined benefit plan are as follows:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Current Service Cost	12.74	45.75
Past Service Cost	-	-
(Gain) / Loss on Settlements	-	-
Reimbursement Service Cost	-	-
Total Service Cost	12.74	45.75
Interest Expense on DBO	12.65	14.36
Interest (Income) on Plan Assets	-	-
Interest (Income) on Reimbursement Rights	-	-
Interest Expense on (Asset Ceiling) / Onerous Liability	-	-
Total Net Interest Cost	12.65	14.36
Reimbursement of Other Long Term Benefits	-	-
Defined Benefit Cost included in P & L	25.38	60.11
Remeasurements - Due to Demographic Assumptions	-	-
Remeasurements - Due to Financial Assumptions	2.51	9.82
Remeasurements - Due to Experience Adjustments	1.11	38.04
(Return) on Plan Assets (Excluding Interest Income)	-	-
(Return) on Reimbursement Rights	-	-
Changes in Asset Ceiling / Onerous Liability	-	-
Total Remeasurements in OCI	3.62	47.86
Total Defined Benefit Cost recognized in P&L and OCI	29.00	107.97
Discount Rate	7.10%	7.38%
Salary Escalation Rate	4.00%	4.00%

The current service cost and the net interest expense for the year are included in the salaries, wages, bonus, gratuity etc. in note 28 "Employee Benefits expense". The actuarial (gain)/loss on remeasurement of the net defined benefit liability is included in other comprehensive income.

(b) The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Net Defined Benefit Liability / (Asset) at the beginning	269.77	236.47
Defined Benefit Cost included in P & L	25.38	60.11
Total Remeasurements included in OCI	3.62	47.86
Net Transfer In / (Out) (Including the effect of any business combination / divesture)	-	-
Amount recognized due to Plan Combinations	-	-
Employer Contributions	-	-
Employer Direct Benefit Payments	(196.83)	(74.67)
Employer Direct Settlement Payments	-	-
Credit to Reimbursements	-	-
Net Defined Benefit Liability / (Asset) at the end	101.94	269.77

(c) Movements in the fair value of plan assets are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening fair value of plan assets	-	-
Expected return on plan assets	-	-
Employer contribution	196.83	74.67
Remeasurement gains/(losses):	-	-
- Return on plan assets (higher)/lower than discount rate	-	-
Benefits paid	(196.83)	(74.67)
Closing fair value of plan assets	-	-

(d) Movements in the present value of defined benefit obligations are as follows:

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Opening defined benefit obligation	269.77	236.47
Current service cost	12.74	45.75
Past service cost *	-	-
Interest cost	12.65	14.36
Remeasurement (gains)/losses:		
- Actuarial (gain)/loss from changes in financial assumptions	2.51	9.82
- Actuarial (gain)/loss from changes in demographic assumptions	-	-
- Actuarial (gain)/loss arising from experience adjustments	1.11	38.04
Benefits paid by employer	(196.83)	(74.67)
Benefits paid from plan assets	-	-
Closing defined benefit obligations	101.94	269.77

(e) Sensitivity analysis**Summary of Financial & Demographic Assumptions**

Discount Rate, Salary Escalation Rate and Withdrawal Rate are significant actuarial assumptions. The change in the Present Value of Defined Benefit Obligation for a change of 100 Basis Points from the assumed assumption is given below:

Scenario	DBO	Percentage Change
Under Base Scenario	101.94	0.00%
Salary Escalation - Up by 1%	111.04	8.90%
Salary Escalation - Down by 1%	93.95	-7.80%
Withdrawal Rates - Up by 1%	104.87	2.90%
Withdrawal Rates - Down by 1%	98.52	-3.40%
Discount Rates - Up by 1%	93.44	-8.30%
Discount Rates - Down by 1%	111.85	9.70%

(f) Movements in the present value of defined benefit obligations are as follows:

Expected Cash flow for following years:

Year 1	7.35
Year 2	6.85
Year 3	4.50
Year 4	15.24
Year 5	10.38
Year 6 to 10	37.69

The weighted average duration of the defined benefit obligation is 17.84

(g) The average expected future working life of members of the defined benefit obligation as at March 31, 2024 is 21.00 years (as at March 31, 2023: 21.00 years)

(h) Best Estimate of Contribution during the next year

The Best Estimate Contribution for the Company during the next year would be ₹ 50.97 Lakhs

- 1) The Company has a defined benefit gratuity plan in India. The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as company's scheme for Gratuity.
- 2) Gratuity is a defined benefit plan and company is exposed to the following risks:

Interest Risk Interest rate risk: A fall in the discount rate which is linked to the Government Securities Rate will increase the present value of the liability requiring higher provision.

