



H.P. COTTON TEXTILE MILLS LIMITED

2022-23 | ANNUAL REPORT

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Kailash Kumar Agarwal
(Chairman & Managing Director)

Mr. RaghavKumar Agarwal
(CEO & Executive Director)

Non-Executive Director

Mrs. Ritu Bansal

Independent Directors

Mr. Parshotam Dass Agarwal

Mr. Vikram Sumatilal Sheth

Mr. Siddharth Agrawal

Chief Financial Officer

Mr. RaghavKumar Agarwal

Company Secretary and Compliance Officer

Mr. Shubham Jain

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Ltd.
Alankit House,
4E/2, Jhandewalan Extension,
New Delhi-110055
Tel: +91 11 42541234
Fax: +91 11 23552001
Email: info@alankit.com
Website: www.alankit.com

STATUTORY AUDITORS

Walker Chandiok & Co. LLP
L-41, Connaught Circus, Outer Circle,
New Delhi – 110001

SECRETARIAL AUDITORS

M/s Tarun Jain & Associates
Company Secretaries
1001, Vikrant Tower, Rajendra Place,
New Delhi-110008

BANKERS

State Bank of India

REGISTERED OFFICE

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar 125044 (Haryana)
CIN: L18101HR1981PLC012274

CORPORATE OFFICE

F (0), The Mira Corporate Suites
1 & 2, Old Ishwar Nagar, Mathura Road,
New Delhi – 110065
Tel: +91 11 41540471/72/73
Fax: +91 11 49073410
E-mail: info@hpthreads.com
Website: www.hpthreads.com



BOARD OF DIRECTORS



Kailash Kumar Agarwal
Chairman and Managing Director

Mr. Kailash Kumar Agarwal holds Bachelor Degree in Law (LL.B) from Delhi University and a Bachelor Degree in Commerce from the University of Calcutta. He is one of the Founder Directors and Promoter of H.P. Cotton. Being one of the First Directors of the company, he has been serving the company for more than 3 decades, and guided the company through various ups and downs since its inception more than 40 years ago. He is currently the Chairman and Managing Director of H.P. Cotton with 40 years' experience at H.P. Cotton.



Raghavkumar Agarwal
Executive Director, Chief Executive Officer & Chief Financial Officer

Mr. Raghavkumar Agarwal holds a Bachelor's Degree in Management Science from Warwick Business School, University of Warwick, UK. He has a wide experience of more than 17 years in Textile Industry. He serves as an Executive Director, Chief Executive Officer and Chief Financial Officer at H.P. Cotton.



Parshotam Dass Agarwal
Independent Director

Mr. Parshotam Dass Agarwal holds a Bachelor's Degree in Commerce from Ravishankar University, Raipur; a Bachelor's Degree in Law (LL.B) from University of Delhi and a Master's Degree in Business Administration from the Faculty of Management Studies, University of Delhi. He has a wide professional experience of more than 44 years with the corporates which includes holding positions in Textiles Industry for 24 years particularly as President in Birla Group, Chief Executive Officer in Surya Roshni Limited for 7 years, President in Shree Krishna Paper Mills Ltd. for 9 years and as Executive Director in OP Jindal Group. He serves as an Independent Director at Quint Digital Media Limited and H.P. Cotton.

**Vikram Sumatilal Sheth**

Independent Director

Mr. Vikram Sumatilal Sheth holds a Bachelor's degree in Engineering (Chemical Plant Engineering) from University of Mumbai and also holds a Masters degree in Management Studies (MMS) from NMIMS (University of Mumbai). He comes with more than 27 years of experience in the financial services space. He has assisted corporates in raising funds of more than USD 3 billion in the form of equity/debt. His previous stints include working with ICICI Securities, Edelweiss, and Religare, where he held leadership positions for their investment banking practice. Mr. Vikram is currently focused to build the Investment Banking business of New Age Financial Advisory Limited. Mr. Vikram is also a visiting faculty member at NMIMS, a prestigious B-School in India. He serves as an Independent Director on the Board of H.P. Cotton.

**Ritu Bansal**

Non-Executive Director

Mrs. Ritu Bansal is a Chartered Accountant by profession and holds a Bachelor's degree in Commerce (Hons.) from University of Delhi. She has more than 23 years of experience in taxation and auditing. She also holds Certificate in Forensic Accounting & Fraud Detection (FAFD), Certificate in Concurrent Audit and Diploma in Information System Audit (DISA) issued by ICAI. She serves as a Non-Executive Director at H.P. Cotton.

**Siddharth Agrawal**

Independent Director

Mr. Siddharth Agrawal is an Advocate by profession and holds a Bachelor's degree in Bachelor of Business Administration and Bachelor of Laws (B.B.A LL.B) and also holds a masters in Law from London School of Economics (LSE), London. He has more than 11 years of experience in arbitration, civil and commercial litigation. His practice encompasses advising and representing parties in international arbitration matters and in arbitration matters seated in India. He has worked with various top law firms of India. He is also an Advocate-on-Record, Supreme Court of India and regularly appears before the Supreme Court of India, Delhi High Court and Tribunals. He serves as an Independent Director on the Board of H.P. Cotton.

H.P. COTTON TEXTILE MILLS LIMITED

CIN: L18101HR1981PLC012274 | **ISIN:** INE950C01014 | **BSE SCRIP CODE:** 502873

Registered Office: 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar-125044

E-mail: info@hpthreads.com | **Tel:** +91 11 41540471/72/73 | **Fax:** +91 11 49073410 | **Website:** www.hpthreads.com

Notice of the Annual General Meeting

NOTICE is hereby given that the Forty-Second (**42nd**) Annual General Meeting ("AGM") of the Members of H.P. Cotton Textile Mills Limited will be held on **Thursday, the 28th day of September, 2023 at 12:30 PM IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

- To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2023 and the report of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon and in this regard to consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- "RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."
- "RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors thereon, as circulated to the Members, be considered and adopted."

- To appoint a director in place of Mrs. Ritu Bansal (DIN: 03619069), who retires by rotation and being eligible, seeks re-appointment, and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mrs. Ritu Bansal (DIN: 03619069), who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company."

- To appoint the Statutory Auditors of the Company other than retiring auditors and fix their remuneration and in

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to recommendation and consent of the Audit committee and the Board of Directors, to appoint M/s D. Kothary & Co., Chartered Accountants (FRN: 105335W), in respect of whom the Company has received a Special Notice under Section 140(4) of the Companies Act, 2013 from a member, proposing their appointment in place of the retiring auditors and who have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules, M/s D. Kothary & Co., Chartered Accountants (FRN: 105335W) be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Forty Seventh (47th) Annual General Meeting of the Company to be held in the year 2028, at such remuneration and reimbursement of travelling and out-of-pocket expenses and other applicable tax as may be agreed between the Statutory Auditors and the Board of Directors of the Company;

RESOLVED FURTHER THAT Mr. Kailash Kumar Agarwal, Chairman and Managing Director or Mr. Raghavkumar Agarwal, Executive Director, CEO & CFO or Mr. Shubham Jain, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

SPECIAL BUSINESSES:

- To re-appoint Mr. RaghavKumar Agrawal as a Whole-Time Director (Executive Director) of the Company and in this regard, to consider and if thought fit, to pass, with



or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V to the Companies Act, 2013 and Articles of Association of the Company, and such other applicable provisions (including any statutory modification or re-enactment thereof), if any and Regulation 17(6)(e), Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to re-appoint Mr. RaghavKumar Agarwal (DIN: 02836610) as a Whole Time Director of the Company for a period of 5 years, w.e.f. 30th May, 2024, designated as Executive Director (ED), Chief Executive Officer (CEO) and Chief Financial Officer (CFO) (“ED, CEO & CFO”) whose office shall be liable to retire by rotation on the following terms and conditions:

REMUNERATION:

Particulars	Amount (in ₹ per month)
Basic	1,60,000
House Rent Allowance (HRA)	80,000
Other/Special/Grade Allowance	2,14,800
Gross Salary (A)	4,54,800
Leave Travel Allowance (LTA) (B)	10,000
Provident Fund (Employer's Contribution)	19,200
Statutory Annual Bonus / Ex Gratia	16,000
Other / Statutory Benefits (C)	35,200
Total Cost to Company (per month) – A+B+C	5,00,000
Total Cost to Company (per annum)	60,00,000

Important Points

1. LTA and Statutory Annual Bonus / Ex Gratia shall be Payable annually on Earned Basic Salary. In addition, he will be eligible for gratuity and superannuation and leave encashment as per the rules of the Company.
2. In addition to the above, the ED, CEO & CFO shall be entitled to a Performance Pay, based on his performance, and/or Commission as determined by the Board / Nomination and Remuneration

Committee of the Company, from time to time, which may exceed overall ceilings on managerial remuneration specified in Section 197 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) be authorized to do all such acts and take all such steps as it may consider necessary or desirable to give effect to this resolution and the they are further authorised to alter, vary increase, enhance, widen and/or revise the remuneration as it may, in its absolute discretion and full liberty, deem fit and as may be acceptable to Mr. RaghavKumar Agarwal, notwithstanding that the total Remuneration payable to him may exceed the overall ceiling of the total managerial remuneration as provided under Sections 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the tenure of Mr. Raghavkumar Agarwal, ED, CEO & CFO the Company has no profits or its profits are inadequate, the Company may pay to the ED, CEO & CFO the above remuneration and/or any revision in the remuneration as may be approved by the Board and/or the Nomination and Remuneration Committee in future during the currency of tenure of the ED, CEO & CFO, from time to time, as the minimum remuneration for a period of 3 (three) years from the date of re-appointment i.e. with effect from 30th May, 2024 or such other period as may be statutorily permitted by way of salary, perquisites, performance pay, other allowances, commission and benefits as specified hereinabove;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director or the Company Secretary of the Company be authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary document(s), application(s), return(s), form(s) and writings as may be necessary, proper, desirable or expedient.”

5. To adopt the new set of Articles of Association of the Company and in this regard, to consider and if thought

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

“RESOLVED THAT pursuant to the provision of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), approval of the members be and is hereby accorded for altering the Articles of Associations of the Company by replacing all the existing articles/clauses with the new articles/clauses as are prescribed under “Table F” of Schedule I of Companies Act, 2013, with any additions/modifications as the Board may think fit;

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

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541

Company Secretary &

Compliance Officer

New Delhi
 August 12, 2023

Registered office:

15th K.M. Stone, Delhi Road,
 V.P.O. Mayar, Hisar – 125044
 Email id: cs@hpthreads.com
 Website: www.hpthreads.com
 Tel: +91 11 41540471/72/73

NOTES:

1. In view of the continuing COVID-19 global pandemic the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as the “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 on January 05, 2023 (collectively “SEBI Circulars”) have permitted companies to conduct the Annual General Meeting (“AGM”) through Video Conference (“VC”) / Other Audio-Visual Means (“OAVM”) subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) the 42nd AGM of the Company is being convened and conducted through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting



out the material facts and reasons for the resolutions in respect of the business set out above is annexed hereto.

4. The relevant details as required under Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('AGM')/ 'the meeting') is also annexed as **Annexure-A**.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The Company is pleased to provide two-way VC facility through VC / OAVM.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and MCA and SEBI Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system during the AGM will be provided by CDSL.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Voting rights of Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on Cut-off Date of **September 21, 2023**.
12. The Register of Members and the Share Transfer Books of the Company shall remain closed from closed from **September 22, 2023 to September 28, 2023** (both days inclusive).
13. Institutional/Corporate members (i.e. other than individuals/HUF, NRI etc) are required to send a scanned copy (PDF/JPEG format) of its Board or Governing Body resolution/authorisation etc authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting pursuant to section 113 of the Act. The said resolution/ authorisation shall be sent to the Company via email through its registered email address at cs@hpthreads.com with a copy to siroyam@gmail.com.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

14. In compliance with the Circulars, owing to the difficulties involved in dispatching of physical copies, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The physical copies of the Annual Report will be sent to the shareholders based on the specific request at cs@hpthreads.com.
15. In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.hpthreads.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
16. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2022-23 will also be available on the Company's website at <http://www.hpthreads.com/annual-reports.php>.
17. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by sending signed request letter mentioning your name, email-id, folio number, number of shares held, certificate number, distinctive number and Complete Address along with self-attested copy of PAN card to the Company's Registrar and Share Transfer Agent i.e. Alankit Assignments Limited at rta@alankit.com.
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant

18. INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **September 25, 2023 at 9.00 A.M. and ends on September 27, 2023 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **September 21, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to

its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public noninstitutional shareholders/retail shareholders is at a negligible level.

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

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

(iv) Access through depositories CDSL/NSDL E-Voting system in case of Individual Shareholders holding shares in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

(v) **Access through CDSL E-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of H.P. COTTON TEXTILE MILLS LIMITED on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Facility for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@hpthreads.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- a) For Physical Shareholders -** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's Registrar and Share Transfer Agent (Alankit Assignments Limited) at rta@alankit.com.
- b) For Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP)
- c) For Individual Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
- INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**
19. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

20. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
21. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
22. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
23. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as on the cut-off date, i.e. **September 21, 2023**, he/she may write to the CDSL on the E-mail ID: helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

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

24. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
25. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
26. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
27. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS

28. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hpthreads.com. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
29. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
30. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
31. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@hpthreads.com. These queries will be replied to by the company suitably by email.

IEPF RELATED INFORMATION

32. 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'), dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF').

The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

33. In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at <https://hpthreads.com/unclaimed-dividend-and-iepf.php>. The



said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

34. The Members are requested to claim their unclaimed/unpaid dividend by sending an email to cs@hpthreads.com or info@alankit.com, well within the permissible time period.

Due dates for transfer of unclaimed/unpaid dividends for the financial year 2015-16 and thereafter to IEPF:

FY ended	Declaration Date	Due Date
March 31, 2016	September 23, 2016	October 22, 2023
March 31, 2018	September 22, 2018	October 21, 2025
March 31, 2022	September 27, 2022	October 26, 2029

35. In light of the aforesaid provisions, the Company has, during the year under review, transferred to IEPF the unclaimed dividends outstanding for seven consecutive years of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for seven consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF during the FY 2022-23 are as follows:

Financial Year	Amount of unclaimed dividend transferred (in ₹)	Number of shares transferred
March 31, 2015	163,493	8,560

36. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in and sending a copy of the same, duly signed to the Company at cs@hpthreads.com, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

GENERAL INFORMATION FOR SHAREHOLDERS

37. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
38. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh

Dalvi, Manager, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

39. The Board of Directors of the Company has appointed Mr. Mukesh Siroya (Membership No. F5682; CoP No. 4157) Proprietor of M/s. M Siroya and Company, Practicing Company Secretaries or failing him Ms. Bhavyata Acharya (Membership No. A25734; CoP No. 21758), Practicing Company Secretary, as Scrutiniser to scrutinise the remote e-voting process and voting during the AGM in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
40. The voting results declared along with the report of the scrutinizer shall be placed on the Company's website and communicated to the Stock exchange immediately after the declaration of result by the Chairman or a person authorised by him in writing.
41. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent, Alankit Assignments Ltd. (RTA). In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
42. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the Notice, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@hpthreads.com.
43. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share

certificate will be issued to such Members after making requisite changes.

44. As per Regulation 40 of the SEBI Listing Regulations and notification issued by SEBI in this regard, the securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form. In case any clarification is needed in that regard, Members can contact the Company's RTA.

45. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details/NECS/mandates, nominations, power of attorney, change of address/name, e-mail address, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA to provide efficient and better service to the members.

In case of members holding shares in physical form, such information is required to be provided to the Company's RTA.

46. Non-Resident Indian Members are requested to inform the Company's Registrar & Transfer Agent (RTA) immediately:

- a) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
- b) Any change in their residential status on return to India for permanent settlement.

47. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN to the Company/RTA.

48. In all correspondence with the Company and/or the RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

Item No. 3

In compliance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the below explanatory statement is being given though it is not applicable under the provisions of Section 102 of the Companies Act, 2013.

The Members of the Company at the 37th Annual General Meeting ('AGM') held on September 22, 2018, had approved the appointment of M/s Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 37th AGM until the conclusion of the 42nd AGM. Accordingly, Walker Chandio & Co LLP would be completing its first term of five years at the conclusion of this 42nd AGM.

The Company has received a Special Notice under Section 140(4) read with Section 115 of the Companies Act, 2013 from Mr. Kailash Kumar Agarwal dated July 27, 2023, a shareholder of the Company and eligible to give such a Special Notice, proposing the appointment of M/s D. Kothary & Co., Chartered Accountants as Statutory Auditors of the Company in place of the retiring Auditor M/s Walker Chandio & Co LLP at the ensuing 42nd Annual General Meeting of the Company. The same was accordingly served to the retiring auditors as per the requirements of the Companies Act, 2013.

In accordance with the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors, at its meeting held on August 12, 2023, based on the recommendation of the Audit Committee, recommended the appointment of M/s D. Kothary & Co., Chartered Accountants (Firm Registration No. 105335W) for the term of five years to hold office from the conclusion of the 42nd AGM till the conclusion of the 47th AGM to be held in the year 2028, at such remuneration and reimbursement of travelling and out-of-pocket expenses and other applicable tax as may be agreed between the Statutory Auditors and the Board of Directors of the Company and proposed the same for approval of the members, in respect of whom the Company has received a Special Notice under Section 140(4) of the Act from a member, proposing their appointment in place of the retiring auditors and who have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules.

The Audit Committee and Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s D. Kothary & Co., Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s D. Kothary & Co., Chartered Accountants commenced its operations in the year 1989 under its founder Mr. Dhiren Kothary to provide professional services in the field of Assurance, Tax and Advisory. Since inception, the firm has built its credential and knowledge with expert advisory across various sector under the guidance of their experienced partners having cumulative experience of 100 plus years. Firm has built a reputation in knowledge driven assurance & advisory service to support organisations.

M/s D. Kothary & Co., Chartered Accountants has confirmed that they are independent, as required by the relevant ethical /independence requirements as enunciated in the Act and the Code of Ethics issued by the ICAI, that are relevant to their audit of the standalone and consolidated financial statements under the provisions of the Act and the Rules made thereunder. Further, M/s D. Kothary & Co., Chartered Accountants has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act. M/s D. Kothary & Co., Chartered Accountants has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the "Peer Review Board of ICAI". M/s D. Kothary & Co., Chartered Accountants has also furnished a declaration confirming its independence in terms of section 141 of the Act and declared that it has not taken up any prohibited non-audit assignments for the Company.

The proposed remuneration payable to the Statutory Auditors amounting to ₹ 16.5 lacs for the financial year 2023-24, excluding applicable taxes and reimbursement of out-of-pocket expenses. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors. Besides the audit services, the Company would also obtain certifications from

the Statutory Auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms with the statutory auditors.

Further, the proposed remuneration of M/s D. Kothary & Co., Chartered Accountants is significantly less in comparison with the remuneration of M/s Walker Chandiok & Co LLP, Chartered Accountants, the retiring Auditors of the Company, which is in the best interest of the Company.

Based on the recommendation made by the Audit Committee, after considering their experience and expertise, the Board recommends the appointment of M/s D. Kothary & Co., Chartered Accountants as Statutory Auditors for the term of 5 years, as set out in the Resolution no. 3, for approval of the Members as a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

The Board had appointed Mr. Raghavkumar Agarwal (DIN: 02836610) as a Whole Time Director (Executive Director) of the Company for a period of five years with effect from May 30, 2019 and the Shareholders of the Company on November 08, 2019 had, inter-alia, approved the appointment of Mr. Agarwal as Executive Director, Chief Executive Officer & Chief Financial Officer (ED, CEO & CFO) of the Company for a period of 5 years commencing from May 30, 2019.

Since, the term of Mr. Raghavkumar Agarwal (DIN: 02836610), Whole Time Director (Executive Director) of the Company is going to expire on May 29, 2024, the Board of Directors in its meeting held on August 12, 2023, re-appointed him as a Whole Time Director (Executive Director) of the Company for further period of five (5) years, in accordance with Nomination and Remuneration Policy and Article of Association of the Company and based on the recommendations of Nomination & Remuneration Committee ("NRC Committee") and Audit Committee, with effect from May 30, 2024 on such terms and conditions as decided by the Board of Directors of the Company subject to approval of the members.

Mr. Agarwal is not disqualified from being appointed as Whole Time Director in terms of section 196 and Schedule V of the Companies Act, 2013 ("Act") and other provisions of the act as applicable and has given his consent to act as Whole Time Director of the Company. The Company has also received declaration from Mr. Agarwal under Section 164 and 184 of the Act, that he is duly qualified for the above said post and he has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority.

In the opinion of the Board, Mr. Agarwal possesses appropriate skills, experience & knowledge. Considering his experience, performance, efforts in establishing many new internal projects, improving the operational efficiency, and bringing in a new dynamic vision, road-map and professionalism for growth during his tenure, your directors proposed to re-appoint him as a Whole Time Director of the Company as proposed in the resolution set out at Item No. 4 for approval by the members.

Brief resume and other details of Mr. Agrawal are provided in the **Annexure - A** to the Notice, pursuant to the provisions of (i) SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The information as required to be disclosed under paragraph (iv) of the second proviso of Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 is given in the **Annexure - B** to the Notice in respect of Mr. RaghavKumar Agarwal.

The terms and conditions of re-appointment and remuneration stated in Resolution No. 4 of the notice and its explanatory statement may be treated as a written memorandum setting out the terms of re-appointment and remuneration of Mr. Agarwal under Section 190 of the Act.

The Members are informed that, as per the provisions of Schedule V of the Act, payment of any managerial remuneration, in case of inadequate or no profits, requires approval of Members by special resolution, provided that the Company has not defaulted in payment of dues to its lenders viz. banks, non-convertible debenture holders or other secured creditors. The members are accordingly informed that the Company has not defaulted in payment of dues to its lenders.

Further, in accordance with the Regulation 17(6)(e) of SEBI Listing Regulations, the fees or compensation payable to executive directors who are promoters or members of

promoter group shall be subject to approval of Shareholders by Special Resolution if:

- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity

Therefore, the shareholders are required to approve the remuneration of Mr. Raghavkumar Agarwal, Whole-Time Director designated as Executive Director, CEO & CFO of the Company by passing the Special Resolution on the recommendation of Audit Committee, NRC Committee and Board of Directors.

The NRC Committee, Audit Committee and the Board have at their respective meeting(s) held on August 12, 2023, subject to the approval of the members of the Company, accorded their approvals for re-appointment of Mr. RaghavKumar Agarwal w.e.f. May 30, 2024.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. RaghavKumar Agrawal on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. RaghavKumar Agrawal as a Whole-Time Director designated as Executive Director, CEO & CFO as proposed in the Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

Save and except Mr. Kailash Kumar Agarwal, Managing Director and Mr. RaghavKumar Agarwal, Executive Director, CEO and CFO and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 4, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 4.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

In the existing Articles of Association ("AOA"), several clauses/articles of AOA are no longer enforceable currently. Further, several clauses / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

In accordance with Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the members of the Company can alter/modify/adopt the AOA of the Company by passing Special Resolution in General Meeting of the Company. Therefore, it is proposed before the members, on recommendation of the Board of Directors of the Company, to alter/adopt a new set of Articles by replacing the existing AOA by passing the Special Resolution.

Copy of the draft AOA of the Company is available for inspection by the members of the Company. Please refer to Note No. 42 given in the Notice on inspection of documents.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541

Company Secretary &

Compliance Officer

New Delhi
August 12, 2023

Registered office:

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar – 125044
Email id: cs@hpthreads.com
Website: www.hpthreads.com
Tel: +91 11 41540471/72/73

ANNEXURE - A

Details of the Directors retiring by rotation/ re-appointment at the Annual General Meeting

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name	Mrs. Ritu Bansal	Mr. Raghavkumar Agarwal
Directors Identification Number (DIN)	03619069	02836610
Designation	Non-Executive Director (Non-Independent Director)	Executive Director, CEO and CFO
Date of Birth	09-05-1975	05-10-1986
Age	48 years	36 years
Nationality	Indian	Indian
Qualification	B.Com (Hons.) from Delhi University, Fellow Member of Institute of Chartered Accountants of India and Member of Institute of Company Secretaries of India.	Bsc. in Management Science from Warwick Business School, University of Warwick, U K.
Brief Profile/ Experience (including expertise in specific functional area)	She holds a Bachelor Degree in Commerce (Hons.) from Delhi University and a fellow member of The Institute of Chartered Accountants of India (ICAI) with more than 23 years of experience in taxation and auditing. She also holds Certificate in Forensic Accounting & Fraud Detection (FAFD), Certificate in Concurrent Audit and Diploma in Information System Audit (DISA) issued by ICAI.	He holds a Bachelor Degree in Management Sciences, from Warwick Business School, University of Warwick, England, UK. He completed his industrial training in textiles from Manchester and having more than 17 years of experience in Textile Industry.
Terms and conditions of appointment and re-appointment	Liable to Retire by Rotation	Liable to Retire by Rotation
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA
Date of first appointment on the Board of the Company	29.05.2015	30.05.2019
Directorship in other companies (excluding HP Cotton Textile Mills Limited)	Nil	<ol style="list-style-type: none"> 1. Achhar Investments Limited 2. Sailesh Textile Mfg Co Ltd 3. Jainish Products Limited 4. Sacred Trading and Investment Company Limited 5. HP MMF Textiles Limited 6. Sanjay Mercantile Private Limited 7. HP Infratech Private Limited 8. HP Merchantainment Private Limited



Name	Mrs. Ritu Bansal	Mr. Raghavkumar Agarwal
Membership/Chairmanship of committee of Directors of other companies	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel inter-se	Nil	Son of Mr. Kailash Kumar Agarwal
No. of Shares held as on 31-03-2023 either by self or as a beneficial owner	Nil	1,08,468
Number of Meetings of the Board attended during the financial year 2022-23	5(Five)	5(Five)
Remuneration last drawn (FY 2022-23) (including sitting fees, if any)	3.10 Lacs	58.62 Lacs
Details of remuneration sought to be paid	As per existing approved terms and conditions	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541

Company Secretary & Compliance Officer

New Delhi
August 12, 2023

Registered office:

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar – 125044
Email id: cs@hpthreads.com
Website: www.hpthreads.com
Tel: +91 11 41540471/72/73

Annexure - B

The Statement Containing Additional Information as Required Under Schedule V of the Act in Respect to Resolution No. 4 of the Notice

I. GENERAL INFORMATION

1. Nature of Industry

Established in 1981, HP Cotton Textile Mills Limited (HP Cotton), as a part of Dora Group, a leading textile group of India, specializes in manufacturing cotton yarns and threads with its integrated manufacturing plant at Hisar, and Corporate Office at New Delhi. The company is one of the largest exporter of Cotton Sewing Thread, exporting to more than 30 countries worldwide being a leader in its product segment globally.

2. Date or expected date of commencement of commercial production:

The Company was incorporated on September 03, 1981 and the Certificate of Commencement of Business was granted on January 05, 1982. Since then, the Company had commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4. Financial performance based on given indicators:

(₹ In lacs)

Financial year	2022-23	2021-22	2020-21
Gross Revenue	8,605.57	13,449.82	9,788.69
Profit/(Loss) before Interest, Depreciation and Tax	(946.35)	1,565.72	1,068.58
Profit/(Loss) after Tax	(1,805.22)	703.96	359.76
Rate of Dividend	Nil	10%	Nil
Earning per Share	(46.66)	18.48	9.46

5. Foreign investments or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company during the previous three financial years. The foreign investors, mainly comprising FIIs and NRIs are investors in the Company on account of past issuances of securities and/or secondary market purchases. As on March 31, 2023, the aggregate foreign shareholding in the Company was approx 0.63%.

II. INFORMATION ABOUT THE APPOINTEE(S):

Mr. RaghavKumar Agarwal, Whole-Time Director

a) Background details, Job Profile and his suitability:

Mr. RaghavKumar Agarwal, a Bsc in Management Sciences, from Warwick Business School, University of Warwick, England, UK. He completed his industrial training in textiles from Manchester and he currently holds the position of Executive Director, CEO and CFO the company. He has been full-time associated with the Company for more than 8 years now. He has been instrumental in transforming the Company's vision dynamically with the introduction of technology and modern manufacturing techniques and harnessing the human capital of the Company, with a core focus on achieving highest levels of efficiencies and has a strong vision for sustainable growth for the Company being achieved through economic, social and environmental sustainability.

His passion, commitment, knowledge and the dynamic approach towards the business, has resulted in tangible and intangible gains for the Company.

b) Past remuneration and remuneration proposed:

Details on proposed remuneration have been stated in Resolution no. 4 of the Notice. In monetary terms, the remuneration for the last 3 financial years is given hereunder:

(₹ In lacs)

Financial year	2022-23	2021-22	2020-21
Mr. RaghavKumar Agarwal	58.62	124.11	99.38

c) Recognition or awards:

Nil

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

Taking into consideration the size of the Company, the profile of the Whole-Time Director, CEO & CFO,



the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate and modest and is less than the remuneration packages paid to similar senior levels in other companies.

e) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. RaghavKumar Agarwal has no pecuniary relationship with the Company or its Key Managerial Personnel other than his remuneration in the capacity of the Executive Director, CEO & CFO. As on date of this notice, he holds 1,08,468 shares in the Company in his personal capacity and is the son of Mr. Kailash Kumar Agarwal, Managing Director and Promoter of the Company.

III. OTHER INFORMATION:

1. Reason of loss or inadequate profits:

The Company has posted a loss during the financial year ended March 31, 2023, the main reason for loss/inadequacy is due to volatility in cotton prices and global recession resulting from the ongoing Russia-Ukraine conflict, thereby reducing the performance of the Company.

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

The Company is making continuous efforts to add new geographies markets to its market portfolio, focussed on new product development, and lastly further seriously looking at technology upgradation to be at par with modern cost efficiency standards and benchmarks, besides de-bottlenecking and adding new allied product lines.

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

With increasing market portfolio and technology upgradation, the business is expected to improve in the coming financial year. With the introduction of new products and addition of geographies, the company is seeing a significant increase in demand for its products from global markets, also enhanced by quicker turnaround time. The management is cautiously optimistic towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

IV. DISCLOSURES:

The disclosures on remuneration of Directors and details of all elements of remuneration package, details of fixed components and stock options details etc. are given in the Corporate Governance Report which forms an integral part of Annual Report.

By Order of the Board of Directors

Shubham Jain

Membership Number: A49541
Company Secretary &
Compliance Officer

New Delhi
August 12, 2023

Registered office:

15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hisar – 125044
Email id: cs@hpthreads.com
Website: www.hpthreads.com
Tel: +91 11 41540471/72/73

Management Discussion and Analysis

OVERVIEW

The objective of this report is to convey the Management's perspective on the external environment and textile industry, as well as the Company's strategy, operating and financial performance, material developments in human resources and industrial relations, risks and opportunities, and internal control systems and their adequacy during the Financial Year 2022-23.

ECONOMY REVIEW

Global Economy & Outlook

The global economy is facing turbulent times and is packed with high uncertainty owing to the impact of various events that have occurred over the past three years, most notably the COVID-19 pandemic and Russia's invasion of Ukraine. In FY 2022-23, the pent-up demand, lingering supply disruptions, and commodity price spike has spurred inflation, elevating it to a multi-decade high across several economies. To curb the impact and keep the inflation expectations anchored, leading central banks are aggressively tightening their monetary policies.

The unexpected failures of two specialised regional banks in the United States towards the mid of March 2023, coupled with the loss of confidence in Credit Suisse, a bank of global significance, have stirred-up the financial markets. Resultantly, bank depositors and investors are reevaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable.

The baseline forecast is for growth to fall from 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5 percent in 2023 with advanced economy growth falling below 1 percent. Global headline inflation in the baseline is set to fall from 8.7 percent in 2022 to 7.0 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. Inflation's return to target is unlikely before 2025 in most cases. (Source: IMF – World Economic Outlook – April 2023).

Indian Economy & Outlook

As higher prices and rising borrowing costs weighed on private consumption, India's economic growth in early 2023

declined as compared to its ten-year growth rate prior to the pandemic. However, after contracting in the second half of 2022, manufacturing rebounded in 2023. The investment growth remained buoyant as the government ramped up capital expenditure and the private investments also experienced a surge, supported by increasing corporate profits. Unemployment declined to 6.8 percent in the first quarter of 2023, the lowest since the onset of the COVID-19 pandemic, and labour force participation increased. India's headline consumer price inflation also returned within the Central Bank's 2-6 percent tolerance band.

In FY 2023-24, India's economic growth is expected to slow down further to 6.3 percent. The slowdown is attributed to private consumption being constrained by high inflation and rising borrowing costs, while the government consumption is impacted by fiscal consolidation. The growth is projected to pick up slightly through FY 2025-26 as inflation declines towards the mid-tolerance range and reforms begin to pay off. India will remain the fastest-growing economy (in terms of both aggregate and per capita GDP). (Source: World Bank – Growth Economic Prospects – June 2023)

INDUSTRY REVIEW

Global Textile Industry

The global textile market grew from USD 573.22 Billion in 2022 to USD 610.91 Billion in 2023, at a Compound Annual Growth Rate (CAGR) of 6.6%. Slow growth is attributed to the Russia-Ukraine war, which disrupted the global economic recovery from the COVID-19 pandemic, at least in the short term. The war has instituted a multi-faceted impact, including economic sanctions on multiple countries, a surge in commodity prices, and supply chain disruptions, causing inflation across goods and services and affecting many markets across the globe.

The textile market is expected to grow to USD 755.38 Billion by 2027 at a CAGR of 5.5%.

Indian Textile Industry

India is the world's second-largest producer of textiles and garments. It is also the sixth-largest exporter of textiles, spanning apparel, home and technical products. The Indian textile and apparel industry is expected to grow at 10% CAGR from USD 106 Billion in 2019-20 to reach USD 190 Billion by 2025-26.

India's share in the global textiles and apparel trade is 4%. The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. It employs around 45 Million workers in the textiles sector, including 3.5 Million handloom workers. India's textile and apparel exports (including handicrafts) stood at USD 44.4 Billion in FY 2022-23, reporting a 41% increase YoY.

BUSINESS REVIEW

H.P. Cotton Textile Mills Limited

The Company operates in only one segment i.e. manufacturing of Threads. The Company deals in production of two types of thread i.e. Sewing Threads and Hosiery Yarn.

Production

During FY 2022-23, the production of Sewing Threads decreased by 44% over the previous year, to stand at 8,74,095 kg as compared to the previous year's level of 15,60,918 kg. The Company has not produced Hosiery Yarn during the year under review.

(in Kg)

Financial Year	Sewing Thread	Hosiery Yarn	Total
2022-23	8,74,095	Nil	8,74,095
2021-22	15,60,918	Nil	15,60,918
2020-21	12,72,954	4,674	12,77,628

Sales

During FY 2022-23, the sale of Sewing Threads decreased by 37.53% over the previous year and stood at ₹ 7,727.60 Lacs as compared to ₹ 12,371.28 Lacs in FY 2021-22. No Hosiery Yarn was sold by the Company during FY 2022-23 due to captive consumption.

(₹ in Lacs)

Financial Year	Domestic		Export		Total
	Sewing Thread	Hosiery Yarn	Sewing Thread	Hosiery Yarn	
2022-23	1,007.30	-	6,720.30	-	7,727.60
2021-22	1,152.20	-	11,219.08	-	12,371.28
2020-21	490.63	39.90	8,556.42	-	9,086.95

HP MMF Textiles Limited (HP MMF)

HP MMF is a wholly-owned subsidiary company of H.P. Cotton Textile Mills Limited. The Company is yet to commence its operations.

RISKS AND CONCERNS

The Textile industry as well as the Company are undergoing a significant transformation, resulting in heightening of risks related to strategic choices and execution, in addition to the traditional operational, financial, regulatory, and compliance-

related risks. The business objectives of the Company are articulated as a set of specific near-term goals, and long-term strategic goals in a corporate scorecard. These goals cover the dimensions of consistent financial performance, market penetration, operational excellence, cost optimisation initiatives, attracting and retaining talent, and long-term sustainability of the organisation. A detailed Risk Management Policy lays down the framework of Risk Management within the Company.

RISK MANAGEMENT PROCESSES

Risk Identification

Mechanisms for identification of risks include periodical risk surveys across the Company, industry benchmarking, periodic assessments of the business environment, incident analysis, findings of internal audits, etc.

Risk Description

The identified risks are structured across the following categories: Name of Risk, Scope of Risk, Nature of Risk, Quantification of Risk, Risk Tolerance/Appetite, Risk Treatment and Control Mechanism, Potential Action for Improvement, and Strategy and Policy Development.

Risk Assessment

Risk assessment is the process of risk prioritisation or profiling. The likelihood and impact of risk events have been assessed for the purpose of analysing their criticality. The likelihood of occurrence of risk is rated based on the number of past incidents in the industry, future trends, or research available. Risk may be evaluated based on whether they are internal or external, controllable or non-controllable, and inherent or residual.

Risk Treatment – Mitigation

Treatment of risk is the process of selecting and implementing measures to mitigate risks. Risk control actions are prioritized as per their potential to benefit the organisation. Risk treatment includes risk control/mitigation and extends to risk avoidance, risk transfer (insurance), risk financing, risk absorption, etc.

OPPORTUNITIES AND THREATS

The textile industry seems to be headed towards a positive and steady growth phase, after a period of turbulence and uncertainty. The buoyant mood stems from a series of measures taken by the Union Government to revive the fortunes of the textile industry coupled with relief from the Covid-19 pandemic. Measures ranging from PLI scheme to providing an impetus to the technical textiles, the launch of mega textile parks and signing of FTA's and MoU's with many countries, etc. will spur demand for the Indian Market. With

an added advantage of high-quality standards and globally renowned accreditations, the Company is confident of harnessing the unfolding opportunities and growing steadily.

Currently, the volatility in cotton prices and the global recession, resulting from the ongoing Russia-Ukraine conflict, pose the biggest threat to the industry. This is leading to escalated pricing of finished goods. Consumers are therefore shifting their focus from cotton to man-made fibers. Further, increase in prices of other commodities such as coal, dyes and chemicals are also making the textile industry non-competitive.

HUMAN RESOURCES

Considering employees as one of the most valued stakeholders and nurturing an employee-centric culture has been the key differentiator for HP Cotton. The Company is committed to cultivating a professional environment that empowers its people and helps them to grow in their careers. To remain competitive, improving employee

productivity is of utmost importance to the organisation. The Company constantly strives to strengthen its manpower in alignment with the business needs and continues to engage them through various employee engagement activities. The number of permanent employees on the Company's rolls as on 31 March 2023 stood at 1,215.

