

To,  
The Manager  
Listing & Compliance Department,  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex, Bandra,  
Mumbai- 400051.

Date: 04.07.2023

Company ID: **LAGNAM**  
ISIN: **INE548Z01017**

Sub.: **Submission of Notice of the 13<sup>th</sup> Annual General Meeting and Annual Report 2022-2023**

Dear Sir/Madam,

As required under Regulation 30 and Regulation 34 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) we hereby submit copy of the Annual Report of the Company for the financial year 2022-23 along with Notice convening the 13<sup>th</sup> Annual General Meeting scheduled to be held on Friday, 28<sup>th</sup> of July 2023 at 11:00 A.M. (IST) through Video Conferencing (VC)/other audio-visual means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

The notice convening the 13<sup>th</sup> AGM and Annual Report 2022-23 are being sent to the members by email whose email addresses are registered with the Company/RTA/Depository Participants. The shareholders whose email ids are not registered with the company may demand copy of the Annual Report through email request at [rparashar@lagnam.com](mailto:rparashar@lagnam.com). The Annual Report & Notice of AGM are also uploaded on the website of the Company at [www.lagnamspintex.com](http://www.lagnamspintex.com).

The details such as manner of attending the AGM through VC/OAVM and casting votes by the shareholders through Electronic Mode is set out in the notice of the AGM.

We request you to please take on record aforesaid information.

Thanking You,  
Yours Faithfully,

**For Lagnam Spintex Limited**

**Rajeev Parashar**  
**Company Secretary**  
**& Compliance Officer**

**Enclosed: a/a**



Lagnam Spintex

## LAGNAM SPINTEX LIMITED

CIN: L17119RJ2010PLC032089

**Registered Office:** A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara- 311001, Rajasthan, India.

**Tel:** +91 9461656067, **Website:** www.lagnamspintex.com, **E-mail:** rparashar@lagnam.com

### NOTICE OF THE 13<sup>th</sup> ANNUAL GENERAL MEETING

To,

The Members of

**LAGNAM SPINTEX LIMITED**

(CIN: L17119RJ2010PLC032089)

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of **LAGNAM SPINTEX LIMITED** will be held on Friday, the 28<sup>th</sup> day of July, 2023 at 11:00 a.m. Indian Standard Time (IST), through Video Conferencing/Other Audio-Visual Means (VC/OAVM) facility to transact the following businesses: -

#### ORDINARY BUSINESS: -

##### **Item No. 1 – Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the year 2022-23 ended 31<sup>st</sup> March 2023, together with the Report of Board of Directors and the Statutory Auditors thereon.

##### **Item No. 2 – Appointment of Sh. Shubh Mangal as a director liable to retire by rotation**

To appoint Director in place of Sh. Shubh Mangal (DIN: 01287935) who is liable to retire by rotation and is being eligible, offer himself for re- appointment.

#### SPECIAL BUSINESS: -

##### **Item No. 3 – Ratification of Remuneration of Cost Auditors for the Financial Year 2023-24: -**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**: -

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the payment of the remuneration of Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, to M/s. N. D. Birla & Co., Cost Accountants (Firm Reg. No. 000028) who were appointed by the Board of Directors of the Company as "Cost Auditors" to conduct the audit of the cost records maintained by the Company for financial year ending 31<sup>st</sup> March, 2024, be and is hereby ratified and approved."



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

**Item No. 4 - To consider and approve the payment of remuneration to Mr. D. P. Mangal (DIN: 01205208), Executive Chairman of the Company for the period w.e.f 03.02.2024 to 31.03.2025 of his present tenure: -**

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 under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 to Mr. D. P. Mangal, Executive Chairman of the Company for a period w.e.f. 03.02.2024 to 31.03.2025 of his present tenure on the terms and conditions notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

**"RESOLVED FURTHER THAT** he shall be entitled for a basic salary of Rs. 6,50,000/- (Rupees Six lacs Fifty Thousand Only) per month with an annual increase of Rs. 50,000/- (Rupees Fifty Thousand) till the remaining period of the appointment from 03.02.2024 to 31.03.2025."

**"RESOLVED FURTHER THAT** all other allowances, perquisites, commission and other benefits shall remain same as per the original term of appointment till expiry of his tenure which is as under:

**Commission:** 1% of the net profits of the Company as computed in the manner laid down in applicable provisions of the Companies Act, 2013.

**Perquisites:** In addition to the above basic salary, Shri D. P. Mangal shall also be entitled for the following perquisites and allowances: -

The perquisites are classified into following three categories A, B and C: -

#### **PART-A**

Perquisites as per the Section IV of the Schedule V of the Companies Act, 2013 as provided below:

- (i) Gratuity not exceeding half a month salary for each completed year of service.
  - (ii) Contribution to the provident fund, Superannuation fund or Annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961
  - (iii) Encashment of leave at the end of the tenure.
- (Above these benefits shall not be included in the computation of ceiling on remuneration above.)

## PART-B

- (i) **Housing-** a) the expenditure incurred by the Company on hiring unfurnished accommodation for the Whole Time Director will be subject to the following ceiling:  
At Bhilwara – 50% of the salary  
b) In case the accommodation is owned by the Company, 10% of the salary of Whole Time Director shall be deducted by the Company.  
c) In case no accommodation is provided by the Company, the house rent allowance payable to the Whole Time Director shall be subject to the ceiling laid down in para (a) above.
- The expenditure incurred by the company on Gas, electricity, water and furnishing will be valued as per the Income Tax Rules, 1962. This shall however, to be subject to the ceiling of 10% of the salary of whole-time director.
- (ii) **Medical Reimbursement-** Expenses incurred in India or abroad including hospitalization, nursing, home and surgical charges for himself and family paid on actual basis.
- (iii) **Leave travel concession-** For self and his family, once in a year incurred in accordance with rules specified by the Company.
- (iv) **Club Fees-**Fees of clubs subject to the maximum of two clubs.
- (v) **Personal Accident & Mediclaim Insurance-** Reimbursement of Medical Insurance Premium on actual basis.

## PART – C

- (i) **Company Car-** Use of Company car with chauffeur for official purpose, such use will not be considered a perquisite.
- (ii) **Residential Telephone & Mobile-** Use of Residential Telephone for Company's business, such & Mobile use will not be considered as a perquisite.
- (iii) **Company PC / Laptop-** PC/ Laptop shall be provided for the purpose of Company's business and their maintenance & running expenses will be met by the Company. Such facility will not be considered as perquisites.

**REIMBURSEMENT OF EXPENSES:** Apart from the remuneration as aforesaid Mr. D. P. Mangal shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in discharge of his duties efficiently in connection with the business of the company.

**MINIMUM REMUNERATION:** the above remuneration, by way of salary and perquisites, shall also be paid to Mr. D. P. Mangal, in event of Loss or inadequacy of profit in any financial year.