Salary Risk The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability

Investment Risk The present value of defined benefit plan liability calculated using a discount rate which is determined by reference to marker yields as at the end of the reporting period on government bonds. If the return on plant assets is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Assets Liability Matching Risk The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

Mortality Risk Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very less as insurance companies have to follow regulatory guidelines.

33. EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
(i) Profit after taxes as per statement of profit and loss attributed attributed to equity shareholders (₹ in Lakhs)	(140.90)	147.57
(ii) Weighted Average Number of equity shares used as denominator for calculation of EPS	5,869,371	5,869,371
Weighted Average Number of equity shares (including dilutive shares) used as denominator for calculation of DPS	5,869,371	5,869,371
(iii) Basic Earning per share	(2.40)	2.51
(iv) Diluted Earning per share	(2.40)	2.51
(v) Face value per equity share	10.00	10.00

34. CONTINGENT LIABILITIES AND OTHER COMMITMENTS

(₹ in Lakhs)

Particulars	Year Ended March 31, 2024	Year Ended March 31, 2023
Contingent Liabilities		
a) Claims against the Company not acknowledged as debt	1,100.43	1,100.43
b) Bank Guarantees	35.09	35.09
c) Bonus Payable (As Per Revised Bonus Act)	-	15.48
	1,135.52	1,151.00
Commitments		
a) Other commitments - pending obligation under EPCG scheme	37.30	37.30
	155.67	155.67
TOTAL	1,172.82	1,188.30

35. Disclosure in respect of Related Party Disclosures as per Ind AS 24

As Per Indian Accounting Standard (Ind AS 24), the disclosures of the transactions with the related parties as defined in the Accounting Standard are given below

(i) List of Related Parties where control exists and related parties with whom transactions have taken place and relationship:

List of Related Parties		Relationship
1	NU Business Venture Private Limited	Enterprises having significant influence in the Company
2	Jagruti Synthetics Pvt Limited	Other Related Parties(Enterprises-KMP having significant influence/Owned by Major Shareholders
3	Mr. Pradip Kumar Goenka (Chairman & Managing Director)	Key Management Personnel (KMP)
4	Mr. Tilak Pradip Goenka (Executive Director)	
5	Mr. Rahul Mehta (Non-Executive Director)	
6	Mr. Amit Somani (Non-Executive Director)	
7	Mr. Aryan Kejriwal (Non-Executive Director)	
8	Mrs. Bindu Shah (Non-Executive Director)	
9	Mr. Jagdish Prasad Dave (Chief Financial Officer)	
10	Mr. Siddhant Singh (Company Secretary)	

(ii) Related Party Transactions

(₹ in Lakhs)

Particulars	Transaction during the year		Outstanding Balance 31 st March 2024		Outstanding Balance 31 st March 2023	
	March 31, 2024	March 31, 2023	Receivable	Payable	Receivable	Payable
a) Sales of Products						
Jagruti Synthetics Pvt Limited	15.99	10.81	1.00	-	-	-
b) Purchase of Goods						
Jagruti Synthetics Limited-Purchase	400.77	609.78	-	90.41	-	109.82
Jagruti Synthetics Limited-sale	7.27	110.92				
c) Job Charges Paid / Receipt						
Jagruti Synthetics Pvt Limited	473.47	358.34	-	62.80	-	19.81
d) Rent Expenses						
Jagruti Synthetics Pvt Limited	89.21	89.21	-	-	-	-
Mrs. Jyoti Kumat	5.64	5.64	-	-	-	0.42
Mr. Pradip Kumar Goenka	9.00	4.50	-	-	-	-
Mr. Tilak Goenka	9.00	4.50	-	-	-	-
e) Managerial Remuneration						
Mr. Pradip Kumar Goenka	54.00	54.00	-	-	-	-
Mr. Tilak Goenka	46.00	46.00	-	-	-	-
f) Salary						
Mr. Abhay Kumat	94.10	97.01	-	3.86	-	8.08
Mr. Abhas Kumat	32.12	32.12	-	1.28	-	2.67
g) Sales of Products						
Metawear Limited	-	43.03	-	-	4.07	-
h) Loan						
Metawear Limited	-	0.51	-	-	0.51	-
i) Rent Deposit						
Mr. Pradip Kumar Goenka	-	3.00	3.00	-	3.00	-
Jagruti Synthetics Limited	-	-	40.00	-	40.00	-
Mr. Tilak Goenka	-	3.00	3.00	-	3.00	-