FINANCIAL REVIEW

On a standalone basis, the Company's total income for FY 2022-23 declined by 36%, as compared to the previous year. The total expenditure, including depreciation for FY 2022-23, went down by 16%, and EBITDA declined by 160.44% as compared to FY 2021-22. The Profit After Tax for FY 2022-23 declined by 356.43% as compared to the previous year.

On a consolidated basis, the total income for FY 2022-23 was ₹ 8,605.57 Lacs and the Loss after Tax attributable to shareholders and non-controlling interests stood at ₹ 1,807.22 Lacs.

KEY FINANCIAL RATIOS

S.No.	Key Ratios	Units	FY 2023	FY 2022	YOY percent
1.	Debtors Turnover Ratio	Times	7.52	8.61	(12.66) %
2.	Creditors Turnover Ratio	Times	1.95	2.31	(22.31) %
3.	Inventory Turnover Ratio	Times	1.42	1.81	(21.55) %
4.	Net Capital Turnover Ratio	Times	-16.55	43.26	(138.26) %
5.	Current Ratio	Times	0.79	1.05	(24.76) %
6.	Interest Coverage Ratio	Times	-2.25	6.05	(137.19) %
7.	Debt Service Coverage Ratio	Times	-1.77	5.38	(132.90) %
8.	Debt-Equity Ratio	Times	3.1	1.12	176.79 %
9.	Operating Profit Margin	%	-13.74	10.10	(236.04) %
10.	Net Profit Margin	%	-21.5	5.33	(503.38) %
11.	Return on Net Worth	%	-82.58	26.54	(411.15) %
12.	Return on Investment	%	-10.5	8.88	(218.24) %

- | | |
|---|---|
| <p>1) Net Capital Turnover Ratio: Decreased primarily on account of loss incurred in current year</p> <p>2) Interest Coverage Ratio: Decreased primarily on account of loss incurred in current year</p> <p>3) Debt Service Coverage Ratio: Decreased primarily on account of loss incurred in current year</p> <p>4) Debt-Equity Ratio: Increased primarily on account of decrease in shareholder's equity and increase in debt during the year</p> <p>5) Operating Profit Margin: Decreased primarily on account of loss incurred in current year</p> | <p>6) Net Profit Margin: Decreased primarily on account of loss incurred in current year</p> <p>7) Return on Net Worth: Decreased primarily on account of loss incurred in current year</p> <p>8) Return on Investment: Decreased primarily on account of loss incurred in current year</p> |
|---|---|

INTERNAL CONTROLS AND THEIR ADEQUACY

The Company maintains adequate and effective Internal Control Systems commensurate with its size and complexity. It believes that these systems provide, among other things, a reasonable assurance that transactions are executed with management authorisation. It also ensures that they



are recorded in all material respects to permit preparation of financial statements, in conformity with established accounting principles, along with the assets of the Company being adequately safeguarded against significant loss or misuse. An independent Internal Audit function is an important element of the Company's Internal Control System. This is supplemented through an extensive internal audit program and periodic review by the management and the Audit Committee of the Board.

CAUTIONARY STATEMENT

Statements in the Management Discussion & Analysis Report describing the projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations includes, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws, and other statutes and incidental factors.

Directors' Report

Dear Members,

Your Directors are pleased to present the Forty-Second (42nd) Annual Report together with the Company's audited financial statements and the auditors' report thereon for the Financial Year (hereinafter referred to as 'FY') ended March 31, 2023.

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company and its subsidiaries are as follows:

(₹ in lacs)

Particulars	STANDALONE		CONSOLIDATED	
	Financial Year 2022-23	Financial Year 2021-22	Financial Year 2022-23	Financial Year 2021-22
Revenue from operations (net)	8397.81	13218.74	8397.81	13218.74
Add: Other Income	207.76	231.08	207.76	231.08
Total Income	8605.57	13449.82	8605.57	13449.82
Profit/(Loss) before Finance Cost, Depreciation & Amortisation, Exceptional items & Tax Expense	(946.35)	1565.72	(948.35)	1565.72
Less: Finance Cost	534.82	307.24	534.82	307.24
Less: Depreciation and Amortisation Expense	396.60	296.42	396.60	296.42
Profit before exceptional items & tax Expense	(1877.77)	962.06	(1879.77)	962.06
Less: Exceptional items	-	-	-	-
Profit/(Loss) before Tax Expense	(1877.77)	962.06	(1879.77)	962.06
Less: Taxation Expense	(72.55)	258.10	(72.55)	258.10
Profit/(Loss) for the year	(1805.22)	703.96	(1807.22)	703.96
Other Comprehensive Income/(Loss)	(2.71)	7.58	(2.71)	7.58
Total Comprehensive Income/(Loss) for the year	(1807.93)	711.54	(1809.93)	711.54
Earnings per Share (₹)				
- Basic	(46.66)	18.48	(46.66)	18.48
- Diluted	(46.66)	18.48	(46.66)	18.48

RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

On a standalone basis, the Total Income for FY 2022-23 was ₹ 8,605.57 lacs, which was lower than the previous year's Total Income of ₹ 13,449.82 lacs by 36% due to volatility in cotton prices and global recession resulting from the ongoing Russia-Ukraine conflict. Consequently, the Company reported a Loss after tax for FY 2022-23 of ₹ 1,805.22 lacs in comparison with profit after tax of ₹ 703.96 lacs for FY 2021-22.

On a consolidated basis, the Total Income for FY 2022-23 was ₹ 8,605.57 lacs and the Loss after tax attributable to shareholders and non-controlling interests for FY 2022-23 was ₹ 1,807.22 lacs.

BUSINESS REVIEW

Production and Sales

a) Sewing Threads

The production of Sewing Threads has decreased by 44% than the previous year to 8,74,095 kg as compared to the production of the previous year of 15,60,918 kg. Further, the product turnover has also decreased by 37.7% than the previous year to ₹ 7,696.23 lacs as compared to the previous year' turnover of ₹ 12,351.93 lacs.

b) Hosiery Yarn

There was no production of Hosiery Yarn during the FY 2022-23.

Resource Utilisation

a) Fixed Assets

The Net Block as at March 31, 2023 was ₹ 3,591.91 lacs as compared to ₹ 3,642.60 lacs in the previous year.

b) Current Assets

The current assets as at March 31, 2023 were ₹ 4,940.64 lacs as against ₹ 6,237.22 lacs in the previous year.

RESERVES

The Board has not proposed to transfer any amount to the General Reserves.

DIVIDEND

The Board has not recommended any dividend for the current FY in view of losses for the FY ended on March 31, 2023.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 125(2) of the Companies Act, 2013 (hereinafter referred to as 'the Act'), during the year under review, the Company has transferred ₹ 163,493, lying in the unpaid dividend account of the Company pertaining to FY 2014-15, to the Investor Education and Protection Fund.

SHARE CAPITAL

The Authorised Share Capital of the Company as on March 31, 2023, remains unchanged at ₹4,25,00,000 divided into 42,50,000 Equity Shares of ₹10 each.

The Issued, Subscribed and Paid-up Equity Share Capital of the Company increased from ₹3,86,60,000 consisting of 38,66,000 Equity Shares of ₹10/- each to ₹3,92,20,000 consisting of 39,22,000 Equity Shares of ₹10/- each on allotment of 56,000 equity shares upon conversion of 56,000 warrants.

Preferential Issue of Warrants: During the FY 2021-22, the Company had issued and allotted 1,12,000 Share Warrants each convertible into or exchangeable for one fully paid up equity share of ₹ 10 each of the Company on preferential basis pursuant to approval of shareholders at their Extraordinary General Meeting (EGM) held on February 07, 2022 in accordance with the applicable provisions of the Act read with rules made thereunder, and applicable provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Out of 1,12,000 warrants, 56,000 Warrants has been converted into 56,000 Equity Shares upto March 31, 2022.

During the FY 2022-23, the balance 56,000 Warrants has also been converted into 56,000 Equity Shares. Therefore, the Paid-up Equity Share Capital of the Company increased

to ₹3,92,20,000 consisting of 39,22,000 Equity Shares of ₹10/- each as on March 31, 2023

The issue proceeds were utilised by the Company for the purposes/objects as stated in the Offer document and Explanatory Statement to the Notice of the said EGM. All the funds have been utilized on April 19, 2023.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, in terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') is presented in a separate Section, forming integral part of the Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Directors

During the FY 2022-23, Mr. Vikram Sumatilal Sheth (DIN: 03349632) and Mr. Siddharth Agrawal (DIN:09693278) had been appointed as Additional Director (Non-Executive & Independent) w.e.f. April 30, 2022 and August 10, 2022 respectively by the Board of Directors of the Company. In the opinion of the Board Mr. Vikram Sumatilal Sheth possess the requisite expertise and experience (including proficiency) and is a person of high integrity and repute. He fulfills the conditions specified in the Act as well as the Rules made thereunder and is independent of the management.

Thereafter, at the 41st AGM of the Company held on September 27, 2022, Mr. Siddharth Agrawal had been appointed as Director (Non-Executive & Independent) for a period of One (1) year commencing from August 10, 2022 till August 09, 2023 and Mr. Vikram Sumatilal Sheth has been appointed as Director (Non-Executive & Independent) for a period of five (5) years commencing from April 30, 2022 till April 29, 2027.

Mr. Siddharth Agrawal has been re-appointed as a Director (Non-Executive & Independent) w.e.f. August 10, 2023 for term of five (5) years by the Board of Directors by passing a resolution through circulation on July 01, 2023. In terms of Section 149 and 152 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board had, on the recommendation of the Nomination and Remuneration Committee, proposed to the Shareholders for the re-appointment of Mr. Siddharth Agrawal as a Director (Non-Executive & Independent) of the Company, not liable to retire by rotation which the Shareholders of the Company have approved by way of postal ballot on August 05, 2023. In the opinion of the Board Mr. Siddharth Agrawal possess the requisite expertise and experience (including proficiency) and is a person of high integrity and repute. He fulfills the

conditions specified in the Act as well as the Rules made thereunder and is independent of the management.

Further, Mr. Raghavkumar Agarwal (DIN: 02836610) was appointed for a term of five (5) years from May 30, 2019 till May 29, 2024. Since, his tenure is going to expire on May 29, 2024. In terms of Section 152 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board had at its meeting held on August 12, 2023, on the recommendation of the Nomination and Remuneration Committee, proposed to the Shareholders for the re-appointment of Mr. Raghavkumar Agarwal as a Whole-Time Director designated as Executive Director, CEO & CFO of the Company w.e.f. May 30, 2024 for term of five (5) years, liable to retire by rotation in the ensuing Annual General Meeting.

The disclosures required pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meeting ('SS-2') are given in the Notice of this AGM, forming part of the Annual Report.

Key Managerial Personnel (KMP)

In compliance with provisions of Section 203 of the Act, following are the KMPs of the Company as on March 31, 2023:

S.No.	Name	Designation
1.	Kailash Kumar Agarwal	Chairman and Managing Director
2.	RaghavKumar Agarwal	Whole-Time Director, Chief Executive Officer & Chief Financial Officer
3.	Shubham Jain	Company Secretary

Retire by Rotation

In accordance with the provisions of Section 152 of the Act and Articles of Association of the Company, Mrs. Ritu Bansal (DIN: 03619069), Non-Executive Director of the Company, retires by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers herself for reappointment. The Board recommends her appointment for the consideration of the members of the Company at the ensuing Annual General Meeting.

A brief profile, expertise of Director and other details as required under the Act, Secretarial Standard-2 and SEBI Listing Regulations relating to the director proposed to be re-appointed is annexed to the notice convening the AGM.

Declaration by Independent directors under section 149(7)

In terms of Section 149 of the Act and SEBI Listing Regulations, Mr. Parshotam Dass Agarwal, Mr. Vikram Sumatilal Sheth and Mr. Siddharth Agrawal are the Independent Directors of the Company as on the date of this report. All Independent

Directors of the Company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act alongwith Rules framed thereunder and SEBI Listing Regulations and have complied with the Code of Conduct and Ethics of the Company as applicable to the Board of Directors and Senior Management.

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA'). The Independent Directors are also required to undertake online proficiency self-assessment test conducted by the IICA within a period of 2 (Two) years from the date of inclusion of their names in the data bank, unless they meet the criteria specified for exemption.

Mr. Vikram Sumatilal Sheth Independent Director of the Company has confirmed and declared that he has passed the online proficiency self-assessment test as conducted by IICA.

Mr. Parshotam Dass Agarwal and Mr. Siddharth Agrawal, Independent Directors of the Company meet the criteria specified for exemption and hence they are not required to undergo the online proficiency self-assessment test as conducted by IICA.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience (including proficiency) and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act.

MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

The Board met five (5) times during the year under review. The intervening gap between the meetings was within the period prescribed under the Act and the SEBI Listing Regulations. The Committees of the Board usually meet on the day of the Board meeting, or whenever the need arises for transacting business. Details of composition of the Board

and its Committees as well as details of Board and Committee meetings held during the year under review and Directors attending the same are given in the Corporate Governance Report forming integral part of the Annual Report.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

The Nomination and Remuneration Committee ('NRC') engages with the Board to evaluate the appropriate characteristics, skills and experience for the Board as a whole as well as for its individual members with the objective of having a Board with diverse backgrounds and experience in business, finance and governance. The NRC, basis such evaluation, determines the role and capabilities required for appointment of Director. Thereafter, the NRC recommends to the Board the selection of new Directors.

Based on the recommendations of the NRC, the Board has formulated the Nomination & Remuneration Policy ('NRC Policy') on Director's appointment and remuneration which includes the criteria for determining qualifications, positive attributes, independence of a director and process of appointment and removal as well as components of remuneration of Director(s), Key Managerial Personnel ('KMP') and Senior Management of the Company and other matters as provided under Section 178(3) of the Act.

The salient features of the Policy are:

- It acts as a guideline for matters relating to appointment and re-appointment of directors;
- It contains guidelines for determining qualifications, positive attributes and independence for appointment of a director(s) of the Company;
- It lays down the parameters based on which payment of remuneration (including sitting fees and remuneration) should be made to Independent Directors and Non-Executive Directors.
- It lays down the parameters based on which remuneration (including fixed salary, benefits and perquisites, bonus/performance linked incentive, commission, retirement benefits) should be given to Whole-time Directors, KMPs and rest of the employees.

During the year under review, there were no substantive changes in the Policy except to align the Policy with amendments made to applicable laws which was approved by the Board at their meeting held on August 10, 2022. The same is available on the Company's website at <https://hpthreads.com/pdf/Nomination%20and%20Remuneration%20Policy.pdf>.

PERFORMANCE EVALUATION AND ITS CRITERIA

In terms of the provisions of the Section 178(2) of the Act, the Board has adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual directors, including the Chairman of the Board. A structured questionnaire was prepared and circulated to the Directors for each of the evaluation.

Performance of the Board was evaluated by each Director on the parameters such as Structure and Composition of Board, Meetings of the Board, Functions of the Board, Board & Management etc.

Board Committees were evaluated on the parameters such as Mandate and Composition of Committee, Effectiveness of the Committee, Structure of the Committee and meetings, Independence of the Committee from the Board, Contribution to decisions of the Board etc.

Performance of the Chairman was evaluated by all other Directors (except the Director himself) on the parameters such as Knowledge and Competency, Fulfilment of Functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity, Impartiality, Commitment, Ability to keep shareholders' interests in mind etc.

Directors were also evaluated individually by all other Directors (except the Director himself) on the parameters such as Knowledge and Competency, Fulfilment of Functions, Ability to function as a team, Initiative, Availability and attendance, Commitment, Contribution, Integrity etc.

Meeting of Independent Directors without the attendance of Non-Independent Directors, and members of the management of the Company was held on March 01, 2023. The Independent Directors, inter-alia, evaluated performance of Non-Independent Directors, the Chairman of the Company and the Board as a whole for FY 2022-23. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Outcome of the evaluation was submitted to the Chairman of the Company. The Directors discussed and expressed their satisfaction with the entire evaluation process.

CORPORATE SOCIAL RESPONSIBILITY

The objective of the Company's Corporate Social Responsibility ('CSR') initiatives is to improve the quality of life of communities through long-term value creation for all stakeholders. The Company's CSR policy provides guidelines to conduct CSR activities of the Company. The

salient features of the Policy forms part of the Annual Report on CSR activities is annexed herewith as **Annexure - I** forming integral part of this report.

During the year under review, there were no changes in the CSR Policy and the same is available on the Company's website at <https://hpthreads.com/pdf/Corporate%20Social%20Responsibility%20Policy.pdf>.

INTERNAL FINANCIAL CONTROLS

A well-established, independent, multi-disciplinary Internal Audit team operates in line with governance best practices. It reviews and reports to management and the Audit Committee about compliance with internal controls and the efficiency and effectiveness of operations as well as the key process risks.

The Company has in place adequate internal financial controls with reference to Financial Statements and such controls were operating effectively as at March 31, 2023. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations. During the year, such controls were tested and no reportable weaknesses in the design or operations were observed.

WEBLINK OF ANNUAL RETURN

Pursuant to Sub-section 3(a) of section 134 and Sub-section (3) of section 92 of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 a copy of the Annual Return in Form MGT-7 is available on the website at <https://hpthreads.com/shareholder-meetings.php>.

PARTICULARS OF REMUNERATION TO EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details 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 is annexed herewith as **Annexure - II** forming integral part of this report.

Statement containing particulars of top 10 employees and particulars of employees as required under Section 197 (12) of the Act read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided as a separate Annexure forming part of this report. In terms of proviso to Section 136(1) of the Act, the Report and Accounts are being sent to the Shareholders, excluding the aforesaid Annexure. The said Statement is also open for inspection. Any member interested in obtaining a copy of the same may write to the Company Secretary. The

Managing Director and the Executive Director, listed in the said Annexure, are related to each other. However, none of the employee drawing remuneration in excess of the limits set out in the Rule 5(2)(i), Rule 5(2)(ii) and Rule 5(2)(iii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year under review.

LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments made under the provisions of Section 186 of the Act have been disclosed in Note No. 4 to the Financial Statements forming integral part of the Annual Report.

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in compliance with all the applicable provisions of the Act and SEBI Listing Regulations in respect of such transactions. Requisite approval of the Audit Committee and the Board (wherever required) was obtained by the Company for all Related Party Transactions. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are foreseeable and of a repetitive nature. Further, your Company has not entered into any arrangement / transaction with related parties which could be considered material in accordance with the SEBI Listing Regulations and the provisions of the Act. The Policy on Related Party Transactions as approved by the Board of Directors is available on the Company's website at <https://hpthreads.com/pdf/Policy%20on%20materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf>.

There are no transactions under sub-section (1) of section 188 of the Act that are required to be reported in Form AOC-2, hence the said form does not form part of this report. However, names of Related Parties and details of transactions with them have been included in Notes to the financial statements provided in the Company's financial statements under Indian Accounting Standards 18.

AUDITORS AND AUDITOR'S REPORT

Statutory Auditor

M/s Walker Chandiok & Co LLP, Chartered Accountants (ICAI Firm Registration Number 001076N/N500013) were appointed as the Statutory Auditors of the Company to hold office for a term of five (5) years from the conclusion of the 37th Annual General Meeting (AGM) held on 22nd September, 2018 until the conclusion of the 42nd AGM of the Company to be held in the year 2023. M/s Walker Chandiok & Co LLP, Chartered Accountants, Statutory Auditors of the Company will complete their term at the conclusion of the 42nd AGM of the Company.

The Auditor's Report read together with Annexure referred to in the Auditors' Report do not contain any qualification, reservation, adverse remark or disclaimers.

The Company has received a Special Notice under Section 140(4) read with Section 115 of the Companies Act, 2013 from Mr. Kailash Kumar Agarwal dated July 27, 2023, a shareholder of the Company and eligible to give such a Special Notice, proposing the appointment of M/s D. Kothary & Co., Chartered Accountants (FRN: 105335W) as Statutory Auditors of the Company in place of the retiring Auditor M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) at the ensuing 42nd Annual General Meeting of the Company.

The Board of Directors has recommended the appointment M/s D. Kothary & Co., Chartered Accountants (ICAI Firm Registration Number: 105335W) as the new Statutory Auditors for a term of five (5) consecutive years from the conclusion of the 42nd AGM until the conclusion of the 47th AGM of the Company. Accordingly, a resolution proposing appointment of M/s D. Kothary & Co., Chartered Accountants (ICAI Firm Registration Number: 105335W), as Statutory Auditors of the Company for a term of five (5) consecutive years which forms part of the AGM notice is placed before the members for their approval.

As required under the provisions of Section 139(1) and 141 of the Act, read with the Companies (Accounts and Auditors) Rules, 2014, the Company has received a written consent and certificate from M/s D. Kothary & Co., Chartered Accountants (ICAI Firm Registration Number: 105335W) to the effect that they are eligible to be appointed as Statutory Auditor of the Company and that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act.

Cost Auditors

In terms of Section 148 of the Act, the Company is required to maintain cost records of the Company. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act.

However, in accordance with the provisions with the Rule 4(3) of the Companies (Cost Records and Audit) Rules, 2014 as amended thereto, the requirement for Cost Audit under the Rules shall not apply to a Company whose revenue from export, in foreign exchange, exceeds 75% of its total revenue or which is operating from a SEZ or which is engaged in generation of electricity for captive consumption through Captive Generating Plant.

Your company's turnover is below ₹100 crore during the year under review and more than 75% of the Company's

turnover is earned from exports in foreign exchange by the Company. Therefore, the Company is exempted from the said requirement of cost audit.

Therefore, the Company has not appointed any Cost Auditor for auditing the cost records of the Company.

Secretarial Auditor

M/s Tarun Jain & Associates, Company Secretaries, were appointed as Secretarial Auditors of the Company by the Board of Directors of the Company in its meeting held on August 10, 2022 for the FY 2022-23.

The Secretarial Audit Report for the financial year ended March 31, 2023 received from M/s Tarun Jain & Associates, Company Secretaries, Secretarial Auditors of the Company is annexed herewith as **Annexure - III** forming integral part of this report.

The said report is self-explanatory and does not contain any qualification, reservation, adverse remark or disclaimers.

SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARY

There is no Material Unlisted Indian Subsidiary of the Company as on March 31, 2023 and as such the requirement under Regulation 24A of the SEBI Listing Regulations regarding the Secretarial Audit of Material Unlisted Indian Subsidiary is not applicable to the Company for the FY 2022-23.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING ON THE LISTED COMPANY AS PER CLAUSE 5A PARA A PART A OF SCHEDULE III OF SEBI LISTING REGULATIONS

In accordance with Regulation 30A(2) of SEBI Listing Regulations, the details of Agreements specified in clause 5A of para A of part A of schedule III of SEBI Listing Regulations are annexed as **Annexure – IV**. The complete details of the Agreements are also available on the website of the Company at <http://www.hpthreads.com/shareholder-information.php>.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the FY 2022-23, your Company has incorporated a wholly owned subsidiary Company with a name "HP MMF TEXTILES LIMITED" on June 24, 2022 and it has not commenced its operations yet. Further, there are no Associates and Joint Ventures during the financial year 2022-23.

The Company has, in accordance with Section 129(3) of the Act prepared Consolidated Financial Statements of the Company and its subsidiary which form part of the Annual Report. Further, the report on the performance and financial position of the subsidiary company of your Company is presented in Form AOC-1 is annexed herewith as **Annexure - V** forming integral part of this report.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION THE COMPANY

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments which can affect the financial position of the Company between the end of the financial year and the date of report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 134(3)(m) of the Act, read with the Companies (Accounts) Rules, 2014 is provided as follows and forms part of this report.

A) Conservation of Energy:

i. Steps taken or impact on conservation of energy:

- Replace outdated equipment and appliances with energy-efficient models.
- Special Measures taken to reduce load on air conditioners.

iii. Information regarding imported technology (Imported during last three years reckoned from the beginning of the financial year):

S.no	Details of Technology Imported	Financial Year of Import	Whether Technology been fully absorbed	If not fully absorbed, areas where absorption has not taken place and the reasons thereof
1	Hank Dyeing Machine	2020-21	Yes	-
2	Set of Sewing Thread Winders	2020-21	Yes	-
3	Balling with Labelling Machine	2020-21	Yes	-
4	Reeling Machine	2020-21	Yes	-
5	Fully Automatic Assembly Winder Machine	2020-21	Yes	-
6	Hank Winding Machine	2020-21	Yes	-
7	R/F Dryer	2021-22	Yes	-
8	Automatic Yarn Mercerizing Machine	2021-22	Yes	-
9	Hank Winding Machine	2021-22	Yes	-
10	Semiautomatic Ball Winding Machines	2021-22	Yes	-
11	Fully Automatic Electronic Assembly Winder	2021-22	Yes	-
12	Balling with Labelling Machine	2022-23	Yes	-

- Minimizing idle running of equipment's like air conditioners, lights, fans etc.
- Educate and train employees on energy saving practices

ii. Steps taken by the Company for utilizing alternate sources of energy:

- 100% Biomass consumption at our manufacturing facility
- Utilization of Biomass as fuel in boiler

iii. Capital investment on energy conservation equipment: The Company has not incurred major capital investment on energy conservation equipment's but focused on optimum utilization of available resources.

B) Technology Absorption:

i. Efforts made towards technology absorption:

The Company has in place a state-of-the-art equipment's for identifying the quality of raw materials and control check equipment's for each process of manufacturing of threads and yarns leading to higher quality of finished products with efficiency.

ii. Benefits derived from technology absorption:

Technology absorption brings several benefits like enhancement of productivity, cost reduction, innovation and product development.

iv. Expenditure incurred on Research and Development: None

C) Foreign Exchange Earning and Out-Go:

Particulars	2022-23	2021-22
Foreign Exchange earned (FOB value of exports)	6,688.84	11,080.32
Foreign Exchange used (CIF value of imports and expenditure in foreign currency)	117	698.29

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors hereby confirm:

- that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that they have selected such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- that proper and sufficient care has been taken 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;
- that the annual accounts have been prepared on a going concern basis;
- that proper internal financial controls were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

RISK MANAGEMENT

Risk mitigation continues to be a key area of concern for the Company, which has regularly invested in insuring itself against unforeseen risks. The Company's stocks and insurable assets like building, plant & machinery, computer equipment, office equipment, furniture & fixtures, lease hold improvements and upcoming projects have been adequately insured against major risks.

The Board of Directors of the Company has also formulated Risk Management Policy in accordance with the Act. The

aim of risk management policy is to maximize opportunities in all activities and to minimize adversity. The policy includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company.

VIGIL MECHANISM

The Company has established a robust Vigil Mechanism and a whistle blower policy in accordance with the provisions of the Act and the SEBI Listing Regulations, with a view to provide its directors and employees an avenue to report genuine concerns of unethical behavior, actual or suspected fraud or violation of the codes of conduct and to provide adequate safeguard for protection from any victimization.

Accordingly, the Company has established a Compliance Task Force to evaluate and investigate the actual or suspected fraud or violation of the of applicable laws and regulations and the Code of Conduct and Ethics. The Compliance Task Force operates under the supervision of the Audit Committee.

Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct and Ethics. Such genuine concerns disclosed as per Policy are called "Protected Disclosures" and can be raised by a Whistle-blower through an e-mail or a letter to the Chairman of Compliance Task Force or to the Chairman of the Audit Committee.

The Whistle Blower Policy may be accessed on the Company's website at <https://hpthreads.com/pdf/Whistle%20Blower%20Policy.pdf>.

This Policy inter-alia provides a direct access to the Chairman of the Audit Committee and affirms that no Director/employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

PREVENTION OF SEXUAL HARASSMENT

The Company has adopted a policy on sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). All the employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, there was no complaints filed or registered pursuant to this Act.

The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the POSH Act to redress complaints received regarding sexual harassment. The Internal Complaints Committee was reconstituted by the Board of Directors of the Company during the year under review.

CORPORATE GOVERNANCE

Upon approval of the audited financials on May 9, 2022 for the financial year ended on March 31, 2022, pursuant to which the net worth of the Company exceeded ₹ 25 Crore and consequently, the Corporate Governance provisions, as specified in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, have become applicable on the Company.

While the Corporate Governance provisions became applicable on the Company during the financial year, our Company already has a strong legacy of following fair, transparent and ethical governance practices and is committed to maintain the highest standards of Corporate Governance and strictly adheres to the Corporate Governance requirements set out by SEBI. Our Company's Corporate Governance policy is based on the belief that good governance is an essential element of business, which helps us fulfill our responsibilities towards all our stakeholders.

A separate report on Corporate Governance pursuant to Regulation 34(3) of the SEBI Listing Regulations, read with Part C of Schedule V thereof, along with a certificate from M/s M Siroya and Company, Practicing Company Secretaries regarding compliance of the conditions of Corporate Governance forms an integral part of the Annual Report.

CEO and CFO Certification

The Chairman and Managing Director (CMD) and the Chief Financial Officer (CFO) of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI Listing Regulations, copy of which forms part of the Corporate Governance Report.

Declaration on Code of Conduct and Ethics

All the Boards Members and the Senior Management have confirmed compliance with the Code for the Financial Year ended March 31, 2023. The declaration to this effect signed by Chief Executive Officer (CEO), forms part of the Corporate Governance Report.

OTHER STATUTORY DISCLOSURES

During the year under review:

1. No significant and material orders were passed by the Regulators/ Courts/ Tribunals which impact the going concern status and Company's operations in future.
2. No equity shares were issued with differential rights as to dividend, voting or otherwise.
3. No sweat equity shares were issued.
4. The Company has not issued any shares pursuant to the Employee Stock Options Scheme.
5. The Company has not issued any Bonus Shares.
6. The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
7. No deposits have been accepted by the Company from the public. The Company had no outstanding, unpaid or unclaimed public deposits at the beginning and end of FY 2022-23.
8. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries as on March 31, 2023.
9. No Change in nature of Business of Company.
10. No fraud has been reported by the Statutory Auditors and Secretarial Auditors to the Audit Committee or the Board.
11. No Corporate Insolvency Resolution Process initiated under the Insolvency and Bankruptcy Code, 2016.
12. No instance of onetime settlement with any Bank or Financial Institution.
13. There was no revision of financial statements and Board's Report of the Company.

The Company has complied with the applicable Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

CAUTIONARY STATEMENT

Certain statements in the Directors' Report describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within



the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include labour and material availability, and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic development within India and other incidental factors.

ACKNOWLEDGEMENTS

We thank our customers, vendors, dealers, investors, business associates and bankers for their continued support during the year. We place on record our appreciation of the contribution made by employees at all levels. Our resilience to meet challenges was made possible by their hard work, solidarity, co-operation and support.

We thank the Government of India, the State Governments and other regulatory authorities and government agencies for their support and look forward to their continued support in the future.

For and on behalf of the Board

Kailash Kumar Agarwal

Chairman and Managing Director

DIN: 00063470

New Delhi

August 12, 2023

ANNEXURE – I

Annual Report on CSR Activities

1. Brief Outline on CSR Policy of the Company:

Our CSR initiatives are guided by our CSR Policy ('Policy'). The Policy was adopted on October 29, 2021. Our CSR activities focus on education, health, water, livelihood, rural and urban infrastructure and are in alignment with key focus areas of the HP Group.

2. Composition of CSR Committee:

S.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.	Kailash Kumar Agarwal	Chairman (Executive Director)	1	1
2.	Raghavkumar Agarwal	Member (Executive Director)	1	1
4.	Parshotam Dass Agarwal*	Member (Non-Executive Director)	1	1
5.	Vikram Sumatilal Sheth**	Member (Non-Executive Director)	1	1

* Ceased to be a member w.e.f April 30, 2022

** Appointed as a Member w.e.f April 30, 2022

3. 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 are provided below:

<https://hpthreads.com/corporate-social-responsibility.php>

4. Executive Summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not Applicable for the financial year under review

5. (a) Average net profit of the Company as per Section 135(5) of the Companies Act, 2013: ₹ 516.24 lacs
- (b) Two percent of average net profit of the Company as per Section 135(5) of the Companies Act, 2013: ₹10.32 lacs
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set-off for the financial year, if any: Nil
- (e) Total CSR obligation for the financial year (5b+5c-5d): ₹10.32 lacs
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹10.32 lacs
- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable.: Nil
- (d) Total amount spent for the Financial Year (6a+6b+6c): ₹10.32 lacs

(e) CSR amount spent or unspent for the Financial Year:

Total Amount spent for the financial year	Amount Unspent (₹ in lacs)			
	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
₹ 10.32 lacs	Not Applicable		Not Applicable	

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

Sl.no	Particular	Amount (₹ in lacs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	10.32
(ii)	Total amount spent for the Financial Year	10.32
(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

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

Sl.No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (₹ in lacs)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (₹ in lacs)	Amount Spent in the Financial Year (₹ in lacs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (₹ in lacs)	Deficiency, if any
					Amount (₹ in lacs)	Date of Transfer		
1.	FY 2021-22				NIL			
2.	FY 2020-21							
3.	FY 2019-20							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

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

Sl.No.	Short particulars of the property or asset (s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent - (₹ in lacs)	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5) of the Companies Act, 2013: Not Applicable

Sd/-

Kailash Kumar Agarwal

Chairman CSR Committee and Managing Director
DIN : 00063470

New Delhi

August 12, 2023

Sd/-

RaghavKumar Agarwal

Executive Director, CEO and CFO
DIN : 02836610

New Delhi

August 12, 2023

ANNEXURE - II

Details 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

A. The ratio of the remuneration of each Director to the median remuneration of the employees and the performance of the Company for the year 2022-23:

S.No.	Name	Designation	% Increase/(decrease) of remuneration in FY 2023 as compared to FY 2022	Ratio of Remuneration to Median Remuneration
EXECUTIVE DIRECTORS				
1.	Kailash Kumar Agarwal	Chairman & Managing Director	(59.09)	71.75
2.	RaghavKumar Agarwal	Executive Director, CEO & CFO	(52.77)	59.44
NON-EXECUTIVE DIRECTORS				
3.	Parshotam Dass Agarwal	Independent Director	(9.17)	5.02
4.	Vikram Sumatilal Sheth#	Independent Director	^	4.51
5.	Siddharth Agrawal##	Independent Director	^	1.17
6.	Ritu Bansal	Non-Executive Director	(17.33)	3.14
KEY MANAGERIAL PERSONNEL OTHER THAN EXECUTIVE DIRECTORS				
7.	Shubham Jain	Company Secretary	30.00	9.07

^ Since the remuneration is only part for the FY 2022-23, the percentage increase in remuneration is not comparable and hence, not stated

Appointed w.e.f April 30, 2022

Appointed w.e.f August 10, 2022

B. The percentage increase (decrease) in the median remuneration of the employees during the financial year (7.20)%

C. Number of permanent employees on the rolls of the Company 1,215
(As on March 31, 2023)

D. Average percentile increase (decrease) already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase (decrease) in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase (decrease) in the managerial remuneration	The average decrease in the salaries of the employees other than managerial personnel in the last financial year was (7.14)%. The average decrease in managerial remuneration in the last financial year was (56.45)%. The remuneration and perquisites provided to the employees including that of the management are on par with industry levels, performance indicators and is in line with the resolutions approved by the Board of Directors and Shareholders.
E. Affirmation that the remuneration is as per the remuneration policy of the Company	The Company affirms that the remuneration is as per the remuneration policy of the Company.

Note: Apprentices are excluded from the total No. of Permanent Employees on the rolls of the Company.

For and on behalf of the Board

Kailash Kumar Agarwal

Chairman and Managing Director

DIN : 00063470

New Delhi
August 12, 2023

Annexure - III

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

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

To,
The Members,
H.P. COTTON TEXTILE MILLS LIMITED
15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hissar Haryana 125044 IN

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **H.P. COTTON Textile Mills Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that has provided a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 and found that Company was in compliance of following:

- (i) The Companies Act, 2013 (the Act) and the rules made there under, as may be applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and rules framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to 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'):-

Applicable on the Company for the FY 2022-23

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

Not Applicable on the Company for the FY 2022-23

- (a) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations 2018;
- (vi) As confirmed by the management, there are no other laws specifically applicable in relation to the business of the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs; and
- (ii) The listing agreement entered into by the Company with BSE limited.

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

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

For **Tarun Jain & Associates**
Company Secretaries

Sd/-

Tarun Jain

(Prop.)

Membership No.: F4645

C.P. No.: 4317

PR: 878/2020

Place: New Delhi

Date: August 12, 2023

UDIN: F004645E000793191

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

**Annexure-A**

The Members,

H.P. COTTON TEXTILE MILLS LIMITED

15th K.M. Stone, Delhi Road,

V.P.O. Mayar, Hissar Haryana 125044 IN

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

For **Tarun Jain & Associates**
Company Secretaries

Sd/-

Tarun Jain

(Prop.)