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration as per existing terms and conditions and during the remaining term of appointment i.e. from 03.02.2024 to 31.03.2025, Mr. D. P. Mangal, Executive Chairman, notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013."

"RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, be paid as minimum remuneration to Mr. D. P. Mangal, Executive Chairman of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all steps as may be necessary, proper, and expedient to give effect to the forgoing resolution.

**Item No. 5 - To consider and approve, continuation of the present term of Mr. Vijay Singh Bapna (DIN: 02599024) as an Independent Director, who shall attain the age of 75 (Seventy-Five) years on 28<sup>th</sup> August, 2023: -**

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder and as per recommendation of NRC Committee and the Board of Directors of the Company, the approval of shareholders be and is hereby accorded to continue the first term of appointment of Mr. Vijay Singh Bapna (DIN: 02599024) as a Non-Executive Independent Director of the Company who shall attain the age of 75 (seventy-five) years on August 28, 2023, on the terms and conditions of the original appointment."

"RESOLVED FURTHER THAT all the directors and company secretary of the Company, be and are hereby authorized to take this agenda to the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Dated : 20.05.2023**

**Place : Bhilwara**

**By order of the Board of Directors  
For Lagnam Spintex Limited**



**Rajeev Parashar  
Company Secretary &  
Compliance Officer  
M. No.: ACS 52343**

**Notes: -**

1. The Equity Shares of the Company has migrated from the NSE EMERGE to the Main Board of NSE w.e.f. 30.09.2021.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed there under, in respect of the Special Business under Item Nos. 3 to 5 of the accompanying Notice are annexed hereto.
3. the Ministry of Corporate Affairs ("MCA") has vide its General Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020, 13<sup>th</sup> January 2021, 05<sup>th</sup> May 2022 and 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs ("MCA") in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
4. Pursuant to the above mentioned circulars, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Since the physical attendance of Members has been dispensed with in terms of Applicable Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by the Members under Section 105 of the Act is not available for this 13<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22<sup>nd</sup> July, 2023 to Friday, 28<sup>th</sup> July, 2023 (both days inclusive) for the purpose of AGM.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.



The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

11. Non-Resident Indian members are requested to inform RTA immediately about:
  - a. the change in the residential status on return to India for permanent settlement; and
  - b. the particulars of the bank account(s) maintained in India with complete name, branch, and account type, account number and address of the bank, if not furnished earlier.
12. Members are requested to:
  - a. Quote their Identification number/ folio number in all correspondence with the Company/ Registrar & Share Transfer Agent (RTA).
  - b. Notify immediately and change in their address and their mandate, at the Registered Office of the Company / Registrar & Share Transfer Agent (RTA).
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.lagnamspintex.com](http://www.lagnamspintex.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

#### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING IS AS UNDER: -**

The remote e-voting period begins on at Tuesday, 25<sup>th</sup> July, 2023 at 9:00 A.M. and ends on Thursday, 27<sup>th</sup> July, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 21<sup>st</sup> July, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 21<sup>st</sup> July, 2023.

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





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

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS"</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.



c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company  
For example, if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered

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

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

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

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [somanics@gmail.com](mailto:somanics@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [rparashar@lagnam.com](mailto:rparashar@lagnam.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rparashar@lagnam.com](mailto:rparashar@lagnam.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance at least 7 days prior to the meeting mentioning their name, demat account number, email id, mobile number and no. of shares held at [rparashar@lagnam.com](mailto:rparashar@lagnam.com). The same will be replied by the company suitably.

#### OTHER INSTRUCTIONS:

1. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 21<sup>st</sup> July, 2023, are entitled to vote on the Resolutions set forth in this Notice.

2. The remote e-voting period will commence on Tuesday, 25<sup>th</sup> July, 2023 at 9:00 A.M. and ends on Thursday, 27<sup>th</sup> July, 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 i.e. Friday, 21<sup>st</sup> July, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
3. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 21<sup>st</sup> July, 2023.
4. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting.
6. M/s. Sanjay Somani & Associates, Practicing Company Secretaries, Bhilwara has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within two working days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
8. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to NSE, Mumbai.
9. All the Statutory Registers and Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
10. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
11. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.



13. Members who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
14. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
15. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31<sup>st</sup> March, 2023 has been uploaded on the Company's website [www.lagnamspintex.com](http://www.lagnamspintex.com) and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. [www.nseindia.com](http://www.nseindia.com).
16. Electronic copy of the Notice and the Annual Report for 2022-23 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes.

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### Item No. 3

The Board of Directors at the meeting held on 20.05.2023, on the recommendation of the Audit Committee, approved the appointment of M/s. N. D. Birla & Co., Cost Accountants (Firm Registration Number 000028), to conduct the audit of the Cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2024 at a remuneration of ₹35000/- (Rupees Thirty-Five Thousand Only) excluding all applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditors, is required to be ratified by the members of the Company.

Accordingly, consent of the members is to be sought by passing an Ordinary Resolution as set out at Item No. 3 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2024.

The Board recommends the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing Ordinary Resolution.

None of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

### Item No. 4

Mr. D. P. Mangal [DIN: 01205208] is presently designated as Executive Chairman of the Company. Mr. D. P. Mangal had been re-appointed as the Chairman and Whole Time Director of the Company designated as "Executive Chairman" for a term starting w.e.f. 03.02.2021 to 31.03.2025 in the Annual General Meeting held on 23<sup>rd</sup> July, 2021 and has been drawing the minimum remuneration of Rs. 5.00 Lacs per month with an annual increase of Rs. 0.50 Lac for a period of 3 (Three) years w.e.f. 03.02.2021 as per the Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Annual General Meeting held on 23<sup>rd</sup> July, 2021.

The Board of Directors of the Company in its meeting held on 20 May, 2023 approved the payment of basic salary of Rs. 6,50,000/- (Rupees Six Lacs Fifty Thousand Only) per month with an annual increase of Rs. 50,000/- (Rupees Fifty Thousand) to Mr. D. P. Mangal, Executive Chairman till the remaining period of the appointment from 03.02.2024 to 31.03.2025 of his tenure as recommended by the Nomination and Remuneration Committee in its meeting held on 20 May, 2023 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013. In the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, be paid as minimum remuneration to Mr. D. P. Mangal, Executive Chairman of the Company.

Further as required under regulation 17(6)(e)(i)&(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with applicable provisions of the companies Act 2013 and as per the recommendation of Nomination and remuneration committee and the board of Directors of the Company, the consent of the members are also required to be accorded to the continuation of payment of remuneration as per existing terms and conditions during the Term re-Appointment i.e. up to 31<sup>st</sup> March 2025 to Mr. D. P. Mangal, Executive Chairman, notwithstanding that his annual remuneration exceeds 2.5% of the net profit and Rs. 5.00 Cr. which is higher or aggregate Annual remuneration of the all executive directors exceeds 5.00% of the Net profits of the company calculated as per the provision of Section 198 of the Companies Act, 2013.