(iii) Directors Sitting Fees

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Mr. Rahul Mehta	1.60	0.87
Mr. Anil Biyani	-	0.47
Mrs. Bindu Shah	1.60	1.22
Mr. Amit Somani	1.60	1.02
Mr. Aryan Kejriwal	0.60	0.15
Total	5.40	3.73

36. Disclosure in respect of Operating Segments as per Ind AS 108

The company is engaged in manufacturing (in house and outsourced) fabrics, ready to wear garments, considering the overall nature, the management is of the opinion that the entire operation of the company falls under one segment i.e. Textiles and as such there is no separate reportable segment for the purpose of disclosure as required under Indian Accounting Standards (Ins AS 108) - Operating Segments.

37. Disclosure in respect of operating leases as per Ind AS 116 'Leases'

This note provides the information for lease and right to use where the company is a lessee.

Following are the changes in the carrying value of right of use assets:

(₹ in Lakhs)

As at April 01, 2023	Office Premises	Total
Gross carrying amount		
Opening gross carrying amount	551.12	551.12
Additions	-	-
Disposals and transfers	-	-
Closing gross carrying amount	551.12	551.12
Accumulated depreciation		
Opening accumulated depreciation	352.67	352.67
Depreciation charged	129.07	129.07
Disposals and transfers	-	-
Closing accumulated depreciation	481.74	481.74
Net carrying amount as at March 31, 2024	69.38	69.38

The aggregate depreciation expense on ROU assets is included under depreciation and amortization in the statement of profit and loss. The weighted average lessee's incremental borrowing rate applied to the lease liabilities is 11.00 %

Following are the changes in the carrying value of Lease Liability:

(₹ in Lakhs)

Particulars	As at 31 March 2024
Balance as at beginning	285.86
Additions	-
Finance cost accrued during the year	-
Deletions	-
Payment of lease liabilities	150.52
Balance as at end	135.34
Non- Current	-
Current	135.34

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(₹ in Lakhs)

Particulars	As at 31 March 2024
Less than one year	135.34
One to five years	-
More than five years	-
TOTAL	135.34

Rental expense recorded for short-term leases was ₹ 180.28 Lakhs and ₹ 286.95 Lakhs for the year ended March 31, 2024 and March 31, 2023 respectively. There are no rental expense recorded for low-value assets or for any of variable lease payments for any of the reporting year.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

38. FAIR VALUE MEASUREMENTS

i. Categorywise classification of Financial Instruments

(₹ in Lakhs)

Particulars	Carrying Amount	
	March 31, 2024	March 31, 2023
FINANCIAL ASSETS		
Amortised cost		
Other Non Current Financial Assets	263.81	208.45
Current		
Trade Receivables	3,416.10	4,996.04
Cash and Cash Equivalents	11.24	13.31
Bank Balances other than above	41.65	254.38
Loans	19.95	13.99
Other Financial Assets	53.65	51.65
Total	3,806.40	5,537.82

(₹ in Lakhs)

Particulars	Carrying Amount	
	March 31, 2024	March 31, 2023
FINANCIAL LIABILITIES		
Amortised cost		
Non Current		
Borrowings	772.34	1,240.62
Lease Liability	-	150.52
Other Financial Liabilities	384.40	411.26
Current		
Borrowings	2,853.14	4,847.68
Lease Liability	135.34	135.34
Trade Payables	2,890.59	3,198.34
Other financial liabilities	1,426.28	1,392.79
Total	8,462.09	11,376.55

The management assessed that the fair value of cash and cash equivalent, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2 - The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs are not based on observable market data, the instrument is included in level 3.

iii. Valuation technique used to determine fair value

Specific Valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis

iv. Valuation processes

The accounts and finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee. Discussions of valuation processes and results are held between the CFO, AC and the valuation team regularly in line with the company's reporting requirements.