Membership No.: F4645

C.P. No.: 4317

PR: 878/2020

UDIN: F004645E000793191

Place: New Delhi

Date: August 12, 2023

ANNEXURE-IV

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING ON THE LISTED COMPANY AS PER CLAUSE 5A PARA A PART A OF SCHEDULE III OF SEBI LISTING REGULATIONS

S.no	Name of Agreement	Salient Features										
1.	Family Re-Arrangement Agreement dated 14 th March, 2019	<p>The Family Re-Arrangement agreement was executed between the promoters and members of promoter group on 14th March, 2019 (The Family Re-Arrangement 2019).</p> <p>Pursuant to the Agreement an inter-se transfer of total 9,61,900 equity shares of the Company shall take place amongst the promoters and members of promoter group and the following Transferees will acquire the shares upon implementation of the Agreement:</p> <table><tr><th>Name</th><th>No. of Equity Shares</th></tr><tr><td>Kailash Kumar Agarwal</td><td>7,99,618</td></tr><tr><td>Ravindra Agarwal</td><td>79,515</td></tr><tr><td>Surendra Kumar Agarwal</td><td>82,767</td></tr><tr><td>Total</td><td>9,61,900</td></tr></table> <p>As on date, 2,86,058 shares have been transferred, inter-se, from certain Transferors to certain Transferees and 6,75,842 shares are pending for transfer in the next phase(s).</p> <p>Until the completion of the transfer of shares pursuant to the Agreement, the Transferors of shares of the Listed Entity, as per the terms of The Family Re-Arrangement 2019, upon request from the Arjun Das Agarwal Group, shall for any shareholders' meetings to be held, provide proxy forms, as and when required, in favour of Sh. Kailash Kumar Agarwal. The Transferors agreed to provide unconditional and unequivocal support for any or all resolutions as recommended or proposed by the management of the respective companies, till the time that such resolutions do not affect the rights of the Transferors under this The Family Re-Arrangement 2019. Any act contrary to this Clause or any direct or indirect attempt to interfere with the management of the companies shall be considered a breach under the Family Re-Arrangement 2019.</p>	Name	No. of Equity Shares	Kailash Kumar Agarwal	7,99,618	Ravindra Agarwal	79,515	Surendra Kumar Agarwal	82,767	Total	9,61,900
Name	No. of Equity Shares											
Kailash Kumar Agarwal	7,99,618											
Ravindra Agarwal	79,515											
Surendra Kumar Agarwal	82,767											
Total	9,61,900											
2.	Family Re-Arrangement Agreement dated 12 th February, 2020	<p>The Family Re-Arrangement agreement was executed between the promoters and members of promoter group on 12th February, 2020 (Re-Arrangement Agreement 2020).</p> <p>In continuation of Family Re-arrangement Agreement dated March 14, 2019, Mr. Kailash Kumar Agarwal, Mr. Ravindra Agarwal and Mr. Surendra Kumar Agarwal had entered into a new Family Re-arrangement Agreement dated 12th February, 2020 which would result in an inter-se transfer of all equity shares of Mr. Ravindra Agarwal, Ravindra Agarwal HUF, Mr. Surendra Kumar Agarwal, Surendra Kumar Agarwal HUF, Renu Agarwal to Mr. Kailash Kumar Agarwal.</p> <p>Pursuant to the Agreement, an inter-se transfer of total 3,73,981 equity shares of the Company shall take place from the Transferors to the Transferee. The Transferee will acquire 3,73,981 shares upon implementation of the Re-Arrangement Agreement 2020.</p> <p>As on date, 2,37,415 shares have been transferred from certain Transferors to the Transferee and 1,36,566 shares are pending for transfer in the next phase(s).</p>										

ANNEXURE - V**Form No. AOC-1****Statement containing salient features of the financial statements of the Subsidiaries/Joint Ventures/Associate Companies**

(Pursuant to the first proviso of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Part A: Subsidiaries

(₹ in lacs)

Name of the Subsidiary Company	HP MMF Textiles Limited
The date since which Subsidiary was acquired	June 24, 2022
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
Reporting currency	INR
Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
Share Capital	1
Reserves & Surplus	(2)
Total Assets	1
Total Liabilities	1
Investments	-
Turnover	-
Profit before Taxation	(2)
Provision for Taxation	-
Profit after Taxation	(2)
Proposed Dividend	-
% of Share holding	100%

Notes:

1. HP MMF Textiles Limited is yet to commence operations.
2. None of the subsidiary which have been liquidated/sold/merged during the year.

Part B: Associates and Joint Ventures: Not Applicable

For and on behalf of the Board

Kailash Kumar Agarwal

Chairman & Managing Director
DIN: 00063470

RaghavKumar Agarwal

Executive Director Chief Executive Officer
& Chief Financial Officer
DIN: 02836610

Shubham Jain

Company Secretary
Membership No.: ACS 49541

New Delhi
August 12, 2023

Corporate Governance Report

COMPANY'S CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is the creation and enhancement of long-term sustainable value for our stakeholders, comprising regulators, employees, customers, vendors, investors, and the society at large, through ethically driven business practices. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last.

The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics.

At the H.P. Cotton Textile Mills Limited ('**HP Cotton**'), Corporate Governance is all about maintaining a valuable relationship and trust with all the stakeholders. We consider stakeholders as partners in our success and remain committed to maximising stakeholders' value, be it customers, employees, vendors, investors & shareholders, society at large and government & regulatory authorities.

We embed the highest standards of governance in our operations, striving to manage our affairs in a fair, accountable and transparent manner and is committed to conduct its business in accordance with the applicable laws, rules & regulations and with highest standards of professionalism, ethics, integrity and objectivity. Our focus is not only to follow corporate governance guidelines, but best practices as well.

Upon approval of the audited financials on May 9, 2022 for the financial year ended on March 31, 2022, pursuant to which the net worth of the Company exceeded ₹ 25 Crore and consequently, the Corporate Governance provisions, as specified in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), have become applicable on the Company.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of Regulation 46(2) of SEBI Listing Regulations, as applicable, with regard to corporate governance.

Code of Conduct and Ethics

The Company has adopted a 'Code of Conduct and Ethics' which is applicable for its Directors and Senior Management of the Company in the course of day to day business operations of the Company. The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings / behaviors of any form and the Board has laid down the directives to counter such acts.

The code lays down the standard procedure of business conduct which is expected to be followed by the Directors and Senior Management of the Company in their business dealings and in particular on matters relating to integrity in the work place, in the business practices and in dealing with stakeholders.

The code also lays down that Board Members and Senior Management of the Company shall ensure compliance with SEBI (Prohibition of Insider Trading) regulations, 2015 as also other regulations as may be applicable to them from time to time.

The Code may be accessed on the Company's website at <https://hpthreads.com/pdf/Code%20of%20Conduct%20and%20Ethics.pdf>. All the Boards Members and the Senior Management have confirmed compliance with the Code for the Financial Year ended March 31, 2023. The declaration to this effect signed by Chief Executive Officer (CEO) is annexed to this report.

Code of Conduct for Prevention of Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the Code of Conduct for Prevention of Insider Trading ('**Insider Trading Code**').

Mr. Shubham Jain, Company Secretary is the 'Compliance Officer' in terms of this Insider Trading Code.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive

Information which also includes the Policy for Determination of Legitimate Purposes.

BOARD OF DIRECTORS

The Board of Directors ('Board') is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. At HP Cotton, the Board is the apex decision-making body and hence, fully responsible for the strategic growth and development of our business as well as defining our strategic priorities.

Size and Composition of Board

As on March 31, 2023, the Board comprised of six (6) members, two (2) of whom are Executive Directors ('EDs'), one (1) is Non-Executive Director ('NEDs'), who is also acting as a Women Director, and three (3) are Independent Directors ('IDs'). Both the EDs are Promoter Directors. The Board periodically evaluates the need for change in its composition and size.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and Section 152 of the Companies Act, 2013 ('Act'). During the year under review and as on date of this report, none of our Directors serve as Director or as IDs in more than seven listed companies and none of the EDs serve as IDs on any listed

company. Further, none of our IDs serve as Non-Independent Director of any company on the board of which any of our Non-Independent Director is an ID. None of the Directors hold Directorships in more than 20 companies including 10 public limited companies and private companies which are either subsidiary or holding company of a public company pursuant to Section 165 of the Companies Act, 2013.

During FY 2022-23, none of our Directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

Mr. Raghavkumar Agarwal is the son of Mr. Kailash Kumar Agarwal. None of the other Directors are related to any other Director on the Board.

Changes to Board during FY 2022-23

1. Mr. Vikram Sumatilal Sheth was appointed as an Independent Director of the Company for a term of five (5) years commencing April 30, 2022 till April 29, 2027.
2. Mr. Siddharth Agrawal was appointed as an Independent Director of the Company for a term of One (1) year commencing August 10, 2022 till August 09, 2023.

Composition of Board and Directorships held as on March 31, 2023

Name of the Director	No. of Directorship in other public Companies (1)		No. of Board Committee positions in other public Companies (2)		Directorship in other listed entities (Category of Directorship)
	Member	Chairperson	Member	Chairperson	
Executive Directors					
Mr. Kailash Kumar Agarwal (DIN: 00063470)	5	-	-	-	Nil
Mr. Raghavkumar Agarwal (DIN: 02836610)	5	-	-	-	Nil
Non-Executive, Non-Independent Directors					
Mrs. Ritu Bansal (DIN: 03619069)	-	-	-	-	Nil
Non-Executive, Independent Directors					
Mr. Parshotam Dass Agarwal (DIN: 00063017)	3	1	3	2	Quint Digital Media Limited (Non-Executive, Independent, Chairman)
Mr. Vikram Sumatilal Sheth (DIN: 03349632)	-	-	-	-	Nil
Mr. Siddharth Agrawal (DIN: 09693278)	-	-	-	-	Nil

Notes:

- (1) Directorship in other public Companies (listed and unlisted) excluding directorship in H.P. Cotton Textile Mills Limited, foreign companies, private companies and companies governed by Section 8 of the Act. Further, membership includes positions as Chairperson of the Company.
- (2) In terms of Regulation 26(1)(b) of the SEBI Listing Regulations, the disclosure includes chairmanship/ membership of the Audit Committee and Stakeholders' Relationship Committee in other public companies (listed and unlisted) excluding H.P. Cotton Textile Mills Limited. Further, membership includes positions as Chairperson of committee.

Key Skills, Expertise and Competencies of the Board

The Board comprises qualified and experienced members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The following skills / expertise / competencies have been identified for the effective functioning of the Company and are currently available with the Board:

- Leadership
- Strategic Planning
- Operations
- Industry Experience
- Finance
- Regulatory / Legal & Risk Management
- Corporate Governance

While all the Board members possess the skills identified, their area of core expertise is given below:

	Area of Core Expertise						
	Leadership	Strategic Planning	Operations	Industry Experience	Finance	Regulatory / Legal & Risk Management	Corporate Governance
Kailash Kumar Agarwal	✓	✓	✓	✓	✓	✓	✓
Raghavkumar Agarwal	✓	✓	✓	✓	✓	✓	✓
Ritu Bansal	✓	✓	-	-	✓	✓	✓
Parshotam Dass Agarwal	✓	✓	-	✓	✓	✓	✓
Vikram Sumatilal Sheth	✓	✓	-	-	✓	✓	✓
Siddharth Agrawal	✓	✓	-	-	✓	✓	✓

Board Independence

All Independent Directors of the Company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act alongwith Rules framed thereunder, Regulation 16(1)(b) of SEBI Listing Regulations and have complied with the Code of Conduct and Ethics of the Company as applicable to the Board of Directors and Senior Management.

In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs, Manesar ('IICA').

Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they

meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the Management.

The Company has issued formal letters of appointment to the IDs. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at <https://hpthreads.com/pdf/Terms%20and%20conditions%20of%20appointment%20of%20independent%20directors.pdf>.

None of the Independent Directors have resigned before the expiry of their respective tenures during the year under review.

Familiarisation Programme for Independent Directors

At the time of joining, appointment letter is given and an induction program is conducted to familiarize the Directors with their roles, rights, responsibilities in the Company alongwith the industry, business, operations and business model of the Company. It also includes familiarization with

important statutory & regulatory provisions, code of conduct and other policies of Company applicable to them.

Directors are updated on business (achievements/new products/expansion/strategy/ budgets), industry, operations, technology & financial statements of the Company in Board/ Committee meetings and other forums. Relevant documents, reports and internal policies are provided to Directors to enable them to familiarize with the Company's procedures and practices.

The details of orientation given to our existing Independent Directors are available on our website at https://hpthreads.com/pdf/Familiarization%20Programs%20for%20ID_22-23.pdf.

Company's Policy relating to Directors appointment, payment of remuneration and discharge of their duties

The Nomination & Remuneration Committee of the Company has formulated the Nomination & Remuneration Policy ('NRC Policy') on Director's appointment and remuneration which includes the criteria for determining qualifications, positive attributes, independence of a director and process of appointment and removal as well as criteria for determining the remuneration of Director(s), Key Managerial Personnel ('KMP') and Senior Management of the Company and other matters as provided under Section 178(3) of the Companies Act, 2013. The Policy may be accessed on the Company's website at <https://hpthreads.com/pdf/Nomination%20and%20Remuneration%20Policy.pdf>.

Performance Evaluation and its Criteria

The Nomination & Remuneration Committee has formulated a Policy for the evaluation of Board, its Committees and individual directors, including the Chairman of the Board and the same has been approved and adopted by the Board. The parameters of Board Evaluation are given in the Board's Report.

Remuneration of the Executive Directors for the financial year 2022-23

(₹ in lacs)

Name of Director	Basic Pay	Perquisite / Allowances	Total
Kailash Kumar Agarwal	24	46.75*	70.75
Raghavkumar Agarwal	19.20	39.42*	58.62

*Includes Bonus and Leave Travel Allowance for the FY 2021-22, paid in FY 2022-23.

Notes:

- (1) The tenure of Mr. Kailash Kumar Agarwal and Mr. Raghavkumar Agarwal is for five (5) years from their respective date of appointment and can be terminated by either party by giving the other party three months' notice in writing. They are also eligible for re-appointment. There is no separate provision for payment of severance fees.
- (2) No Commission was paid to any of the Executive Director during the FY 2022-23.
- (3) No performance linked incentive was paid to any of the Executive Director during the FY 2022-23.
- (4) The Company does not have any stock option plan. Accordingly, none of the Executive Directors hold stock options as on March 31, 2023.

Remuneration of the Non-Executive Directors for the financial year 2022-23

(₹ in lacs)

Name of Director	Sitting Fees
Parshotam Dass Agarwal	4.95
Vikram Sumatilal Sheth	4.45
Siddharth Agrawal	1.15
Ritu Bansal	3.10

Notes:

- (1) During FY 2022-23, the Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Director's remuneration.
- (2) No Commission was paid to any of the Non-Executive Director during the FY 2022-23.
- (3) No performance linked incentive was paid to any of the Non-Executive Director during the FY 2022-23.
- (4) The Company does not have any stock option plan. Accordingly, None of the Non-Executive Directors hold stock options as on March 31, 2023.
- (5) None of the Non-Executive Director holds any Equity Share(s) or Convertible Instrument(s) of the Company as on March 31, 2023.

Board Meetings and Attendance

During the year under review, five (5) Board Meetings were held on April 30, 2022, May 09, 2022, August 10, 2022, November 14, 2022 and February 11, 2023. The intervening gap between two Board Meetings was less than the maximum period prescribed under the Act and SEBI Listing Regulations. The requisite quorum was present for all the meetings. The information, as required under Regulation 17(7) read with Schedule II Part A of the SEBI Listing Regulations, is made available to the Board.

Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, all meetings, except Board Meeting dated May 09, 2022, were held through video conferencing.

The details of composition of the Board and the attendance record of the Directors at the Board Meetings and AGM held during the financial year ended on March 31, 2023 is as under:

Name	Designation	Category	No. of meetings held during tenure	No. of Meetings Attended	Last AGM Attended
Kailash Kumar Agarwal	Chairman and Managing Director	Executive Director	5	5	Yes
Parshotam Dass Agarwal	Director	Non-Executive Independent Director	5	5	Yes
Ritu Bansal	Director	Non-Executive Director	5	5	Yes
RaghavKumar Agarwal	Whole-Time Director, CEO & CFO	Executive Director	5	5	Yes
Vikram Sumatilal Sheth*	Director	Non-Executive Independent Director	4	4	Yes
Siddharth Agrawal**	Director	Non-Executive Independent Director	2	2	Yes

* Appointed w.e.f. April 30, 2022

** Appointed w.e.f. August 10, 2022

Meeting of Independent Directors

The Independent Directors met on March 01, 2023 without the presence of Non-Independent Directors and members of the management. The Independent Directors, inter-alia, evaluated performance of Non-Independent Directors, the Chairman of the Company and the Board as a whole for FY 2022-23. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

BOARD COMMITTEES

The Company has seven main Committees, viz. Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Banking and Finance Committee, Risk Management Committee and Preferential Issue Committee as on March 31, 2023. The Board had approved the dissolution of the Risk Management Committee and Preferential Issue Committee w.e.f. May 25, 2023.

The recommendations of the Committees are submitted to the Board for approval. During the year, all the recommendations of the Committees were accepted by the Board.

Procedure at Committee Meetings

The Company's guidelines relating to the Board meetings are applicable to the Committee meetings. The composition and terms of reference of all the Committees are in compliance with the Act and the Listing Regulations, as applicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functioning. Minutes of the proceedings of Committee meetings are circulated to the respective Committee members and also placed before the Board for its noting.

AUDIT COMMITTEE

Composition, Meetings and Attendance

The Audit Committee ('AC') of the Company had been constituted and functions in accordance with provisions of Section 177 of the Act and SEBI Listing Regulations. The Company Secretary is acting as the Secretary to the Audit Committee.

During the year under review, four (4) AC Meetings were held on May 09, 2022, August 10, 2022, November 14, 2022 and February 11, 2023.

The details of composition of the Committee and the attendance record of the Directors at the AC Meetings held during the financial year ended on March 31, 2023 is as under:

Name	Designation in Committee	Category	No. of meetings held during tenure	No. of Meetings Attended
Parshotam Dass Agarwal	Chairman	Non-Executive Independent Director	4	4
Kailash Kumar Agarwal	Member	Executive Director	4	4
Vikram Sumatilal Sheth*	Member	Non-Executive Independent Director	4	4

* Appointed w.e.f. April 30, 2022

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company held on September 27, 2022.

Terms of Reference

Terms of Reference of the Committee inter alia include the following:

- Oversight of Financial reporting process and disclosure of its financial information;
- the recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- approval of payment to Statutory Auditors for any other services rendered by the statutory auditors;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- reviewing and examination of the financial statements and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;

- evaluation of internal financial controls and risk management systems;
- review and implement the Risk Management Policy
- monitoring the end use of funds raised through public offers and related matters;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- All other matters as specified in PART-C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

NOMINATION AND REMUNERATION COMMITTEE

Composition, Meetings and Attendance

The Nomination and Remuneration Committee ('NRC') of the Company had been constituted and functions in accordance with provisions of Section 178 of the Act and SEBI Listing Regulations. The Company Secretary is acting as the Secretary to the Nomination and Remuneration Committee.

During the year under review, four (4) NRC Meetings were held on April 30, 2022, May 09, 2022, August 10, 2022 and November 14, 2022.

The details of composition of the Committee and the attendance record of the Directors at the NRC Meetings held during the financial year ended on March 31, 2023 is as under:

Name	Designation in Committee	Category	No. of meetings held during tenure	No. of Meetings Attended
Parshotam Dass Agarwal	Chairman	Non-Executive Independent Director	4	4
Kailash Kumar Agarwal	Member	Executive Director	4	4
Ritu Bansal*	Member	Non-Executive Director	3	3
Vikram Sumatilal Sheth**	Member	Non-Executive Independent Director	3	3
Siddharth Agrawal***	Member	Non-Executive Independent Director	1	1

*Ceased w.e.f. August 10, 2022

** Appointed w.e.f April 30, 2022

*** Appointed w.e.f August 10, 2022

The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on September 27, 2022.

Terms of Reference

Terms of Reference of the Committee inter alia include the following:

- a) to formulate a criterion for determining qualifications, positive attributes and independence of a director;
- b) to recommend to the Board a policy relating to Remuneration for Directors, Key Managerial Personnel and Senior Management;
- c) to prepare a description of roles and capabilities required for an independent director on the basis of evaluation of skills, knowledge and experience;
- d) to formulate of criteria for evaluation of performance of independent directors and the Board of Directors;
- e) to devise a policy on Diversity of Board of Directors;
- f) to identify the persons qualified to be a director or senior management as per the criteria laid down and recommend to the Board for appointment / removal based on his/ her performance.
- g) re-appointment of Independent Directors on the basis of performance evaluation of Independent Directors;
- h) recommend to the Board, all remuneration, in whatever form, payable to the Directors and senior management;

- i) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- j) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- k) to develop a succession plan/policy for the Board and to regularly review the plan/policy

STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition, Meetings and Attendance

The Stakeholders Relationship Committee ('SRC') of the Company had been constituted and functions in accordance with provisions of the Act and SEBI Listing Regulations. The Company Secretary is acting as the Secretary to the Stakeholders Relationship Committee.

During the year under review, SRC Meeting was held on May 09, 2022 only.

The details of composition of the Committee and the attendance record of the Directors at the SRC Meeting held during the financial year ended on March 31, 2023 is as under:

Name	Designation in Committee	Category	No. of meetings held during tenure	No. of Meetings Attended
Parshotam Dass Agarwal	Chairman	Non-Executive Independent Director	1	1
Kailash Kumar Agarwal	Member	Executive Director	1	1
Ritu Bansal	Member	Non-Executive Director	1	1
Vikram Sumatilal Sheth*	Member	Non-Executive Independent Director	1	1

* Appointed w.e.f April 30, 2022

The Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting of the Company held on September 27, 2022.

Terms of Reference

Terms of Reference of the Committee inter alia include the following:

- a) resolving the grievances of security holders of the Company;
- b) reviewing the measures taken for effective voting rights by shareholders;

- c) reviewing of adherence of the service standard adopted by the Company in respect of services offered by the Registrar & Share Transfer Agent;
- d) reviewing of status of Transfer, Transmission and dematerialisation of securities;
- e) reviewing of status of Investor Complaints received from the security holders of the Company;
- f) reviewing of measures and initiative taken by the Company for reducing quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the Shareholders of the Company;

Compliance Officer

In terms of Regulation 6 and Schedule V of the SEBI Listing Regulations, the Board has appointed Mr. Shubham Jain, Company Secretary as the Compliance Officer of the Company.

Investor Complaints

The details of investor complaints received and resolved to the satisfaction of investors during the financial year ended March 31, 2023 are given below. The complaints relate to non-receipt of annual report, dividend, share transfers and other investor grievances.

Opening as on April 01, 2022	Nil
Received during the year	Nil
Resolved during the year	Nil
Closing as on March 31, 2023	Nil

RISK MANAGEMENT COMMITTEE

Composition, Meetings and Attendance

The Risk Management Committee ('RMC') had been constituted to identify the types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company. The Company Secretary is acting as the Secretary to the Risk Management Committee.

No Meeting was held during the year under review.

The details of composition of the Committee and the attendance record of the Directors at the RMC Meeting held during the financial year ended on March 31, 2023 is as under:

Name	Designation in Committee	Category	No. of meetings held during tenure	No. of Meetings Attended
Parshotam Dass Agarwal	Chairman	Non-Executive Independent Director	-	-
Kailash Kumar Agarwal	Member	Executive Director	-	-
Ritu Bansal	Member	Non-Executive Director	-	-
Vikram Sumatilal Sheth*	Member	Non-Executive Independent Director	-	-

* Appointed w.e.f. April 30, 2022

The role of the Risk Management Committee is not mandatory under the Act or SEBI Listing Regulations as the Company doesn't fall under Top 1000 Companies pursuant to Regulation 21(5) of SEBI Listing Regulations. Therefore, the Board has dissolved the Committee and revoke all the powers and duties delegated to this Committee. w.e.f. May 25, 2023.

Terms of Reference

Terms of Reference of the Committee inter alia include the following:

- Overseeing key risks, including strategic, financial, operational, sectoral, sustainability, IT (including cyber security) and compliance risks;
- Developing risk management policy and risk management system/framework for the Company;

- Assisting the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the Risk Policy.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition, Meetings and Attendance

The Corporate Social Responsibility Committee ('CSR Committee') of the Company had been constituted and functions in accordance with provisions of Section 135 and schedule VII of the Act read with the Companies (Corporate Social Responsibility Policy) Rules 2014. The Company Secretary is acting as the Secretary to the CSR Committee.

During the year under review, CSR Committee Meeting was held on August 10, 2022 only.

The details of composition of the Committee and the attendance record of the Directors at the CSR Committee Meeting held during the financial year ended on March 31, 2023 is as under:

Name	Designation in Committee	Category	No. of meetings held during tenure	No. of Meetings Attended
Kailash Kumar Agarwal	Chairman	Executive Director	1	1
RaghavKumar Agarwal	Member	Executive Director	1	1
Parshotam Dass Agarwal*	Member	Non-Executive Independent Director	1	1
Vikram Sumatilal Sheth**	Member	Non-Executive Independent Director	1	1

* Ceased to be a member w.e.f. April 30, 2022

** Appointed as a member w.e.f. April 30, 2022

Terms of Reference

Terms of Reference of the Committee inter alia include the following:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the CSR policy of the Company from time to time.

SENIOR MANAGEMENT

As on March 31, 2023, following are the Senior Management(s) of the Company:

S.No.	Name	Designation
1.	RaghavKumar Agarwal	Whole-Time Director, Chief Executive Officer & Chief Financial Officer
2.	Shubham Jain	Company Secretary
3.	Shashi Kant Saha	President - Technical

Further, there is no change in senior management since the closure of the financial year ended March 31, 2023.

GENERAL BODY MEETINGS

Annual General Meetings

The date, time and venue of the Annual General Meetings held during preceding three years and the special resolution(s) passed thereat, are as follows:

Financial Year Ended	Date	Time	Venue	Special Resolution(s) Passed
March 31, 2022	September 27, 2022	12 Noon (IST)	Held through video conferencing/ other audio-visual means (Deemed Venue - 15 th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar – 125044)	(i) To approve revised Remuneration of Mr. Kailash Kumar Agarwal (DIN: 00063470), Chairman & Managing Director of the Company for the remainder of the current Term (ii) To approve revised Remuneration of Mr. Raghavkumar Agarwal (DIN: 02836610), Whole-Time Director, CEO & CFO of the Company for the remainder of the current term
March 31, 2021	September 24, 2021	12 Noon (IST)	Held through video conferencing/ other audio-visual means (Deemed Venue - 15 th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar – 125044)	No special resolution was passed

Financial Year Ended	Date	Time	Venue	Special Resolution(s) Passed
March 31, 2020	September 29, 2020	11:30 a.m. (IST)	Held through video conferencing/ other audio-visual means (Deemed Venue - 15 th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar – 125044)	No special resolution was passed

Extra-Ordinary General Meetings

No Extra-Ordinary General Meeting of the Members was held during FY 2022-23.

Postal Ballot

During FY 2022-23, no resolution was passed through Postal Ballot. None of the business proposed to be transacted at the ensuing Annual General Meeting requires passing of a special resolution through Postal Ballot. The Company will seek shareholders' approval through Postal Ballot, whenever required, in respect of resolutions relating to such businesses as are prescribed in the Act.

MEANS OF COMMUNICATION

Quarterly Results

The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchange and published in prominent financial newspapers viz. Business Standard (in English) and Hari Bhoomi (in vernacular language - Hindi). They are also available on the website of the Company.

Presentation(s) to investors/analysts

During the year under review, the Company did not make any presentation(s) to investors/analysts.

News Releases

During the year under review, the Company did not issue any official news release or official media release.

Website

The Company has its own functional website www.hpthreads.com as required by the SEBI Listing Regulations, where information about the Company, quarterly / half-yearly / annual financial results, annual reports, distribution of shareholding at the end of each quarter, information required to be disclosed under the Act or SEBI Listing Regulations, etc. are regularly updated.

Letters/e-mails/SMS to Investors

The Company addressed various investor-centric letters / e-mails / SMS to its shareholders during the year. This include reminders for claiming unclaimed / unpaid dividend from the Company, dematerialisation of shares, updating e-mail, PAN and bank account details.

In accordance with the SEBI Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021, the Company has sent letters to all holders of physical securities of the Company intimating them the requirement to furnish valid PAN, KYC details and Nomination details.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Day & Date	Thursday, September 28, 2023
Time	12:30 PM IST
Venue	In compliance with the provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be 15 th K.M. Stone, Delhi Road, V.P.O. Mayar, Hisar – 125044
Financial Year	April 1 to March 31
Book Closure Dates	September 22, 2023 to September 28, 2023 (both days inclusive)
Dividend Payment Date	No final Dividend has been recommended by the Board for the year under review

Listing on Stock Exchange

As on March 31, 2023, the Company has issued fully paid-up Equity Shares which are listed on BSE Limited. The Annual Listing fees has been paid to BSE Limited for FY 2023-24.

ISIN and Stock Code Details

Stock Exchange	ISIN	Stock Code
BSE Limited ('BSE') Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India	INE950C01014	502873

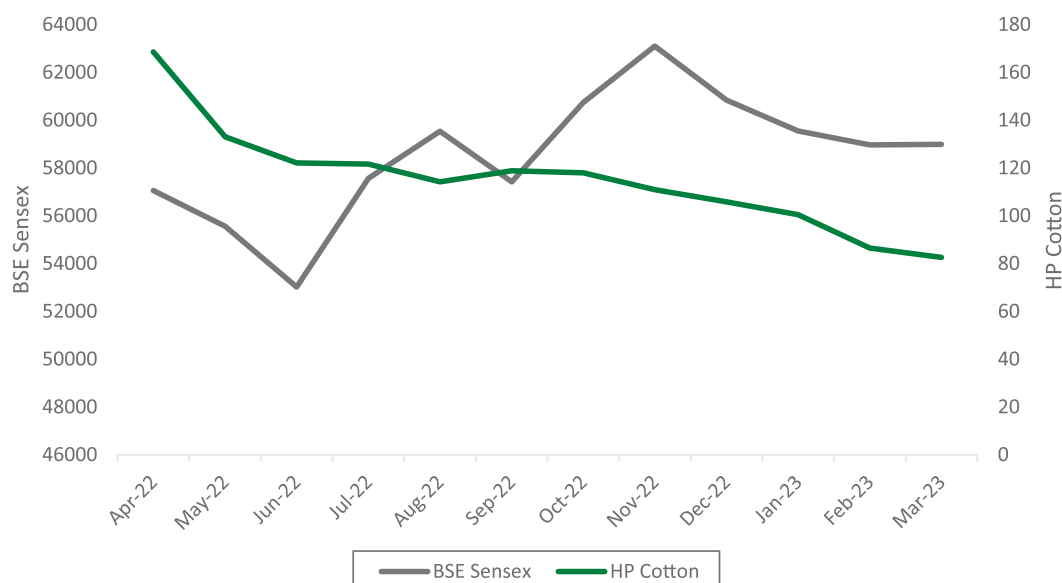
Market Price Data – High, Low during each month in FY 2022-23 on BSE Limited

Month	High (₹)	Low (₹)
April 2022	199.80	131
May 2022	172.90	126
June 2022	139.60	108.05
July 2022	130.95	115
August 2022	127.65	106.45
September 2022	133	108.05
October 2022	131.70	109.25
November 2022	121.90	105.25
December 2022	119.90	97.30
January 2023	110.65	97.10
February 2023	105.20	82.20
March 2023	94.95	74.10

Performance of the Share Price of the Company in comparison to broad-based indices such as BSE SENSEX

Month	Closing Price of Share (₹)	BSE Sensex (₹)
April 2022	168.55	57060.87
May 2022	133.05	55566.41
June 2022	122.1	53018.94
July 2022	121.65	57570.25
August 2022	114.25	59537.07
September 2022	118.85	57426.92
October 2022	117.95	60746.59
November 2022	110.9	63099.65
December 2022	105.85	60840.74
January 2023	100.45	59549.90
February 2023	86.5	58962.12
March 2023	82.61	58991.52

BSE Sensex Vs HP Cotton



Registrar and Transfer Agent

Alankit Assignments Ltd.
 Alankit House, 4E/2, Jhandewalan
 Extension, New Delhi-110055
 Tel: +91 11 42541234
 Fax: +91 11 23552001
 Email: info@alankit.com
 Website: www.alankit.com

Share Transfer System

As mandated by SEBI, securities of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. In this regard, a communication encouraging dematerialisation of shares and explaining procedure thereof, was also sent during the year to the concerned shareholders of the Company.

During the year, the Company obtained, a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, transposition, sub-division, consolidation, renewal, exchange and deletion of names were issued as required under Regulation 40(9) of the Listing Regulations. The certificate was duly filed with the Stock Exchange.

Distribution of Shareholding by size as on March 31, 2023

Category	No. of Holders	Shares	% of Total Shares
1-500	3,095	2,53,352	6.46
501-1000	132	1,05,740	2.70
1001-2000	76	1,10,398	2.81
2001-3000	22	55,213	1.41
3001-4000	15	51,769	1.32
4001-5000	3	13,169	0.34
5001-10000	16	1,21,139	3.09
Above 10000	31	32,11,220	81.88
Total	3,390	39,22,000	100.00

Dematerialisation of Shares and Liquidity

The Shares of the Company are tradable compulsorily in electronic form. We have established connectivity with both the depositories, i.e., NSDL and CDSL. The International Securities Identification Number ('ISIN') allotted to the Fully paid-up Equity Shares under the Depository System is INE950C01014.

During the FY 2022-23, the Issued, Subscribed and Paid-up Equity Share Capital of the Company increased from ₹3,86,60,000 consisting of 38,66,000 Equity Shares of ₹10/- each to ₹3,92,20,000 consisting of 39,22,000 Equity Shares of ₹10/- each. The Company had allotted 56,000 equity shares of ₹ 10 each on March 11, 2023 on preferential basis, upon conversion of equivalent number of convertible warrants. The said 56,000 shares were yet to be credited into the demat account of the respective allottees as on March 31, 2023.

As on March 31, 2023, 96.99% of the Company's share capital have been dematerialised and have reasonable liquidity on BSE.

Outstanding GDRs/ADRs/Warrants or any other Convertible Instruments, Conversion Date and likely impact on Equity

As on March 31, 2023, Company does not have any Outstanding GDRs/ADRs/Warrants or any other Convertible Instruments, Conversion Date and likely impact on Equity.

Exposure of the Company to commodity risk during the FY 2022-23 is as follows:

Commodity Name	Exposure in INR towards the particular commodity	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives				
			Domestic Market		International Market		Total
	₹ (lacs)	Kg	OTC	Exchange	OTC	Exchange	
Cotton	3,358.19	14,26,542	-	-	-	-	-

Plant Location

15th K.M. Stone, Delhi Road, V.P.O.
 Mayar, Hisar – 125044

Address of Correspondence

For share transfer/dematerialisation of shares/payment of dividend/other queries relating to shares:

Alankit Assignments Ltd.

Alankit House, 4E/2, Jhandewalan

Extension, New Delhi-110055

Tel: +91 11 42541234

Fax: +91 11 23552001

Email: info@alankit.com

Website: www.alankit.com

Commodity price risk or foreign exchange risk and hedging activities

The Company has in place a robust risk management framework for identification and monitoring and mitigation of commodity price and foreign exchange risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management framework.

The Company is subject to commodity price risks due to fluctuation in prices of Cotton. The weather patterns, government/intervention in cotton producing countries, trade tariff wars between countries effect the price movement of cotton. The Company operates internationally and significant portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas markets in various foreign currencies.

The details of foreign currency exposure during the FY 2022-23 are disclosed in the Note No. 48 to the Financial Statements. Foreign currency exchange rate exposure is balanced by hedging through forward contracts.

For any queries on Annual Report or investors' assistance:

The Company Secretary

F(0), The Mira Corporate Suites 1 & 2,

Old Ishwar Nagar New Delhi - 110065

Tel: +91 11 41540471/72/73

Fax: +91 11 49073410

E-mail: cs@hpthreads.com

Website: www.hpthreads.com

Credit Ratings

During the year, CRISIL Limited ('CRISIL') has downgraded your Company's long-term bank facilities credit rating to 'CRISIL BB-/Stable' and short-term bank facilities credit rating to 'CRISIL A4+'.

OTHER DISCLOSURES

Related Party Transactions

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in compliance with all the applicable provisions of the Act and SEBI Listing Regulations in respect of such transactions. Requisite approval of the Audit Committee and the Board (wherever required) was obtained by the Company for all Related Party Transactions. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are foreseeable and of a repetitive nature. Further, your Company has not entered into any arrangement / transaction with related parties which could be considered material in accordance with the SEBI Listing Regulations and the provisions of the Act. The Policy on Related Party Transactions as approved by the Board of Directors is available on the Company's website at <https://hpthreads.com/pdf/Policy%20on%20materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf>.

Policy for Determining Material Subsidiaries

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at <https://hpthreads.com/pdf/Policy%20for%20Determining%20Material%20Subsidiaries.pdf>. During the year, the Company did not have any unlisted material subsidiary.

The Company is in compliance with the provisions governing material subsidiaries.

Vigil Mechanism

The Vigil Mechanism approved by the Board provides a formal mechanism for its directors and employees an avenue to report genuine concerns of unethical behavior, actual or suspected fraud or violation of the codes of conduct and to provide adequate safeguard for protection from any victimization.

All employees of the Company may approach the Chairman of Compliance Task Force or to the Chairman of the Audit Committee of the Company and make protective disclosures regarding any unethical behavior or wrongful conduct and to provide adequate safeguard for protection from any victimization.

During the year under review, no person has been denied access to the Chairman of the Audit Committee. Details of the Vigil Mechanism are also given in the Board's Report.

The Whistle Blower Policy of the Company is available on the Company's website at <https://hpthreads.com/pdf/Whistle%20Blower%20Policy.pdf>.

Details of non-compliance by the Company, penalties, strictures imposed on the Company by stock exchange or SEBI, or any matter related to capital markets, during the last three years

During the last three years, there were no instances of non-compliance by the Company and no penalty or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to the capital markets except as detailed below:

1. The Company was in receipt of the letter/e-mail dated October 14, 2020 from BSE Limited ('BSE') pertaining to the non-compliance of Regulation 29 of SEBI Listing Regulations with respect of Non-disclosure of Intimation of Board Meeting to be held on September 12, 2020, for which fine of ₹ 11,800/- was levied.

Thereafter, Company had filed a reply on October 15, 2020 in which we had categorically mentioned our concern that the alleged non-compliance was only due to technical issues in generating OTP while log in on BSE portal on September 06, 2020 and the said prior intimation of Board Meeting in accordance with Regulation 29 of SEBI Listing Regulations was duly intimated on the immediate next day i.e. September 07, 2020 after the technical fault appear to have been sorted.

However, the Company paid the amount levied on November 04, 2020 with our strong protest that the above alleged non-compliance was only due to the technical issues on BSE portal and not on the part of Company

2. The Company was in receipt of the letter/e-mail dated November 21, 2022 from BSE Limited ('BSE') pertaining to the non-compliance of Regulation 17(1) of SEBI Listing Regulations with respect of Composition of the Board including appointment of a woman director, for which fine of ₹ 2,36,000/- was levied.

Thereafter, Company has filed a reply on November 22, 2022 in which we had categorically mentioned that upon approval of the audited financials on May 9, 2022 for the financial year ended on March 31, 2022, pursuant to which the net worth of the Company exceeded ₹ 25 Crore and consequently, the Corporate Governance provisions, as specified in SEBI Listing Regulations, have become applicable on the Company for the first time. Therefore, in accordance with the first proviso of Regulation 15(2)(a) of SEBI Listing Regulations, the Company had 6 Months to ensure compliances of the conditions of the Corporate Governance provisions, including composition of the Board, its various committees and other compliance obligations, which are applicable on our Company, from the date it became

applicable. The Company duly complied with the said provisions within the specified period of 6 months.

Also, the Company requested for the waiver of fine levied via application dated December 17, 2022 and the outcome of the same is still awaited.

Your Company is a statutorily compliant company and the management and the Board has always placed paramount importance towards the statutory compliances applicable to the Company. Our primary focus always remains to comply with all the applicable laws and to protect the interest of the Investors/ stakeholders and to be transparent in every possible aspect.

Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosure regarding the complaints of sexual harassment are given in the Board's Report.

Consolidated Fees paid to Statutory Auditors

The total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part during the year ended March 31, 2023 is ₹41.07 lacs.