Save and except Sh. D. P Mangal, being appointee, Sh. Shubh Mangal and Sh. Anand Mangal, being relatives of the appointee and their relatives to the extent of their shareholding in the Company are interest in this Resolution, none of the other Directors/Key Managerial Personnel (KMP) of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the notice.

The Board of Directors recommends the Special Resolution as set out at item no. 4 of the Notice for approval by the shareholders.

#### Item No. 5

The Members at the General Meeting held on September 09, 2019 appointed Mr. Vijay Singh Bapna as an Independent Director to hold office for a term of 5 years, who shall attain the age of 75 years on 28<sup>th</sup> August 2023. To avail the advantage of his well-off experience, and knowledge, it is in the benefit of the company to continue his present term of appointment even after attaining the age of 75 years on 28<sup>th</sup> August, 2023. The Nomination and Remuneration Committee and the Board of Directors has recommended his continuation at their meeting held on 20.05.2023.

In terms of provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provision if any, continuation of an independent director on attaining age of 75 years shall be made by shareholder by passing special resolution.

None of the other Directors/Key Managerial Personnel (KMP) 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 notice. The Board of Directors recommends the Special Resolution as set out at item no. 5 of the Notice for approval by the shareholders.

**Dated : 20.05.2023**

**Place : Bhilwara**


**By order of the Board of Directors  
For Lagnam Spintex Limited**



**Rajeev Parashar  
Company Secretary &  
Compliance Officer  
M. No.: ACS 52343**

### Annexure to the Item No. 3 of the Notice


#### **BRIEF RESUME OF THE DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON 28.07.2023.**

Name	Mr. Shubh Mangal
DIN	01287935
Date of Birth	19.10.1977
Date of appointment on the Board	21.02.2020
Qualifications	MSMIS and B. Com (Hons.)
Brief Profile & Expertise in specific functional areas 	Mr. Shubh Mangal aged about 45 years is Whole-time Director of the Company. He has over 16 years of experience with Micro Strategy products. Armed with a Masters degree in Management Information Systems and many years of experience working with the US clients, he has picked up a rich mix of technical and management skills in the industry. Every project that he is part of is always successful and exceeds clients' expectations. His responsibilities rely heavily on the ability to adapt and deliver and this has given him a tremendous exposure to the dynamics of managing projects in new environments pace.
Area of expertise, skills and capabilities	Information Technology, Human Resources Business Management, programming & Administration
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Directorship in other public Companies: NIL
Chairman / Member of the Committees of the Board of Directors of Lagnam Spintex Limited	NIL
Memberships/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholder Grievances Committee)	Chairmanship in other Companies: NIL Membership in Other Companies: NIL
Listed entities from which Mr. Shubh Mangal has resigned in the past three years	NIL
Number of equity shares held	1395000 Equity Shares
Relationships with other Directors, Manager and other Key Managerial personnel	Son of Mr. D. P. Mangal, Chairman & Whole-time Director and brother of Mr. Anand Mangal, Managing of the Company
Details of last remuneration drawn (F.Y. 2021-22)	Rs. 54.80 Lacs (Including all benefits as approved)
Number of meetings of the Board attend during the financial year 2022-23	04 (four) out of 04 (four) meetings held



#### Annexure to the Item No. 4 of the Notice

#### **BRIEF RESUME OF THE DIRECTOR(S) SEEKING CONTINUATION OF REMUNERATION AT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON 28.07.2023.**

Name	Mr. D. P. Mangal
DIN	01205208
Date of Birth	03.10.1948
Date of appointment on the Board	11.06.2010
Qualifications	CA, B.com
Brief Profile & Expertise in specific functional areas 	Mr. D. P. Mangal, aged 74 years is Promoter- Director and Chairman of the Company. Mr. D. P. Mangal takes care of financial and operational aspect of the Company. He is a qualified Chartered Accountant with vast industrial experience which includes more than 40 years in textile industry. He has also served as the top managerial positions in Large Textiles corporate companies and was involved in various expansion projects. He also assists the Board in making business strategies, formation of policies, technological up gradation plan and new product development. Further, he acts as coordinator between the Managing Director & other members of management team.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	Directorship in other public Companies: NIL
Chairman / Member of the Committees of the Board of Directors of Lagnam Spintex Limited	Member – Audit Committee Member – CSR Committee
Memberships/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholder Grievances Committee)	Chairmanship in other Companies: NIL Membership in other Companies: NIL
Number of equity shares held in the Company	2946250 Equity Shares
Relationships with other Directors, Manager and other Key Managerial personnel	Father of Mr. Anand Mangal, Managing Director and Mr. Shubh Mangal, Whole-time Director of the Company
Details of remuneration paid during the FY 2022-23	Rs. 73.03 Lacs (including all benefits as approved)
Number of meetings of the Board attend during the year	04 (Four) out of 04 (Four) meetings held

## Annexure to the Item No. 5 of the Notice

### **BRIEF RESUME OF THE DIRECTOR(S) SEEKING CONTINUATION OF THE DIRECTORSHIP AT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON 28.07.2023.**

Name	Mr. Vijay Singh Bapna
DIN	02599024
Date of Birth	28.08.1948
Date of appointment on the Board	23.12.2017
Qualifications	CA, M.COM
Expertise in specific functional areas 	Mr. Vijay Singh Bapna aged about 74 years is a Chartered Accountant by qualification and has rich experience of 49 years. He has spent around 18 years of career in Thailand and Canada and has held senior management positions such as President, CEO and Whole Time Director for more than 25 years in the multinational companies. He has completed Master Class for independent directors by Institute of Directors. He has rich experience in Project implementation and Plant operations with high level management caliber and has received many awards and recognition like Udyog Ratna Award, Best Professional Manager Award, International Management Excellence Award and Rajiv Gandhi Rastriya Ekta Award.
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1. Global Education Ltd. 2. MMP Industries Ltd. 3. Usha Martin Ltd.
Chairman / Member of the Committees of the Board of Directors of Lagnam Spintex Limited	Member – Audit Committee Member – NRC Committee Member – CSR Committee Member – Stakeholders' Relationship Committee
Memberships/ Chairmanships of committees (Includes only Audit Committee and Stakeholder Grievances Committee)	Chairmanship: 3 (Three) Membership: 5 (Five)
Number of equity shares held	NIL
Relationships with other Directors, Manager and other Key Managerial personnel	No relation with other directors and KMP(s)
Details of remuneration paid in last financial year	Sitting Fee- Rs. 1.20 lacs
Number of meetings of the Board attended during the last financial year	04 (Four) out of 04 (Four) meetings held