39. INCOME TAX EXPENSES

(₹ in Lakhs)

Particulars	For year Ended March 31, 2024	For year Ended March 31, 2023
(a) Income tax Expenses	-	63.48
(b) Deferred tax	(36.22)	12.04
Total Tax Expenses	(36.22)	75.52

(b) Reconciliation of tax Expenses and Accounting Profits

(₹ in Lakhs)

Particulars	For year Ended March 31, 2024	For year Ended March 31, 2023
Profit / (Loss) for the year	(177.12)	223.09
Tax Rates	25.168%	25.168%
Income tax expense calculated	-	56.15
(ii) Impact of adoption of new Tax regime U/s 115 BAA on Deferred Tax Liabilities	-	-
(iii) Tax adjustment for earlier year	-	-
(iv) Others	-	7.33
Income Tax Expense	-	63.48

(c) Deferred Tax Movements

Major Components of Deferred tax Movements arising on account of timing difference are as follows

(₹ in Lakhs)

Particulars	Provision for gratuity	Provision for Compensated absences	Property, Plant and Equipment	Unabsorbed tax losses	Others	Total
As at March 31, 2022	52.96	26.62	(158.39)	287.71	62.21	271.11
(Charged)/credited to:	-	-	-	-	-	-
Profit or loss	(14.94)	2.14	0.57	-	48.37	36.14
Other comprehensive income	-	-	-	-	(12.05)	(12.05)
As at March 31, 2023	67.90	24.48	(158.96)	287.71	25.89	247.02
(Charged)/credited to:	-	-	-	-	-	-
Profit or loss	42.24	20.58	(46.83)	-	(53.13)	(37.14)
Other comprehensive income	-	-	-	-	-	-
As at March 31, 2024	25.66	3.90	(112.13)	287.71	79.02	284.16

40. Financial Risk Management

Risk Management Framework

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company's financial risk management policy is set by the managing board.

40.1 Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including loans and borrowings, foreign currency receivables and payables.

The Company manages market risk through treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures and borrowing strategies.

40.1.1 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 not exposed to significant interest rate risk as at the respective reporting dates.

Sensitivity

Variable interest rate loans are exposed to Interest rate risk, the impact on profit or loss before tax may be as follows:

(₹ in Lakhs)

Particulars	Impact on Profit before tax	
	As at March 31, 2024	As at March 31, 2023
Interest rate - increase by 100 basis points (100 bps)*	(40.38)	(62.91)
Interest rate - decrease by 100 basis points (100 bps)*	40.38	62.91

* Holding all other variable constant

40.1.2 Foreign Currency Risk

The Company's exposure to exchange fluctuation risk is very limited for its purchase from overseas suppliers in various foreign currencies. Foreign Currency Risk is risk that fair value or future cash flows of an exposure will fluctuate due to changes in foreign exchanges rates. The Company entered into forward exchanges contract average maturity of 90-180 days to hedge against its foreign currency exposures relating to underlying liabilities firm commitments. The Company has not entered into any Derivatives instruments for trading and speculative purposes.

There is no foreign currency exposure during the year (P.Y. NIL).

40.2 Credit Risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 3416.10 lakhs and ₹ 4996.04 lakhs as of March 31, 2024 and March 31, 2023 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

The average credit period on sale of goods is 90 to 180 days.

Trade Receivables

a) Ageing

(₹ in Lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
0-180 days	3,285.74	4,630.46
More than 180 days	130.36	365.58
Total	3,416.10	4,996.04

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies.

(₹ in Lakhs)

Movement in expected credit loss allowance on trade receivables	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	18.46	13.78
Add/(Less): Provision	(8.72)	4.68
Balance at the end of the year	9.74	18.46

40.3 Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

As of 31st March 2024, The Company had a working capital of ₹ 2654.39 Lakhs including cash and cash equivalent of ₹ 11.24 Lakhs.