Disclosure of 'Loans and Advances' in the nature of loans by the Company and its subsidiaries to firms/companies in which directors are interested

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

Disclosure of Shares held in suspense account under Clause F of Schedule V to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

No shares were held in suspense account during the year under review.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

During the FY 2022-23, your Company has converted 56,000 Share Warrants into 56,000 Equity Shares which were issued on preferential basis pursuant to approval of shareholders at their Extraordinary General Meeting (EGM) held on February 07, 2022 in accordance with the applicable provisions of the Act read with rules made thereunder, and applicable provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Therefore, the Paid-up Equity Share Capital of the Company increased to ₹3,92,20,000 consisting of 39,22,000 Equity Shares of ₹10/- each as on March 31, 2023.

The issue proceeds were utilised by the Company for the purposes/objects as stated in the Offer document and Explanatory Statement to the Notice of the said EGM. All the funds have been utilized on April 19, 2023.

Adoption of Mandatory and Discretionary Requirements

The Company has complied with all mandatory requirements of SEBI Listing Regulations. The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the SEBI Listing Regulations are as under:

- **Audit Qualification:** The Auditors have expressed an unmodified opinion in their report on the financial statements of the Company.
- **Reporting of Internal Auditor:** The Internal Auditor functionally reports to the Audit Committee.

Certificates from Practicing Company Secretaries

As required by Regulation 34(3) and Schedule V, Part E of the SEBI Listing Regulations, the certificate given by M/s M Siroya and Company, Practicing Company Secretaries regarding compliance of conditions of corporate governance, is annexed to this Report.

As required by Clause 10(i) of Part C under Schedule V of the SEBI Listing Regulations, the Company has received a certificate from M/s M Siroya and Company, Practicing Company Secretaries certifying that none of our Directors have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI or MCA or such other statutory authority, is annexed to this Report.

CEO and CFO Certification

The Chairman and Managing Director (CMD) and the Chief Financial Officer (CFO) of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI Listing Regulations, copy of which is annexed to this Report. The CMD and the CFO also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the SEBI Listing Regulations.

For and on behalf of the Board

Kailash Kumar Agarwal

Chairman and Managing Director
 DIN: 00063470

New Delhi
 August 12, 2023



DECLARATION ON CODE OF CONDUCT

It is hereby declared that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the 'Code of Conduct and Ethics' for the year ended March 31, 2023.

New Delhi
August 12, 2023

RaghavKumar Agarwal
Whole-Time Director, CEO and CFO
DIN : 02836610

PRACTICING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
H.P. COTTON TEXTILE MILLS LIMITED
15th K.M. Stone, Delhi Road,
V.P.O. Mayar, Hissar-125044.

We have examined the compliance of conditions of Corporate Governance by M/s. H.P. Cotton Textile Mills Limited ('the Company') for the Financial Year ended March 31, 2023, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). We note that upon the approval of the audited financials on May 9, 2022 for the financial year ended on March 31, 2022, the net worth of the Company was stated to have exceeded INR 25 Crore and consequently, the Corporate Governance provisions, as specified in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), have become applicable on the Company. we further note that pursuant to proviso to Regulation 15(2)(a) of the Listing Regulations, where the provisions of regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Listing Regulations become applicable to a listed entity at a later date, it shall ensure compliance with the same within six months from such date.

We have been requested by the management of the Company to provide a certificate on compliance of corporate governance under the relevant provisions of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations as amended from time to time.

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.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682E000792270

Date: August 11, 2023

Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and clause (10)(i) of Para C of Schedule V to the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

H.P. COTTON TEXTILE MILLS LIMITED

15th K.M. Stone, Delhi Road,

V.P.O. Mayar, Hissar-125044.

We have examined the relevant register, records, forms, returns and disclosures received from the Directors of H.P. Cotton Textile Mills Limited bearing CIN L18101HR1981PLC012274 and having registered office at 15th K.M. Stone, Delhi Road, V.P.O. Mayar, Hissar-125044 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No	Name of Director	DIN	Date of appointment in Company
1	Parshotam Dass Agarwal	00063017	26/09/2014
2	Kailash Kumar Agarwal [Pls refer Note below]	00063470	03/09/1981
3	Raghavkumar Agarwal	02836610	30/05/2019
4	Vikram Sumatilal Sheth	03349632	30/04/2022
5	Ritu Bansal	03619069	29/05/2015
6	Siddharth Agrawal	09693278	10/08/2022

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

Note:

We note that Mr. Kailash Kumar Agarwal had resigned from the directorship of Tayal Vegcraft Private Limited ("TVPL") w.e.f. September 30, 2019. TVPL has not yet filed requisite Form DIR 12 with the Ministry of Corporate Affairs ("MCA"). Further, TVPL has also failed to file its financial statements and annual returns for last 3 years ending 31.03.2022. However, Mr. Kailash Kumar Agarwal had, on November 2, 2019, submitted Form DIR 11 vide SRN R10480499 with the MCA to signify the fact of his resignation w.e.f. September 30, 2019. Based on the submission of the DIR 11 with MCA, we have considered that the provisions of Section 164(2) of the Companies Act, 2013 w.r.t. disqualification of directors shall not be applicable on Mr. Agarwal.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya

Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682E000792259

Date: August 11, 2023

Place: Mumbai

CEO / CFO CERTIFICATE

Under Regulation 17(8) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors,
H.P. COTTON TEXTILE MILLS LIMITED
15th K.M. Stone, Delhi Road
Hisar, Haryana 125044

May 25, 2023

- A. We have reviewed financial statements of H.P. Cotton Textile Mills Limited for the year ended March 31, 2023 and that to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year ended March 31, 2023 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and no deficiencies in the design or operation of such internal controls has been observed and if in future, any deficiency in the design or operation of such internal controls will be observed, the same will be disclosed before the Auditors of the Company and the Audit Committee of the Board of Directors of the Company along with the steps that will be proposed to take to rectify the deficiency.
- D. We have indicated to the auditors and the Audit committee
- (1) that there are no significant changes in internal control over financial reporting during the year;
 - (2) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For **H.P. Cotton Textile Mills Limited**

Kailash Kumar Agarwal
Chairman and Managing Director
DIN: 00063470

Raghavkumar Agarwal
Executive Director, CEO and CFO
DIN: 02836610



STANDALONE FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of H.P. Cotton Textile Mills Limited
 Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of H.P. Cotton Textile Mills Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

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

Key audit matter	How our audit addressed the key audit matter
Valuation of Inventories At the balance sheet date 31 March 2023, the Company holds inventories comprising of raw materials, finished goods, work-in-progress aggregating to ₹ 3,203.53 lacs as disclosed in note 8 to the accompanying standalone financial statements of the Company. Such inventory is carried at cost, or net realisable value whichever is lower, as per the accounting policy disclosed in note 2.2(vi).	Our audit work included, but was not limited to, the following procedures: <ul style="list-style-type: none"> • Evaluated the appropriateness of the Company's accounting policy and valuation method of inventory in accordance with the applicable accounting standards. • Assessed the design and implementation of controls in respect of the inventory valuation and tested the effectiveness of key inventory controls.



Key audit matter	How our audit addressed the key audit matter
<p>Determination of cost of inventory involves allocation of various production and administration overheads incurred to bring the inventory to its present location and condition, which involves management judgement and estimation.</p> <p>Amongst the other overheads, fixed production overheads are allocated to the costs of conversion based on the normal capacity of the production facilities in accordance with the principles of Ind AS -2, Inventories.</p> <p>Further, at the end of each reporting period, the management of the Company also assesses whether there is any objective evidence that net realisable value of any item of inventory is below the carrying value. If so, such inventories are written down to their net realisable value in accordance with Ind AS 2, Inventories.</p> <p>Considering the complexities and materiality of amounts involved and significant management judgements and estimates required with respect to valuation of inventory, this matter has been determined to be a key audit matter for the current year audit.</p>	<ul style="list-style-type: none"> Discussed with management the rationale supporting assumptions and estimates used in carrying out the inventory valuation and corroborated the same to our understanding of the business. Tested the computation of various overhead absorption rates by tracing the underlying data to audited historical operational results of the Company. Verified the expenses considered as cost of conversion including estimates for apportionment of the conversion on the different classes of finished goods and work-in-progress and recomputed the arithmetical accuracy thereof for calculating the conversion cost considered as part of the finished goods and work in progress. Obtained understanding of management process for identification of slow moving, non-moving or obsolete inventories and ensured that the same is consistently applied. Recomputed the net realisable value of the finished goods and reviewed the management assessment for carrying inventory at lower of cost and net realisable value. Obtained written representations from management and those charged with governance on the completeness and adequacy of inventory allowance recognised as at the year-end. Evaluated the appropriateness and adequacy of disclosures made in the standalone financial statements in accordance with the applicable accounting standards.

Information other than the Standalone Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available

and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

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

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with

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

8. In preparing the standalone financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act

we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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



12. We communicate with management 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.
 13. 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.
 14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- Report on Other Legal and Regulatory Requirements**
15. As required by section 197(16) of the Act based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
 16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
 17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure II wherein we have expressed an unmodified opinion; and
 - g) 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, as detailed in note 39 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2023;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023.;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in note 52(k) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including

- foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in note 52(l) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the 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 performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (iv)(a) and (iv)(b) above contain any material misstatement.
- v. The final dividend paid by the Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend; and
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Ashish Gera

Partner

Membership No.: 508685

UDIN: 23508685BGYCRE4630

Place: Gurugram

Date: 25 May 2023

Annexure I

referred to in Paragraph 16 of the Independent Auditor's Report of even date to the members of H.P. Cotton Textile Mills Limited on the standalone financial statements for the year ended 31 March 2023

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 report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment and right of use assets under which the assets are physically verified in a phased manner over a period of 3 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 programme, certain property, plant and equipment and right of use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the standalone financial statements are held in the name of the Company. For title deeds of immovable properties in the nature of land situated at Village Mayar, Tehsil Hisar, District Hisar with gross carrying value of ₹ 16.26 lacs as at 31 March 2023 (refer note 3 to the standalone financial statements), which have been mortgaged as security for loans or borrowings taken by the Company, confirmations with respect to title of the Company have been directly obtained by us from the respective lenders.
- (d) The Company has not revalued its Property, Plant and Equipment including Right of Use assets or intangible assets during the year.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.
- (b) As disclosed in note 22 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crore by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were not subject to audit, except for the following:

(₹ in lakhs)

Name of the Bank	Working capital limit sanctioned	Nature of current assets offered as security	Quarter	Information disclosed as per return (A)	Information as per books of accounts (B)	Difference (A-B)	Remarks/reason if any
State Bank of India	3470.00	Inventory and Trade Receivables	Q1	4,332.87	4,777.42	(444.55)	Under/over reporting of assets numbers in stock statement is on account of revaluation of foreign trade receivable on closing date as per requirement of Ind AS, reclassification entries and provisional valuation of WIP & Finished goods inventory.
			Q2	5,214.52	5,379.09	(164.57)	
			Q3	4,196.09	4,201.03	(4.94)	
			Q4	4,112.94	4,054.35	58.59	

- (iii) (a) The Company has not provided any loans or provided any advances in the nature of loans, or guarantee, or security to any other entity during the year. Accordingly, reporting under clauses 3(iii)(a) of the Order is not applicable to the Company.
- (b) The Company has not provided any guarantee or given any security or granted any loans or advances in the nature of loans during the year. However, the Company has made investment in one entity amounting to ₹ 1 lac (year-end balance ₹ 1 lac) and in our opinion, and according to the information and explanations given to us, such investments made are, prima facie, not prejudicial to the interest of the Company.

- (c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 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, the Company has complied with the provisions of section 186 of the Act in respect of investments made, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of loans granted, guarantees and security provided by it.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. 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 and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis during the year have, prima facie, not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the 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 subsidiary.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiary.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the Rules framed thereunder with respect to the same. Further, the amounts so raised have been utilized by the Company for the purposes for which these funds were raised, though idle/surplus funds which were not required for immediate utilisation have been invested in readily realisable liquid investments. During the year, the Company did not make preferential allotment/private placement of fully/partly or optionally convertible debentures.



- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as per the provisions of section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any Core Investment Company.
- (xvii) The Company has incurred cash losses amounting to ₹ 1,476.51 lacs in the current financial year but had not incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not have any unspent amounts towards Corporate Social Responsibility in respect of any ongoing or other than ongoing project as at the expiry of the financial year. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gera
Partner

Place: Gurugram
Date: 25 May 2023

Membership No.: 508685
UDIN: 23508685BGYCRE4630

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of H.P. Cotton Textile Mills Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

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

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical

requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

6. A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection



of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to standalone financial statements 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 ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Ashish Gera

Partner

Place: Gurugram
Date: 25 May 2023

Membership No.: 508685
UDIN: 23508685BGYCRE4630

Standalone Balance Sheet

As at 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Note	As at 31 March 2023	As at 31 March 2022
Assets			
Non-current assets			
a) Property, plant and equipment	3	3,591.91	3,642.60
b) Capital work-in-progress	3A	-	171.55
c) Right-of-use assets	50	483.60	57.52
d) Intangible assets	3	37.17	52.46
e) Financial assets			
i) Investments	4	1.00	-
ii) Other financial assets	5	150.59	143.86
f) Non-current tax assets (net)	6	13.98	-
g) Other non-current assets	7	12.67	15.52
		4,290.92	4,083.51
Current assets			
a) Inventories	8	3,203.53	3,236.25
b) Financial assets			
i) Investments	9	53.78	-
ii) Trade receivables	10	850.82	1,688.59
iii) Cash and cash equivalents	11	104.65	56.45
iv) Bank balances other than (iii) above	12	57.80	158.26
v) Other financial assets	13	70.85	324.98
c) Other current assets	14	599.21	756.08
d) Assets held for sale	15	-	16.61
		4,940.64	6,237.22
		9,231.56	10,320.73
Equity and liabilities			
Equity			
a) Equity share capital	16	392.20	386.60
b) Other equity	17	908.43	2,685.02
		1,300.63	3,071.62
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	18	857.21	873.95
ii) Lease liability	19	451.03	-
b) Deferred tax liabilities (net)	20	89.52	160.97
c) Provisions	21	274.44	280.03
		1,672.20	1,314.95
Current liabilities			
a) Financial liabilities			
i) Borrowings	22	3,180.19	2,573.15
ii) Lease liability	23	27.60	51.99
iii) Trade payables	24		
- Total outstanding dues of micro enterprises and small enterprises		225.24	176.67
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,004.55	2,115.35
iv) Other financial liabilities	25	174.86	291.14
b) Other current liabilities	26	425.21	369.39
c) Provisions	27	221.08	250.17
d) Current tax liabilities (net)	28	-	106.30
		6,258.73	5,934.16
		9,231.56	10,320.73

The accompanying notes form an integral part of these standalone financial statements
 This is the standalone balance sheet referred to in our report of even date

For **Walker Chandiok & Co LLP**
 Chartered Accountants
 Firm Registration Number:001076N/N500013

Ashish Gera
 Partner
 Membership No.: 508685

Place: Gurugram
 Date: 25 May 2023

For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited

Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

Place: New Delhi
 Date: 25 May 2023

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Shubham Jain
 Company Secretary
 Membership No. : ACS 49541



Standalone Statement of Profit and Loss

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Note	Year ended 31 March 2023	Year ended 31 March 2022
Income			
Revenue from operations	29	8,397.81	13,218.74
Other income	30	207.76	231.08
Total Income		8,605.57	13,449.82
Expenses			
Cost of materials consumed	31	4,383.31	6,306.89
Changes in inventories of finished goods, work-in-progress and scrap	32	(119.31)	(832.42)
Employee benefits expense	33	2,263.29	3,126.27
Other expenses	34	3,024.63	3,283.36
Total expenses		9,551.92	11,884.10
(Loss)/profit before finance costs, depreciation and tax		(946.35)	1,565.72
Finance costs	35	534.82	307.24
Depreciation and amortisation expenses	36	396.60	296.42
(Loss)/profit before tax		(1,877.77)	962.06
Tax expense	37		
Current tax		-	163.80
Tax credit of earlier years		(2.15)	-
Deferred tax		(70.40)	94.30
Total tax expense		(72.55)	258.10
(Loss)/profit for the year		(1,805.22)	703.96
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
Remeasurement of post employment benefit obligations		(3.76)	10.50
Income tax relating to above items		1.05	(2.92)
Total other comprehensive income		(2.71)	7.58
Total comprehensive income for the year		(1,807.93)	711.54
(Loss)/earnings per equity share (face value of ₹ 10/- per share)	38		
Basic (loss)/earnings per share (in ₹)		(46.66)	18.48
Diluted (loss)/earnings per share (in ₹)		(46.66)	18.48

The accompanying notes form an integral part of these standalone financial statements

This is the standalone statement of profit and loss referred to in our report of even date

For **Walker Chandio & Co LLP**
Chartered Accountants
Firm Registration Number:001076N/N500013

Ashish Gera
Partner
Membership No.: 508685

Place: Gurugram
Date: 25 May 2023

For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited

Kailash Kumar Agarwal
Chairman & Managing Director
DIN: 00063470

Place: New Delhi
Date: 25 May 2023

RaghavKumar Agarwal
Executive Director
Chief Executive Officer &
Chief Financial Officer
DIN: 02836610

Shubham Jain
Company Secretary
Membership No. : ACS 49541

Standalone Cash Flow Statement

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. Cash flows from operating activities		
(Loss)/profit before tax	(1,877.77)	962.06
Adjustments for:		
Depreciation and amortisation expenses	396.60	296.42
Liabilities no longer required written back	(43.91)	(16.28)
Doubtful recoverables written off	167.65	-
Profit on sale of property, plant and equipment	(38.38)	(32.79)
Unrealised gain on foreign exchange fluctuation	(3.55)	(35.11)
Bad-debts written off	-	19.12
Interest income	(8.51)	(18.15)
Interest expense	534.82	307.24
Interest on fair valuation of financial assets carried at amortised cost	(2.54)	(0.84)
Operating (loss)/profit before working capital changes	(875.59)	1,481.67
Adjustments for:		
(Increase)/decrease in other non-current assets	(0.34)	35.72
Increase in other non-current financial assets	0.88	(0.24)
Decrease/(increase) in trade receivables	849.16	(300.45)
Decrease in other current assets	131.32	46.07
Decrease/(increase) in other current financial assets	176.46	(94.81)
Decrease/(increase) in inventories	32.71	(404.97)
(Decrease)/increase in trade payables	(126.51)	480.01
Decrease in other financial liabilities	(116.28)	(72.34)
Increase/(decrease) in other current liabilities	99.73	(398.78)
(Decrease)/increase in provisions	(37.40)	63.47
Cash generated from operating activities	134.14	835.35
Income taxes paid (net of refund received during the year)	(119.19)	(75.52)
Net cash flow generated from operating activities	14.95	759.83
B. Cash flows from investing activities		
Purchase of property, plant and equipment, including intangible assets, capital work in progress, capital advances and capital liabilities	(96.44)	(1,879.61)
Payment for investments in mutual funds	(52.00)	-
Payment for investments in subsidiary	(1.00)	-
Proceeds from maturity / encashment of fixed deposits	95.17	163.40
Proceeds from sale of property, plant and equipment	44.19	37.83
Interest received	8.51	15.81
Net cash flow used in investing activities	(1.57)	(1,662.57)
C. Cash flows from financing activities		
Proceeds from long-term borrowings	607.51	783.11
Repayment of long-term borrowings	(604.95)	(357.38)
Proceeds/repayment of short term borrowings (net)	573.43	756.88
Payment of principal portion of lease liability	(54.20)	(52.20)
Payment of interest portion of lease liability	(8.68)	(9.90)
Dividend paid	(33.43)	-
Proceeds from share warrant application money	75.60	126.00
Finance charges paid	(520.46)	(297.73)
Net cash flow generated from financing activities	34.82	948.78

Standalone Cash Flow Statement

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
D. Net increase/(decrease) in cash and cash equivalents (A+B+C)	48.20	46.04
E. Cash and cash equivalents as at the beginning of the year	56.45	10.41
F. Cash and cash equivalents as at the end of the year (D+E)	104.65	56.45
Components of cash and cash equivalents:		
Balances with banks-in current accounts	104.04	55.60
Cash on hand	0.61	0.85
	104.65	56.45

Reconciliation of financial liabilities arising from financing activities for the year ended 31 March 2023:

Particulars	Interest accrued on borrowings	Non-current borrowings *	Current borrowings **	Lease liability
Balance as at 01 April 2021	-	459.31	1,789.53	104.19
Add: Loan disbursed	-	783.11	782.66	-
Add: Interest expenses	297.32	-	-	9.90
Less: Payment of lease liability	-	-	-	(52.20)
Less: Loan repaid	-	(357.38)	-	-
Less: Interest expenses paid	(297.73)	-	-	(9.90)
Add/(less): Others	0.41	121.41	(131.54)	-
Balance as at 31 March 2022	-	1,006.45	2,440.65	51.99
Add: Loan disbursed	-	607.51	573.43	-
Add: Interest expenses	526.14	-	-	8.68
Add: Lease liability created under IND AS 116	-	-	-	480.91
Less: Payment of lease liability	-	-	-	(54.20)
Less: Loan repaid	-	(604.95)	-	-
Less: Interest expenses paid	(520.46)	-	-	(8.68)
Add/(less): Others	(5.66)	11.53	2.78	(0.07)
Balance as at 31 March 2023	-	1,020.54	3,016.86	478.63

* Includes current maturities of long-term debts

** Inflows/outflows from current borrowings has been presented on net basis

The accompanying notes form an integral part of these standalone financial statements

This is the standalone cash flow statement referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration Number:001076N/N500013

Ashish Gera
Partner
Membership No.: 508685

Place: Gurugram
Date: 25 May 2023

For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited

Kailash Kumar Agarwal
Chairman & Managing Director
DIN: 00063470

Place: New Delhi
Date: 25 May 2023

RaghavKumar Agarwal
Executive Director
Chief Executive Officer &
Chief Financial Officer
DIN: 02836610

Shubham Jain
Company Secretary
Membership No. : ACS 49541

Standalone Statement of Changes in Equity

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

A. Equity share capital

As at 31 March 2023

Balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
386.60	5.60	392.20

As at 31 March 2022

Balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
381.00	5.60	386.60

B. Other equity

Particulars	Reserves and surplus				Money received against share warrants	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Current reporting period						
Balance as at 01 April 2022	0.11	95.38	784.41	1,779.92	25.20	2,685.02
Loss for the year	-	-	-	(1,805.22)	-	(1,805.22)
Addition during the year	-	95.20	-	-	-	95.20
Conversion of share warrants into equity shares	-	-	-	-	(25.20)	(25.20)
Remeasurement of defined benefit obligations	-	-	-	(2.71)	-	(2.71)
Dividends	-	-	-	(38.66)	-	(38.66)
As at 31 March 2023	0.11	190.58	784.41	(66.68)	-	908.43
Previous reporting period						
Balance as at 01 April 2021	0.11	0.18	784.41	1,068.38	-	1,853.08
Profit for the year	-	-	-	703.96	-	703.96
Addition during the year	-	95.20	-	-	25.20	120.40
Remeasurement of defined benefit obligations	-	-	-	7.58	-	7.58
As at 31 March 2022	0.11	95.38	784.41	1,779.92	25.20	2,685.02

Analysis of accumulated other comprehensive income included in retained earnings

Particulars	As at 31 March 2023	As at 31 March 2022
Balance at beginning of the year	21.83	14.25
Other comprehensive income for the year	(2.71)	7.58
Balance as at the end of the year	19.12	21.83

The accompanying notes form an integral part of these standalone financial statements

This is the standalone statement of changes in equity referred to in our report of even date

 For **Walker Chandiok & Co LLP**
 Chartered Accountants
 Firm Registration Number:001076N/N500013

Ashish Gera
 Partner
 Membership No.: 508685

 Place: Gurugram
 Date: 25 May 2023

 For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited
Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

 Place: New Delhi
 Date: 25 May 2023

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Shubham Jain
 Company Secretary
 Membership No. : ACS 49541



Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

1. Corporate information

Nature of operations

H.P. Cotton Textile Mills Ltd. ('the Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. It has its registered office at Delhi Road, V.P.O Mayar, Hisar. The Company is a leading manufacturer of cotton specialty yarns and cotton sewing threads catering to both local and export markets. The shares of the Company are currently listed at Bombay Stock Exchange.

2. Significant accounting policies

2.1 Statement of Compliance and basis of preparation of standalone financial statements

(a) General information and statement of compliance with Ind AS

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other pronouncements/provisions of applicable laws and guidelines issued by the Securities and Exchange Board of India (SEBI).

The standalone financial statements have been prepared on accrual and going concern basis. The accounting policies have been consistently applied to all the periods presented in the standalone financial statements except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone financial statements for the year ended 31 March 2023 were authorised and approved for issue by the Board of Directors on 25 May 2023. Revisions to standalone financial statements, if required, is permitted by the Board of Directors subject to obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

Application of new and revised Indian Accounting Standard (Ind AS)

All the Ind AS issued and notified by the Ministry of Corporate Affairs ('MCA') under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till

the standalone financial statements are authorised have been considered in preparing these standalone financial statements.

Recent accounting pronouncements issued but not made effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April 2023, as below:

- **Ind AS 1 - Presentation of standalone financial statements**

The amendment requires entities to disclose their material rather than their significant accounting policies. The amendments define what 'material accounting policy information' is and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

- **Ind AS 8 - Accounting policies, changes in accounting estimates and errors**

The amendment clarifies how entities should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

- **Ind AS 12 - Income taxes**

The amendment requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

The Company does not expect the aforesaid amendments to have any significant impact on its standalone financial statements.

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

(b) Historical cost convention

The standalone financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and financial liabilities that are measured at fair value; and
- 2) defined benefit plans - plan assets measured at fair value.

(c) Current and non-current classification

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

(d) Rounding of amounts

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lacs with two decimal places as per the requirement of Schedule III, unless otherwise stated.

(e) Use of estimates

The estimates and judgements used in the preparation of the standalone financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(f) Significant accounting judgments, estimates and assumptions

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require material adjustment to the carrying value of assets or liabilities affected in future periods.

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 in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

Critical judgments in applying accounting policies

The key judgments, made by the management, in applying the Company's accounting policies having an effect on these standalone financial statements are as follows:

- (i) **Recognition of deferred tax-** The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.
- (ii) **Evaluation of indicators for impairment of assets-** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- (iii) **Recoverability of advances/receivables –** At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.
- (iv) **Provisions and contingencies-** The amount of provisions and contingencies have been recognised in accordance with Ind AS 37 Provisions, contingent liabilities and contingent assets as the evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss.

Key source of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and



Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

liabilities within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available at the time of preparation of standalone financial statements. However, existing circumstances and assumptions about future developments, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Useful lives of property, plant and equipment-

The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal assessment of user experience and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the assets. The Company reviews the useful life of property, plant and equipment at the end of each reporting date.

(ii) Recoverable amount of property, plant and equipment-

The recoverable amount of property plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and expected future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

(iii) Post-retirement benefit plan-

Employee benefit obligation (gratuity) 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.

(iv) Fair value measurement of financial instruments-

The fair values of financial assets and financial liabilities recorded in the standalone balance sheet in respect of which quoted prices in active markets

are not available are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.2 Summary of significant accounting policies

i. Property, plant and equipment

An item on property, plant and equipment is recognized as asset, if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. All costs including borrowing costs related to the acquisition and installation of property, plant and equipment are capitalised.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance including assets having cost upto ₹ 10,000 are charged to the standalone statement of profit and loss during the reporting period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the standalone statement of profit and loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

ii. Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment, if any. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, etc. The amortisation method and useful lives are reviewed periodically at each reporting date.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the standalone statement of profit and loss.

Useful life considered for calculation of amortisation for various intangible assets are as follows-

Asset category	Estimated useful life (in years)
Software	3-5 years

The amortisation expense on intangible assets with finite life is recognised in the standalone statement of profit and loss under the head Depreciation and amortization expense.

iii. Depreciation

The Company depreciates its property, plant and equipment (PPE) over the useful life on Straight line basis in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act except for useful life of plant and machinery (refer table below). Useful life considered for calculation of depreciation for various assets class are as follows-

Asset category	As per management estimate	As per Schedule II
Computers	3 years	3 years
Furniture and fixtures	10 years	10 years
Building	30 years	30 years
Vehicles	8 years	8 years
Plant and machinery (on triple shift basis)*	15 years	7.5 years
Office equipment	5 years	5 years
Servers and networks	6 years	6 years

*The management has estimated useful lives based upon technical estimate.

Leasehold improvements are depreciated over the period of lease or 3 years, whichever is less.

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.

Depreciation on additions / deletions is calculated pro-rata from the month of such addition / deletion, as the case maybe.

iv. Impairment of non-financial asset

The Company tests the assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

v. Revenue and other income

The Company derives revenues primarily from sale of manufactured cotton, specialty yarns and cotton sewing threads.

Revenue from sale of goods is recognised when the Company satisfies its performance obligation and substantial risks and rewards of ownership are transferred to the buyer which generally coincides when the goods are dispatched from the factory. Amounts disclosed as revenue are net of returns and allowances, trade discounts and rebates. The Company collects Goods and Service Tax on behalf of the government and therefore, these are not economic benefits flowing to the Company. Hence, these are excluded from revenue.

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. Where the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (x) Investment and other financial assets – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Where a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Financing component

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Cost to obtain a contract with customer

The Company pays sales commission to selling agents for each contract that they obtain for sales of Company's products. Such commission are in nature of incremental cost to obtain contract with customer and the Company has elected to apply the optional practical expedient for costs to obtain a contract wherein it immediately expenses off such sales commissions because the

amortisation period of the asset that the Company otherwise would have used is one year or less.

Duty drawbacks and other export incentives: Duty drawbacks and other export incentives under various schemes are recognised as revenue in the year of export when no significant uncertainty exists with respect to their recovery.

Insurance and other claims: Revenue in respect of claims is recognised when no significant uncertainties exist with regard to the amount to be realised and the ultimate collection thereof.

Interest income: Income from interest is accounted for on time proportion basis taking into account the amounts outstanding and the applicable rate of interest.

vi. Inventories

Inventories are valued at cost or net realisable value, whichever is lower.

The cost of raw materials and stores and spares is determined using moving weighted average formula and includes cost of purchase and other cost incurred in bringing the inventory to their present location and condition. Raw materials and stores and spares are not written down below cost if the finished product in which they will be manufactured are expected to be sold at or above cost.

Work-in-progress is valued at raw material cost plus conversion cost incurred on them depending upon the stage of completion based on weighted average formulae.

Cost of finished goods include raw material cost, conversion cost and packing cost incurred to bring the goods to their present location and condition. Inventory of finished goods is measured at cost or net realisable value, whichever is lower.

Goods in transit are stated at cost. Net realisable value of the inventories is measured at estimated selling price of each item of inventory in the ordinary course of business less the estimated cost of completion and estimated costs necessary to make the sale.

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

vii. 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 and excluding treasury shares.

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 shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

viii. Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

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

Government grants related to revenue are recognised on a systematic basis in the standalone statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Government grant receivable as compensation for expenses or losses already incurred with no future related cost are recognised in standalone statement of profit and loss of the period in which it becomes receivable.

ix. Dividend

Final dividends on shares are recognised as a liability on the date of approval by the shareholders and interim dividends are recognised as a liability on the date of declaration by the Company's Board of Directors.

x. Investments and other financial assets

Classification

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

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss),
- those to be measured at cost and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

Equity investments in subsidiaries are measured at cost. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of financial assets is followed.

Investments in mutual fund are measured at FVTPL. Profit or loss on fair value of mutual fund is recognised in the standalone statement of profit and loss.

For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI.

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



Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

Initial recognition

Purchases and sales of financial assets are recognised on the trade-date i.e. the date on which the Company commits to purchase or sale the financial asset.

Measurement

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

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

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/ losses. Impairment losses are presented as separate line item in the standalone statement of profit and loss.

Debt instrument at FVTOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal

and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/ losses and impairment expenses are presented as separate line item in standalone statement of profit and loss.

Debt instrument at FVTPL

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/ losses in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

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

Changes in the fair value of financial assets at FVTPL are recognised in other gain/ losses in the standalone statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

there has been a significant increase in credit risk. Note 37 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition

A financial asset is derecognised only when

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

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

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

Income recognition

Interest income

Interest income from FVTPL is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVTOCI is calculated using the effective interest method is recognised in the standalone statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial

assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividends

Dividends are received from financial assets at FVTPL and at FVTOCI. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of the investment.

xi. Financial liabilities

Initial recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loan and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge as appropriate.

The Company's financial liabilities include trade payables, other payables, short-term and long-term borrowings.

Measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the standalone statement of profit and loss.



Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the standalone statement of profit and loss. The Company has not designated any financial liability as at fair value through profit and loss.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the standalone balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ losses.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before

the approval of the standalone financial statements for issue, not to demand payment as a consequence of the breach.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60-90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

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

xii. Offsetting of financial instruments

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

xiii. Fair value measurement of financial instruments

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

- 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.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of nature, characteristics and risks of the asset and liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes:

- Disclosure regarding significant estimates and assumptions- Note 2.1
- Quantitative disclosures of fair value measurement hierarchy- Note 2.2, paragraph xiii.
- Financial instruments (including those carried at amortised cost)- Note 2.2, paragraph x.

xiv. Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

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

Contingent liabilities

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.



Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

Contingent assets

Contingent assets are not recognised in the standalone financial statements. Contingent assets are disclosed in the standalone financial statements to the extent it is probable that economic benefits will flow to the Company from such assets.

xv. Borrowing cost

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. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

xvi. Employees benefits

(i) **Short term employee benefits:** 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.

(ii) **Other long-term employee benefits obligations:**

The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are 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 discount rates for Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial

assumptions are recognised in the standalone statement of profit and loss.

(iii) **Post-employment benefits:** The Company operates the following post-employment schemes:

- (a) defined contribution plans- provident fund; and
- (b) defined benefit plans- gratuity

(a) Defined contribution plan Provident fund

The Company makes payment to statutory fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a defined contribution plan. 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 in the standalone statement of profit and loss as and when they are due.

(b) Defined benefit plans Gratuity

The liability or asset recognised in the standalone balance sheet in respect of defined benefit gratuity plan 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.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the standalone statement of profit and loss.

Remeasurement 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

Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

income. They are included in retained earnings in the standalone statement of changes in equity and in the standalone balance sheet.

xvii. Foreign currency translations

(i) Functional and presentation currency

The standalone financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transaction and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the standalone statement of profit and loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the standalone statement of profit and loss.

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.

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

xviii. Income 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.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the standalone financial statement. Deferred income tax is determined using tax rates (and laws)

that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax asset 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 liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are off set where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the standalone 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.

Minimum alternate tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

xix. Leases

On inception of a contract, the Company (as a lessee) assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.



Summary of significant accounting policies and other explanatory information to the standalone financial statements for the year ended 31 March 2023

At the date of commencement of the lease, the Company recognises 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 recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also adjusted for any re-measurement of lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment of whether it will exercise an extension or a termination option and any lease modification.

Lease liability and ROU asset have been separately presented in the Standalone Balance Sheet and lease payments are presented as follows in the Company's standalone statement of cash flows:

- short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- payments for the interest element and principal element of recognised lease liabilities are presented within cash flows from financing activities

xx. Segment reporting

In accordance with Ind AS 108, operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The business activities of the Company predominantly fall within a single reportable operating segment, i.e., Textile (spinning). The Board of Directors is the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

xxi. Cash and cash equivalents

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

For the purpose of presentation in the standalone statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown as borrowings under financial liabilities in the standalone balance sheet.

xxii. Cash flow statement

Cash flows are reported using indirect method in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows". The cash flows from regular revenue generating, financing and investing activities of the Company are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.

Notes

to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

3. Property, plant and equipment & intangible assets

Particulars	Property, plant and equipment							Intangible assets	
	Freehold land	Buildings	Leasehold improvements	Plant and Equipment	Furniture and fixtures	Office equipments	Computers	Vehicles	Software
Gross carrying amount									
As at 01 April 2021	20.75	647.96	19.94	5,446.77	71.77	109.25	72.62	260.81	108.77
Additions	630.46	9.75	-	1,093.60	2.68	15.10	7.13	48.24	4.10
Adjustments/disposals	-	-	-	445.21	-	-	-	0.03	-
As at 31 March 2022	651.21	657.71	19.94	6,095.16	74.45	124.35	79.75	309.02	112.87
Additions	-	-	-	262.83	2.12	4.24	1.44	-	-
Adjustments	-	-	-	233.22	-	-	-	-	-
Disposals	-	-	-	-	0.07	-	-	47.12	-
As at 31 March 2023	651.21	657.71	19.94	6,591.21	76.50	128.59	81.19	261.90	112.87
Accumulated depreciation/ amortisation									
As at 01 April 2021	-	527.34	18.17	3,661.78	53.82	75.10	42.47	191.22	34.87
Charge for the year	-	11.71	0.77	162.76	2.58	15.16	7.13	22.57	25.54
Adjustments/disposals	-	-	-	423.59	-	-	-	-	-
As at 31 March 2022	-	539.05	18.94	3,400.95	56.40	90.26	49.60	213.79	60.41
Charge for the year	-	31.68	-	241.55	2.99	15.79	19.57	21.11	15.29
Adjustments	-	-	-	221.56	-	-	-	-	-
Disposals	-	-	-	-	0.04	-	-	46.86	-
As at 31 March 2023	-	570.73	18.94	3,864.06	59.35	106.05	69.17	188.04	75.70
Carrying amount (net)									
As at 31 March 2022	651.21	118.66	1.00	2,694.21	18.05	34.09	30.15	95.23	52.46
As at 31 March 2023	651.21	86.98	1.00	2,727.15	17.15	22.54	12.02	73.86	37.17

- (i) Property, plant and equipment have been pledged as security for borrowings, for details refer note 18, 22 and 45
- (ii) Refer note 39 for disclosure on contractual commitments for acquisition
- (iii) The title deeds of immovable properties as shown above are held in the name of the company
- (iv) Refer note (i)(a) under Note 18 for details of title deeds with banks



Notes

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3A Capital work-in-progress (CWIP):

Particulars	As at 31 March 2023	As at 31 March 2022
Opening gross carrying amount	171.55	103.01
Additions	75.69	1,222.45
Capitalisation / adjustments	247.24	1,153.91
Closing gross carrying amount	-	171.55

(i) Ageing schedule As at 31 March 2023

Particulars	Amount for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at 31 March 2022

Particulars	Amount for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	171.55	-	-	-	171.55
Total	171.55	-	-	-	171.55

- (ii) The company does not have any project for which completion is overdue and neither has exceeded its original cost as per original plan.