**ANNUAL  
REPORT** | **2022-23**



Lagnam Spintex Limited



# FINANCIAL HIGHLIGHTS

		(₹ in Lacs)										
S.NO.	DESCRIPTION	2012- 2013	2013- 2014	2014- 2015	2015- 2016	2016- 2017	2017- 2018	2018- 2019	2019- 2020	2020- 2021	2021- 2022	2022-
1	Turnover	3646	4188	4946	5617	7503	8391	8040	17644	20523	34844	30466
2	Export	-	157	307	556	713	1607	1653	6353	10417	20124	13564
1	PBIDT	490	592	646	899	1169	1119	1177	1585	2632	5894	3103
2	Interest	289	281	333	396	339	285	271	931	1188	1088	1098
3	PBDT	201	311	312	504	829	834	906	654	1444	4807	2005
4	Depreciation	132	137	136	192	260	261	262	594	755	753	733
5	P B T	68	174	176	312	569	573	644	60	689	4054	1272
6	TAX	21	54	55	77	150	102	166	-52	241	1174	296
7	PAT	47	120	121	235	419	471	478	112	447	2880	976
1	EPS (IN ₹)	2.87	6.52	5.95	11.51	3.74*	4.17**	3.20®	0.64	2.53	16.30	5.53
2	Equity	164	184	204	204	204	1167	1767	1767	1767	1767	1767
1	Total Capital Employed	3780	4041	5223	6836	6656	7587	17699	21357	23479	26832	29707
2	Net Worth	977	1197	1418	1653	2072	2644	5322	5434	5828	8536	9429
3	Long Term Loans	2065	1950	2885	3676	3257	2741	9682	10762	12324	10862	9734
4	Working Capital Loans	566	683	669	1097	969	1742	2070	4588	2954	3357	6008
5	Other Liability	225	296	365	604	889	1244	1816	3390	3772	5234	5945
6	Total Liability	2855	2928	3919	5377	5115	5727	13568	18740	19050	19453	21688
7	Fixed Assets ( Net)	2676	2529	4077	5076	4870	5290	13233	15806	14939	14447	16252
8	Total Current Assets	1131	1263	1449	1714	2228	3002	5482	8329	9835	12542	13463
9	Total Current Liabilities	782	951	987	1553	1480	2499	3226	7361	5845	6561	9969
1	Operating Profit Margin %	13.43	14.13	13.05	16.01	15.57	13.33	14.64	8.98	12.82	16.92	10.19
2	Return on Capital Employed % (PBIT/ Capital Emp.)	9.46	11.26	9.75	10.34	13.65	11.30	5.17	4.64	7.99	19.16	7.98
3	Return on Sales% (PAT/ Turnover)	1.29	2.86	2.45	4.18	5.59	5.61	5.95	0.64	2.18	8.26	3.20
4	Return on Net worth %	4.82	10.02	8.55	14.20	20.24	17.81	8.97	2.07	7.68	33.74	10.35
5	Debt Equity Ratio	2.11	1.63	2.03	2.22	1.57	1.04	1.82	1.98	2.11	1.27	1.03
6	TOL/TNW	2.92	2.45	2.76	3.25	2.47	2.17	2.55	3.45	3.27	2.28	2.30
7	Interest Cover Ratio	1.69	2.11	1.94	2.27	3.45	3.93	4.34	1.70	2.22	5.42	2.83
8	Fixed Assets Cover Ratio	1.30	1.30	1.41	1.38	1.50	1.93	1.37	1.47	1.08	1.11	1.31
9	Current Ratio	1.45	1.33	1.47	1.10	1.51	1.20	1.70	1.13	1.68	1.91	1.35

\* Considering Issue of 91.71 lacs Bonus shares

\*\* After reissue of 4.60 lacs Bonus shares ®After Public issue of 60 lacs Equity shares





## Lagnam Spintex

### BOARD OF DIRECTORS

Mr. D. P. Mangal	: Executive Chairman
Mr. Anand Mangal	: Managing Director
Mr. Shubh Mangal	: Executive Director
Mr. Vijay Singh Bapna	: Independent Director
Mr. Jagdish Chandra Laddha	: Independent Director
Mr. Anil Shah	: Independent Director
Ms. Dipali Mathur	: Independent Director

### CHIEF FINANCIAL OFFICER

Mr. Devi Lal Mundra

### COMPANY SECRETARY

Mr. Rajeev Parashar

### STATUTORY AUDITORS

M/s SSMS & Associates  
(Chartered Accountants)  
16, Heera Panna Market, Bhilwara- 311001.

### SECRETARIAL AUDITORS

M/s Sanjay Somani & Associates  
(Company Secretaries)  
29, 1<sup>st</sup> Floor, Badal Textile Market,  
Pur Road, Bhilwara- 311001.

### INTERNAL AUDITORS

M/s A. L. Chechani & Co.  
(Chartered Accountants)  
17, Heera Panna Market, Bhilwara- 311001.

### PLANT & REGISTERED OFFICE

Lagnam Spintex Limited  
(CIN: L17119RJ2010PLC032089)  
A 51-53, RIICO Growth Centre  
Hamirgarh, Bhilwara- 311001.  
Contact: +91-9116420111  
Email: rparashar@lagnam.com  
Website: www.lagnamspintex.com

### NAME OF THE STOCK EXCHANGE

NATIONAL STOCK EXCHANGE OF INDIA LTD.

### REGISTRAR & SHARE TRANSFER AGENT

BIGSHARE SERVICES PVT. LTD.  
Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business  
Park, Next to Ahura Centre, Mahakali Caves  
Road, Andheri (East) Mumbai – 400093.  
Email: investor@bigshareonline.com  
Website: www.bigshareonline.com

### BANKERS

State Bank of India  
Punjab National Bank  
Bank of Baroda  
HDFC Bank Ltd.  
Indian Bank  
Bank of Maharashtra

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# Chairman's Note

Dear Shareholders,

I am pleased to present the 13<sup>th</sup> Annual Report on the Business & Operations of your Company. The year 2022-23 was with full of challenges and uncertainty for the cotton yarn manufacturing industries due to high cotton prices with volatility and unfavourable global scenario due to Russia-Ukraine war.

Revenue for the fiscal 2022-23 stood at Rs. 30466 Lacs as against Rs. 34844 Lacs in the previous year, declined by 12.56%. The revenue has mainly decreased because of high raw material prices with volatility, change in "Product-Mix" due to market demand and Global Scenario due to Russia-Ukraine war. Export Sales has reduced from Rs. 20124 Lacs in the previous year to Rs. 13564 Lacs in the current year. The performance of the first quarter of the year was satisfactory. However, from the second quarter of the year due to Russia-Ukraine war, highest cotton prices in the history of Indian Cotton textile, global slowdown, high Inflation rate resulted in low demand in Export market due to which the Margins remains under pressure during the fiscal 2023.