As of 31st March 2023, The Company had a working capital of ₹ 2634.72 Lakhs including cash and cash equivalent of ₹ 13.31 Lakhs.

40.3.1 Maturities of Financial Liabilities

The table below analyse the Company's financial liabilities into relevant maturity grouping based on their contractual maturities. The amount disclosed in the tables are contractual undiscovered cash flow.

(₹ in Lakhs)

Particulars	Less than 1 year	Between 1 Year to 5 Year	Over 5 Year	Total
As 31 March 2024				
Borrowings	3,265.94	772.34	-	4,038.28
Lease Liability	135.34	-	-	135.34
Trade Payables	2,890.59	-	-	2,890.59
Other Financial Liabilities	1,013.48	384.40	-	1,397.88
As 31 March 2023				
Borrowings	5,050.32	1,240.62	-	6,290.94
Lease Liability	135.34	150.52	-	285.86
Trade Payables	3,198.34	-	-	3,198.34
Other Financial Liabilities	1,190.15	411.26	-	1,601.41

40.4 Capital Management

The Company manages its capital to ensure that Company will be able to continue as going concern while maximizing the return to shareholders by striking a balance between debt and equity. The capital structure of the Company consists of net debts (offset by cash and bank balances) and equity of the Company (Comprising issued capital, reserves, retained earnings). The Company is not subject to any externally imposed capital requirements except financial covenants agreed with lenders.

In order to optimize capital allocation, the review of capital employed is done considering the amount of capital required to fund capacity expansion, increased working capital commensurate with increase in size of business and also fund investments in new ventures which will drive future growth. The Chief Financial Officer ("CFO") reviews the capital structure of the Company on a regular basis. As part of this review, the CFO considers the cost of capital and the risks associated with each class of capital.

(₹ in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Total borrowings	4,038.28	6,290.94
Less : Cash and cash equivalents	(11.24)	(13.31)
Adjusted net debt	4,027.04	6,277.63
Total equity	3,437.59	3,581.18
Adjusted equity	3,437.59	3,581.18
Adjusted net debt to adjusted equity ratio	1.17	1.75

41. RATIO ANALYSIS

Sr No.	Ratio	Formula	As at March 31, 2024	As at March 31, 2023	% Changes	Reason for variance
			Ratio			
1	Current Ratio	Current Assets / Current Liabilities	1.30	1.27	2.75%	Refer Note (a)
2	Debt Equity Ratio	Long term debt / Equity Shareholder's Fund	0.22	0.35	-35.15%	Refer Note (b)
3	Debt Service Coverage Ratio	Net Operating Income / Total Debt Services	(0.16)	0.14	-214.14%	
4	Return on Equity Ratio	Net Income / Shareholder's Equity	(0.04)	0.04	-193.98%	
5	Inventory turnover ratio	Cost of goods sold / Average inventory	1.85	2.28	-18.65%	
6	Trade Receivables turnover ratio	Net Annual Credit Sales / Average Accounts Receivables	5.17	5.13	0.85%	
7	Trade payables turnover ratio	Net Annual Credit Purchases / Average Accounts Payable	3.23	3.38	-4.52%	
8	Net capital turnover ratio	Net Annual Sales / Shareholder's Equity	8.58	11.07	-22.50%	
9	Net profit ratio	Net Profit' / Revenue	-0.63%	0.52%	-221.27%	
10	Return on Capital employed	EBIT / Capital Employed*	0.12	0.19	-37.82%	
11	Return on investment	1) Net Return on Investment / Cost of Investment ×100%	0.00%	259.80%	-	

Notes :