4. Non-current investments

Particulars	As at 31 March 2023	As at 31 March 2022
Investments in unquoted equity shares of subsidiary at cost fully paid up		
HP MMF Textiles Limited	1.00	-
10,000 equity shares (previous year : Nil equity shares) of ₹ 10 each		
	1.00	-
Aggregate amount of unquoted investments	1.00	-

5. Other non-current financial assets

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good)		
Security deposits	149.89	143.86
Bank deposits with maturity more than 12 months	0.70	-
	150.59	143.86

6. Non-current tax assets (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Advance tax (net of provision of income tax ₹ Nil (previous year : ₹ 163.80 lacs))	13.98	-
	13.98	-

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7. Other non-current assets

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good)		
Capital advances (refer note 37)	5.32	8.52
Prepaid expenses	7.35	7.00
	12.67	15.52

8. Inventories[^]

Particulars	As at 31 March 2023	As at 31 March 2022
(valued at lower of cost or net realizable value)		
Raw materials	91.24	185.96
Work-in-progress	2,154.96	1,969.26
Finished goods	634.74	651.62
Stores and spares	289.11	346.42
Scrap	33.48	82.99
	3,203.53	3,236.25

[^] Inventories have been pledged as security for borrowings, for details refer note 18, 22 and 45.

9. Current investments

Particulars	As at 31 March 2023	As at 31 March 2022
Investments in mutual funds (quoted) carried at fair value through profit or loss (FVTPL)		
517,603 (previous year : Nil) units of SBI Mutual Fund [^]	53.78	-
	53.78	-
Aggregate amount of quoted investments and market value thereof	53.78	-

[^] Current investments have been pledged as security for borrowings, for details refer note 18, 22 and 45.

10. Trade receivables

Particulars	As at 31 March 2023	As at 31 March 2022
Considered good - secured	74.72	122.12
Considered good - unsecured	776.10	1,566.47
	850.82	1,688.59

- i. Trade receivables have been pledged as security for borrowings, for details refer note 18, 22 and 45.
- ii. The Company, as per its credit policy allows credit on export sales, usually by way of Letter of credit or other banking document. Debtors reflected as on balance sheet date, are due to the gestation period between the shipment made and exchange of shipping documents.
- iii. Out of the total unsecured debtors reflected:
 - a. An amount ₹ 459.11 lacs (previous year ₹ 709.42), is reflected on account of transit time between shipment and exchange of documents;
 - b. An amount of ₹ 316.99 lacs (previous year ₹ 857.05 lacs), is Document Acceptance (DA) basis routed through banking channels and backed by way of acceptances for payment on due date from overseas customers through international interbank communication.



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- iv. There are no debts/loans due by directors or other officers of the Company or any of them either severally or jointly with any other person or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

- v. Trade receivable ageing:

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	47.74	798.68	1.02	3.38	-	-	850.82
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	47.74	798.68	1.02	3.38	-	-	850.82

As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	242.02	1,446.57	-	-	-	-	1,688.59
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	242.02	1,446.57	-	-	-	-	1,688.59

11. Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Balances with banks-in current accounts		
-In current accounts	104.04	55.60
Cash on hand	0.61	0.85
	104.65	56.45

There are no repatriation restrictions with regard to cash and cash equivalents at the end of reporting year and prior year.

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12. Other bank balances

Particulars	As at 31 March 2023	As at 31 March 2022
Margin money*	57.80	133.06
Share warrant application money	-	25.20
	57.80	158.26

*Margin money includes fixed deposits of ₹ 56.53 lacs (previous year: ₹ 118.26 lacs) pledged by the Company against letter of credit facility being availed by the Company.

13. Other current financial assets*

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good)		
Insurance claim receivable	-	43.01
Dues against acquisition of land	-	2.75
Export incentives receivables	65.24	270.10
Derivative asset	1.72	-
Earmarked bank balances for unpaid dividends	3.89	9.12
	70.85	324.98

*Government grant

Export incentive and duty drawback receivables

Particulars	31 March 2023	31 March 2022
Balance at the beginning of the year	325.12	226.56
Export incentive and duty drawback received during the year	(449.07)	(303.06)
Credited to the standalone statement of profit and loss (refer note 29)	202.64	401.62
Closing balance	78.69	325.12

Export incentive and duty drawback receivables comprises :

Particulars	As at 31 March 2023	As at 31 March 2022
Export incentives receivables (refer note 13)	65.24	270.10
Duty drawback (refer note 14- included in balance with government authorities)	13.45	55.02
Total	78.69	325.12

14. Other current assets

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured considered good unless otherwise stated)		
Balances with government authorities	520.64	649.17
Advance to suppliers	19.47	51.89
Prepaid expenses	55.76	45.36
Other advances	3.34	9.66
	599.21	756.08

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15. Assets held for sale

Particulars	As at 31 March 2023	As at 31 March 2022
Plant and Equipments*	-	16.61
	-	16.61

* During the previous year, the assets held for sale included the proposed sale of ring spinning machines on an "as is where is basis", as the machines had reached their residual values and had not been in operation since more than 10 years, therefore and due to a boom in the used textile machinery market and the prices of metals, the company had decided to dispose off the machines, some of which were more than 30 years old, to achieve a better realisation. The sale was to be spread over two financial years, i.e., 2021-22 and 2022-23, and was expected to be completed by first half of financial year 2022-23 against a deposit of 100% advance against the readiness of goods. The company had not booked any gain expected to arise out of the proposed transactions. The Company had also received advance consideration of ₹ 29.00 lacs, as advance payment which was disclosed under "Other Current Liabilities" in note 26. The book value of machinery pertaining to these transactions had been disclosed under this head.

In the current year, the Company has disposed off machinery having book value of ₹ 4.95 lacs for ₹ 35.10 lacs. For machinery with book value of ₹ 11.66 lacs, the Company has followed up with the customers but the transaction did not materialise and accordingly, the Company has restated the machinery to property, plant and equipment.

16. Equity Share Capital

Particulars	As at 31 March 2023	As at 31 March 2022
Authorised share capital		
4,250,000 (previous year: 4,250,000) equity shares of ₹ 10/- each	425.00	425.00
	425.00	425.00
Issued, subscribed and paid up share capital		
3,922,000 (previous year: 3,866,000) equity shares of ₹ 10/- each	392.20	386.60
	392.20	386.60

a) Reconciliation of equity shares outstanding at the beginning and end of the year

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	38,66,000	3,86,60,000	38,10,000	3,81,00,000
Addition/(deletion) during the year*	56,000	5,60,000	56,000	5,60,000
Balance at the end of the year	39,22,000	3,92,20,000	38,66,000	3,86,60,000

*In previous year, pursuant to the Board resolution passed at the meeting held on 12 January 2022, the Company had approved to issue and allot 1,12,000 share warrants each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of ₹ 10/- each on preferential basis at an issue price of ₹ 180/- per share warrant (including a premium of ₹ 170/- per share warrant) which was not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, for cash consideration, for an aggregate amount up to ₹ 202 lakhs. The same was approved by the shareholders in their extra ordinary general meeting held on 07 February 2022. Subsequently, in March 2022, the promoters have paid total consideration for 50 percent of total outstanding warrants for conversion into equity shares. Accordingly, 33,600 equity shares and 22,400 equity shares were allotted to Mr. Kailash Kumar Agarwal and Mr. RaghavKumar Agarwal respectively upon conversion in March 2022.

Subsequently in current year in March 2023, the promoters have paid total consideration for balance 50 percent of total outstanding warrants for conversion into equity shares. Accordingly, 33,600 equity shares and 22,400 equity shares were allotted to Mr. Kailash Kumar Agarwal and Mr. RaghavKumar Agarwal respectively upon conversion in March 2023.

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 (previous year : ₹ 10) per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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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.

c) Details of equity shareholders holding more than 5% shares in the Company*

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% holding	Number of shares	% holding
Kailash Kumar Agarwal	680,058	17.34%	543,158	14.05%
Jainish Products Limited **	242,850	6.19%	242,850	6.28%
Achhar Investments Limited **	231,900	5.91%	231,900	6.00%
Sacred Trading and Investment Company Limited **	224,170	5.72%	224,170	5.80%
Sailesh Textile Manufacturing Company Limited **	207,000	5.28%	207,000	5.35%
Vinod Kumar Ohri	199,996	5.10%	199,996	5.17%

*As per the records of the Company, including its register of shareholder/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

** The Company's promoters have entered into a family agreement dated 14 March 2019, which would result in inter-se transfer of equity shares of the Company by and among member of the Promoter Group over next two years (collectively, the "Proposed Family Re-arrangement"), which has partially been executed and partially would be executed in due course.

In continuance of the above family arrangement, Mr. Ravindra Agarwal, Mr. Surendra Kumar Agarwal and Mr. Kailash Kumar Agarwal have executed another re-arrangement agreement dated 12 February 2020, which would result in an inter-se transfer of all equity shares of Mr. Ravindra Agarwal & family and Mr. Surendra Kumar Agarwal & family to Mr. Kailash Kumar Agarwal.

During the previous year, the proposed inter-se transfer from Mr. Surendra Kumar Agarwal and family to Mr. Kailash Kumar Agarwal and the indirect acquisition of shares of the Company held by certain entities, namely, Jainish Products Limited, Sailesh Textile Manufacturing Company Limited, Achhar Investments Limited and Sacred Trading & Investment Co. Limited had been completed in favour of Mr. Kailash Kumar Agarwal.

d) The Company has not issued any bonus shares, shares for consideration other than cash or bought back shares during five years immediately preceding the current financial year.

e) Shareholding of promoters Shares held by promoters as at 31 March 2023 and 31 March 2022

Promoter name	31-Mar-23			31-Mar-22		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Achhar Investments Ltd.	231,900	5.91%	(0.09%)	231,900	6.00%	(0.09%)
Ashok Kumar Agarwal	75,896	1.94%	(0.03%)	75,896	1.96%	(0.03%)
Atma Devi Agarwal	-	0.00%	(0.26%)	10,000	0.26%	(0.00%)
Ghanshyam Das Agarwal	45,730	1.17%	(0.02%)	45,730	1.18%	(0.02%)
Ghanshyam Das Agarwal HUF	136,736	3.49%	(0.05%)	136,736	3.54%	(0.05%)
Jainarayan Agarwal HUF	85,000	2.17%	(0.03%)	85,000	2.20%	(0.03%)
Jainish Products Ltd.	242,850	6.19%	(0.09%)	242,850	6.28%	(0.09%)
Kailash Kumar Agarwal	680,058	17.34%	3.29%	543,158	14.05%	11.70%



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Promoter name	31-Mar-23			31-Mar-22		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Kailash Kumar Agarwal HUF	31,150	0.79%	(0.01%)	31,150	0.81%	(0.01%)
Mridula Agarwal	7,300	0.19%	(0.00%)	7,300	0.19%	(0.00%)
Premalata Agarwal	20,000	0.51%	(0.01%)	20,000	0.52%	(0.01%)
Rachit Agarwal	5,600	0.14%	(0.00%)	5,600	0.14%	(0.00%)
RaghavKumar Agarwal	108,468	2.77%	0.54%	86,068	2.23%	0.56%
Raghubir Agarwal HUF	39,500	1.01%	(0.01%)	39,500	1.02%	(0.02%)
Raghubir Prasad Agarwal	93,750	2.39%	(0.03%)	93,750	2.42%	(0.04%)
Raj Kumar Agarwal	46,466	1.18%	(0.02%)	46,466	1.20%	(0.02%)
Raj Kumar Agarwal HUF	127,164	3.24%	(0.05%)	127,164	3.29%	(0.05%)
Ravindra Agarwal	106,066	2.70%	(0.04%)	106,066	2.74%	(0.04%)
Ravindra Agarwal HUF	30,500	0.78%	(0.01%)	30,500	0.79%	(0.01%)
Ruchi Agarwal	-	0.00%	(0.92%)	35,500	0.92%	(0.01%)
Sacred Trading and Investment Company Ltd.	224,170	5.72%	(0.08%)	224,170	5.80%	(0.09%)
Sailesh Textile Manufacturing Company Ltd.	207,000	5.28%	(0.08%)	207,000	5.35%	(0.08%)
Vijay Kumar Agarwal	-	0.00%	(1.50%)	57,800	1.50%	(0.02%)
	2,545,304	64.91%		2,489,304	64.39%	

The promoter's shareholding is as per Section 2(69) of the Companies Act, 2013.

17. Other equity

Particulars	As at 31 March 2023	As at 31 March 2022
Capital reserve	0.11	0.11
Securities premium	190.58	95.38
General reserve	784.41	784.41
Retained earnings	(66.67)	1,779.92
Monies received against share warrants	-	25.20
	908.43	2,685.02

(i) Capital Reserve**

Balance at the beginning of the year	0.11	0.11
Addition/(deletion) during the year	-	-
Balance at the end of the year	0.11	0.11

**Capital reserve pertains to surplus on issue of forfeited shares in previous year and can be utilised by the Company in accordance with the provisions of the Companies Act, 2013

(ii) Securities Premium*

Balance at the beginning of the year	95.38	0.18
Addition/(deletion) during the year	95.20	95.20
Balance at the end of the year	190.58	95.38

*Securities premium is created due to premium on issue of shares. Securities premium can be utilised by the Company in accordance with the provisions of the Companies Act, 2013.

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Particulars	As at 31 March 2023	As at 31 March 2022
(iii) General Reserve***		
Balance at the beginning of the year	784.41	784.41
Addition/(deletion) during the year	-	-
Balance at the end of the year	784.41	784.41
*** Under the Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with Companies (Transfer of profits to Reserve) Rules, 1975. Consequent to introduction of the Act, there is no such requirement to mandatorily transfer a specified percentage of the net profit to general reserve.		
(iv) Retained earnings*		
Balance at the beginning of the year	1,779.92	1,068.38
Add: transferred from standalone statement of profit and loss	(1,807.93)	711.54
Less: dividend paid during the year	(38.66)	-
Balance at the end of the year	(66.67)	1,779.92
*Retained earnings of the company are kept aside out of the company's profits to meet future (known or unknown) obligations.		
(v) Share warrant application money****		
Balance at the beginning of the year	25.20	-
Addition/(deletion) during the year	(25.20)	25.20
Balance at the end of the year	-	25.20

****During the previous year, the Company had allotted 1,12,000 share warrants at a issue price ₹ 180 (25 percent received on allotment), out of which 56,000 share warrants were converted in March 2022 and balance 56,000 share warrants have been converted in March 2023.

18. Non-current borrowings

Particulars	Non-current maturities		Current maturities	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Secured loans from banks				
Vehicle loan	35.31	48.53	13.18	12.66
Term loan	552.18	440.78	150.15	119.84
Capex FLC / SBLC				
State Bank of India Antwerp	-	232.28	-	-
'State Bank of India seoul	116.30	-	-	-
State Bank of India Frankfurt	153.42	152.36	-	-
	857.21	873.95	163.33	132.50



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(i) Details of security, terms of repayment and interest rate on the borrowings is provided below-

Particulars	Rate of Interest (%)	Terms of Repayment	Security Details	As at 31 March 2023	As at 31 March 2022
Vehicle Loan					
State Bank of India Vehicle loan	8.00% (previous year : 8.00%)	50 equated monthly installments of ₹ 0.23 lacs (including interest) each starting from March 2021 till April 2025	Refer Note (i)(a) below	5.32	7.57
HDFC Bank Vehicle Loan	9.25% (previous year : 9.25%)	62 equated monthly installments of ₹ 0.16 lacs (including interest) each starting from October 2018 till November 2023	Hypothecation of vehicle acquired under respective loans	1.14	2.84
HDFC Bank Bus Loan	8.99% (previous year : 8.99%)	59 equated monthly installments of ₹ 1.10 lacs (including interest) each starting from February 2022 till December 2026	Hypothecation of vehicle acquired under respective loans	42.03	50.78
Term Loan					
State Bank of India	EBLR + 4.20% (previous year : EBLR + 2.70%)	60 monthly instalments of ₹ 2.75 lacs each (excluding interest) after moratorium period of 5 months starting from January 2017 till December 2021	Refer Note (i)(a) below	-	0.02
Guaranteed Emergency Credit Line	EBLR + 0.75%, maximum being 9.25% (previous year : EBLR + 0.75%)	36 monthly instalments of ₹ 8.22 lacs each (excluding interest) after moratorium period of 12 months starting from June 2021 till June 2024	Refer Note (i)(a) below	135.14	221.04
Guaranteed Emergency Credit Line- (1.0)	EBLR + 0.75%, maximum being 9.25% (previous year : EBLR + 0.75%)	36 monthly installments of ₹ 4.86 lacs each (excluding interest) after moratorium period of 24 months starting from the date of first disbursement, i.e., October' 2022)	Refer Note (i)(a) below	174.96	-
Common COVID Emergency Credit Line	EBLR + 0.75% (previous year : EBLR + 0.75%)	18 monthly instalments of ₹ 7.22 lacs each (excluding interest) starting from January 2021 till June 2022	Refer Note (i)(a) below	-	21.15
State Bank of India(MSME Capex Loan)	EBLR + 4.20% (previous year : EBLR + 2.70%)	Repayable in total period of 7 years and 6 months including a moratorium period of 6 months which will start from first disbursement (October' 2021), the number and amount of instalments will be worked out based on total amount of loan drawn and amount drawn by way of capex FLC/ SBLC amount	Refer Note (i)(a) below	392.23	318.41
Capex FLC / SBLC					
State Bank of India Frankfurt	12M EURIBOR + 0.80% (previous year : 12M EURIBOR + 0.80%)		Refer Note (i)(a) below	153.42	152.36
State Bank of India seoul	12M EURIBOR + 1.20% (previous year : Nil)		Refer Note (i)(a) below	116.30	-
State Bank of India Antwerp	12M EURIBOR + 0.60% (previous year : 12M EURIBOR + 0.60%)		Refer Note (i)(a) below	-	232.28
Total				1,020.54	1,006.45

Note (i)(a)

- Security

- (i) First and exclusive charge by way of hypothecation of all current assets of the Company including stocks, receivables and other current assets both present and future.
- (ii) First and exclusive charge by way of hypothecation of plant & machinery and miscellaneous fixed assets excluding factory land and building (including the proposed machinery to be purchased out of Term loan)

Notes

to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

- Collateral

- (i) Equitable mortgage of Factory land measuring 57K-09M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (ii) Equitable mortgage of Factory land measuring 12K-05M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (iii) Equitable mortgage of Factory land measuring 16K-05M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (iv) Equitable mortgage of Factory land measuring 32K-09M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (v) Equitable mortgage of Factory land measuring 36K-00M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (vi) Equitable mortgage of Factory land measuring 4K-OM, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (vii) Equitable mortgage of Factory land measuring 4K-OM, situated at Village Mayar, Tehsil Hisar, District Hisar.

- Guarantee

- (i) Personal guarantee of Mr. Kailash Kumar Agarwal, Chairman and Managing Director (Promoter/ Director of the Company in his personal capacity).
- (i) Personal guarantee of Mr. Raghav Kumar Agarwal, Executive Director, CEO & CFO (Promoter/ Director of the Company in his personal capacity).

19. Non-current lease liability

Particulars	As at 31 March 2023	As at 31 March 2022
Lease Liability	451.03	-
	451.03	-

20. Deferred tax liabilities (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Tax effect of items constituting deferred tax liabilities		
Difference between accounting base and tax base of property, plant and equipment	432.11	397.56
	432.11	397.56
Tax effect of items constituting deferred tax assets		
Unabsorbed depreciation carried forward #	115.64	-
Timing difference on account of expense allowable on payment basis	137.86	147.50
MAT credit entitlement*	89.09	89.09
	342.59	236.59
Deferred tax (liabilities)/ assets (net)	(89.52)	(160.97)

Unabsorbed depreciation as per section 32 of Income Tax Act, 1961 does not have any expiry.

*MAT credit pertains to AY 2021-22 and is available for utilisation till AY 2036-37

Movement in deferred tax assets/(liabilities) during the year ended 31 March 2023

Particulars	As at 31 March 2022	Recognised in other comprehensive income	Recognised in standalone statement of profit or loss	As at 31 March 2023
Deferred tax assets				
Unabsorbed losses/ depreciation carried forward	-	-	115.64	115.64
Timing difference on account of expense allowable on payment basis	147.50	1.05	(10.69)	137.86
MAT credit entitlement	89.09	-	-	89.09
Deferred tax liability				
Difference between accounting base and tax base of property, plant and equipment	(397.56)	-	(34.55)	(432.11)
Total	(160.97)	1.05	70.40	(89.52)



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CIN: L18101HR1981PLC012274

Movement in deferred tax assets/(liabilities) during the year ended 31 March 2022

Particulars	As at 31 March 2021	Recognised in other comprehensive income	Recognised in standalone statement of profit or loss	As at 31 March 2022
Deferred tax assets				
Unabsorbed losses/ depreciation carried forward	11.52	-	(11.52)	-
Timing difference on account of expense allowable on payment basis	129.84	(2.92)	20.59	147.51
MAT credit entitlement	153.12	-	(64.03)	89.09
Deferred tax liability				
Difference between accounting base and tax base of property, plant and equipment	(358.22)	-	(39.34)	(397.56)
Total	(63.74)	(2.92)	(94.30)	(160.96)

21. Non-current provisions

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for gratuity (refer note 43)	224.39	214.08
Provision for compensated absences	50.05	65.95
	274.44	280.03

22. Current borrowings

Particulars	As at 31 March 2023	As at 31 March 2022
Secured loans		
Cash credits facilities		
State Bank of India	2,662.61	2,053.70
Outstanding letter of credit		
State Bank of India	354.25	386.95
Current maturities of long term borrowings (refer note 18)	163.33	132.50
	3,180.19	2,573.15

(i) Details of security and interest rate on the borrowings is provided below-

Particulars	Rate of Interest (%)	Terms of Repayment	Security Details	As at 31 March 2023	As at 31 March 2022
Cash credits facilities from banks (secured)					
State Bank of India	For CC, EBLR + 4.20% (previous year : EBLR + 2.70%) For EPC, EBLR + 0.75% (previous year : EBLR + 0.75%)	Repayable on demand	Refer Note (i)(a) under Note 18	2,662.61	2,053.70
Outstanding letter of credit					
State Bank of India	As per terms of individual LC	As per terms of individual LC	Refer Note (i)(a) under Note 18	354.25	386.95
Total				3,016.86	2,440.65

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to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

23. Current lease liability

Particulars	As at 31 March 2023	As at 31 March 2022
Lease Liability	27.60	51.99
	27.60	51.99

24. Trade payables

Particulars	As at 31 March 2023	As at 31 March 2022
Trade payables:		
Total outstanding dues of micro enterprises and small enterprises (refer note below)	225.24	176.67
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,004.55	2,115.35
	2,229.79	2,292.02

- i. Information, as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for the year ended 31 March 2023 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 31 March 2023	As at 31 March 2022
(a) The principal amount remaining unpaid to any supplier at the end of the year;	173.23	151.05
(b) Interest due remaining unpaid to any supplier at the end of the year;	52.01	25.62
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year;	803.79	338.38
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	26.39	9.73
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	26.39	9.73
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	25.62	15.89

- ii. Trade payable ageing:

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	54.21	168.23	1.61	1.19	-	225.24
(ii) Undisputed dues - Others	971.28	958.91	50.69	14.29	9.38	2,004.55
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,025.49	1,127.14	52.30	15.48	9.38	2,229.79



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to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - MSME	100.26	59.29	10.65	6.47	-	176.67
(ii) Undisputed dues - Others	442.74	1,646.86	11.24	6.64	7.87	2,115.35
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	543.00	1,706.15	21.89	13.11	7.87	2,292.02

25. Other current financial liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Unclaimed dividend*	3.89	9.12
Employee related payables	170.97	282.02
	174.86	291.14

* The same is not due for deposit to Investor Education and Protection Fund. Further the company has deposited ₹ 1.63 lacs for the year 2014-15 (previous year ₹ 1.42 lacs for the year 2013-14) to the fund during the year.

26. Other current liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Statutory dues payable	51.45	102.93
Trade deposits	5.05	6.98
Revenue received in advance	368.71	259.48
	425.21	369.39

27. Current provisions

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for bonus	142.71	170.51
Provision for gratuity (refer note 43)	50.96	51.44
Provision for compensated absences	27.41	28.22
	221.08	250.17

28. Current tax liabilities (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for income tax (net of advance tax ₹ Nil (previous year : ₹ 50.00 lacs))	-	106.30
	-	106.30

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to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

29. Revenue from operations

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Sale of products		
Yarn and threads	7,727.60	12,371.28
Less: rebate and discounts	(31.37)	(19.35)
	7,696.23	12,351.93
Other operating revenue		
Process waste sale	469.04	450.62
Other scrap sales	29.90	14.57
Duty Drawback and other export incentives (refer note 13 and 14)	202.64	401.62
	701.58	866.81
Revenue from operations	8,397.81	13,218.74

30. Other income

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest income on fixed deposits carried at amortised cost	4.13	11.10
Interest income on financial assets carried at amortised cost	6.92	7.89
Foreign exchange fluctuation gain (net)	102.07	160.69
Liabilities no longer payable written back	43.91	16.28
Profit on sale of property, plant and equipment	38.38	32.79
Miscellaneous income	12.35	2.33
	207.76	231.08

31. Cost of material consumed

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Raw material:		
Cotton	3,391.27	4,896.30
Colour and chemicals	659.81	894.03
Packing materials	332.23	516.56
	4,383.31	6,306.89

32. Changes in inventories of finished goods, work-in-progress and scrap

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Inventories at the end of the year		
Finished goods	634.74	651.62
Work-in-progress	2,154.96	1,969.26
Scrap	33.48	82.99
	2,823.18	2,703.87
Inventories at the beginning of the year		
Finished goods	651.62	239.01
Work-in-progress	1,969.26	1,571.17
Scrap	82.99	61.27
	2,703.87	1,871.45
Increase in inventories	(119.31)	(832.42)

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to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

33. Employee benefits expense

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and wages	1,932.83	2,723.95
Contributions to provident and other funds	224.07	271.65
Gratuity expense (refer note 43)	64.69	63.14
Workmen and staff welfare expenses	41.70	67.53
	2,263.29	3,126.27

34. Other expenses

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Consumption of stores and spare	147.74	295.63
Power and fuel	1,396.12	1,332.58
Freight and forwarding	236.55	511.36
Water and water recycling	170.57	146.53
Rent including lease rentals	64.67	66.01
Travelling and conveyance	41.55	75.67
Security expenses	116.29	103.61
Commission	58.51	82.49
Vehicle running and maintenance	74.69	63.26
Business promotion and advertisement	37.42	31.18
Electricity and water expenses	59.65	51.84
Repairs and maintenance - buildings	13.79	24.14
Repairs and maintenance - machinery	5.82	11.59
Repairs and maintenance - others	24.34	23.34
Legal and professional	219.46	244.00
Insurance	56.18	44.91
Rates and taxes	15.52	13.15
Communication	21.43	23.18
Printing and stationery	3.02	2.38
Bad debts written off	-	19.12
Doubtful recoverables written off	106.72	-
Payment to auditors (see note 34(a) below)	39.07	30.89
Corporate social responsibility expenses (refer note 49)	10.32	5.00
Miscellaneous expenses	105.20	81.50
	3,024.63	3,283.36

34(a). Details of payment made to auditors (excluding goods and service tax)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Statutory audit fees (including fees for limited reviews)	30.90	25.00
Tax audit fee	3.25	3.25
Certification fee	3.00	0.75
Reimbursement of expenses	1.92	1.89
	39.07	30.89

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to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

35. Finance costs

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest expense - borrowings	290.40	143.70
Interest on lease liability	8.68	9.90
Interest expenses - others	165.10	105.32
Other borrowing costs	70.64	48.32
	534.82	307.24

36. Depreciation and amortisation expenses

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipment	332.69	222.68
Amortisation of intangible assets	15.29	25.54
Amortisation of right-of-use assets	48.62	48.20
	396.60	296.42

37. Income tax

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
(a) Income tax expense		
- Current tax	-	163.80
- Tax credited of earlier years	(2.15)	-
- Deferred tax	(70.40)	94.30
Income tax expense	(72.55)	258.10
(b) Reconciliation of tax expense and the accounting profit		
(Loss)/profit before income tax expense	(1,877.77)	962.06
Statutory income tax rate	27.82%	27.82%
Amount of tax at statutory income tax rate	(522.39)	267.64
Adjustments:		
Tax impact of non-deductible expense	5.16	5.15
Tax impact of deferred tax not created on current year tax loss	443.92	-
Other differences	0.76	(14.69)
Total	449.84	(9.54)
Amount of tax at statutory income tax rate post adjustments	(72.55)	258.10

38. Earnings per share

Particulars	As at 31 March 2023	As at 31 March 2022
(Loss)/profit for the year	(1,805.22)	703.96
Nominal value per share (in ₹)	10	10
Weighted average number of equity shares for basic earnings per share	38,69,222	38,13,253
Weighted average number of equity shares for diluted earnings per share	38,69,222	38,13,253
(Loss)/earnings per share (in ₹)		
Basic earnings per share	(46.66)	18.48
Diluted earnings per share	(46.66)	18.48

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to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

39. Contingent liabilities and commitments

Particulars	As at 31 March 2023	As at 31 March 2022
i) Contingent liabilities		
Other money for which the company is contingently liable*	77.87	77.87
	77.87	77.87
ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	2.72
	-	2.72

* Estimated liability amounting to ₹ 77.87 lacs pertains to Haryana entry tax for the period April' 2008 to March' 2016. The Entry tax was imposed by the Government of Haryana but was struck down by the Hon'ble High Court of Punjab and Haryana. The Government of Haryana had gone into appeal before the Hon'ble Supreme Court of India against the judgement of Hon'ble High Court of Punjab and Haryana. The Hon'ble Supreme Court upheld the levy of the entry tax. However, the matter of determination and settlement of the amount of tax is pending with the state. Further, with the introduction of Goods and Service Tax Act, 2017, entry tax has been repealed. In the absence of the appropriate rules and provisions for payment of entry tax, the management has decided to disclose this liability as contingent and accordingly, no adjustment has been considered necessary in these standalone financial statements.

40. Related party disclosures

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

(a) List of related parties and nature of relationship where control exists

Relationship	
Key managerial personnel	
Mr. Kailash Kumar Agarwal	Chairman and Managing Director
Mr. RaghavKumar Agarwal	Executive Director, Chief Executive Officer and Chief Financial Officer
CS Shubham Jain	Company Secretary
Non-executive Directors	
Mr. Parshotam Dass Agarwal	Independent Director
Mr. Mohan Lal Jain (up till 1 February 2022)	Independent Director
Ms. Ritu Bansal	Director
Mr. Vikram Sumatilal Sheth (joined w.e.f 30 April 2022)	Independent Director
Mr. Siddharth Agrawal (Appointed w.e.f 10 August 2022)	Independent Director
Subsidiary company	
HP MMF Textiles Limited	Wholly owned subsidiary
Relatives of key managerial personnel	
Mr. Raj Kumar Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Ashok Kumar Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Ravindrara Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Surender Agarwal	Relative of Mr. Kailash Kumar Agarwal

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CIN: L18101HR1981PLC012274

Relationship
Persons/entities in which directors and key managerial personnel are interested
Sanjay Mercantile Private Limitd
Achhar Investments Limited
Jainish Products Limited
Sacred Trading & Investment Co. Limited
Sailesh Textile Mfg Co Limited
Shree Hunna Ram Ginni Devi Public Charitable Trust

b) The following transactions were carried out with related parties in the ordinary course of business:-

Nature of transaction & name of related party	31 March 2023	31 March 2022
Board sitting fees		
Mr. Parshotam Dass Agarwal	4.95	5.45
Mr. Mohan Lal Jain (Up till 11 Feb 2022)	-	4.65
Mr. Vikram Sumatila Sheth (Appointed w.e.f 30.04.2022)	4.45	-
Mr. Siddharth Agrawal (Appointed w.e.f 10.08.2022)	1.15	-
Ms. Ritu Bansal	3.10	3.75
Salary/remuneration*		
Mr. Kailash Kumar Agarwal	70.76	172.96
Mr. RaghavKumar Agarwal	58.62	124.11
CS Shubham Jain	8.95	6.88
* Break-up of key managerial personnel remuneration		
Short-term employee benefits	138.33	303.95
Post-employment benefits#	-	-
Long-term employee benefits#	-	-
Termination benefits	-	-
Total	138.33	303.95
#As the liability for gratuity and leave encashment are provided on actuarial basis for the Company, as a whole, amounts accrued pertaining to key management personnel are not included above.		
Professional fees to relatives of key managerial personnel		
Mr. Raj Kumar Agarwal	19.20	19.20
Mr. Ashok Kumar Agarwal	19.20	19.20
Mr. Ravindra Agarwal	19.20	19.20
Mr. Surender Agarwal	-	14.40
Professional fees to non-executive directors		
Ms. Ritu Bansal	-	2.10



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Nature of transaction & name of related party	31 March 2023	31 March 2022
Lease rent expense		
Sanjay Mercantile Private Limited	0.15	1.50
Mr. Kailash Kumar Agarwal	0.30	0.60
Interest expense on unsecured loan taken		
Mr. Kailash Kumar Agarwal	-	1.59
Mr. RaghavKumar Agarwal	-	1.06
Purchase of land		
Mr. Kailash Kumar Agarwal	-	588.75
Loan taken during the year		
Mr. Kailash Kumar Agarwal	-	60.00
Mr. RaghavKumar Agarwal	-	40.00
Loan repaid during the year		
Mr. Kailash Kumar Agarwal	-	60.00
Mr. RaghavKumar Agarwal	-	40.00
Share warrant money received during the year		
Mr. Kailash Kumar Agarwal	45.36	75.60
Mr. RaghavKumar Agarwal	30.24	50.40
Share warrants subscribed during the year		
Mr. Kailash Kumar Agarwal	-	30.24
Mr. RaghavKumar Agarwal	-	20.16
Share warrants converted into equity shares during the year		
Mr. Kailash Kumar Agarwal	60.48	60.48
Mr. RaghavKumar Agarwal	40.32	40.32
Reimbursement to related party		
Mr. Kailash Kumar Agarwal	0.06	3.34
Mr. RaghavKumar Agarwal	0.59	-
CS Shubham Jain	0.65	0.28
Mr. Raj Kumar Agarwal	7.18	4.97
Mr. Ashok Kumar Agarwal	2.10	-
Reimbursement from related party		
Mr. Kailash Kumar Agarwal	-	0.44
Donations		
Shree Hunna Ram Ginni Devi Public Charitable Trust	14.70	-

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c) Balances outstanding with related parties at the year end

Nature of outstanding & name of related party	31 March 2023	31 March 2022
Salary/remuneration payable		
Mr. Kailash Kumar Agarwal	3.06	0.25
Mr. RaghavKumar Agarwal	2.61	6.47
Professional fees payable		
Mr. Raj Kumar Agarwal	4.32	1.44
Mr. Ashok Kumar Agarwal	4.32	1.44
Mr. Ravindrra Agarwal	4.32	1.44
Lease rentals payable		
Sanjay Mercantile Pvt. Ltd.	8.30	8.15
Mr. Kailash Kumar Agarwal	0.30	-
Interest payable		
Mr. RaghavKumar Agarwal	-	0.95
Board sitting fees payable		
Mr. Parshotam Dass Agarwal	-	0.59
Ms. Ritu Bansal	-	0.59

Outstanding personal guarantee by Mr. Kailash Kumar Agarwal and Mr. RaghavKumar Agarwal (previous year: Mr. Kailash Kumar Agarwal and Mr. Raghav Kumar Agarwal) against various credit facilities availed by the Company and the balance of such facilities as at 31 March 2023 being ₹ 3,988.91 lacs (previous year: ₹ 3,385.91 lacs), sanctioned limit of such credit facilities: ₹ 4,678.10 lacs (previous year: ₹ 3,832.20 lacs).

d) The Company has not granted any loans or advances to any of its promoter, director, key managerial personal or any other related party.

e) The related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

41. Fair value measurements

(i) Financial instruments by category

	31 March 2023				31 March 2022			
	FVTPL	FVTOCI	Amortised cost	Total	FVTPL	FVTOCI	Amortised cost	Total
Financial assets								
Investments	53.78	-	1.00	54.78	-	-	-	-
Trade receivables	-	-	850.82	850.82	-	-	1,688.59	1,688.59
Cash and cash equivalents	-	-	104.65	104.65	-	-	56.45	56.45
Other bank balances	-	-	57.80	57.80	-	-	158.26	158.26
Other financial assets	-	-	221.44	221.44	-	-	468.84	468.84
Total financial assets	53.78	-	1,235.71	1,289.49	-	-	2,372.14	2,372.14
Financial liabilities								
Borrowings	-	-	4,037.40	4,037.40	-	-	3,447.10	3,447.10
Lease liability	-	-	478.63	478.63	-	-	51.99	51.99
Trade payables	-	-	2,229.79	2,229.79	-	-	2,292.02	2,292.02
Other financial liabilities	-	-	174.86	174.86	-	-	291.14	291.14
Total financial liabilities	-	-	6,920.68	6,920.68	-	-	6,082.25	6,082.25



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(All amounts in ₹ lacs, unless stated otherwise)

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(ii) Fair value hierarchy

Financial assets and liabilities measured at amortised cost for which fair values are disclosed	31 March 2023				31 March 2022			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Investments	53.78	-	1.00	54.78	-	-	-	-
Trade receivables	-	-	850.82	850.82	-	-	1,688.59	1,688.59
Cash and cash equivalents	-	-	104.65	104.65	-	-	56.45	56.45
Other bank balances	-	-	57.80	57.80	-	-	158.26	158.26
Other financial assets	-	-	221.44	221.44	-	-	468.84	468.84
Total financial assets	53.78	-	1,235.71	1,289.49	-	-	2,372.14	2,372.14
Financial liabilities								
Borrowings	-	-	4,037.40	4,037.40	-	-	3,447.10	3,447.10
Lease liability	-	-	478.63	478.63	-	-	51.99	51.99
Trade payables	-	-	2,229.79	2,229.79	-	-	2,292.02	2,292.02
Other financial liabilities	-	-	174.86	174.86	-	-	291.14	291.14
Total financial liabilities	-	-	6,920.68	6,920.68	-	-	6,082.25	6,082.25

Financial assets and financial liabilities measured at fair value in the standalone statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

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;

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

The Company's policy is to recognise transfers into and transfer out of fair value hierarchy levels as at the end of reporting period.

(iii) Specific valuation techniques used to value financial instruments include the use of quoted market prices and NAV of the instrument.