## Expansion plans

As an expansion and diversification strategy of the Company, your Company had already announced an expansion project of 41,472 spindles of 100% compact cotton yarn at a cost of Rs. 218.00 Cr. having production capacity of approx. 34.35 tonnes cotton yarn per day, at its existing manufacturing facility situated at A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara, Rajasthan. The Company has incurred project expenditure of Rs. 38.81 crores and also placed firm order with advance to various machine suppliers amounting to Rs. 123.77 crores upto 31<sup>st</sup> March 2023.

This expansion is planned with the state of the Art and most modern technologies with all latest automations and digitalization as this determines the Quality, productivity of machines and labour, which in turn, improves the production, operating cost and profitability of the Company. Delivery of machineries have started and building structure is almost ready to install the machines. The Expansion Project is estimated to be commissioned before the scheduled commissioning date of 1<sup>st</sup> April, 2024.

## Our People

I strongly believe that our market presence, business operations & success over the years would not have been possible without the efforts of our people. Thus, we, at Lagnam, are committed to developing our employees, retain exceptional talent and build an engaging work culture to develop future leaders.

## Road ahead

Going forward, we have a number of initiatives underway that would help us increase our market share around the world while driving profitable growth for our shareholders. I believe that the opportunities for Lagnam are endless as we continue to execute on our strategic priorities with an emphasis on driving long-term value creation. Our commitment to our consumers, associates and communities drives us every day, and the passion we share unites us across this organization.

I wish to thank my colleagues on the Board, our shareholders for the confidence and faith reposed by them in the Board and the Management team, which has in my view geared up to take on more challenges. I thank all the Government Authorities, Banks, Customers & vendors for their continued trust and support. I am confident that with your constant encouragement the Company will surely improve its performance in the coming years.

Warm wishes,

Sincerely,

**D. P. Mangal**  
Executive Chairman





## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 13<sup>th</sup> Annual Report on the Business and Operations of your Company along with the Audited Financial Statements for the year ended 31<sup>st</sup> March 2023:

## 1. FINANCIAL RESULTS

The Financial Results of the Company's performance for the year under review and those of the previous year are as follows-

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Turnover: a) Domestic	16901.70	14719.87
b) Export	13564.23	20124.27
<b>Revenue from Operations</b>	<b>30465.93</b>	34844.14
Other Income	22.72	51.32
<b>Total Revenue</b>	<b>30488.65</b>	34895.46
Profit before Finance Cost, Depreciation & Tax (PBIDT)	3103.10	5894.40
Less: Financial expenses (Net)	1097.64	1087.58
Profit before Depreciation & Tax (PBDT)	2005.46	4806.82
Less: Depreciation	733.14	752.54
<b>Profit before Tax (PBT)</b>	<b>1272.32</b>	4054.28
Less: Current Tax (Net)	209.46	694.27
MAT Credit Utilisation/ (Entitlement)	69.71	(642.98)
Earlier year tax	(1.41)	-
Deferred Tax	18.28	1123.14
<b>Profit after Tax (PAT)</b>	<b>976.28</b>	2879.85
Other Comprehensive Income (Net of Tax)	4.60	4.84
Profit available for appropriation	980.88	2884.69
Earning Per Equity Share- Annualized (Basic & Diluted)	5.53	16.30

## FINANCIAL SNAPSHOT:

REVENUE FROM OPERATIONS

₹ 30466  
LACS

PBIDTA

₹ 3103  
LACS

EPS

₹ 5.53

EXPORT

₹ 13564  
LACS

PAT

₹ 976  
LACS

## 2. OPERATIONAL RESULTS &amp; STATE OF AFFAIRS:

## REVENUE FROM OPERATIONS:

The revenue from operations during the year under review is at ₹ 30465.93 Lacs against ₹ 34844.14 Lacs in the previous year, a decrease of 12.56%. The revenue has mainly decreased because of high raw material prices with extreme volatility, change in "Product-Mix" due to market demand and Global Scenario due to Russia-Ukraine war.

Exports Sales has reduced from ₹ 20124.27 Lacs in the previous year to ₹ 13564.23 in the current year. Exports constitute 44.52% of the total revenue of the Company. Due to lower cotton crop in India; cotton prices were very high in domestic market in comparison to international market after first quarter

onwards of the year under review and consequently exports of yarn became uncompetitive. Margins in export market were under pressure after the first quarter of the year due to lower demand in European Market as affected tremendously by Russia-Ukraine war. Due to lower exports from India there was selling pressure in domestic market as a

## Revenue (%)



55 Domestic

45 Export





result of which margins contracted. Despite all of the disruption due lower export demand and unfavorable pricing situations your company continued the manufacturing operations of the units during the year under review.

#### **PROFITABILITY:**

The operating profit (PBITDA) of the Company has decreased to ₹ 3103.10 Lacs in the current year under review as compared to ₹ 5894.40 Lacs in the previous year. As percentage to revenue from operations the operating profits (PBITDA) decreased from 16.92% in previous year to 10.19% in current year.

The performance of the First quarter of the year was satisfactory. However, from the second quarter of the year due to Russia-Ukraine war, highest cotton prices in the history of Indian Cotton textile, global slowdown, high Inflation rate resulted in low demand in Export market due to which the Margins remains under pressure during the year under review.

The Cash Profit (PBDT) of the Company for the current year has decreased to ₹ 2005.46 Lacs as against ₹ 4806.82 Lacs in the previous year. The finance cost for the year under review has increased marginally from ₹ 1087.58 in the previous year to ₹ 1097.64. Despite higher raw material prices and global disruptions faced during the year, your Company has reported Net Profit After Tax (PAT) of ₹ 976.28 during the year.

#### **3. EXPANSION PLAN:**

As an expansion and diversification strategy of the Company, your Company has already announced an expansion project of 41,472 spindles of 100% compact cotton yarn at a cost of ₹ 218.00 Cr. having production capacity of approx. 34.35 tonnes cotton yarn per day, at its existing manufacturing facility situated at A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara, Rajasthan. The Company has incurred project expenditure of ₹ 38.81 crores and we have also placed firm order with advance to various machine suppliers amounting to ₹ 123.77 crores upto 31<sup>st</sup> March 2023.

This expansion is planned with the state of the Art and most modern technologies with all latest automations and digitalization as this determines the Quality, productivity of machines and the labour, which in turn, improves the production, operating cost and profitability of the Company. Delivery of

machineries have started and building structure is almost ready to install the machines. The Expansion Project is estimated to be commissioned before the scheduled commissioning date of 01<sup>st</sup> April, 2024. The Expansion Project is also eligible for 5% Interest Subsidy on term loan for a period of 5 years, Capital subsidy on eligible fixed capital investment and other benefits under the Rajasthan Investment Promotion Scheme (RIPS), 2022.