- a. The decrease in current assets and current liabilities aligns with the reduced level of business activities during the year.
 - b. During the year, the company's situation has deteriorated, resulting in reduced cash flows and profitability compared to the previous year. Consequently, all ratios related to cash flows, revenue, and profitability have declined compared to the previous year.
42. Pursuant to the approval received from shareholders through postal ballot on May 28, 2024, the Company is in the process of selling its Fabric Distribution Divisions and made-to-measure business to Tritoma Fashion Lab Private Limited as a slump sale, based on the Fair Market Value (FMV) as of December 31, 2023. The FMV of these businesses as of that date, determined under section 50B of the Income Tax Act, 1961, is Rs. 591 Lacs, as assessed by the independent valuer Pradeep Sethia & Associates. Sale is proposed to be completed in current quarter and accordingly the financial impact of transfer and sale of business will be reflected in the Company's books of account in the first quarter of financial year 2024-25
43. The company sold its Land & Building located at C-4/2/2, MIDC, Tarapur, Maharashtra, for ₹ 891.00 Lakhs during the financial year. This transaction resulted in a profit of ₹ 484.29 Lakhs, which has been recognized under other income in the financial statements. This sale has positively impacted the company's financial performance, reflecting our strategic approach to asset management and revenue optimization
44. Government Grant Receivable of ₹ 177.26 Lakhs under Gujarat Apparel Policy 2017 has been adjusted against respective revenue expenditure.
45. **Other statutory information**
- i) The Company does not have any benami property, where any proceeding have been initiated or pending against the company for holding any benami property.
 - ii) There were borrowings by the company from Banks or Financial Institution against the current assets. The quarterly statements submitted have been in line with financial statement.
 - iii) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
 - iv) The Company does not fall under the eligibility Criteria of Section -135 of Companies Act, 2013(CSR)
 - v) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.)
 - vi) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

- vii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- viii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - a) 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
 - b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- ix) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- x) There were no transaction during a year with struck off Company.
- xi) Previous year's figures have been regrouped/rearranged wherever considered necessary to make them comparable with current year's figure.

As per our Report of even date.

For DMKH & Co.

Chartered Accountants
ICAI FRN No. 116886W

For and on behalf of the Board

Anant Nyatee

Partner
Membership No. 447848

Pradip Kumar Goenka

Chairman & Managing Director
DIN No. 00516381

Tilak Pradip Goenka

Director
DIN No. 00516464

Date : May 29, 2024
Mumbai

Jagdish Prasad Dave
Chief Financial Officer

Siddhant Singh
Company Secretary



KAMADGIRI FASHION LIMITED

Manufacturers of Fabric & Apparel

Apparel

- 5 million pieces p. a
- Woven apparel
- Casual shirts, Formal shirts, Dress pants, Chinos





Kamadgiri Fashion Limited

CIN: L17120MH1987PLC042424

Registered Office:

202, Rajan House, 2nd Floor,
Appa Saheb Marathe Marg,
Prabhadevi, Mumbai - 400025

Tel. No.: (+91 22) 6666 2904

Website: www.kflindia.com



KAMADGIRI FASHION LIMITED

CIN: L17120MH1987PLC042424

Registered Office: 202, Rajan House, 2nd Floor, Appa Saheb Marathe Marg, Prabhadevi, Mumbai - 400025

Tel. No.: (+91 22) 6666 2904

Website: www.kflindia.com | E-mail: cs@kflindia.com

NOTICE

NOTICE is hereby given that the 37th (Thirty Seventh) Annual General Meeting of the members of Kamadgiri Fashion Limited will be held on Tuesday, 03rd September, 2024 at 11.00 A.M. (IST) through Video Conferencing ('**VC**') / Other Audio-Visual Means ('**OAVM**') to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Tilak Goenka (DIN: 00516464) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2025

To consider and if thought fit, to pass as an Ordinary Resolution, the following:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors, Ms. Ketki D. Visariya, Cost Accountant, appointed by the Board of Directors of the Company, to conduct the audit of the cost records maintained by the Company in respect of textiles products for the financial year ending March 31, 2025 on a remuneration of ₹ 0.75 Lakh excluding applicable taxes thereon and other out of pocket expenses, be and is hereby ratified,

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. Regularize the Appointment of Ms. Neha Agrawal as a Non- Executive independent Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as "the Act") (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Neha Agrawal (DIN: 10720820) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 30th July, 2024, pursuant to Section 161 of the Act and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company and who is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive & Independent Director of the Company, on the Board of the Company to hold office for a term upto 5 (five) consecutive years from the date of appointment i.e. 30th July, 2024 to 29th August, 2029, not liable to retire by rotation,

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution."