(iv) Fair value of financial assets and liabilities measured at amortised cost

	31 March 2023		31 March 2022	
	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial assets				
Other financial assets				
Security deposits	149.89	149.89	143.86	143.86

The carrying amount of trade receivables, other financial assets, trade payables, other financial liabilities, borrowings and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair values for security deposits were calculated based on cash flows discounted using the current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

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42. Financial instruments

A. Capital risk management

The Company's objective when managing capital are to

- safeguard their ability to continue as a going concern, so they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital, in order to maintain capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in the economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

During the year, the Company has complied with the externally imposed capital requirements to which it is subject.

The Company monitors capital on the basis of net debts to total equity on a periodic basis. The following table summarizes the capital of the Company:

Particulars	As at 31 March 2023	As at 31 March 2022
Long term borrowings (including current maturities)	1,020.54	1,006.45
Short term borrowings	3,016.86	2,440.65
Total debt	4,037.40	3,447.10
Less: Cash and cash equivalent	104.65	56.45
Net debt	3,932.75	3,390.65
Equity share capital	392.20	386.60
Other equity	908.43	2,685.02
Total equity	1,300.63	3,071.62
Net debt to equity ratio	3.02	1.10

B. Financial risk management

Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, lease liability, trade payables, employee related payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents, other bank balances, trade receivables, security deposits and export incentives receivable that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and for periodically reviewing the same. The senior management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.



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(I) 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, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend 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 like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

(i) Interest rate risk

(a) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2023, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	31 March 2023	31 March 2022
Variable rate borrowings	3,988.91	3,385.91
Fixed rate borrowings*	48.49	61.19
Amount disclosed under borrowings	4,037.40	3,447.10

*For fixed rate borrowing, the management has assessed that their fair value is almost equivalent to their carrying amounts, largely due to the rate of interest of these instruments, which is approximately equal to market rate of interest for the Company and being entire loan taken from third party.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2023	31 March 2022
Interest sensitivity*		
Interest rates – increase by 500 basis points	14.52	7.19
Interest rates – decrease by 500 basis points	(14.52)	(7.19)

* Holding all other variables constant

(b) Assets

The Company's fixed deposits are carried at fixed rate. Therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(ii) Foreign currency risk

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas markets in various foreign currencies and through foreign currency loans. Foreign currency exchange rate exposure is balanced by hedging through forward contracts.

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Derivative instruments

Derivative contracts outstanding

	As at 31 March 2023			As at 31 March 2022		
	Foreign Currency	Amount (foreign currency)	Amount (INR)	Foreign Currency	Amount (foreign currency)	Amount (INR)
Forward contract to sell	USD	0.367 million	305.17	USD	0.220 million	166.92
Forward contract to sell	EURO	0.264 million	236.47	EURO	-	-

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

Particulars of unhedged foreign currency risk exposure expressed in INR at the reporting date

	As at 31 March 2023			As at 31 March 2022		
	Foreign Currency	Amount (foreign currency)	Amount (INR)	Foreign Currency	Amount (foreign currency)	Amount (INR)
Financial assets						
Trade receivables	USD	0.296 million	240.71	USD	1.580 million	1,045.83
	EURO	0.063 million	55.87	EURO	0.550 million	464.45
Financial liabilities						
Trade payables	USD	0.0198 million	16.22	USD	0.042 million	32.01
	EURO	0.0095 million	8.44	EURO	0.029 million	25.20
	GBP	0.0016 million	1.63	GBP	-	-
Financial liabilities						
Borrowings	EURO	0.299 million	269.72	EURO	0.460 million	384.64

Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	As at 31 March 2023	As at 31 March 2022
USD sensitivity		
₹/USD- increase by 8% (previous year:- 4%)*	13.26	26.62
₹/USD- decrease by 8% (previous year:- 4%)*	(13.26)	(26.62)
EURO sensitivity		
₹/EURO- increase by 6% (previous year:- 2%)*	(9.64)	0.80
₹/EURO- decrease by 6% (previous year:- 2%)*	9.64	(0.80)
GBP sensitivity		
₹/GBP- increase by 2% (previous year:- 1%)*	(0.02)	-
₹/GBP- decrease by 2% (previous year:- 1%)*	0.02	-



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(II) Credit Risk:

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in the standalone statement of profit and loss. The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

The Company's maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. The credit limit of each customer is defined in accordance with the assessment. Outstanding customer receivables are regularly monitored by the management.

Detail of trade receivables that are past due is given below:

Particulars	As at 31 March 2023	As at 31 March 2022
Not due	47.74	242.02
0-90 days past due	798.68	1,446.57
More than 180 days past due	4.40	-
Total	850.82	1,688.59

The credit risk for cash and cash equivalents, bank deposits and loans is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

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Concentration of financial assets

Concentration of credit risk with respect to trade receivables are limited, due to the Company's consumer base being large and diverse. All trade receivable are reviewed and assessed for default on a quarterly basis.

The Company's exposure to credit risk for trade receivables is presented below:

Particulars	As at 31 March 2023	As at 31 March 2022
Export wholesale customers	840.28	1,677.20
Domestic wholesale customers	10.54	11.39
Total	850.82	1,688.59

Liquidity Risk :

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Company treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

The table below summarises the maturity profile (remaining period of contractual maturity at the standalone balance sheet date) of the Company's financial liabilities based on contractual undiscounted cash flows:

Particulars	Less than 1 year	1-5 year	Total
As at 31 March 2023			
Borrowings	3,190.60	862.22	4,052.82
Trade payables and other accruals	2,404.66	-	2,404.66
Lease liability	71.40	666.46	737.86
As at 31 March 2022			
Borrowings	2,204.41	888.05	3,092.46
Trade payables and other accruals	2,970.10	-	2,970.10
Lease liability	56.93	-	56.93

Undrawn borrowing facilities

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at 31 March 2023	As at 31 March 2022
Cash credit and other facilities	692.24	446.30



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43. Employee benefits

Employee Benefit Obligations	31 March 2023			31 March 2022		
	Current	Non-current	Total	Current	Non-current	Total
Gratuity	50.96	224.39	275.35	51.44	214.08	265.52
Compensated absences	27.41	50.05	77.46	28.22	65.95	94.17
Total employee benefit obligations	78.37	274.44	352.80	79.66	280.03	359.69

Contribution to provident fund

The Company makes contribution to statutory provident fund and employee's state insurance. These are post-employment benefits and are in nature of defined contribution plans. Contribution made by the Company during the year is ₹ 218.64 lacs (previous year: ₹ 264.87 lacs).

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a unfunded plan.

(a) Disclosure of gratuity

The amount recognised in the standalone balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Balance as at beginning of the year	265.52	264.20
Current service cost	45.62	45.17
Interest cost	19.07	17.97
Remeasurement- Acturial (gains)/losses	3.76	(22.24)
Benefits paid	(58.62)	(39.58)
Balance as at end of the year	275.35	265.52

The amount recognised in the Standalone Statement of Profit and Loss under employee benefit expense are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Current service cost	45.62	45.17
Interest cost	19.07	17.97
Total amount recognised in standalone statement of profit and loss	64.69	63.14

The amount recognised in the Other Comprehensive Income are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Remeasurements of defined benefit liability		
Acturial (gains) from change in financial assumptions	(2.59)	(5.31)
Acturial (gains)/ losses arising from change in experience adjustments	6.35	(16.93)
Total amount recognised in other comprehensive income	3.76	(22.24)

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(b) Assumptions:

1. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is Company's long term best estimate as to salary increases and takes into account inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard.

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate	7.36%	7.18%
Salary growth rate	3.00%	3.00%
Average remaining working life (years)	19.05	20.79

2. Demographic assumptions

Attrition rates are the Company's best estimate of employee turnover in future determined considering factors such as nature of business and industry, retention policy, demand and supply in employment market, standing of the Company, business plan, HR Policy as provided in the relevant accounting standard. Attrition rates used for valuation are given below:

Particulars	As at 31 March 2023	As at 31 March 2022
Retirement age	58	58
Withdrawal rate, based on age		
Upto 30 years	20.00%	20.00%
From 31 to 44 years	10.00%	10.00%
Above 44 years	5.00%	5.00%
Mortality rate	100% of IALM (2012-14)	100% of IALM (2012-14)

(c) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at 31 March 2023	As at 31 March 2022
i) Impact of the change in discount rate		
Present value of obligation at the end of the period	275.35	265.52
Impact due to increase of 0.50%	(7.02)	(6.95)
Impact due to decrease of 0.50%	7.42	7.35
ii) Impact of the change in salary increase		
Impact due to increase of 0.50%	7.70	7.62
Impact due to decrease of 0.50%	(7.34)	(7.26)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these are not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable

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(d) The expected expense or contribution of the Company during the next year is ₹ 67.09 lacs (previous year: ₹ 72.27 lacs).

(e) The maturity analysis of the defined benefit obligation is as below:

Particulars	As at 31 March 2023	As at 31 March 2022
Within next 1 year	50.96	51.44
Between 1 to 5 years	94.49	82.34
After 5 years	129.90	131.74
Total expected payments	275.35	265.52

(f) The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 7.81 years (previous year: 7.87 years).

44. Operating segments

The business activity of the Company fall within the single primary business segment viz Textile (spinning). Hence there is no other reportable business segment as per Ind AS 108 "Operating segments". The segment assets, segment liabilities, segment cash flows and segment results are represented through standalone financial statements only. The Company's Board of Directors uses additional analysis based on sales location which is presented below-

Particulars	As at 31 March 2023	As at 31 March 2022
Revenue from operations		
India	975.93	1,132.85
Japan	904.38	1,340.12
USA	588.37	1,514.63
Denmark	1,513.34	1,415.56
Netherlands	765.74	1,412.51
Others	2,948.47	5,536.26
	7,696.23	12,351.93
Revenue from major customers		
Revenue from customers (two) (previous year : three) who contribute 10% or more to the Company's revenue	1,748.35	4,142.53
Revenue from others	5,947.88	8,209.40
	7,696.23	12,351.93
Non - current assets		
Within India	4,290.92	4,080.43
Outside India	-	3.08
	4,290.92	4,083.51

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45. Assets pledged as security

The carrying amounts of asset pledged as security for current and non-current borrowings are:

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Financial assets		
i) Investments	53.78	-
ii) Trade receivables	850.82	1,688.58
iii) Cash and cash equivalent	104.65	56.45
iv) Bank balances other than (ii) above	57.80	158.26
v) Other financial assets	70.85	324.98
Non-financial assets		
i) Inventories	3,203.53	3,236.26
ii) Other current assets	599.21	756.59
Total current assets pledged as security	4,940.64	6,221.12
Non-current		
Non-financial assets		
i) Property, plant and equipment	2,956.96	3,024.25
Total non-current assets pledged as security	2,956.96	3,024.25
Total assets pledged as security	7,897.60	9,245.37

46. Subsequent events after the reporting date

There were no significant adjusting events that occurred subsequent to the reporting period other than events disclosed in the relevant notes.

- 47.** The figures of the corresponding previous year have been regrouped/reclassified wherever considered necessary to correspond to current year classification/grouping/disclosures. The impact of such regrouping/reclassification is not material to the standalone financial statements.

Nature of balance	Previous year grouping	Current year grouping	Previous year amount
(a) Outstanding letter of credit	Trade payables	Short term borrowings	386.95
(b) Other payables	Other current financial liabilities	Trade payables	70.88
(c) Interest accrued but not due	Other current financial liabilities	Trade payables	2.86



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48. Company's foreign currency exposure:

	31 March 2023		31 March 2022	
	In foreign currency	In INR	In foreign currency	In INR
Unhedged				
Trade payables				
USD	0.0198 million	16.22	0.042 million	32.01
EURO	0.0095 million	8.44	0.029 million	25.20
GBP	0.0016 million	1.63	-	-
Trade receivables				
USD	0.296 million	240.71	1.580 million	1,045.83
EURO	0.063 million	55.87	0.550 million	464.45
Borrowings				
EURO	0.299 million	269.72	0.460 million	384.64
Hedged				
Trade receivables				
EURO	0.264 million	236.47	-	-
USD	0.367 million	305.17	0.220 million	166.92

49. Corporate social responsibility

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceeding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the company as per the Act

Particulars	31 March 2023	31 March 2022
Amount required to be spent by the company during the year	10.32	3.92
Amount of expenditure incurred	10.32	5.00
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Contribution to Clean Ganga Fund and health care sector	Contribution to PM CARES fund
Details of related party transaction	-	-
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	-	-

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50: Leases

i) Lease liabilities are presented in the standalone balance sheet as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Current	27.60	51.99
Non-current	451.03	-
Total	478.63	51.99

The maturity analysis of lease liabilities are disclosed in note 42.

ii) The recognised right-of-use assets relate to corporate office as at 31 March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
Right-of-use assets- corporate office		
Balance as at beginning of the year	57.52	105.72
Add: additions on account of new leases entered during the year	474.70	-
Less: Amortisation expense charged on the right-of-use assets	48.62	48.20
Balance as at end of the year	483.60	57.52

iii) The following are amounts recognised in standalone statement of profit and loss:

Particulars	As at 31 March 2023	As at 31 March 2022
Amortisation expense of right-of-use assets	48.62	48.20
Interest expense on lease liabilities	8.68	9.90
Rent expense	64.67	66.01
Total	121.97	124.11

iv) Lease payments not recognised as a liability

Particulars	As at 31 March 2023	As at 31 March 2022
Expenses relating to short term leases (included in other expenses (refer note 34))	64.67	66.01
Total	64.67	66.01

v) Total cash outflow for leases for the year ended 31 March 2023 was ₹ 62.88 lacs (previous year: ₹ 62.10 lacs)

vi) The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on standalone balance sheet:

Right-of-use asset	No of right-of-use assets leased	Range of remaining term (in years)	Average remaining lease term (in years)
Corporate office	1	8.92	8.92

The company has a right to extend/terminate its leasing arrangements beyond the initial agreement/lock in period. For the assessment of lease term as per Ind AS 116, the management of the Company has considered the extension options and not considered the early termination options wherever available for its property leases in its lease period assessment since the Company is likely to be benefited from a longer lease tenure.



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51. Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115: Revenue from Contracts with Customers, establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- (i) Identify the contract with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when a performance obligation is satisfied.

(i) Disaggregation of revenue

The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography.

Revenue from operations	Year ended 31 March 2023	Year ended 31 March 2022
Revenue by geography		
Domestic	975.93	1,132.85
Export	6,720.30	11,219.08
Total	7,696.23	12,351.93

(ii) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Description	Year ended 31 March 2023	Year ended 31 March 2022
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	192.26	601.80
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-

(iii) Assets and liabilities related to contracts with customers

Revenue received in advance

Description	Year ended 31 March 2023	Year ended 31 March 2022
Contract liabilities related to sale of goods		
Revenue received in advance	368.71	259.48
Total	368.71	259.48

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(iv) Reconciliation of revenue recognised in standalone statement of profit and loss with contract price

Description	Year ended 31 March 2023	Year ended 31 March 2022
Contract price	7,727.60	12,371.28
Less: Discount, rebates	31.37	19.35
Revenue from operations (excluding other operating revenue) as per standalone statement of profit and loss	7,696.23	12,351.93

(v) Significant changes in contract assets and liabilities

Revenue received in advance

Description	Year ended 31 March 2023	Year ended 31 March 2022
Opening balance	259.48	686.87
Add: Addition during the year	301.49	174.41
Less: Revenue recognised during the year from opening liability	192.26	601.80
Closing balance	368.71	259.48

52. Additional regulatory information not disclosed elsewhere in the standalone financial statements:

- The Company has complied with the number of layers of companies prescribed under the Companies Act, 2013.
- The Company has not delayed in creation or satisfaction of charges with ROC beyond the statutory period.
- The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- During the current year and previous year, the Company has not entered in any transaction with any struck off company and does not have investment in securities, receivable or payable from struck off companies. Further, shares of the Company are not held by any struck off company.
- No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- The Company is regular in disclosing income on timely basis and there is no undisclosed income assessed by tax officials.
- During the current and previous year, the Company is regular in complying with all the laws and regulations of Foreign Exchange Management Act, 1999, Companies Act, 2013 and Prevention of Money Laundering Act, 2002 as applicable.
- The Company is not a wilful defaulter. During the current and previous year, the Company had repayed all its dues on timely basis and has not defaulted any payment.
- The Company has utilised borrowed money for the same purpose for which is was actually sanctioned and has not diverted any fund from purpose as per sanctioned terms.

Notes

to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

- j. The quarterly returns or statements of current assets filed by the Company with banks are in agreement with the books of accounts except for the following:

Name of Bank	Working capital limit sanctioned	Quarter	Nature of current assets offered as security	Amount disclosed as per return (in Lakhs) (A)	Amount as per books of accounts (in Lakhs) (B)	Difference (in lakhs) (A-B)	Remarks/ reason, if any
State Bank of India	3,470.00	Quarter 1	Inventory and	4,332.87	4,777.42	(444.55)	Under/over reporting of assets numbers in stock statement is on account of revaluation of foreign trade receivables on closing date as per requirements of Ind AS, reclassification entries and provisional valuation of WIP & Finished Goods inventory
		Quarter 2	Trade	5,214.52	5,379.09	(164.57)	
		Quarter 3	Receivables	4,196.09	4,201.03	(4.94)	
		Quarter 4		4,112.94	4,054.35	58.59	

- k. The Company has not advanced, loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Company
- l. The Company has not received any funds from any person(s) or entity(ies), including foreign entities with the understanding (whether recorded in writing or otherwise) that the Company shall
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Company

- m. Ratio Analysis

Ratio	Current period	Previous period	% Variance	Reason for variance (if more than 25%)
Liquidity ratio				
Current Ratio (times) (Current assets/Current liabilities)	0.79	1.05	(24.76%)	Refer Note 1
Solvency ratio				
Debt-Equity Ratio (times) (Total debt (long term + short term)/Shareholders equity)	3.10	1.12	176.79%	Due to decrease in shareholder's equity and increase in debt during the year
Debt Service Coverage Ratio (times) ((PAT+Non Cash operating Exp+Interest+other non-cash adjustment)/Interest+lease payment+principal repayment)	(1.77)	5.38	(132.90%)	Due to loss incurred in current year
Profitability ratio				
Net Profit Ratio (%) (PAT/Revenue from operations)	(21.50%)	5.33%	(503.38%)	Due to loss incurred in current year
Return on Equity Ratio (%) ((PAT - preference dividend)/Average shareholders equity)	(82.58%)	26.54%	(411.15%)	Due to loss incurred in current year
Return on Capital employed (%) (Earning before interest & taxes/Tangible network+total debt+deferred tax liabilities)	(24.91%)	19.15%	(230.08%)	Due to loss incurred in current year
Return on Investment (%) ((Profit before tax + finance cost) *(1-tax rate)/Total assets)	(10.50%)	8.88%	(218.24%)	Due to loss incurred in current year

Notes

to Standalone Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Ratio	Current period	Previous period	% Variance	Reason for variance (if more than 25%)
Utilization ratio				
Trade Receivables turnover ratio (times) (Revenue from operations/Average accounts receivable)	7.52	8.61	(12.66%)	Refer Note 1
Inventory turnover ratio (times) (Cost of goods sold/Average inventory)	1.42	1.81	(21.55%)	Refer Note 1
Trade payables turnover ratio (times) (Net credit purchases/Average trade payables)	1.95	2.51	(22.31%)	Refer Note 1
Net capital turnover ratio (times) (Revenue from operations/Closing working capital)	(16.55)	43.26	(138.26%)	Due to decrease in sales and loss incurred in current year and negative working capital as at the year end

Note 1

There is no significant change (25% or more) in financial year 2022-23 in comparison to financial year 2021-22.

For **Walker Chandiok & Co LLP**
 Chartered Accountants
 Firm Registration Number:001076N/N500013

Ashish Gera
 Partner
 Membership No.: 508685

Place: Gurugram
 Date: 25 May 2023

**For and on behalf of the Board of Directors of
 H.P. Cotton Textile Mills Limited**

Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

Place: New Delhi
 Date: 25 May 2023

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Shubham Jain
 Company Secretary
 Membership No. : ACS 49541



CONSOLIDATED FINANCIAL STATEMENTS

Independent Auditor's Report

To the Members of H.P. Cotton Textile Mills Limited
 Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of H.P. Cotton Textile Mills Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2023, and their consolidated loss (including other comprehensive income), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Valuation of Inventories At the balance sheet date 31 March 2023, the Holding Company holds inventories comprising of raw materials, finished goods, work-in-progress aggregating to ₹ 3,203.53 lacs as disclosed in note 8 to the accompanying consolidated financial statements of the Group. Such inventory is carried at cost, or net realisable value whichever is lower, as per the accounting policy disclosed in note 2.2(vi). Determination of cost of inventory involves allocation of various production and administration overheads incurred to bring the inventory to its present location and condition, which involves management judgement and estimation.	Our audit work included, but was not limited to, the following procedures: <ul style="list-style-type: none"> • Evaluated the appropriateness of the Holding Company's accounting policy and valuation method of inventory in accordance with the applicable accounting standards. • Assessed the design and implementation of controls in respect of the inventory valuation and tested the effectiveness of key inventory controls. • Discussed with management the rationale supporting assumptions and estimates used in carrying out the inventory valuation and corroborated the same to our understanding of the business. Tested the computation of various overhead absorption rates by tracing the underlying data to audited historical operational results of the Holding Company.



Key audit matter	How our audit addressed the key audit matter
<p>Amongst the other overheads, fixed production overheads are allocated to the costs of conversion based on the normal capacity of the production facilities in accordance with the principles of Ind AS -2, Inventories.</p> <p>Further, at the end of each reporting period, the management of the Holding Company also assesses whether there is any objective evidence that net realisable value of any item of inventory is below the carrying value. If so, such inventories are written down to their net realisable value in accordance with Ind AS 2, Inventories.</p> <p>Considering the complexities and materiality of amounts involved and significant management judgements and estimates required with respect to valuation of inventory, this matter has been determined to be a key audit matter for the current year audit.</p>	<ul style="list-style-type: none"> • Verified the expenses considered as cost of conversion including estimates for apportionment of the conversion on the different classes of finished goods and work-in-progress and recomputed the arithmetical accuracy thereof for calculating the conversion cost considered as part of the finished goods and work in progress. • Obtained understanding of management process for identification of slow moving, non-moving or obsolete inventories and ensured that the same is consistently applied. • Recomputed the net realisable value of the finished goods and reviewed the management assessment for carrying inventory at lower of cost and net realisable value. • Obtained written representations from management and those charged with governance on the completeness and adequacy of inventory allowance recognised as at the year-end. • Evaluated the appropriateness and adequacy of disclosures made in the consolidated financial statements in accordance with the applicable accounting standards.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the

accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal 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 Group has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information/ financial statements of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the financial statements, of which we are the independent auditors.
12. 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.



13. 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.
 14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
 - c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
 - d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
 - e) On the basis of the written representations received from the directors of the Holding Company and its subsidiary company and taken on record by the Board of Directors of the Holding Company, and its subsidiary company respectively, none of the directors of the Group companies, are disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act based on our audit, we report that the Holding Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the subsidiary company incorporated in India whose financial statements have been audited under the Act has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary company.
 16. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
 17. As required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiary company, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I' wherein we have expressed an unmodified opinion; and
 - g) 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 38 to the consolidated financial statements;
 - ii. The Holding Company and its subsidiary company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary company during the year ended 31 March 2023;

- iv. (a) The respective managements of the Holding Company and its subsidiary company have represented to us that, to the best of their knowledge and belief, as disclosed in note 52(k) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary company to or in any persons or entities, including foreign entities ('the 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 Holding Company, or its subsidiary company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- (b) The respective managements of the Holding Company and its subsidiary company have represented to us that, to the best of their knowledge and belief, as disclosed in the note 52(l) to the accompanying consolidated financial statements, no funds have been received by the Holding Company or its subsidiary company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or its subsidiary 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 performed by us, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (iv)(a) and (iv)(b) above contain any material misstatement.
- v. The final dividend paid by the Holding Company during the year ended 31 March 2023 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend; and
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Ashish Gera

Partner

Place: Gurugram

Date: 25 May 2023

Membership No.: 508685

UDIN: 23508685BGYCRD1542



Annexure I

List of entities included in the consolidated financial statements

Name of Holding Company

- a) H. P. Cotton Textile Mills Limited

Name of Subsidiary

- a) HP MMF Textiles Limited

Annexure II

Independent Auditor's Report on the internal financial controls with reference to the consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of H.P. Cotton Textile Mills Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Group's business, including adherence to the Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements

3. Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by

the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company as aforesaid.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and



that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

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

Opinion

8. In our opinion, the Holding Company and its subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Ashish Gera

Partner

Place: Gurugram

Date: 25 May 2023

Membership No.: 508685

UDIN: 23508685BGYCRD1542

Consolidated Balance Sheet

As at 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Note	As at March 31, 2023	As at March 31, 2022
Assets			
Non-current assets			
a) Property, plant and equipment	3	3,591.91	3,642.60
b) Capital work-in-progress	3A	-	171.55
b) Right-of-use assets	50	483.60	57.52
c) Intangible assets	3	37.17	52.46
d) Financial assets			
i) Other financial assets	4	150.59	143.86
e) Non-current tax assets (net)	5	13.98	-
f) Other non-current assets	6	12.67	15.52
		4,289.92	4,083.51
Current assets			
a) Inventories	7	3,203.53	3,236.25
b) Financial assets			
i) Investments	8	53.78	-
ii) Trade receivables	9	850.82	1,688.59
iii) Cash and cash equivalents	10	105.65	56.45
iv) Bank balances other than (iii) above	11	57.80	158.26
v) Other financial assets	12	70.85	324.98
c) Other current assets	13	599.21	756.08
d) Assets held for sale	14	-	16.61
		4,941.64	6,237.22
		9,231.56	10,320.73
Equity and liabilities			
Equity			
a) Equity share capital	15	392.20	386.60
b) Other equity	16	906.43	2,685.02
c) Non-controlling interest		-	-
		1,298.63	3,071.62
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	17	857.21	873.95
ii) Lease liability	18	451.03	-
b) Deferred tax liabilities (net)	19	89.52	160.97
c) Provisions	20	274.44	280.03
		1,672.20	1,314.95
Current liabilities			
a) Financial liabilities			
i) Borrowings	21	3,180.19	2,573.15
ii) Lease liability	22	27.60	51.99
iii) Trade payables	23		
- Total outstanding dues of micro enterprises and small enterprises		225.24	176.67
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,006.55	2,115.35
iv) Other financial liabilities	24	174.86	291.14
b) Other current liabilities	25	425.21	369.39
c) Provisions	26	221.08	250.17
d) Current tax liabilities (net)	27	-	106.30
		6,260.73	5,934.16
		9,231.56	10,320.73

The accompanying notes form an integral part of these consolidated financial statements

This is the consolidated balance sheet referred to in our report of even date

 For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration Number:001076N/N500013

Ashish Gera

Partner

Membership No.: 508685

For and on behalf of the Board of Directors of

H.P. Cotton Textile Mills Limited
Kailash Kumar Agarwal

Chairman & Managing Director

DIN: 00063470

RaghavKumar Agarwal

Executive Director

Chief Executive Officer &

Chief Financial Officer

DIN: 02836610

Shubham Jain

Company Secretary

Membership No.: ACS 49541

Place: Gurugram

Date: 25 May 2023

Place: New Delhi

Date: 25 May 2023



Consolidated Statement of Profit and Loss

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Note	Year ended 31 March 2023	Year ended 31 March 2022
Income			
Revenue from operations	28	8,397.81	13,218.74
Other income	29	207.76	231.08
Total Income		8,605.57	13,449.82
Expenses			
Cost of materials consumed	30	4,383.31	6,306.89
Changes in inventories of finished goods, work-in-progress and scrap	31	(119.31)	(832.42)
Employee benefits expense	32	2,263.29	3,126.27
Other expenses	33	3,026.63	3,283.36
Total expenses		9,553.92	11,884.10
(Loss)/profit before finance costs, depreciation and tax		(948.35)	1,565.72
Finance costs	34	534.82	307.24
Depreciation and amortisation expenses	35	396.60	296.42
(Loss)/profit before tax		(1,879.77)	962.06
Tax expense	36		
Current tax		-	163.80
Tax credit of earlier years		(2.15)	-
Deferred tax		(70.40)	94.30
Total tax expense		(72.55)	258.10
(Loss)/profit for the year		(1,807.22)	703.96
Other comprehensive income:			
Items that will not be reclassified to profit or loss:			
Remeasurement of post employment benefit obligations		(3.76)	10.50
Income tax relating to above items		1.05	(2.92)
Total other comprehensive income		(2.71)	7.58
Total comprehensive income for the year		(1,809.93)	711.54
(Loss)/profit for the year attributable to			
a) Owners of the Holding Company		(1,807.22)	703.96
b) Non-controlling interest		-	-
Other comprehensive income attributable to			
a) Owners of the Holding Company		(2.71)	7.58
b) Non-controlling interest		-	-
Total comprehensive income for the year attributable to			
a) Owners of the Holding Company		(1,809.93)	711.54
b) Non-controlling interest		-	-
(Loss)/earnings per equity share (face value of ₹ 10/- per share)	37		
Basic (loss)/earnings per share (in ₹)		(46.66)	18.48
Diluted (loss)/earnings per share (in ₹)		(46.66)	18.48

The accompanying notes form an integral part of these consolidated financial statements
This is the consolidated statement of profit and loss referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration Number:001076N/N500013

Ashish Gera
Partner
Membership No.: 508685

Place: Gurugram
Date: 25 May 2023

For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited

Kailash Kumar Agarwal
Chairman & Managing Director
DIN: 00063470

Place: New Delhi
Date: 25 May 2023

RaghavKumar Agarwal
Executive Director
Chief Executive Officer &
Chief Financial Officer
DIN: 02836610

Shubham Jain
Company Secretary
Membership No.: ACS 49541

Consolidated Cash Flow Statement

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
A. Cash flows from operating activities		
(Loss)/profit before tax	(1,879.77)	962.06
Adjustments for:		
Depreciation and amortisation expenses	396.60	296.42
Liabilities no longer required written back	(43.91)	(16.28)
Doubtful recoverables written off	167.65	-
Profit on sale of property, plant and equipment	(38.38)	(32.79)
Unrealised gain on foreign exchange fluctuation	(3.55)	(35.11)
Bad-debts written off	-	19.12
Interest income	(8.51)	(18.15)
Interest expense	534.82	307.24
Interest on fair valuation of financial assets carried at amortised cost	(2.54)	(0.84)
Operating (loss)/profit before working capital changes	(877.59)	1,481.67
Adjustments for:		
(Increase)/decrease in other non-current assets	(0.34)	35.72
Increase in other non-current financial assets	0.88	(0.24)
Decrease/(increase) in trade receivables	849.16	(300.45)
Decrease in other current assets	131.32	46.07
Decrease/(increase) in other current financial assets	176.46	(94.81)
Decrease/(increase) in inventories	32.71	(404.97)
(Decrease)/increase in trade payables	(124.51)	480.01
Decrease in other financial liabilities	(116.28)	(72.34)
Increase/(decrease) in other current liabilities	99.73	(398.78)
(Decrease)/increase in provisions	(37.40)	63.47
Cash generated from operating activities	134.14	835.35
Income taxes paid (net of refund received during the year)	(119.19)	(75.52)
Net cash flow generated from operating activities	14.95	759.83
B. Cash flows from investing activities		
Purchase of property, plant and equipment, including intangible assets, capital work in progress, capital advances and capital liabilities	(96.44)	(1,879.61)
Payment for investments in mutual funds	(52.00)	-
Proceeds from maturity / encashment of fixed deposits	95.17	163.40
Proceeds from sale of property, plant and equipment	44.19	37.83
Interest received	8.51	15.81
Net cash flow used in investing activities	(0.57)	(1,662.57)
C. Cash flows from financing activities		
Proceeds from long-term borrowings	607.51	783.11
Repayment of long-term borrowings	(604.95)	(357.38)
Proceeds/repayment of short term borrowings (net)	573.43	756.88
Payment of principal portion of lease liability	(54.20)	(52.20)
Payment of interest portion of lease liability	(8.68)	(9.90)
Dividend paid	(33.43)	-
Proceeds from share warrant application money	75.60	126.00
Finance charges paid	(520.46)	(297.73)
Net cash flow generated from financing activities	34.82	948.78



Consolidated Cash Flow Statement

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
D. Net increase/(decrease) in cash and cash equivalents (A+B+C)	49.20	46.04
E. Cash and cash equivalents as at the beginning of the year	56.45	10.41
F. Cash and cash equivalents as at the end of the year (D+E)	105.65	56.45
Components of cash and cash equivalents:		
Balances with banks-in current accounts	105.04	55.60
Cash on hand	0.61	0.85
	105.65	56.45

Reconciliation of financial liabilities arising from financing activities for the year ended 31 March 2023:

Particulars	Interest accrued on borrowings	Non-current borrowings *	Current borrowings **	Lease liability
Balance as at 01 April 2021	-	459.31	1,789.53	104.19
Add: Loan disbursed	-	783.11	782.66	-
Add: Interest expenses	297.32	-	-	9.90
Less: Payment of lease liability	-	-	-	(52.20)
Less: Loan repaid	-	(357.38)	-	-
Less: Interest expenses paid	(297.73)	-	-	(9.90)
Add/(less): Others	0.41	121.41	(131.54)	-
Balance as at 31 March 2022	-	1,006.45	2,440.65	51.99
Add: Loan disbursed	-	607.51	573.43	-
Add: Interest expenses	526.14	-	-	8.68
Add: Lease liability created under IND AS 116	-	-	-	480.91
Less: Payment of lease liability	-	-	-	(54.20)
Less: Loan repaid	-	(604.95)	-	-
Less: Interest expenses paid	(520.46)	-	-	(8.68)
Add/(less): Others	(5.66)	11.53	2.78	(0.07)
Balance as at 31 March 2023	-	1,020.54	3,016.86	478.63

* Includes current maturities of long-term debts

** Inflows/outflows from current borrowings has been presented on net basis

The accompanying notes form an integral part of these consolidated financial statements

This is the consolidated cash flow statement referred to in our report of even date

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration Number:001076N/N500013

Ashish Gera
Partner
Membership No.: 508685

Place: Gurugram
Date: 25 May 2023

For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited

Kailash Kumar Agarwal
Chairman & Managing Director
DIN: 00063470

Place: New Delhi
Date: 25 May 2023

RaghavKumar Agarwal
Executive Director
Chief Executive Officer &
Chief Financial Officer
DIN: 02836610

Shubham Jain
Company Secretary
Membership No. : ACS 49541

Consolidated Statement of Changes in Equity

For the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

A. Equity share capital

As at 31 March 2023

Balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
386.60	5.60	392.20

As at 31 March 2022

Balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
381.00	5.60	386.60

B. Other equity

Particulars	Reserves and surplus				Money received against share warrants	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Current reporting period						
Balance as at 01 April 2022	0.11	95.38	784.41	1,779.92	25.20	2,685.02
Loss for the year	-	-	-	(1,807.22)	-	(1,807.22)
Addition during the year	-	95.20	-	-	-	95.20
Conversion of share warrants into equity shares	-	-	-	-	(25.20)	(25.20)
Remeasurement of defined benefit obligations	-	-	-	(2.71)	-	(2.71)
Dividends	-	-	-	(38.66)	-	(38.66)
As at 31 March 2023	0.11	190.58	784.41	(68.68)	-	906.43
Previous reporting period						
Balance as at 01 April 2021	0.11	0.18	784.41	1,068.38	-	1,853.08
Profit for the year	-	-	-	703.96	-	703.96
Addition during the year	-	95.20	-	-	25.20	120.40
Remeasurement of defined benefit obligations	-	-	-	7.58	-	7.58
As at 31 March 2022	0.11	95.38	784.41	1,779.92	25.20	2,685.02

Analysis of accumulated other comprehensive income included in retained earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of the year	21.83	14.25
Other comprehensive income for the year	(2.71)	7.58
Balance as at the end of the year	19.12	21.83

The accompanying notes form an integral part of these consolidated financial statements

This is the consolidated statement of changes in equity referred to in our report of even date

 For **Walker Chandiok & Co LLP**
 Chartered Accountants
 Firm Registration Number:001076N/N500013

Ashish Gera
 Partner
 Membership No.: 508685

 Place: Gurugram
 Date: 25 May 2023

 For and on behalf of the Board of Directors of
H.P. Cotton Textile Mills Limited
Kailash Kumar Agarwal
 Chairman & Managing Director
 DIN: 00063470

 Place: New Delhi
 Date: 25 May 2023

RaghavKumar Agarwal
 Executive Director
 Chief Executive Officer &
 Chief Financial Officer
 DIN: 02836610

Shubham Jain
 Company Secretary
 Membership No.: ACS 49541



Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

1. Corporate information

Nature of operations

H.P. Cotton Textile Mills Ltd. ('the Holding Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act, 1956. It has its registered office at Delhi Road, V.P.O Mayar, Hisar. The Holding Company is a leading manufacturer of cotton specialty yarns and cotton sewing threads catering to both local and export markets. The shares of the Holding Company are currently listed at Bombay Stock Exchange.

These consolidated financial statements relate to H.P. Cotton Textile Mills Ltd. ('the Company' or 'the Holding Company') and its subsidiary ('the Holding Company and its subsidiary together referred to as 'the Group').

Subsidiary comprises of following:

Name of the subsidiary	Country of incorporation	Shareholding as at 31 March 2023
HP MMF Textiles Limited	India	100%

2. Significant accounting policies

2.1 Statement of Compliance and basis of preparation of consolidated financial statements

(a) General information and statement of compliance with Ind AS

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other pronouncements/provisions of applicable laws and guidelines issued by the Securities and Exchange Board of India (SEBI).

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies have been consistently applied to all the periods presented in the consolidated financial statements except where newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statements for the year ended 31 March 2023 were authorised and approved

for issue by the Board of Directors on 25 May 2023. Revisions to consolidated financial statements, if required, is permitted by the Board of Directors subject to obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

Application of new and revised Indian Accounting Standard (Ind AS)

All the Ind AS issued and notified by the Ministry of Corporate Affairs ('MCA') under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the consolidated financial statements are authorised have been considered in preparing these consolidated financial statements.

Recent accounting pronouncements issued but not made effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31 March 2023, MCA amended the (Indian Accounting Standards) Amendment Rules, 2023, applicable from 1 April 2023, as below:

- Ind AS 1 - Presentation of consolidated financial statements

The amendment requires entities to disclose their material rather than their significant accounting policies. The amendments define what 'material accounting policy information' is and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

- Ind AS 8 - Accounting policies, changes in accounting estimates and errors

The amendment clarifies how entities should distinguish changes in accounting policies from changes in accounting estimates. The distinction is important, because changes in accounting estimates are applied prospectively to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period.

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

- Ind AS 12 - Income taxes

The amendment requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. They will typically apply to transactions such as leases of lessees and decommissioning obligations and will require the recognition of additional deferred tax assets and liabilities.