#### **4. CAPTIVE SOLAR POWER PLANT:**

Your company has existing capacity of 1695 KWP of Solar power and adding further capacity of 2708 KWP on Roof top of the New Expansion building, which will help in reducing the energy cost of your company. The company has placed order on Turnkey Basis at the total cost of ₹ 12.15 Corers on Tata Power Company Ltd. through their channel partner. The delivery of equipments has already started and the plant will be fully commissioned by 15<sup>th</sup> August 2023.

#### **5. DIVIDEND:**

To conserve the resources for the ongoing Expansion Project & to augment the working capital of the Company, your Directors do not recommend any dividend for the Financial Year 2022-2023.

Previous year, shareholders had approved final Dividend of ₹ 0.50 per Equity Share on the fully paid-up Equity Shares of ₹ 10/- each for the financial year 2021-22 on recommendation of the Board of Directors and the board of directors had also declared and paid an Interim Dividend of 5% i.e. ₹ 0.50 per Equity Share on the fully paid-up equity shares of ₹ 10/- each for the FY 2021-22.

#### **6. TRANSFER TO RESERVES:**

During the year under review the company has not transferred any amount to the general reserves.

#### **7. CAPITAL STRUCTURE:**

The Capital Structure of the Company as on 31.03.2023 is as follows: -

The Authorized Share Capital of the Company is ₹ 22,50,00,000 (Rupees Twenty-Two Crore Fifty Lakh) divided into 2,25,00,000 (Two Crore Twenty-Five Lakh) Equity Shares of ₹ 10/- each.

The Issued, subscribed and Paid up Share Capital of the Company is ₹ 17,66,90,000 (Rupees Seventeen Crore Sixty-Six Lakh Ninety Thousand) divided into





1,76,69,000 (One Crore Seventy-Six Lakh Sixty-Nine Thousand) Equity Shares of ₹ 10/- each.

During the year under review the Company has not issued any shares. The Company has not issued any shares with differential voting rights or sweat equity or granted stock options.

## **8. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR:**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## **10. ANNUAL RETURN:**

Kindly Take Note that the Annual Return as required under section 92 of the Companies Act, 2013 will be made available on the Website of the Company after Conclusion of the AGM in below link:

(Link: <http://www.lagnamspintex.com/Annual-return.html>)

## **11. CORPORATE SOCIAL RESPONSIBILITY:**

In pursuant to Section 135 of the Companies Act, 2013 read with rules framed there under a CSR Policy to ensure Social Responsibilities has been adopted. The CSR Policy has been uploaded on the website of the Company at following link:

(Link: <http://www.lagnamspintex.com/policies>)

In view of the profits and turnover of the company, your Company was required to undertake CSR projects during the year 2022-23 under the provisions of section 135 of the Companies Act, 2013 and the rules made their under. As part of its initiatives under "Corporate Social Responsibility (CSR)", the Company has undertaken various activities, which are in accordance with CSR Policy of the Company and

Schedule VII of the Companies Act, 2013. The Annual Report on CSR activities is annexed herewith as "Annexure I".

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

Energy conservation continues to be an area of major emphasis in our Company. Efforts are made to optimize the energy cost while carrying out the manufacturing operations. The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure II".

## **13. RECOGNITION & CERTIFICATIONS:**

The Company has following certifications:

### **• USTERIZED CERTIFICATE**

USTER TECHNOLOGIES AG of Switzerland has renewed its authorization to use the "USTERIZED" trademark to your company, "A mark of quality & trust", which is a prestigious quality authorization granted to only about 70 textiles mill in the world. In the standalone Open-end spinning segment, LAGNAM was the first to get this authorization in the world.

- Two Star Export House Certificate
- BCI Certificate
- GOTS Certificate
- Oeko-Tex Standard 100 Certificate
- ISO 9001:2015 Certificate

## **AUDITORS**

### **14. STATUTORY AUDITOR & AUDIT REPORT:**

M/s SSMS & Associates Chartered Accountants, Bhilwara (Firm Registration No. 019351C), were appointed as Statutory Auditors at the 9<sup>th</sup> Annual General Meeting held on 9<sup>th</sup> September, 2019 for five years till the conclusion of the Annual General Meeting to be held in the calendar year 2024. Accordingly, they have conducted Statutory Audit for the F.Y. 2022-23 and shall continue to be Statutory Auditors for the F.Y. 2023-24.

As required under Regulation 33(d) of the SEBI (LODR) Regulation, 2015, the auditor has confirmed that they hold a valid certificate issued by the Peer



Review Board of the Institute of Chartered Accountants of India.

Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board.

#### 15. INTERNAL AUDITORS:

Pursuant to Section 138 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 (as amended), the Board of Directors, on the recommendations of the Audit Committee, of the Company, has appointed M/s A. L. Chechani & Co., Chartered Accountants, Bhilwara, [ICAI Firm Registration No.- 005341C], as the Internal Auditors of the Company for the financial year 2022-2023 ended 31<sup>st</sup> March, 2023.

The Internal Audit Finding/s and Report/s submitted by the said Internal Auditors, during the financial year, to the Audit Committee and Board of Directors of the Company, do not contain any adverse remarks and qualifications hence do not call for any further explanation/s by the Company.

#### 16. SECRETARIAL AUDITORS:

The Board of Directors, on the recommendation of the Audit Committee, of the Company, has appointed M/s Sanjay Somani & Associates, Company Secretaries, Bhilwara, [ICSI Membership No. FCS-6958 & Certificate of Practice No. 5270], as the Secretarial Auditors of the Company for the financial year 2022-2023.

The Secretarial Audit Report in Form No. **MR-3** submitted by the said Secretarial Auditors, do not contain any adverse remarks and qualifications, hence do not call for any further explanation/s by the Company. The Secretarial Audit Report in Form No. **MR-3** submitted by the said Secretarial Auditors, for the financial year 2022-2023 forms part of the Annual Report as "**Annexure III**" to the Board's report.

#### 17. COST AUDITORS:

As per the requirement of the Central Government and pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your directors have appointed M/s N. D. Birla & Co., Cost Accountants (FRN: 000028), Ahmedabad being eligible, to conduct Cost Audit of the Company for the financial year 2022-23.

M/s N. D. Birla & Co., Cost Accountants (FRN: 000028), Ahmedabad have furnished a Certificate of their eligibility for appointment pursuant to Section 141(3)(g) and 148(5) of the Companies Act, 2013 read with the rules made there under, Certificate for independence and arms' length relationship with the Company and have confirmed about their not being disqualified for such appointment including re-appointment within the meaning of Section 141(3) of the Companies Act, 2013.