**By Order of the Board
For Kamadgiri Fashion Limited**

**Date: 30th July 2024
Place: Mumbai**

**Siddhant Singh
Company Secretary**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 37th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Tuesday, 03 September, 2024 at 11.00 A.M. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company.

2. Normally- pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. since this AGM is being held pursuant to MCA circulars and SEBI circular through VC / OAVM, physical attendance of members has been dispensed with. accordingly, the facility for the appointment of proxies by the members will not be available for the AGM and hence the proxy form, attendance slip and route map are not annexed to the notice.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM through VC / OAVM shall be deemed to be conducted at the Registered Office of the Company at 202/ 2nd Floor, Rajan House, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Maharashtra, India, 400025.
4. In compliance with the aforesaid MCA circulars and SEBI circular Notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and the Annual Report 2023-24 will also be available on the Company’s website i.e. <https://www.kflindia.com/>, websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited. i.e <https://instavote.linkintime.co.in/>.
5. The Explanatory Statement pursuant to Section 102(1) of the Act in respect of item nos.3 & 4 of the Notice set out above, is hereto annexed.
6. Members are requested to send all their documents and communications pertaining to shares to Link Intime India Private Limited (‘LI IPL’), Share Transfer Agent of the Company at their address at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083 (Maharashtra) Telephone No. 022 - 4918 6000, Fax No. 022 - 4918 6060 for both physical and demat segments of Equity Shares. Please quote on all such correspondence: “Unit – Kamadgiri Fashion Limited.” For Shareholders queries : Telephone No. : 022 – 4918 6270 Email ID : rnt.helpdesk@linkintime.co.in.
7. The Register of Members and Transfer Books of the Company in respect of the Equity Shares of the Company will remain closed from Wednesday, 28th August, 2024 to Tuesday, 03rd September, 2024, both days inclusive.
8. Pursuant to the provisions of Sections 124 and 125 of the Act, the dividends for the financial year ended 31st March, 2016 and thereafter, which remain unpaid or unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (‘IEPF’) constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2016 or any subsequent financial year(s) are requested to claim such amount from the Secretarial Department of the Company or from Share Transfer Agent. The unclaimed dividend amount for the financial year ended 31st March, 2016 to IEPF of the Central Government transferred.
9. Pursuant to Rule 5(8) of Investor Education and Protection Fund Authority (Accounts, Audit, Transfer and Refund) Rules, 2016, (‘IEPF Rules’) the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 24th September, 2022 (the date of the last Annual General Meeting) on the website of the Company www.kflindia.com/ and also on the website of the Ministry of Corporate Affairs.
10. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated 16th March, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/CIR/2021/687 dated 03rd November, 2021 and 14th December, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank Account details and specimen Signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after 01st October, 2023, shall be frozen by the RTA. The security holder(s) whose folio(s) frozen shall be eligible:
 - i. To lodge any grievance or avail of any service request from RTA, only after furnishing the complete documents/ details as mentioned above;
 - ii. To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode w.e.f. 01st April, 2024) only after compliance with the above stated requirements.

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI circular are available on Company’s website i.e. www.kflindia.com. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a

letter to the Members holding shares in physical form in relation to the above referred SEBI Circular vide letter dated 29th May, 2023. Members who hold shares in Dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the Share Transfer Agent / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. SEBI has made it mandatory for all companies to use the bank account details furnished by the Shareholders / Depositories for depositing of dividends.
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ('DP') in case the shares are held by them in electronic form and with LIPL in case the shares are held by them in physical form.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, any requests for transfer, transmission or transposition of securities of the Companies shall be effected only in dematerialized form. To eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Share Transfer Agent for assistance in this regard.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case the shares are held by them in electronic form and to LIPL in case the shares are held by them in physical form.
16. 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.
17. Members seeking any information about the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before Friday, 30th August 2024, through e-mail on cs@kflindia.com. The same will be replied by the Company suitably.
18. The remote e-voting period commences on Saturday, 31st August, 2024 (09:00 A.M. IST) and ends on Monday, 02nd September, 2024 (05:00 PM IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 27th August, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

GENERAL INFORMATION AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> "

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.



- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. User ID:**
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 *Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section

- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk

Link Intime India Private Limited

Contact Details:

Company	:	Kamadgiri Fashion Ltd 202/ 2 nd Floor, Rajan Housse, Appasaheb Marathe Marg, Prabhadevi, Mumbai, Mumbai, Maharashtra, India, 400025
Registrar And Share Transfer Agent	:	Link Intime India Pvt. Ltd, C 101,247 Park, L.B.S. Marg, Vikhroli (West),Mumbai, Maharashtra,400083. Tel: +91 +022 - 28515644 Fax: +91 (022 – 28512885) Email id: mumbai@linkintime.co.in Website: https://linkintime.co.in/
E-Voting Agency	:	Link Intime India Pvt. Ltd
E-mail		rnt.helpdesk@linkintime.co.in

**By The Order of the Board of Directors
For Kamadgiri Fashion Ltd**

**Date: 30th July, 2024
Place: Mumbai**

**Sd/-
Siddhant Singh
Company Secretary cum Compliance Officer
ACS : A40488**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 3 : Ratification of Remuneration payable to Cost Auditors for the financial year ending March 31, 2025

The Board on the recommendation of the Audit Committee has approved the appointment of Ms. Ketki D. Visariya, Cost Accountant, Mumbai as Cost Auditor for the financial year ending March 31, 2025 at a remuneration of ₹ 0.75 lakh excluding applicable taxes thereon and other out of pocket expenses.

Pursuant to provisions of Section 148 of the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Accordingly, the consent of the shareholders is sought for passing a resolution as set out at Item no 3 for ratification of appointment and payment of remuneration payable to the Cost Auditor.

No Director and Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set out at Item no. 3 for the approval by the shareholders of the Company

Item No. 4 . Regularize the appointment of Ms. Neha Agrawal as an Independent Director

The Board of Directors of the Company at their meeting held on July 30th, 2024, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Neha Agrawal (DIN: 10720820), as an Additional Director (Category: Non-Executive & Independent) of the Company. However, in terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

In terms of provisions of Section 149, 150, 152 read with schedule IV and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (hereinafter referred to as "the Act") (including any statutory modifications or re-enactment thereof for the time being in force), the Board of Directors at their meeting held on July 30th, 2024 further recommended appointment of Ms. Neha Agrawal as an Independent Director, not liable to retire by rotation, to hold office for 5 (Five) consecutive years for a term up to the conclusion of Annual General Meeting of the Company for the financial year 2029.

The Company has received the consent and requisite declarations from Ms. Neha Agrawal as per the provisions of the Act and SEBI Listing Regulations including the declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 {1(b)} of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Accordingly, the Board recommends the resolution as set out at Item No. 03 of this Notice for approval of the Members of the Company as a Special Resolution.

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars Ms. Neha Agrawal including his profile and specific areas of expertise are given in this Annual General Meeting Notice as "**Annexure**".

Except Ms Neha Agrawal and his relatives, no other director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

**By order of the Board
For Kamadgiri Fashion Limited**

**Place: Mumbai
Date: 30th July, 2024**

**Siddhant Singh
Company Secretary**

**Registered Office
202/ 2nd Floor, Rajan House,
Appasaheb Marathe Marg, Mumbai,
Maharashtra, India – 400025**

ANNEXURE TO THE NOTICE

Additional Details of Directors seeking re-appointment at the 37th Annual General Meeting [Pursuant to Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS – 2 (Secretarial Standards on General Meetings)] are as follows:

Name of Director	Ms. Neha Agrawal
Age	39 years
Nationality	Indian
Date of appointment	July 30, 2024
Qualification	Chartered Accountant
Director Identification Number (DIN)	10720820
Expertise in specific functional areas	Having good knowledge of Finance, Accounting, Taxation
Other Directorships	None
Terms and conditions of appointment	The appointments are governed under the provisions of the Companies Act, 2013
Committee Membership / Chairmanship Committee in other companies	None
Any relationships between directors inter-se	None
Last Remuneration Paid (2023- 24)	NA
Shareholding (no. of equity shares)	Nil
Number of Meetings of the Board attended during the year 2022-23	NA