The Group does not expect the aforesaid amendments to have any significant impact on its consolidated financial statements.

(b) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis, except for the following:

- 1) certain financial assets and financial liabilities that are measured at fair value; and
- 2) defined benefit plans - plan assets measured at fair value.

(c) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiary as at 31 March 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights; and
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed-off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to consolidated financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies. The consolidated financial statements of all entities used for the purpose of consolidation are drawn up to the same reporting date as that of the parent company, i.e., year ended on 31 March 2023.



Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

The consolidated financial statements have been prepared on the following basis:

The consolidated financial statements of the parent and its subsidiary have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, revenues and expenses after eliminating intra-group balances / transactions and resulting profits in full.

Non-controlling interest share in net assets of 'the Group' is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.

(d) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle (not exceeding twelve months) and other criteria set out in the Schedule III to the Act.

(e) Rounding of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lacs with two decimal places as per the requirement of Schedule III, unless otherwise stated.

(e) Use of estimates

The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the Group and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Group believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(f) Significant accounting judgments, estimates and assumptions

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the

application of accounting policies and the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures. Uncertainty about the assumptions and estimates could result in outcomes that require material adjustment to the carrying value of assets or liabilities affected in future periods.

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 in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

Critical judgments in applying accounting policies

The key judgments, made by the management, in applying the Group's accounting policies having an effect on these consolidated financial statements are as follows:

- (i) **Recognition of deferred tax** - The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.
- (ii) **Evaluation of indicators for impairment of assets** - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.
- (iii) **Recoverability of advances/receivables** - At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.
- (iv) **Provisions and contingencies** - The amount of provisions and contingencies have been recognised in accordance with Ind AS 37 Provisions, contingent liabilities and contingent assets as the evaluation of the likelihood of the contingent events requires best judgment by management regarding the probability of exposure to potential loss.

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

Key source of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group has based its assumptions and estimates on parameters available at the time of preparation of consolidated financial statements. However, existing circumstances and assumptions about future developments, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

- (i) **Useful lives of property, plant and equipment** - The estimated useful lives of property, plant and equipment are based on a number of factors including the effects of obsolescence, demand, competition, internal assessment of user experience and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditure required to obtain the expected future cash flows from the assets. The Group reviews the useful life of property, plant and equipment at the end of each reporting date.
- (ii) **Recoverable amount of property, plant and equipment** - The recoverable amount of property plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and expected future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.
- (iii) **Post-retirement benefit plan** - Employee benefit obligation (gratuity) 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.
- (iv) **Fair value measurement of financial instruments** - The fair values of financial assets and financial liabilities recorded in the consolidated balance sheet

in respect of which quoted prices in active markets are not available are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

2.2 Summary of significant accounting policies

i. Property, plant and equipment

An item on property, plant and equipment is recognized as asset, if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. All costs including borrowing costs related to the acquisition and installation of property, plant and equipment are capitalised.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance including assets having cost upto ₹ 10,000 are charged to the consolidated statement of profit and loss during the reporting period in which they are incurred.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the consolidated statement of profit and loss.

Advances paid towards the acquisition of property, plant and equipment outstanding at each reporting date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.



Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

ii. Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment, if any. Intangible assets are amortised over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, etc. The amortisation method and useful lives are reviewed periodically at each reporting date.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the consolidated statement of profit and loss.

Useful life considered for calculation of amortisation for various intangible assets are as follows-

Asset category	Estimated useful life (in years)
Software	3-5 years

The amortisation expense on intangible assets with finite life is recognised in the consolidated statement of profit and loss under the head Depreciation and amortization expense.

iii. Depreciation

The Group depreciates its property, plant and equipment (PPE) over the useful life on Straight line basis in the manner prescribed in Schedule II to the Act. Management believes that useful life of assets are same as those prescribed in Schedule II to the Act except for useful life of plant and machinery (refer table below). Useful life considered for calculation of depreciation for various assets class are as follows-

Asset category	As per management estimate	As per Schedule II
Computers	3 years	3 years
Furniture and fixtures	10 years	10 years
Building	30 years	30 years
Vehicles	8 years	8 years
Plant and machinery (on triple shift basis)*	15 years	7.5 years
Office equipment	5 years	5 years
Servers and networks	6 years	6 years

*The management has estimated useful lives based upon technical estimate.

Leasehold improvements are depreciated over the period of lease or 3 years, whichever is less.

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.

Depreciation on additions / deletions is calculated pro-rata from the month of such addition / deletion, as the case maybe.

iv. Impairment of non-financial asset

The Group tests the assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

v. Revenue and other income

The Holding Company derives revenues primarily from sale of manufactured cotton, specialty yarns and cotton sewing threads.

Revenue from sale of goods is recognised when the Group satisfies its performance obligation and substantial risks and rewards of ownership are transferred to the buyer which generally coincides when the goods are dispatched from the factory. Amounts disclosed as revenue are net of returns and allowances, trade discounts and rebates. The Group collects Goods and Service Tax on behalf of the government and therefore, these are not economic benefits flowing to the Group. Hence, these are excluded from revenue.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. Where the Group performs by transferring goods or services to

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (x) Investment and other financial assets – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. Where a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Financing component

The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Cost to obtain a contract with customer

The Group pays sales commission to selling agents for each contract that they obtain for sales of Group's products. Such commission are in nature of incremental cost to obtain contract with customer and the Group has elected to apply the optional practical expedient for costs to obtain a contract wherein it immediately expenses off such sales commissions because the amortisation period of the asset that the Group otherwise would have used is one year or less.

Duty drawbacks and other export incentives : Duty drawbacks and other export incentives under various schemes are recognised as revenue in the year of export when no significant uncertainty exists with respect to their recovery.

Insurance and other claims: Revenue in respect of claims is recognised when no significant uncertainties exist with regard to the amount to be realised and the ultimate collection thereof.

Interest income: Income from interest is accounted for on time proportion basis taking into account the amounts outstanding and the applicable rate of interest.

vi. Inventories

Inventories are valued at cost or net realisable value, whichever is lower.

The cost of raw materials and stores and spares is determined using moving weighted average formula and includes cost of purchase and other cost incurred in bringing the inventory to their present location and condition. Raw materials and stores and spares are not written down below cost if the finished product in which they will be manufactured are expected to be sold at or above cost.

Work-in-progress is valued at raw material cost plus conversion cost incurred on them depending upon the stage of completion based on weighted average formulae.

Cost of finished goods include raw material cost, conversion cost and packing cost incurred to bring the goods to their present location and condition. Inventory of finished goods is measured at cost or net realisable value, whichever is lower.

Goods in transit are stated at cost. Net realisable value of the inventories is measured at estimated selling price of each item of inventory in the ordinary course of business less the estimated cost of completion and estimated costs necessary to make the sale.

vii. Earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Holding 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 and excluding treasury shares.



Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

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 shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

viii. Government grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

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

Government grants related to revenue are recognised on a systematic basis in the consolidated statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate. Government grant receivable as compensation for expenses or losses already incurred with no future related cost are recognised in consolidated statement of profit and loss of the period in which it becomes receivable.

ix. Dividend

Final dividends on shares are recognised as a liability on the date of approval by the shareholders and interim dividends are recognised as a liability on the date of declaration by the respective Board of Directors of the Holding Company.

x. Investments and other financial assets Classification

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

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss),

- those to be measured at cost and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

Equity investments in subsidiaries are measured at cost. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of financial assets is followed.

Investments in mutual fund are measured at FVTPL. Profit or loss on fair value of mutual fund is recognised in the consolidated statement of profit and loss.

For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at FVTOCI.

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

Initial recognition

Purchases and sales of financial assets are recognised on the trade-date i.e. the date on which the Group commits to purchase or sale the financial asset.

Measurement

At initial recognition, the Group measures trade receivables at their transaction price and measures other financial assets at its fair value, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

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

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments and equity instruments at fair value through profit or loss (FVTPL)

Debt instruments at amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/ losses. Impairment losses are presented as separate line item in the consolidated statement of profit and loss.

Debt instrument at FVTOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVTOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/ losses and impairment expenses are presented as separate line item in consolidated statement of profit and loss.

Debt instrument at FVTPL

Assets that do not meet the criteria for amortised cost or FVTOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/ losses in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

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

Changes in the fair value of financial assets at FVTPL are recognised in other gain/ losses in the consolidated statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVTOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 37 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition

A financial asset is derecognised only when

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



Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

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

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

Income recognition

Interest income

Interest income from FVTPL is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVTOCI is calculated using the effective interest method is recognised in the consolidated statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividends

Dividends are received from financial assets at FVTPL and at FVTOCI. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of the investment.

xi. Financial liabilities

Initial recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loan and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge as appropriate.

The Group's financial liabilities include trade payables, other payables, short-term and long-term borrowings.

Measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL

Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit and loss.

Financial liabilities designated upon initial recognition at FVTPL are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognised in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the consolidated statement of profit and loss. The Group has not designated any financial liability as at fair value through profit and loss.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ losses.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the consolidated financial statements for issue, not to demand payment as a consequence of the breach.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60-90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated

as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the consolidated statement of profit and loss.

xii. Offsetting of financial instruments

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

xiii. Fair value measurement of financial instruments

The Group measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient



Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of nature, characteristics and risks of the asset and liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes:

- Disclosure regarding significant estimates and assumptions- Note 2.1
- Quantitative disclosures of fair value measurement hierarchy- Note 2.2, paragraph xiii.
- Financial instruments (including those carried at amortised cost)- Note 2.2, paragraph x.

xiv. Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

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

Contingent liabilities

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

Contingent assets

Contingent assets are not recognised in the consolidated financial statements. Contingent assets are disclosed in the consolidated financial statements to the extent it is probable that economic benefits will flow to the Group from such assets.

xv. Borrowing cost

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.

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

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. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

xvi. Employees benefits

(i) Short term employee benefits: 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.

(ii) Other long-term employee benefits obligations: The liabilities for earned leave and sick leave that are not expected to be settled wholly within 12 months are 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 discount rates for Government Securities (G-Sec) at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement as a result of experience adjustments and changes in actuarial assumptions are recognised in the consolidated statement of profit and loss.

(iii) Post-employment benefits: The Group operates the following post-employments schemes:

- (a) defined contribution plans- provident fund; and
- (b) defined benefit plans- gratuity

(a) Defined contribution plan **Provident fund**

The Group makes payment to statutory fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952 which is a

defined contribution plan. The Group 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 in the consolidated statement of profit and loss as and when they are due.

(b) Defined benefit plans

Gratuity

The liability or asset recognised in the consolidated balance sheet in respect of defined benefit gratuity plan 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.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss.

Remeasurement 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 consolidated statement of changes in equity and in the consolidated balance sheet.

xvii. Foreign currency translations

(i) Functional and presentation currency

The consolidated financial statements are presented in Indian rupee (INR), which is Group's functional and presentation currency.

ii) Transaction and balances

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of



Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

foreign currency transactions are recognised in the consolidated statement of profit and loss.

Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the consolidated statement of profit and loss.

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.

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

xviii. Income 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.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. Deferred income 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 asset 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 liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are off set where the respective companies in the Group have a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the consolidated 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.

Minimum alternate tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

xix. Leases

On inception of a contract, the Group (as a lessee) assesses whether it contains a lease. A contract is, or contains a lease when it 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 Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises 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 Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease

Summary of significant accounting policies and other explanatory information to the consolidated financial statements for the year ended 31 March 2023

liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also adjusted for any re-measurement of lease liabilities. Unless the Group is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Group is reasonably certain to exercise and excludes the effect of early termination options where the Group is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Group is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Group changes its assessment of whether it will exercise an extension or a termination option and any lease modification.

Lease liability and ROU asset have been separately presented in the Consolidated Balance Sheet and lease payments are presented as follows in the Group's consolidated statement of cash flows:

- short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- payments for the interest element and principal element of recognised lease liabilities are presented within cash flows from financing activities

xx. Segment reporting

In accordance with Ind AS 108, operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The business activities of the Group predominantly fall within a single reportable operating segment, i.e., Textile (spinning). The Board of Directors of the Holding Company is the Group's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

xxi. Cash and cash equivalents

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

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown as borrowings under financial liabilities in the consolidated balance sheet.

xxii. Cash flow statement

Cash flows are reported using indirect method in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows". The cash flows from regular revenue generating, financing and investing activities of the Group are segregated. Cash and cash equivalents in the cash flow comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.



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to Consolidated Financial Statements for the year ended 31 March 2023

(All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

3. Property, plant and equipment & intangible assets

Particulars	Property, plant and equipment							Intangible assets	
	Freehold land	Buildings	Leasehold improvements	Plant and equipment	Furniture and fixtures	Office equipments	Computers	Vehicles	Software
Gross carrying amount									
As at 01 April 2021	20.75	647.96	19.94	5,446.77	71.77	109.25	72.62	260.81	108.77
Additions	630.46	9.75	-	1,093.60	2.68	15.10	7.13	48.24	4.10
Adjustments/disposals	-	-	-	445.21	-	-	-	0.03	-
As at 31 March 2022	651.21	657.71	19.94	6,095.16	74.45	124.35	79.75	309.02	112.87
Additions	-	-	-	262.83	2.12	4.24	1.44	-	-
Adjustments	-	-	-	233.22	-	-	-	-	-
Disposals	-	-	-	-	0.07	-	-	47.12	-
As at 31 March 2023	651.21	657.71	19.94	6,591.21	76.50	128.59	81.19	261.90	112.87
Accumulated depreciation/ amortisation									
As at 01 April 2021	-	527.34	18.17	3,661.78	53.82	75.10	42.47	191.22	34.87
Charge for the year	-	11.71	0.77	162.76	2.58	15.16	7.13	22.57	25.54
Adjustments/disposals	-	-	-	423.59	-	-	-	-	-
As at 31 March 2022	-	539.05	18.94	3,400.95	56.40	90.26	49.60	213.79	60.41
Charge for the year	-	31.68	-	241.55	2.99	15.79	19.57	21.11	15.29
Adjustments	-	-	-	221.56	-	-	-	-	-
Disposals	-	-	-	-	0.04	-	-	46.86	-
As at 31 March 2023	-	570.73	18.94	3,864.06	59.35	106.05	69.17	188.04	75.70
Carrying amount (net)									
As at 31 March 2022	651.21	118.66	1.00	2,694.21	18.05	34.09	30.15	95.23	52.46
As at 31 March 2023	651.21	86.98	1.00	2,727.15	17.15	22.54	12.02	73.86	37.17

- (i) Property, plant and equipment have been pledged as security for borrowings, for details refer note 17, 21 and 44
- (ii) Refer note 37 for disclosure on contractual commitments for acquisition
- (iii) The title deeds of immovable properties as shown above are held in the name of the Group
- (iv) Refer note (i)(a) under Note 17 for details of title deeds with banks

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to Consolidated Financial Statements for the year ended 31 March 2023
 (All amounts in ₹ lacs, unless stated otherwise)

CIN: L18101HR1981PLC012274

3A Capital work-in-progress (CWIP):

Particulars	As at 31 March 2023	As at 31 March 2022
Opening gross carrying amount	171.55	103.01
Additions	75.69	1,222.45
Capitalisation / adjustments	247.24	1,153.91
Closing gross carrying amount	-	171.55

(i) Ageing schedule

As at 31 March 2023

Particulars	Amount for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	-	-	-	-	-
Total	-	-	-	-	-

As at 31 March 2022

Particulars	Amount for a period of				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Projects in progress	171.55	-	-	-	171.55
Total	171.55	-	-	-	171.55

- (ii) The Group does not have any project for which completion is overdue and neither has exceeded its original cost as per original plan.

4. Other non-current financial assets

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good)		
Security deposits	149.89	143.86
Bank deposits with maturity more than 12 months	0.70	-
	150.59	143.86

5. Non-current tax assets (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Advance tax (net of provision of income tax ₹ Nil (previous year : ₹ 163.80 lacs))	13.98	-
	13.98	-

6. Other non-current assets

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good)		
Capital advances (refer note 38)	5.32	8.52
Prepaid expenses	7.35	7.00
	12.67	15.52



Notes

to Consolidated Financial Statements for the year ended 31 March 2023
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7. Inventories[^]

Particulars	As at 31 March 2023	As at 31 March 2022
(valued at lower of cost or net realizable value)		
Raw materials	91.24	185.96
Work-in-progress	2,154.96	1,969.26
Finished goods	634.74	651.62
Stores and spares	289.11	346.42
Scrap	33.48	82.99
	3,203.53	3,236.25

[^] Inventories have been pledged as security for borrowings, for details refer note 17, 21 and 44.

8. Current investments

Particulars	As at 31 March 2023	As at 31 March 2022
Investments in mutual funds (quoted) carried at fair value through profit or loss (FVTPL)		
517,603 (previous year : Nil) units of SBI Mutual Fund [^]	53.78	-
	53.78	-
Aggregate amount of quoted investments and market value thereof	53.78	-

[^] Current investments have been pledged as security for borrowings, for details refer note 17, 21 and 44.

9. Trade receivables

Particulars	As at 31 March 2023	As at 31 March 2022
Considered good - secured	74.72	122.12
Considered good - unsecured	776.10	1,566.47
	850.82	1,688.59

- i. Trade receivables have been pledged as security for borrowings, for details refer note 17, 21 and 44.
- ii. The Group, as per its credit policy allows credit on export sales, usually by way of Letter of credit or other banking document. Debtors reflected as on consolidated balance sheet date, are due to the gestation period between the shipment made and exchange of shipping documents.
- iii. Out of the total unsecured debtors reflected:
 - a. An amount ₹ 459.11 lacs (previous year ₹ 709.42), is reflected on account of transit time between shipment and exchange of documents;
 - b. An amount of ₹ 316.99 lacs (previous year ₹ 857.05 lacs), is Document Acceptance (DA) basis routed through banking channels and backed by way of acceptances for payment on due date from overseas customers through international interbank communication.
- iv. There are no debts/loans due by directors or other officers of the Company or any of them either severally or jointly with any other person or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

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v. Trade receivable ageing:

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	47.74	798.68	1.02	3.38	-	-	850.82
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	47.74	798.68	1.02	3.38	-	-	850.82

As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	242.02	1,446.57	-	-	-	-	1,688.59
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	242.02	1,446.57	-	-	-	-	1,688.59

10. Cash and cash equivalents

Particulars	As at 31 March 2023	As at 31 March 2022
Balances with banks-in current accounts		
- In current accounts	105.04	55.60
Cash on hand	0.61	0.85
	105.65	56.45

There are no repatriation restrictions with regard to cash and cash equivalents at the end of reporting year and prior year.



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11. Other bank balances

Particulars	As at 31 March 2023	As at 31 March 2022
Margin money*	57.80	133.06
Share warrant application money	-	25.20
	57.80	158.26

*Margin money includes fixed deposits of ₹ 56.53 lacs (previous year: ₹ 118.26 lacs) pledged by the Group against letter of credit facility being availed by the Group.

12. Other current financial assets*

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured, considered good)		
Insurance claim receivable	-	43.01
Dues against acquisition of land	-	2.75
Export incentives receivables	65.24	270.10
Derivative asset	1.72	-
Earmarked bank balances for unpaid dividends	3.89	9.12
	70.85	324.98

*Government grant

Export incentive and duty drawback receivables

Particulars	31 March 2023	31 March 2022
Balance at the beginning of the year	325.12	226.56
Export incentive and duty drawback received during the year	(449.07)	(303.06)
Credited to the consolidated statement of profit and loss (refer note 28)	202.64	401.62
Closing balance	78.69	325.12

Export incentive and duty drawback receivables comprises :

Particulars	As at 31 March 2023	As at 31 March 2022
Export incentives receivables (refer note 12)	65.24	270.10
Duty drawback (refer note 13- included in balance with government authorities)	13.45	55.02
Total	78.69	325.12

13. Other current assets

Particulars	As at 31 March 2023	As at 31 March 2022
(Unsecured considered good unless otherwise stated)		
Balances with government authorities	520.64	649.17
Advance to suppliers	19.47	51.89
Prepaid expenses	55.76	45.36
Other advances	3.34	9.66
	599.21	756.08

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14. Assets held for sale

Particulars	As at 31 March 2023	As at 31 March 2022
Plant and Equipments*	-	16.61
	-	16.61

* During the previous year, the assets held for sale included the proposed sale of ring spinning machines on an "as is where is basis", as the machines had reached their residual values and had not been in operation since more than 10 years, therefore and due to a boom in the used textile machinery market and the prices of metals, the company had decided to dispose off the machines, some of which were more than 30 years old, to achieve a better realisation. The sale was to be spread over two financial years, i.e., 2021-22 and 2022-23, and was expected to be completed by first half of financial year 2022-23 against a deposit of 100% advance against the readiness of goods. The Holding Company had not booked any gain expected to arise out of the proposed transactions. The Holding Company had also received advance consideration of ₹ 29.00 lacs, as advance payment which was disclosed under "Other Current Liabilities" in note 26. The book value of machinery pertaining to these transactions had been disclosed under this head.

In the current year, the Holding Company has disposed off machinery having book value of ₹ 4.95 lacs for ₹ 35.10 lacs. For machinery with book value of ₹ 11.66 lacs, the Holding Company has followed up with the customers but the transaction did not materialise and accordingly, the Holding Company has restated the machinery to property, plant and equipment.

15. Equity Share Capital

Particulars	As at 31 March 2023	As at 31 March 2022
Authorised share capital		
4,250,000 (previous year: 4,250,000) equity shares of ₹ 10/- each	425.00	425.00
	425.00	425.00
Issued, subscribed and paid up share capital		
3,922,000 (previous year: 3,866,000) equity shares of ₹ 10/- each	392.20	386.60
	392.20	386.60

a) Reconciliation of equity shares outstanding at the beginning and end of the year

Particulars	As at 31 March 2023		As at 31 March 2022	
	Number of shares	Amount	Number of shares	Amount
Balance at the beginning of the year	38,66,000	3,86,60,000	38,10,000	3,81,00,000
Addition/(deletion) during the year*	56,000	5,60,000	56,000	5,60,000
Balance at the end of the year	39,22,000	3,92,20,000	38,66,000	3,86,60,000

*In previous year, pursuant to the Board resolution passed at the meeting held on 12 January 2022, the Holding Company had approved to issue and allot 1,12,000 share warrants each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Holding Company having face value of ₹ 10/- each on preferential basis at an issue price of ₹ 180/- per share warrant (including a premium of ₹ 170/- per share warrant) which was not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, for cash consideration, for an aggregate amount up to ₹ 202 lakhs. The same was approved by the shareholders in their extra ordinary general meeting held on 07 February 2022. Subsequently, in March 2022, the promoters have paid total consideration for 50 percent of total outstanding warrants for conversion into equity shares. Accordingly, 33,600 equity shares and 22,400 equity shares were allotted to Mr. Kailash Kumar Agarwal and Mr. RaghavKumar Agarwal respectively upon conversion in March 2022.

Subsequently in current year in March 2023, the promoters have paid total consideration for balance 50 percent of total outstanding warrants for conversion into equity shares. Accordingly, 33,600 equity shares and 22,400 equity shares were allotted to Mr. Kailash Kumar Agarwal and Mr. RaghavKumar Agarwal respectively upon conversion in March 2023.



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b) Terms/rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹ 10 (previous year : ₹ 10) per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividend in Indian Rupees. 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 Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of equity shareholders holding more than 5% shares in the Company*

Name of the Shareholder	As at 31 March 2023		As at 31 March 2022	
	Number of shares	% holding	Number of shares	% holding
Kailash Kumar Agarwal	6,80,058	17.34%	5,43,158	14.05%
Jainish Products Limited **	2,42,850	6.19%	2,42,850	6.28%
Achhar Investments Limited **	2,31,900	5.91%	2,31,900	6.00%
Sacred Trading and Investment Company Limited **	2,24,170	5.72%	2,24,170	5.80%
Sailesh Textile Manufacturing Company Limited **	2,07,000	5.28%	2,07,000	5.35%
Vinod Kumar Ohri	1,99,996	5.10%	1,99,996	5.17%

*As per the records of the Holding Company, including its register of shareholder/members and other declarations, if any, received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

** The Holding Company's promoters have entered into a family agreement dated 14 March 2019, which would result in inter-se transfer of equity shares of the Holding Company by and among member of the Promoter Group over next two years (collectively, the "Proposed Family Re-arrangement"), which has partially been executed and partially would be executed in due course.

In continuance of the above family arrangement, Mr. Ravindra Agarwal, Mr. Surendra Kumar Agarwal and Mr. Kailash Kumar Agarwal have executed another re-arrangement agreement dated 12 February 2020, which would result in an inter-se transfer of all equity shares of Mr. Ravindra Agarwal & family and Mr. Surendra Kumar Agarwal & family to Mr. Kailash Kumar Agarwal.

During the previous year, the proposed inter-se transfer from Mr. Surendra Kumar Agarwal and family to Mr. Kailash Kumar Agarwal and the indirect acquisition of shares of the Holding Company held by certain entities, namely, Jainish Products Limited, Sailesh Textile Manufacturing Company Limited, Achhar Investments Limited and Sacred Trading & Investment Co. Limited had been completed in favour of Mr. Kailash Kumar Agarwal.

d) The Holding Company has not issued any bonus shares, shares for consideration other than cash or bought back shares during five years immediately preceding the current financial year.

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e) Shareholding of promoters

Shares held by promoters as at 31 March 2023 and 31 March 2022

Promoter name	As at 31 March 2023			As at 31 March 2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Achhar Investments Ltd.	2,31,900	5.91%	(0.09%)	2,31,900	6.00%	(0.09%)
Ashok Kumar Agarwal	75,896	1.94%	(0.03%)	75,896	1.96%	(0.03%)
Atma Devi Agarwal	-	0.00%	(0.26%)	10,000	0.26%	(0.00%)
Ghanshyam Das Agarwal	45,730	1.17%	(0.02%)	45,730	1.18%	(0.02%)
Ghanshyam Das Agarwal HUF	1,36,736	3.49%	(0.05%)	1,36,736	3.54%	(0.05%)
Jainarayan Agarwal HUF	85,000	2.17%	(0.03%)	85,000	2.20%	(0.03%)
Jainish Products Ltd.	2,42,850	6.19%	(0.09%)	2,42,850	6.28%	(0.09%)
Kailash Kumar Agarwal	6,80,058	17.34%	3.29%	5,43,158	14.05%	11.70%
Kailash Kumar Agarwal HUF	31,150	0.79%	(0.01%)	31,150	0.81%	(0.01%)
Mridula Agarwal	7,300	0.19%	(0.00%)	7,300	0.19%	(0.00%)
Premlata Agarwal	20,000	0.51%	(0.01%)	20,000	0.52%	(0.01%)
Rachit Agarwal	5,600	0.14%	(0.00%)	5,600	0.14%	(0.00%)
RaghavKumar Agarwal	1,08,468	2.77%	0.54%	86,068	2.23%	0.56%
Raghubir Agarwal HUF	39,500	1.01%	(0.01%)	39,500	1.02%	(0.02%)
Raghubir Prasad Agarwal	93,750	2.39%	(0.03%)	93,750	2.42%	(0.04%)
Raj Kumar Agarwal	46,466	1.18%	(0.02%)	46,466	1.20%	(0.02%)
Raj Kumar Agarwal HUF	1,27,164	3.24%	(0.05%)	1,27,164	3.29%	(0.05%)
Ravindra Agarwaal	1,06,066	2.70%	(0.04%)	1,06,066	2.74%	(0.04%)
Ravindra Agarwaal HUF	30,500	0.78%	(0.01%)	30,500	0.79%	(0.01%)
Ruchi Agarwal	-	0.00%	(0.92%)	35,500	0.92%	(0.01%)
Sacred Trading and Investment Company Ltd.	2,24,170	5.72%	(0.08%)	2,24,170	5.80%	(0.09%)
Sailesh Textile Manufacturing Company Ltd.	2,07,000	5.28%	(0.08%)	2,07,000	5.35%	(0.08%)
Vijay Kumar Agarwal	-	0.00%	(1.50%)	57,800	1.50%	(0.02%)
	25,45,304	64.91%		24,89,304	64.39%	

The promoter's shareholding is as per Section 2(69) of the Companies Act, 2013.



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16. Other equity

Particulars	As at 31 March 2023	As at 31 March 2022
Capital reserve	0.11	0.11
Securities premium	190.58	95.38
General reserve	784.41	784.41
Retained earnings	(68.67)	1,779.92
Monies received against share warrants	-	25.20
	906.43	2,685.02
(i) Capital Reserve**		
Balance at the beginning of the year	0.11	0.11
Addition/(deletion) during the year	-	-
Balance at the end of the year	0.11	0.11
**Capital reserve pertains to surplus on issue of forfeited shares in previous year and can be utilised by the Holding Company in accordance with the provisions of the Companies Act, 2013		
(ii) Securities Premium*		
Balance at the beginning of the year	95.38	0.18
Addition/(deletion) during the year	95.20	95.20
Balance at the end of the year	190.58	95.38
*Securities premium is created due to premium on issue of shares. Securities premium can be utilised by the Holding Company in accordance with the provisions of the Companies Act, 2013.		
(iii) General Reserve***		
Balance at the beginning of the year	784.41	784.41
Addition/(deletion) during the year	-	-
Balance at the end of the year	784.41	784.41
*** Under the Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with Companies (Transfer of profits to Reserve) Rules, 1975. Consequent to introduction of the Act, there is no such requirement to mandatorily transfer a specified percentage of the net profit to general reserve.		
(iv) Retained earnings*		
Balance at the beginning of the year	1,779.92	1,068.38
Add: transferred from consolidated statement of profit and loss	(1,809.93)	711.54
Less: dividend paid during the year	(38.66)	-
Balance at the end of the year	(68.67)	1,779.92
*Retained earnings of the Group are kept aside out of the Group's profits to meet future (known or unknown) obligations.		
(v) Share warrant application money****		
Balance at the beginning of the year	25.20	-
Addition/(deletion) during the year	(25.20)	25.20
Balance at the end of the year	-	25.20
****During the previous year, the Holding Company had allotted 1,12,000 share warrants at a issue price ₹ 180 (25 percent received on allotment), out of which 56,000 share warrants were converted in March 2022 and balance 56,000 share warrants have been converted in March 2023.		

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17. Non-current borrowings

Particulars	Non-current maturities		Current maturities	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Secured loans from banks				
Vehicle loan	35.31	48.53	13.18	12.66
Term loan	552.18	440.78	150.15	119.84
Capex FLC / SBLC				
State Bank of India Antwerp	-	232.28	-	-
State Bank of India seoul	116.30	-	-	-
State Bank of India Frankfurt	153.42	152.36	-	-
	857.21	873.95	163.33	132.50

(i) Details of security, terms of repayment and interest rate on the borrowings is provided below-

Particulars	Rate of Interest (%)	Terms of Repayment	Security Details	As at 31 March 2023	As at 31 March 2022
Vehicle Loan					
State Bank of India Vehicle loan	8.00% (previous year : 8.00%)	50 equated monthly installments of ₹ 0.23 lacs (including interest) each starting from March 2021 till April 2025	Refer Note (i)(a) below	5.32	7.57
HDFC Bank Vehicle Loan	9.25% (previous year : 9.25%)	62 equated monthly installments of ₹ 0.16 lacs (including interest) each starting from October 2018 till November 2023	Hypothecation of vehicle acquired under respective loans	1.14	2.84
HDFC Bank Bus Loan	8.99% (previous year : 8.99%)	59 equated monthly installments of ₹ 1.10 lacs (including interest) each starting from February 2022 till December 2026	Hypothecation of vehicle acquired under respective loans	42.03	50.78
Term Loan					
State Bank of India	EBLR + 4.20% (previous year : EBLR + 2.70%)	60 monthly instalments of ₹ 2.75 lacs each (excluding interest) after moratorium period of 5 months starting from January 2017 till December 2021	Refer Note (i)(a) below	-	0.02
Guaranteed Emergency Credit Line	EBLR + 0.75%, maximum being 9.25% (previous year : EBLR + 0.75%)	36 monthly instalments of ₹ 8.22 lacs each (excluding interest) after moratorium period of 12 months starting from June 2021 till June 2024	Refer Note (i)(a) below	135.14	221.04
Guaranteed Emergency Credit Line-(1.0)	EBLR + 0.75%, maximum being 9.25% (previous year : EBLR + 0.75%)	36 monthly installments of ₹ 4.86 lacs each (excluding interest) after moratorium period of 24 months starting from the date of first disbursement, i.e., October' 2022)	Refer Note (i)(a) below	174.96	-
Common COVID Emergency Credit Line	EBLR + 0.75% (previous year : EBLR + 0.75%)	18 monthly instalments of ₹ 7.22 lacs each (excluding interest) starting from January 2021 till June 2022	Refer Note (i)(a) below	-	21.15



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Particulars	Rate of Interest (%)	Terms of Repayment	Security Details	As at 31 March 2023	As at 31 March 2022
State Bank of India(MSME Capex Loan)	EBLR + 4.20% (previous year : EBLR + 2.70%)	Repayable in total period of 7 years and 6 months including a moratorium period of 6 months which will start from first disbursement (October' 2021), the number and amount of instalments will be worked out based on total amount of loan drawn and amount drawn by way of capex FLC/ SBLC amount	Refer Note (i)(a) below	392.23	318.41
Capex FLC / SBLC					
State Bank of India Frankfurt	12M EURIBOR + 0.80% (previous year : 12M EURIBOR + 0.80%)		Refer Note (i)(a) below	153.42	152.36
State Bank of India seoul	12M EURIBOR + 1.20% (previous year : Nil)		Refer Note (i)(a) below	116.30	-
State Bank of India Antwerp	12M EURIBOR + 0.60% (previous year : 12M EURIBOR + 0.60%)		Refer Note (i)(a) below	-	232.28
Total				1,020.54	1,006.45

Note (i)(a)

- Security

- (i) First and exclusive charge by way of hypothecation of all current assets of the Holding Company including stocks, receivables and other current assets both present and future.
- (ii) First and exclusive charge by way of hypothecation of plant & machinery and miscellaneous fixed assets excluding factory land and building (including the proposed machinery to be purchased out of Term loan)

- Collateral

- (i) Equitable mortgage of Factory land measuring 57K-09M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (ii) Equitable mortgage of Factory land measuring 12K-05M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (iii) Equitable mortgage of Factory land measuring 16K-05M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (iv) Equitable mortgage of Factory land measuring 32K-09M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (v) Equitable mortgage of Factory land measuring 36K-00M, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (vi) Equitable mortgage of Factory land measuring 4K-OM, situated at Village Mayar, Tehsil Hisar, District Hisar.
- (vii) Equitable mortgage of Factory land measuring 4K-OM, situated at Village Mayar, Tehsil Hisar, District Hisar.

- Guarantee

- (i) Personal guarantee of Mr. Kailash Kumar Agarwal, Chairman and Managing Director (Promoter/ Director of the Holding Company in his personal capacity).
- (i) Personal guarantee of Mr. Raghav Kumar Agarwal, Executive Director, CEO & CFO (Promoter/ Director of the Holding Company in his personal capacity).

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18. Non-current lease liability

Particulars	As at 31 March 2023	As at 31 March 2022
Lease Liability	451.03	-
	451.03	-

19. Deferred tax liabilities (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Tax effect of items constituting deferred tax liabilities		
Difference between accounting base and tax base of property, plant and equipment	432.11	397.56
	432.11	397.56
Tax effect of items constituting deferred tax assets		
Unabsorbed depreciation carried forward#	115.64	-
Timing difference on account of expense allowable on payment basis	137.86	147.50
MAT credit entitlement*	89.09	89.09
	342.59	236.59
Deferred tax (liabilities)/ assets (net)	(89.52)	(160.97)

Unabsorbed depreciation as per section 32 of Income Tax Act, 1961 does not have any expiry.

* MAT credit pertains to AY 2021-22 and is available for utilisation till AY 2036-37

Movement in deferred tax assets/(liabilities) during the year ended 31 March 2023

Particulars	As at 31 March 2022	Recognised in other comprehensive income	Recognised in consolidated statement of profit or loss	As at 31 March 2023
Deferred tax assets				
Unabsorbed losses/ depreciation carried forward	-	-	115.64	115.64
Timing difference on account of expense allowable on payment basis	147.50	1.05	(10.69)	137.86
MAT credit entitlement	89.09	-	-	89.09
Deferred tax liability				
Difference between accounting base and tax base of property, plant and equipment	(397.56)	-	(34.55)	(432.11)
Total	(160.97)	1.05	70.40	(89.52)



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Movement in deferred tax assets/(liabilities) during the year ended 31 March 2022

Particulars	As at 31 March 2021	Recognised in other comprehensive income	Recognised in consolidated statement of profit or loss	As at 31 March 2022
Deferred tax assets				
Unabsorbed losses/ depreciation carried forward	11.52	-	(11.52)	-
Timing difference on account of expense allowable on payment basis	129.84	(2.92)	20.59	147.51
MAT credit entitlement	153.12	-	(64.03)	89.09
Deferred tax liability				
Difference between accounting base and tax base of property, plant and equipment	(358.22)	-	(39.34)	(397.56)
Total	(63.74)	(2.92)	(94.30)	(160.96)

20. Non-current provisions

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for gratuity (refer note 42)	224.39	214.08
Provision for compensated absences	50.05	65.95
	274.44	280.03

21. Current borrowings

Particulars	As at 31 March 2023	As at 31 March 2022
Secured loans		
Cash credits facilities		
State Bank of India	2,662.61	2,053.70
Outstanding letter of credit		
State Bank of India	354.25	386.95
Current maturities of long term borrowings (refer note 17)	163.33	132.50
	3,180.19	2,573.15

(i) Details of security and interest rate on the borrowings is provided below-

Particulars	Rate of Interest (%)	Terms of Repayment	Security Details	As at 31 March 2023	As at 31 March 2022
Cash credits facilities from banks (secured)					
State Bank of India	For CC, EBLR + 4.20% (previous year : EBLR + 2.70%) For EPC, EBLR + 0.75% (previous year : EBLR + 0.75%)	Repayable on demand	Refer Note (i)(a) under Note 17	2,662.61	2,053.70
Outstanding letter of credit					
State Bank of India	As per terms of individual LC	As per terms of individual LC	Refer Note (i)(a) under Note 17	354.25	386.95
Total				3,016.86	2,440.65

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22. Current lease liability

Particulars	As at 31 March 2023	As at 31 March 2022
Lease Liability	27.60	51.99
	27.60	51.99

23. Trade payables

Particulars	As at 31 March 2023	As at 31 March 2022
Trade payables:		
Total outstanding dues of micro enterprises and small enterprises (refer note below)	225.24	176.67
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,006.55	2,115.35
	2,231.79	2,292.02

- i. Information, as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 for the year ended 31 March 2023 is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 31 March 2023	As at 31 March 2022
(a) The principal amount remaining unpaid to any supplier at the end of the year;	173.23	151.05
(b) Interest due remaining unpaid to any supplier at the end of the year;	52.01	25.62
(c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year;	803.79	338.38
(d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	26.39	9.73
(e) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	26.39	9.73
(f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	25.62	15.89

- ii. Trade payable ageing:

As at 31 March 2023

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	54.21	168.23	1.61	1.19	-	225.24
(ii) Undisputed dues - Others	973.28	958.91	50.69	14.29	9.38	2,006.55
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	1,027.49	1,127.14	52.30	15.48	9.38	2,231.79



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As at 31 March 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - MSME	100.26	59.29	10.65	6.47	-	176.67
(ii) Undisputed dues - Others	442.74	1,646.86	11.24	6.64	7.87	2,115.35
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	543.00	1,706.15	21.89	13.11	7.87	2,292.02

24. Other current financial liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Unclaimed dividend*	3.89	9.12
Employee related payables	170.97	282.02
	174.86	291.14

* The same is not due for deposit to Investor Education and Protection Fund. Further the company has deposited ₹ 1.63 lacs for the year 2014-15 (previous year ₹ 1.42 lacs for the year 2013-14) to the fund during the year.