#### 18. SUBSIDIARY, ASSOCIATES AND JOINT VENTURE COMPANY:

The Company does not have any subsidiary, associate or joint venture during the financial year 2022-23 as well as at the beginning or closing of the financial year therefore the financial statement is prepared on standalone basis and the requirement for disclosure in the Form AOC-1 is not applicable. Further that the Company is an associate of Lagnam Infotech Solutions Private Limited which is holding 50,34,000 equity shares representing 28.49% of total paid up equity share capital of the Company as on 31<sup>st</sup> March, 2023.

#### 19. BOARD OF DIRECTORS, THEIR MEETINGS & KMP(S):

##### I. Constitution of the Board

The Board of directors are comprising of total 7 (Seven) Directors, which includes 4(Four) Independent Directors including 1 (One) Women director. The Chairman of the Board is Promoter and Whole-Time Director. The Board members are highly qualified with the varied experience in the relevant field of the business activities of the Company, which plays significant roles for the business policy and decision-making process and provide guidance to the executive management to discharge their functions effectively.

##### II. Board Independence

Our definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. The Company is having following independent directors:

- (i) Mr. Jagdish Chandra Laddha
- (ii) Mr. Vijay Singh Bapna
- (iii) Mr. Anil Shah



(iv) Ms. Dipali Mathur

As per provisions of the Companies Act, 2013, Independent Directors were appointed for a term of 5 (five) consecutive years and shall not be liable to retire by rotation.

### III. Declaration by the Independent Directors

All the Independent Directors have given their declaration of Independence stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 during the year 2022-23.

### IV. Directors liable to retire by rotation

In accordance with the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mr. Shubh Mangal (DIN: 01287935), Whole-Time Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

### V. Changes in Directors and Key Managerial Personnel

There were some changes in the composition of Directors and Key Managerial Personnel during the Financial Year 2022-23 as under:

- Mr. Anand Mangal (DIN: 03113542), reappointed as Managing Director of the Company at the meeting of the Board of Directors held on 16.04.2022 and approved by the shareholders of the Company at the Annual General Meeting of the Company held on 28.06.2022; for a period of 5 (five) years w.e.f. 01.04.2023.
- Mr. Shubh Mangal (DIN: 01287935), reappointed as Whole Time Director of the Company at the meeting of the Board of Directors held on 16.04.2022 and approved by the shareholders of the Company at the Annual General Meeting of the Company held on 28.06.2022; for a period of 5 (five) years w.e.f. 21.02.2023.

- Mr. Jagdish Chandra Laddha (DIN: 00118527), reappointed as Non-Executive Independent Director of the Company at the meeting of the Board of Directors held on 16.04.2022 and approved by the shareholders of the Company at the Annual General Meeting of the Company held on 28.06.2022; for a second term of 5 consecutive years w.e.f. 10.02.2023.
- Mr. Anil Shah (DIN: 00145396), reappointed as Non-Executive Independent Director of the Company at the meeting of the Board of Directors held on 16.04.2022 and approved by the shareholders of the Company at the Annual General Meeting of the Company held on 28.06.2022; for a second term of 5 consecutive years w.e.f. 10.02.2023.
- Ms. Dipali Mathur (DIN: 07732611), reappointed as Non-Executive Independent Director of the Company at the meeting of the Board of Directors held on 16.04.2022 and approved by the shareholders of the Company at the Annual General Meeting of the Company held on 28.06.2022; for a second term of 5 consecutive years w.e.f. 10.02.2023.

Following are the Directors and KMP(s) in the Company:

S. No.	Name of Directors/ KMP(s)	Nature of Directorship
1.	Mr. Dwarka Prasad Mangal (DIN: 01205208)	Executive Chairman
2.	Mr. Anand Mangal (DIN: 03113542)	Managing Director
3.	Mr. Shubh Mangal (DIN: 01287935)	Executive Director
4.	Mr. Vijay Singh Bapna (DIN: 02599024)	Independent Director
5.	Mr. Jagdish Chandra Laddha (DIN: 00118527)	Independent Director
6.	Mr. Anil Shah (DIN: 00145396)	Independent Director





S. No.	Name of Directors/ KMP(s)	Nature of Directorship
7.	Ms. Dipali Mathur (DIN: 07732611)	Independent Director
8.	Mr. Devi Lal Mundra (PAN: AKUPM7207P)	Chief Financial Officer
9.	Mr. Rajeev Parashar (PAN: BLSPP2313P)	Company Secretary & Compliance Officer

#### VI. Meetings and Attendance of the Board

The Board meets at regular intervals to discuss and decide on company/business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. The Agenda of the Board meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met 4 (Four) times in the Financial Year 2022-23 viz. 16.04.2022, 28.07.2022, 11.11.2022 and 14.02.2023. The maximum interval between any two meetings did not exceed 120 days. Attendance of each director in board meeting as follows:

Date of Meeting	Name of the Directors						
	Mr. D. P. Mangal	Mr. Anand Mangal	Mr. Shubh Mangal	Mr. Vijay Singh Bapna	Mr. Jagdish Chandra Laddha	Mr. Anil Shah	Ms. Dipali Mathur
16.04.2022	Yes	Yes	Yes	Yes	Yes	Yes	Yes
28.07.2022	Yes	Yes	Yes	Yes	Yes	Yes	No
11.11.2022	Yes	Yes	Yes	Yes	Yes	No	No
14.02.2023	Yes	Yes	Yes	Yes	Yes	Yes	No

#### VII. Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 14<sup>th</sup> February, 2023 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent

Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

#### VIII. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3), uploaded on company's website.

(Link-<http://www.lagnamspintex.com/policies/policies>)

#### IX. ANNUAL EVALUATION BY THE BOARD:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 (10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings & Strategic perspectives or inputs regarding future growth of company, etc. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Director. The performance of the Independent Directors was carried out by the entire Board (excluding the Director being evaluated). The Directors expressed their satisfaction with the evaluation process.

#### 20. COMMITTEES OF THE BOARD:

The Company has following committees:

##### I. Audit Committee:

The Company has constituted Audit Committee as per requirement of section 177 of the Companies Act 2013 and Regulation 18 of the



SEBI (LODR) Regulations, 2015. The terms of reference of Audit Committee are broadly in accordance with the provisions of SEBI (LODR) Regulations, 2015 and Companies Act, 2013. The Audit Committee comprises following Directors of the Company:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1	Mr. Jagdish Chandra Laddha	Independent Director	Chairman
2	Mr. Vijay Singh Bapna	Independent Director	Member
3	Mr. Anil Shah	Independent Director	Member
4	Mr. D. P. Mangal	Whole-time Director	Member

During the financial year 2022-23, the Audit Committee met 4 (four) times on 16.04.2022, 28.07.2022, 11.11.2022 and 14.02.2023.