25. Other current liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
Statutory dues payable	51.45	102.93
Trade deposits	5.05	6.98
Revenue received in advance	368.71	259.48
	425.21	369.39

26. Current provisions

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for bonus	142.71	170.51
Provision for gratuity (refer note 41)	50.96	51.44
Provision for compensated absences	27.41	28.22
	221.08	250.17

27. Current tax liabilities (net)

Particulars	As at 31 March 2023	As at 31 March 2022
Provision for income tax (net of advance tax ₹ Nil (previous year : ₹ 50.00 lacs))	-	106.30
	-	106.30

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28. Revenue from operations

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Sale of products		
Yarn and threads	7,727.60	12,371.28
Less: rebate and discounts	(31.37)	(19.35)
	7,696.23	12,351.93
Other operating revenue		
Process waste sale	469.04	450.62
Other scrap sales	29.90	14.57
Duty Drawback and other export incentives (refer note 12 and 13)	202.64	401.62
	701.58	866.81
Revenue from operations	8,397.81	13,218.74

29. Other income

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest income on fixed deposits carried at amortised cost	4.13	11.10
Interest income on financial assets carried at amortised cost	6.92	7.89
Foreign exchange fluctuation gain (net)	102.07	160.69
Liabilities no longer payable written back	43.91	16.28
Profit on sale of property, plant and equipment	38.38	32.79
Miscellaneous income	12.35	2.33
	207.76	231.08

30. Cost of material consumed

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Raw material:		
Cotton	3,391.27	4,896.30
Colour and chemicals	659.81	894.03
Packing materials	332.23	516.56
	4,383.31	6,306.89

31. Changes in inventories of finished goods, work-in-progress and scrap

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Inventories at the end of the year		
Finished goods	634.74	651.62
Work-in-progress	2,154.96	1,969.26
Scrap	33.48	82.99
	2,823.18	2,703.87
Inventories at the beginning of the year		
Finished goods	651.62	239.01
Work-in-progress	1,969.26	1,571.17
Scrap	82.99	61.27
	2,703.87	1,871.45
Increase in inventories	(119.31)	(832.42)



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32. Employee benefits expense

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries and wages	1,932.83	2,723.95
Contributions to provident and other funds	224.07	271.65
Gratuity expense (refer note 42)	64.69	63.14
Workmen and staff welfare expenses	41.70	67.53
	2,263.29	3,126.27

33. Other expenses

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Consumption of stores and spare	147.74	295.63
Power and fuel	1,396.12	1,332.58
Freight and forwarding	236.55	511.36
Water and water recycling	170.57	146.53
Rent including lease rentals	64.67	66.01
Travelling and conveyance	41.55	75.67
Security expenses	116.29	103.61
Commission	58.51	82.49
Vehicle running and maintenance	74.69	63.26
Business promotion and advertisement	37.42	31.18
Electricity and water expenses	59.65	51.84
Repairs and maintenance - buildings	13.79	24.14
Repairs and maintenance - machinery	5.82	11.59
Repairs and maintenance - others	24.34	23.34
Legal and professional	219.46	244.00
Insurance	56.18	44.91
Rates and taxes	15.52	13.15
Communication	21.43	23.18
Printing and stationery	3.02	2.38
Bad debts written off	-	19.12
Doubtful recoverables written off	106.72	-
Payment to auditors (see note 33(a) below)	41.07	30.89
Corporate social responsibility expenses (refer note 48)	10.32	5.00
Miscellaneous expenses	105.20	81.50
	3,026.63	3,283.36

33 (a). Details of payment made to auditors (excluding goods and service tax)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Statutory audit fees (including fees for limited reviews)	32.90	25.00
Tax audit fee	3.25	3.25
Certification fee	3.00	0.75
Reimbursement of expenses	1.92	1.89
	41.07	30.89

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34. Finance costs

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Interest expense - borrowings	290.40	143.70
Interest on lease liability	8.68	9.90
Interest expenses - others	165.10	105.32
Other borrowing costs	70.64	48.32
	534.82	307.24

35. Depreciation and amortisation expenses

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation on property, plant and equipment	332.69	222.68
Amortisation of intangible assets	15.29	25.54
Amortisation of right-of-use assets	48.62	48.20
	396.60	296.42

36. Income tax

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
(a) Income tax expense		
- Current tax	-	163.80
- Tax credited of earlier years	(2.15)	-
- Deferred tax	(70.40)	94.30
Income tax expense	(72.55)	258.10
(b) Reconciliation of tax expense and the accounting profit		
(Loss)/profit before income tax expense	(1,879.77)	962.06
Statutory income tax rate	27.82%	27.82%
Amount of tax at statutory income tax rate	(522.95)	267.64
Adjustments:		
Tax impact of non-deductible expense	5.16	5.15
Tax impact of deferred tax not created on current year tax loss	444.48	-
Other differences	0.76	(14.69)
Total	450.39	(9.54)
Amount of tax at statutory income tax rate post adjustments	(72.55)	258.10

37. Earnings per share

Particulars	As at 31 March 2023	As at 31 March 2022
(Loss)/profit for the year	(1,807.22)	703.96
Nominal value per share (in ₹)	10	10
Weighted average number of equity shares for basic earnings per share	38,69,222	38,13,253
Weighted average number of equity shares for diluted earnings per share	38,69,222	38,13,253
(Loss)/earnings per share (in ₹)		
Basic earnings per share	(46.71)	18.48
Diluted earnings per share	(46.71)	18.48

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38. Contingent liabilities and commitments

Particulars	As at 31 March 2023	As at 31 March 2022
i) Contingent liabilities		
Other money for which the company is contingently liable*	77.87	77.87
	77.87	77.87
ii) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	2.72
	-	2.72

* Estimated liability amounting to ₹ 77.87 lacs pertains to Haryana entry tax for the period April' 2008 to March' 2016. The Entry tax was imposed by the Government of Haryana but was struck down by the Hon'ble High Court of Punjab and Haryana. The Government of Haryana had gone into appeal before the Hon'ble Supreme Court of India against the judgement of Hon'ble High Court of Punjab and Haryana. The Hon'ble Supreme Court upheld the levy of the entry tax. However, the matter of determination and settlement of the amount of tax is pending with the state. Further, with the introduction of Goods and Service Tax Act, 2017, entry tax has been repealed. In the absence of the appropriate rules and provisions for payment of entry tax, the management of the Holding Company has decided to disclose this liability as contingent and accordingly, no adjustment has been considered necessary in these consolidated financial statements.

39. Related party disclosures

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures', the names of the related party where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below:

(a) List of related parties and nature of relationship where control exists

	Relationship
Key managerial personnel	
Mr. Kailash Kumar Agarwal	Chairman and Managing Director
Mr. RaghavKumar Agarwal	Executive Director, Chief Executive Officer and Chief Financial Officer
CS Shubham Jain	Company Secretary
Non-executive Directors	
Mr. Parshotam Dass Agarwal	Independent Director
Mr. Mohan Lal Jain (up till 1 February 2022)	Independent Director
Ms. Ritu Bansal	Director
Mr. Vikram Sumatilal Sheth (joined w.e.f 30 April 2022)	Independent Director
Mr. Siddharth Agrawal (Appointed w.e.f 10 August 2022)	Independent Director
Relatives of key managerial personnel	
Mr. Raj Kumar Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Ashok Kumar Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Ravindrara Agarwal	Relative of Mr. Kailash Kumar Agarwal
Mr. Surender Agarwal	Relative of Mr. Kailash Kumar Agarwal
Persons/entities in which directors and key managerial personnel are interested	
Sanjay Mercantile Private Limitd	
Achhar Investments Limited	
Jainish Products Limited	
Sacred Trading & Investment Co. Limited	
Sailesh Textile Mfg Co Limited	
Shree Hunna Ram Ginni Devi Public Charitable Trust	

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b) The following transactions were carried out with related parties in the ordinary course of business:-

Nature of transaction & name of related party	31 March 2023	31 March 2022
Board sitting fees		
Mr. Parshotam Dass Agarwal	4.95	5.45
Mr. Mohan Lal Jain (Up till 11 Feb 2022)	-	4.65
Mr. Vikram Sumatilal Sheth (Appointed w.e.f 30.04.2022)	4.45	-
Mr. Siddharth Agrawal (Appointed w.e.f 10.08.2022)	1.15	-
Ms. Ritu Bansal	3.10	3.75
Salary/remuneration*		
Mr. Kailash Kumar Agarwal	70.76	172.96
Mr. RaghavKumar Agarwal	58.62	124.11
CS Shubham Jain	8.95	6.88
*Break-up of key managerial personnel remuneration		
Short-term employee benefits	138.33	303.95
Post-employment benefits#	-	-
Long-term employee benefits#	-	-
Termination benefits	-	-
Total	138.33	303.95
#As the liability for gratuity and leave encashment are provided on actuarial basis for the Holding Company, as a whole, amounts accrued pertaining to key management personnel are not included above.		
Professional fees to relatives of key managerial personnel		
Mr. Raj Kumar Agarwal	19.20	19.20
Mr. Ashok Kumar Agarwal	19.20	19.20
Mr. Ravindra Agarwal	19.20	19.20
Lease rent expense		
Sanjay Mercantile Private Limited	0.15	1.50
Mr. Kailash Kumar Agarwal	0.30	0.60
Share warrant money received during the year		
Mr. Kailash Kumar Agarwal	45.36	75.60
Mr. RaghavKumar Agarwal	30.24	50.40
Share warrants subscribed during the year		
Mr. Kailash Kumar Agarwal	-	30.24
Mr. RaghavKumar Agarwal	-	20.16



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Nature of transaction & name of related party	31 March 2023	31 March 2022
Share warrants converted into equity shares during the year		
Mr. Kailash Kumar Agarwal	60.48	60.48
Mr. RaghavKumar Agarwal	40.32	40.32
Reimbursement to related party		
Mr. Kailash Kumar Agarwal	0.06	3.34
Mr. RaghavKumar Agarwal	0.59	-
CS Shubham Jain	0.65	0.28
Mr. Raj Kumar Agarwal	7.18	4.97
Mr. Ashok Kumar Agarwal	2.10	-
Donations		
Shree Hunna Ram Ginni Devi Public Charitable Trust	14.70	-

c) Balances outstanding with related parties at the year end

Nature of outstanding & name of related party	31 March 2023	31 March 2022
Salary/remuneration payable		
Mr. Kailash Kumar Agarwal	3.06	0.25
Mr. RaghavKumar Agarwal	2.61	6.47
Professional fees payable		
Mr. Raj Kumar Agarwal	4.32	1.44
Mr. Ashok Kumar Agarwal	4.32	1.44
Mr. Ravindrara Agarwal	4.32	1.44
Lease rentals payable		
Sanjay Mercantile Pvt. Ltd.	8.30	8.15
Mr. Kailash Kumar Agarwal	0.30	-

Outstanding personal guarantee by Mr. Kailash Kumar Agarwal and Mr. RaghavKumar Agarwal (previous year: Mr. Kailash Kumar Agarwal and Mr. Raghav Kumar Agarwal) against various credit facilities availed by the Company and the balance of such facilities as at 31 March 2023 being ₹ 3,988.91 lacs (previous year: ₹ 3,385.91 lacs), sanctioned limit of such credit facilities: ₹ 4,678.10 lacs (previous year: ₹ 3,832.20 lacs).

- d) The Group has not granted any loans or advances to any of its promoter, director, key managerial personal or any other related party.
- e) The related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

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40. Fair value measurements

(i) Financial instruments by category

	31 March 2023				31 March 2022			
	FVTPL	FVTOCI	Amortised cost	Total	FVTPL	FVTOCI	Amortised cost	Total
Financial assets								
Investments	53.78	-	-	53.78	-	-	-	-
Trade receivables	-	-	850.82	850.82	-	-	1,688.59	1,688.59
Cash and cash equivalents	-	-	105.65	105.65	-	-	56.45	56.45
Other bank balances	-	-	57.80	57.80	-	-	158.26	158.26
Other financial assets	-	-	221.44	221.44	-	-	468.84	468.84
Total financial assets	53.78	-	1,235.71	1,289.49	-	-	2,372.14	2,372.14
Financial liabilities								
Borrowings	-	-	4,037.40	4,037.40	-	-	3,447.10	3,447.10
Lease liability	-	-	478.63	478.63	-	-	51.99	51.99
Trade payables	-	-	2,231.79	2,231.79	-	-	2,292.02	2,292.02
Other financial liabilities	-	-	174.86	174.86	-	-	291.14	291.14
Total financial liabilities	-	-	6,922.68	6,922.68	-	-	6,082.25	6,082.25

(ii) Fair value hierarchy

Financial assets and liabilities measured at amortised cost for which fair values are disclosed	31 March 2023				31 March 2022			
	FVTPL	FVTOCI	Amortised cost	Total	FVTPL	FVTOCI	Amortised cost	Total
Financial assets								
Investments	53.78	-	-	53.78	-	-	-	-
Trade receivables	-	-	850.82	850.82	-	-	1,688.59	1,688.59
Cash and cash equivalents	-	-	105.65	105.65	-	-	56.45	56.45
Other bank balances	-	-	57.80	57.80	-	-	158.26	158.26
Other financial assets	-	-	221.44	221.44	-	-	468.84	468.84
Total financial assets	53.78	-	1,235.71	1,289.49	-	-	2,372.14	2,372.14
Financial liabilities								
Borrowings	-	-	4,037.40	4,037.40	-	-	3,447.10	3,447.10
Lease liability	-	-	478.63	478.63	-	-	51.99	51.99
Trade payables	-	-	2,231.79	2,231.79	-	-	2,292.02	2,292.02
Other financial liabilities	-	-	174.86	174.86	-	-	291.14	291.14
Total financial liabilities	-	-	6,922.68	6,922.68	-	-	6,082.25	6,082.25

Financial assets and financial liabilities measured at fair value in the consolidated statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

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;

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

During the year, there were no transfers between level 1 and level 2, and no transfers into and out of level 3 fair value measurements.

The Company's policy is to recognise transfers into and transfer out of fair value hierarchy levels as at the end of reporting period.



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(iii) **Specific valuation techniques used to value financial instruments include the use of quoted market prices and NAV of the instrument.**

(iv) **Fair value of financial assets and liabilities measured at amortised cost**

	31 March 2023		31 March 2022	
	Carrying amount	Fair Value	Carrying amount	Fair Value
Financial assets				
Other financial assets				
Security deposits	149.89	149.89	143.86	143.86

The carrying amount of trade receivables, other financial assets, trade payables, other financial liabilities, borrowings and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair values for security deposits were calculated based on cash flows discounted using the current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

41. Financial instruments

A. Capital risk management

The Group's objective when managing capital are to

- safeguard their ability to continue as a going concern, so they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital, in order to maintain capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in the economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

During the year, the Group has complied with the externally imposed capital requirements to which it is subject.

The Group monitors capital on the basis of net debts to total equity on a periodic basis. The following table summarizes the capital of the Group:

Particulars	As at 31 March 2023	As at 31 March 2022
Long term borrowings (including current maturities)	1,020.54	1,006.45
Short term borrowings	3,016.86	2,440.65
Total debt	4,037.40	3,447.10
Less: Cash and cash equivalent	104.65	56.45
Net debt	3,932.75	3,390.65
Equity share capital	392.20	386.60
Other equity	906.43	2,685.02
Total equity	1,298.63	3,071.62
Net debt to equity ratio	3.03	1.10

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B. Financial risk management

Financial risk management objectives and policies

The Group's principal financial liabilities comprise borrowings, lease liability, trade payables, employee related payables and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include cash and cash equivalents, other bank balances, trade receivables, security deposits and export incentives receivable that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Group and for periodically reviewing the same. The senior management ensures that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

(I) 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, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Group manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend 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 like foreign exchange forward contracts, borrowing strategies and ensuring compliance with market risk limits and policies.

(i) Interest rate risk

(a) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2023, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

Particulars	31 March 2023	31 March 2022
Variable rate borrowings	3,988.91	3,385.91
Fixed rate borrowings*	48.49	61.19
Amount disclosed under borrowings	4,037.40	3,447.10

*For fixed rate borrowing, the management has assessed that their fair value is almost equivalent to their carrying amounts, largely due to the rate of interest of these instruments, which is approximately equal to market rate of interest for the Group and being entire loan taken from third party.

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2023	31 March 2022
Interest sensitivity*		
Interest rates – increase by 500 basis points	14.52	7.19
Interest rates – decrease by 500 basis points	(14.52)	(7.19)

* Holding all other variables constant



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(b) Assets

The Group's fixed deposits are carried at fixed rate. Therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(ii) Foreign currency risk

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas markets in various foreign currencies and through foreign currency loans. Foreign currency exchange rate exposure is balanced by hedging through forward contracts.

Derivative instruments

Derivative contracts outstanding

	As at 31 March 2023			As at 31 March 2022		
	Foreign Currency	Amount (foreign currency)	Amount (INR)	Foreign Currency	Amount (foreign currency)	Amount (INR)
Forward contract to sell	USD	0.367 million	305.17	USD	0.220 million	166.92
Forward contract to sell	EURO	0.264 million	236.47	EURO	-	-

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

Particulars of unhedged foreign currency risk exposure expressed in INR at the reporting date

	As at 31 March 2023			As at 31 March 2022		
	Foreign Currency	Amount (foreign currency)	Amount (INR)	Foreign Currency	Amount (foreign currency)	Amount (INR)
Financial assets						
Trade receivables	USD	0.296 million	240.71	USD	1.580 million	1,045.83
	EURO	0.063 million	55.87	EURO	0.550 million	464.45
Financial liabilities						
Trade payables	USD	0.0198 million	16.22	USD	0.042 million	32.01
	EURO	0.0095 million	8.44	EURO	0.029 million	25.20
	GBP	0.0016 million	1.63	GBP	-	-
Financial liabilities						
Borrowings	EURO	0.299 million	269.72	EURO	0.460 million	384.64

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Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	As at 31 March 2023	As at 31 March 2022
USD sensitivity		
₹/USD- increase by 8% (previous year:- 4%)*	13.26	26.62
₹/USD- decrease by 8% (previous year:- 4%)*	(13.26)	(26.62)
EURO sensitivity		
₹/EURO- increase by 6% (previous year:- 2%)*	(9.64)	0.80
₹/EURO- decrease by 6% (previous year:- 2%)*	9.64	(0.80)
GBP sensitivity		
₹/GBP- increase by 2% (previous year:- 1%)*	(0.02)	-
₹/GBP- decrease by 2% (previous year:- 1%)*	0.02	-

* Holding all other variables constant

(II) Credit Risk:

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- Actual or expected significant adverse changes in business,
- Actual or expected significant changes in the operating results of the counterparty,
- Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- Significant increase in credit risk on other financial instruments of the same counterparty,
- Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised as income in the consolidated statement of profit and loss. The Group measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

The Group's maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. The credit limit of each customer is defined in accordance with the assessment. Outstanding customer receivables are regularly monitored by the management.



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Detail of trade receivables that are past due is given below:

Particulars	As at 31 March 2023	As at 31 March 2022
Not due	47.74	242.02
0-90 days past due	798.68	1,446.57
More than 180 days past due	4.40	-
Total	850.82	1,688.59

The credit risk for cash and cash equivalents, bank deposits and loans is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Concentration of financial assets

Concentration of credit risk with respect to trade receivables are limited, due to the Group's consumer base being large and diverse. All trade receivable are reviewed and assessed for default on a quarterly basis.

The Group's exposure to credit risk for trade receivables is presented below:

Particulars	As at 31 March 2023	As at 31 March 2022
Export wholesale customers	840.28	1,677.20
Domestic wholesale customers	10.54	11.39
Total	850.82	1,688.59

Liquidity Risk :

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Group treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows.

The table below summarises the maturity profile (remaining period of contractual maturity at the consolidated balance sheet date) of the Group's financial liabilities based on contractual undiscounted cash flows:

Particulars	Less than 1 year	1-5 year	Total
As at 31 March 2023			
Borrowings	3,190.60	862.22	4,052.82
Trade payables and other accruals	2,404.66	-	2,404.66
Lease liability	71.40	666.46	737.86
As at 31 March 2022			
Borrowings	2,204.41	888.05	3,092.46
Trade payables and other accruals	2,970.10	-	2,970.10
Lease liability	56.93	-	56.93

Undrawn borrowing facilities

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at 31 March 2023	As at 31 March 2022
Cash credit and other facilities	692.24	446.30

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42. Employee benefits

Employee Benefit Obligations	31 March 2023			31 March 2022		
	Current	Non-current	Total	Current	Non-current	Total
Gratuity	50.96	224.39	275.35	51.44	214.08	265.52
Compensated absences	27.41	50.05	77.46	28.22	65.95	94.17
Total employee benefit obligations	78.37	274.44	352.80	79.66	280.03	359.69

Contribution to provident fund

The Group makes contribution to statutory provident fund and employee's state insurance. These are post-employment benefits and are in nature of defined contribution plans. Contribution made by the Group during the year is ₹ 218.64 lacs (previous year: ₹ 264.87 lacs).

Gratuity Holding Company

The Holding Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a unfunded plan.

(a) Disclosure of gratuity

The amount recognised in the consolidated balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Balance as at beginning of the year	265.52	264.20
Current service cost	45.62	45.17
Interest cost	19.07	17.97
Remeasurement- Acturial (gains)/losses	3.76	(22.24)
Benefits paid	(58.62)	(39.58)
Balance as at end of the year	275.35	265.52

The amount recognised in the Consolidated Statement of Profit and Loss under employee benefit expense are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Current service cost	45.62	45.17
Interest cost	19.07	17.97
Total amount recognised in consolidated statement of profit and loss	64.69	63.14

The amount recognised in the Other Comprehensive Income are as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Remeasurements of defined benefit liability		
Acturial (gains) from change in financial assumptions	(2.59)	(5.31)
Acturial (gains)/ losses arising from change in experience adjustments	6.35	(16.93)
Total amount recognised in other comprehensive income	3.76	(22.24)



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(b) Assumptions:

1. Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is Group's long term best estimate as to salary increases and takes into account inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard.

Particulars	As at 31 March 2023	As at 31 March 2022
Discount rate	7.36%	7.18%
Salary growth rate	3.00%	3.00%
Average remaining working life (years)	19.05	20.79

2. Demographic assumptions

Attrition rates are the Group's best estimate of employee turnover in future determined considering factors such as nature of business and industry, retention policy, demand and supply in employment market, standing of the Group, business plan, HR Policy as provided in the relevant accounting standard. Attrition rates used for valuation are given below:

Particulars	As at 31 March 2023	As at 31 March 2022
Retirement age	58	58
Withdrawal rate, based on age		
Upto 30 years	20.00%	20.00%
From 31 to 44 years	10.00%	10.00%
Above 44 years	5.00%	5.00%
Mortality rate	100% of IALM (2012-14)	100% of IALM (2012-14)

(c) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	As at 31 March 2023	As at 31 March 2022
i) Impact of the change in discount rate		
Present value of obligation at the end of the period	275.35	265.52
Impact due to increase of 0.50%	(7.02)	(6.95)
Impact due to decrease of 0.50%	7.42	7.35
ii) Impact of the change in salary increase		
Impact due to increase of 0.50%	7.70	7.62
Impact due to decrease of 0.50%	(7.34)	(7.26)

Sensitivities due to mortality and withdrawals are not material and hence impact of change due to these are not calculated. Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable.

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(d) **The expected expense or contribution of the Group during the next year is ₹ 67.09 lacs (previous year: ₹ 72.27 lacs).**

(e) **The maturity analysis of the defined benefit obligation is as below:**

Particulars	As at 31 March 2023	As at 31 March 2022
Within next 1 year	50.96	51.44
Between 1 to 5 years	94.49	82.34
After 5 years	129.90	131.74
Total expected payments	275.35	265.52

(f) **The weighted average duration of the defined benefit plan obligation at the end of the reporting period is 7.81 years (previous year: 7.87 years).**

Subsidiary Company

The Subsidiary Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a unfunded plan. There were no employees in the Subsidiary Company during the period and hence, no expense has been incurred during the period.

43. Operating segments

The business activity of the Group fall within the single primary business segment viz Textile (spinning). Hence there is no other reportable business segment as per Ind AS 108 "Operating segments". The segment assets, segment liabilities, segment cash flows and segment results are represented through consolidated financial statements only. The Group's respective Board of Directors uses additional analysis based on sales location which is presented below-

Particulars	As at 31 March 2023	As at 31 March 2022
Revenue from operations		
India	975.93	1,132.85
Japan	904.38	1,340.12
USA	588.37	1,514.63
Denmark	1,513.34	1,415.56
Netherlands	765.74	1,412.51
Others	2,948.47	5,536.26
	7,696.23	12,351.93
Revenue from major customers		
Revenue from customers (two) (previous year : three) who contribute 10% or more to the Company's revenue	1,748.35	4,142.53
Revenue from others	5,947.88	8,209.40
	7,696.23	12,351.93
Non - current assets		
Within India	4,289.92	4,080.43
Outside India	-	3.08
	4,289.92	4,083.51



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44. Assets pledged as security

The carrying amounts of asset pledged as security for current and non-current borrowings are:

Particulars	As at 31 March 2023	As at 31 March 2022
Current		
Financial assets		
i) Investments	53.78	-
ii) Trade receivables	850.82	1,688.58
iii) Cash and cash equivalent	105.65	56.45
iv) Bank balances other than (ii) above	57.80	158.26
v) Other financial assets	70.85	324.98
Non-financial assets		
i) Inventories	3,203.53	3,236.26
ii) Other current assets	599.21	756.59
Total current assets pledged as security	4,941.64	6,221.12
Non-current		
Non-financial assets		
i) Property, plant and equipment	2,956.96	3,024.25
Total non-current assets pledged as security	2,956.96	3,024.25
Total assets pledged as security	7,898.60	9,245.37

45. Subsequent events after the reporting date

There were no significant adjusting events that occurred subsequent to the reporting period other than events disclosed in the relevant notes.

46. The figures of the corresponding previous year have been regrouped/reclassified wherever considered necessary to correspond to current year classification/grouping/disclosures. The impact of such regrouping/reclassification is not material to the consolidated financial statements. This is the first year of preparation of the consolidated financial statements and thus, the comparatives include only the amounts of the Holding company.

Nature of balance	Previous year grouping	Current year grouping	Previous year amount
(a) Outstanding letter of credit	Trade payables	Short term borrowings	386.95
(b) Other payables	Other current financial liabilities	Trade payables	70.88
(c) Interest accrued but not due	Other current financial liabilities	Trade payables	2.86

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47. Group's foreign currency exposure:

	As at 31 March 2023		As at 31 March 2022	
	In foreign currency	In INR	In foreign currency	In INR
Unhedged				
Trade payables				
USD	0.0198 million	16.22	0.042 million	32.01
EURO	0.0095 million	8.44	0.029 million	25.20
GBP	0.0016 million	1.63	-	-
Trade receivables				
USD	0.296 million	240.71	1.580 million	1,045.83
EURO	0.063 million	55.87	0.550 million	464.45
Borrowings				
EURO	0.299 million	269.72	0.460 million	384.64
Hedged				
Trade receivables				
EURO	0.264 million	236.47	-	-
USD	0.367 million	305.17	0.220 million	166.92

48. Corporate social responsibility

As per section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceeding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 relief and rural development projects. A CSR committee has been formed by the Holding Company as per the Act.

Particulars	As at 31 March 2023	As at 31 March 2022
Amount required to be spent by the Holding Company during the year	10.32	3.92
Amount of expenditure incurred	10.32	5.00
Shortfall at the end of the year	-	-
Total of previous years shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Contribution to Clean Ganga Fund and health care sector	Contribution to PM CARES fund
Details of related party transaction	-	-
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	-	-



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49. Leases

i) Lease liabilities are presented in the consolidated balance sheet as follows:

Particulars	As at 31 March 2023	As at 31 March 2022
Current	27.60	51.99
Non-current	451.03	-
Total	478.63	51.99

The maturity analysis of lease liabilities are disclosed in note 41.

ii) The recognised right-of-use assets relate to corporate office as at 31 March 2023

Particulars	As at 31 March 2023	As at 31 March 2022
Right-of-use assets- corporate office		
Balance as at beginning of the year	57.52	105.72
Add: additions on account of new leases entered during the year	474.70	-
Less: Amortisation expense charged on the right-of-use assets	48.62	48.20
Balance as at end of the year	483.60	57.52

iii) The following are amounts recognised in consolidated statement of profit and loss:

Particulars	As at 31 March 2023	As at 31 March 2022
Amortisation expense of right-of-use assets	48.62	48.20
Interest expense on lease liabilities	8.68	9.90
Rent expense	64.67	66.01
Total	121.97	124.11

iv) Lease payments not recognised as a liability

Particulars	As at 31 March 2023	As at 31 March 2022
Expenses relating to short term leases (included in other expenses (refer note 33))	64.67	66.01
Total	64.67	66.01

v) Total cash outflow for leases for the year ended 31 March 2023 was ₹ 62.88 lacs (previous year: ₹ 62.10 lacs).

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vi) The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on consolidated balance sheet:

Right-of-use asset	No of right-of-use assets leased	Range of remaining term (in years)	Average remaining lease term (in years)
Corporate office	1	8.92	8.92

The Group has a right to extend/terminate its leasing arrangements beyond the initial agreement/lock in period. For the assessment of lease term as per Ind AS 116, the management of the Group has considered the extension options and not considered the early termination options wherever available for its property leases in its lease period assessment since the Group is likely to be benefited from a longer lease tenure.

50. Ind AS 115 - Revenue from Contracts with Customers

Ind AS 115: Revenue from Contracts with Customers, establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- Identify the contract with customer;
- Identify separate performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations; and
- Recognise revenue when a performance obligation is satisfied.

(i) Disaggregation of revenue

The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography.

Revenue from operations	Year ended 31 March 2023	Year ended 31 March 2022
Revenue by geography		
Domestic	975.93	1,132.85
Export	6,720.30	11,219.08
Total	7,696.23	12,351.93

(ii) Revenue recognised in relation to contract liabilities

Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:

Description	Year ended 31 March 2023	Year ended 31 March 2022
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	192.26	601.80
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-	-



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(iii) Assets and liabilities related to contracts with customers

Advance from customers

Description	Year ended 31 March 2023	Year ended 31 March 2022
Contract liabilities related to sale of goods		
Revenue received in advance	368.71	259.48
Total	368.71	259.48

(iv) Reconciliation of revenue recognised in consolidated statement of profit and loss with contract price

Description	Year ended 31 March 2023	Year ended 31 March 2022
Contract price	7,727.60	12,371.28
Less: Discount, rebates	31.37	19.35
Revenue from operations (excluding other operating revenue) as per consolidated statement of profit and loss	7,696.23	12,351.93

(v) Significant changes in contract assets and liabilities

Revenue received in advance

Description	Year ended 31 March 2023	Year ended 31 March 2022
Opening balance	259.48	686.87
Add: Addition during the year	301.49	174.41
Less: Revenue recognised during the year from opening liability	192.26	601.80
Closing balance	368.71	259.48

51. Group Information

A Information about subsidiaries

The Holding Company's subsidiary at 31 March 2023 is set out below. Unless otherwise stated, the subsidiary has share capital consisting solely of equity shares that is held directly by the Holding Company and the proportion of ownership interests held equals the voting rights held by the Holding Company. The country of incorporation or registration is also its principal place of business.

Name of the entity	Principal activities	Country of incorporation	Ownership interest held by the Group	Ownership interest held by Non- controlling interest
			31 March 2023	31 March 2023
			%	%
HP MMF Textiles Limited	Manufacture all kinds of textiles, yarns, fabrics, garments and other related products	India	100.00%	-

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B Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets*	Amount (INR)	As % of consolidated profit or loss*	Amount (INR)	As % of consolidated other comprehensive income*	Amount (INR)	As % of consolidated total comprehensive income"	Amount (INR)
Holding Company								
H.P. Cotton Textile Mills Limited	100.08%	1,299.63	99.89%	(1,805.22)	100.00%	(2.71)	99.89%	(1,807.93)
Indian subsidiaries								
HP MMF Textiles Limited	-0.08%	(1.00)	0.11%	(2.00)	0.00%	-	0.11%	(2.00)
Non-controlling interest in subsidiaries	0.00%	-	0.00%	-	-	-	-	-
Total	100.00%	1,298.63	100.00%	(1,807.22)	100.00%	(2.71)	100.00%	(1,809.93)

*The above amounts / percentage of net assets and net profit or (loss) in respect of H. P. Cotton Textile Mills Limited and its subsidiary are determined based on the amounts of the respective entities included in consolidated financial statements after inter-company eliminations / consolidation adjustments.

52. Additional regulatory information not disclosed elsewhere in the consolidated financial statements:

- The Group has complied with the number of layers of companies prescribed under the Companies Act, 2013.
- The Group has not delayed in creation or satisfaction of charges with ROC beyond the statutory period.
- The Group has not traded or invested in crypto currency or virtual currency during the current year.
- During the current year, the Group has not entered in any transaction with any struck off company and does not have investment in securities, receivable or payable from struck off companies. Further, shares of the Group are not held by any struck off company.
- No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- The Group is regular in disclosing income on timely basis and there is no undisclosed income assessed by tax officials.
- During the current year, the Group is regular in complying with all the laws and regulations of Foreign Exchange Management Act, 1999, Companies Act, 2013 and Prevention of Money Laundering Act, 2002 as applicable.



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- h. The Group is not a wilful defaulter. During the current year, the Group had repayed all its dues on timely basis and has not defaulted any payment.
- i. The Group has utilised borrowed money for the same purpose for which is was actually sanctioned and has not diverted any fund from purpose as per sactioned terms.
- j. The quarterly returns or statements of current assets filed by the Group with banks are in agreement with the books of accounts except for the following:

Name of Bank	Working capital limit sanctioned	Quarter	Nature of current assets offered as security	Amount disclosed as per return (in Lakhs) (A)	Amount as per books of accounts (in Lakhs) (B)	Difference (in lakhs) (A-B)	Remarks/ reason, if any
State Bank of India	3,470.00	Quarter 1	Inventory and Trade	4,332.87	4,777.42	(444.55)	Under/over reporting of assets numbers in stock statement is on account of revaluation of foreign trade receivables on closing date as per requirements of Ind AS, reclassification entries and provisional valuation of WIP & Finished Goods inventory
		Quarter 2	Receivables	5,214.52	5,379.09	(164.57)	
		Quarter 3		4,196.09	4,201.03	(4.94)	
		Quarter 4		4,112.94	4,054.35	58.59	

- k. The Group has not advanced, loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group or
 - (ii) provide any guarantee, security or the like to or on behalf of the Group
- l. The Group has not received any funds from any person(s) or entity(ies), including foreign entities with the understanding (whether recorded in writing or otherwise) that the Group shall
 - (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group or
 - (ii) provide any guarantee, security or the like to or on behalf of the Group

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m. Ratio Analysis

Ratio	Current period	Previous period	% Variance	Reason for variance (if more than 25%)
Liquidity ratio				
Current Ratio (times) (Current assets/Current liabilities)	0.79	1.05	(24.76%)	Refer Note 1
Solvency ratio				
Debt-Equity Ratio (times) (Total debt (long term + short term)/Shareholders equity)	3.11	1.12	177.68%	Due to decrease in shareholder's equity and increase in debt during the year
Debt Service Coverage Ratio (times) ((PAT+Non Cash operating Exp+Interest+other non-cash adjustment)/Interest+lease payment+principal repayment)	(1.77)	5.38	(132.90%)	Due to loss incurred in current year
Profitability ratio				
Net Profit Ratio (%) (PAT/Revenue from operations)	(21.52%)	5.33%	(503.75%)	Due to loss incurred in current year
Return on Equity Ratio (%) ((PAT - preference dividend)/Average shareholders equity)	(82.71%)	26.54%	(411.64%)	Due to loss incurred in current year
Return on Capital employed (%) (Earning before interest & taxes/Tangible networth+total debt+deferred tax liabilities)	(24.96%)	19.15%	(230.34%)	Due to loss incurred in current year
Return on Investment (%) ((Profit before tax + finance cost) * (1-tax rate)/Total assets)	(10.52%)	8.88%	(218.47%)	Due to loss incurred in current year
Utilization ratio				
Trade Receivables turnover ratio (times) (Revenue from operations/Average accounts receivable)	7.52	8.61	(12.66%)	Refer Note 1
Inventory turnover ratio (times) (Cost of goods sold/Average inventory)	1.42	1.81	(21.55%)	Refer Note 1
Trade payables turnover ratio (times) (Net credit purchases/Average trade payables)	1.95	2.51	(22.31%)	Refer Note 1
Net capital turnover ratio (times) (Revenue from operations/Closing working capital)	(16.53)	43.26	(138.21%)	Due to decrease in sales and loss incurred in current year and negative working capital as at the year end

Note 1

There is no significant change (25% or more) in financial year 2022-23 in comparison to financial year 2021-22.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration Number:001076N/N500013

For and on behalf of the Board of Directors of

H.P. Cotton Textile Mills Limited

Ashish Gera

Partner

Membership No.: 508685

Kailash Kumar Agarwal

Chairman & Managing Director

DIN: 00063470

RaghavKumar Agarwal

Executive Director

Chief Executive Officer &

Chief Financial Officer

DIN: 02836610

Shubham Jain

Company Secretary

Membership No.: ACS 49541

Place: Gurugram

Date: 25 May 2023

Place: New Delhi

Date: 25 May 2023

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