## II. Nomination and Remuneration Committee:

The Company has constituted a Nomination and Remuneration Committee in accordance with section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The Nomination and Remuneration Committee comprises of the following Directors of the Company:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1	Mr. Jagdish Chandra Laddha	Independent Director	Chairman
2	Mr. Anil Shah	Independent Director	Member
3	Mr. Vijay Singh Bapna	Independent Director	Member

During the financial year 2022-23, the Nomination and Remuneration Committee met on 16.04.2022.

## III. Stakeholder's Relationship Committee:

The Company has constituted a Stakeholders' Relationship Committee in accordance with section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The Committee considers and approves various requests regarding annual report and to redress complaints of the shareholders. The

Stakeholders' Relationship Committee comprises following Directors of the Company:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1	Mr. Anil Shah	Independent Director	Chairman
2	Mr. Vijay Singh Bapna	Independent Director	Member
3	Mr. Anand Mangal	Managing Director	Member

During the financial year 2022-23, the Stakeholders' Relationship Committee met on 14.02.2023.

## IV. Corporate Social Responsibility (CSR) Committee:

The Company has constituted a CSR Committee in accordance with the provisions of section 135 of the Companies Act, 2013. The CSR Committee comprises the following Directors:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1	Mr. Jagdish Chandra Laddha	Independent Director	Chairman
2	Mr. D. P. Mangal	Whole-time Director	Member
3	Mr. Vijay Singh Bapna	Independent Director	Member

During the financial year 2022-22, the Corporate Social Responsibility Committee met on 16.04.2022.

## 21. CORPORATE GOVERNANCE:

As the Members are aware, the securities [Equity Shares] of the Company are migrated from SME Platform of National Stock Exchange of India Limited (NSE) namely NSE EMERGE to Main Board of National Stock Exchange of India Limited, effective 30<sup>th</sup> September 2021 (Scrip Code -LAGNAM). Therefore, provisions relating to Corporate Governance provided in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations / Listing Regulations], are applicable to the Company consequent to such migration.

Your Directors are pleased to report that your Company has duly complied with the SEBI Guidelines on Corporate Governance for the year





2022-23 relating to the Listing Regulations. A Certificate from statutory auditors, M/s SSMS & Associates, Chartered Accountants, Bhilwara, (Firm Registration No. 019351C) confirming compliance with conditions as stipulated under Listing Regulations is annexed to the Corporate Governance Report of the Company. The Corporate Governance report for the financial 2022-23 attached as **Annexure-IV**.

## **22. RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered during the financial year, were on the arm's length basis and were in the ordinary course of business and do not attract the provisions of section 188 of the Companies Act, 2013. Thus, disclosure in form AOC-2 is not required. All Related Party Transactions were placed before the Audit Committee for approval. A policy on the related party Transactions was framed & approved by the Board and posted on the Company's website at below link:

(Link: <http://www.lagnamspintex.com/policies>)

However, you may refer to Related Party transactions, as per the Accounting Standards, in the Notes forming part of financial statements.

## **23. INVESTORS EDUCATION AND PROTECTION FUND:**

During the financial year 2022-2023 ended 31<sup>st</sup> March 2023 under review, there were no amount/s which is required to be transferred to the Investor Education and Protection Fund by the Company. As such, no specific details are required to be given or provided.

## **24. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9<sup>th</sup> December, 2013 as amended from time to time. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace.

During the year under review, no complaints were received by the Company relating to sexual harassment at workplace. The Management of the Company endeavors to provide safe environment for the female employees of the Company.

## **25. RISK MANAGEMENT:**

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network. Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee. The Company has not made Risk Management Committee, but the Board of Directors and Audit Committee is looking after the Risk Management of the Company.

## **26. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

Your Company is committed to highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (9) of the Companies Act, 2013 and the regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015,

The Company has adopted a Whistle-Blower Policy for Directors and employees to report genuine concerns and to provide for adequate safeguards against victimization of persons who may use such mechanism. The details of the Vigil Mechanism Policy have posted on the website of the Company at following link:

(Link: <http://www.lagnamspintex.com/policies>)

**27. PREVENTION OF INSIDER TRADING:**

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The details of the Insider Trading Policy have posted on the website of the Company at following link:

(Link: <http://www.lagnamspintex.com/policies>)

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. However, there were no such instances in the Company during the year 2022-23.

**28. MEETINGS OF THE MEMBERS:**

During the year under review the Annual General Meeting of the Company was held on 28.06.2022. No any other meeting of the members held during the year.

**29. MANAGEMENT DISCUSSION AND ANALYSIS REPORTS:**

As per Regulation 34 (e) read with schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the management Discussion and Analysis Report of the Company for the year ended is set out in this Annual Report as "Annexure V."

**30. REGISTRAR AND SHARE TRANSFER AGENT:**

The Company has appointed Bigshare Services Private Limited as its Registrar and Share Transfer Agent. The Corporate Office of Bigshare Services Pvt. Ltd. situated at "Office No S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, Maharashtra, India.

**31. DEMATERIALISATION OF SECURITIES:**

The Company's Equity Shares are admitted in the system of Dematerialization by both the Depositories namely NSDL and CDSL. As on 31<sup>st</sup> March 2022, all 1,76,69,000 equity shares dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India)

Limited, which represents whole 100% of the total issued, subscribed and paid-up capital of the Company as on that date. The ISIN allotted to your Company is INE548Z01017. Status of the securities as on 31.03.2023 hereunder:

	CDSL	%	NSDL	%	TOTAL	%
Shares in Demat	80,81,884	45.74	95,87,116	54.26	1,76,69,000	100.00
Physical Shares	NIL	NIL	NIL	NIL	NIL	NIL

**32. COMPLIANCES OF SECRETARIAL STANDARDS:**

The Board of Directors confirms that the Company, has duly complied and is in compliance, with the applicable Secretarial Standard/s, namely Secretarial Standard-1 ('SS-1') on Meetings of the Board of Directors and Secretarial Standard -2 ('SS-2') on General Meetings, during the financial year 2022-2023 ended 31<sup>st</sup> March 2023.

**33. HUMAN RESOURCES:**

The Company treats its "Human Resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. The Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**34. RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND PARTICULARS OF EMPLOYEES:**

Pursuant to provision of section 197 of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the details of employees given in the "Annexure VI".

During the year, none of the employees received remuneration in excess of Rs. One Crore Two Lakhs or more per annum, or Rs. Eight Lakhs Fifty Thousand per month for the part of the year, in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.



**35. CHANGE IN THE NATURE OF BUSINESS:**

During the year under review there is no change in the nature of the business and commercial activities of the company.

**36. INDUSTRIAL RELATIONS:**

During the year under review your Company enjoyed cordial relationship with workers and employees at all levels.

**37. DEPOSITS:**

During the financial year 2022-2023 ended 31<sup>st</sup> March 2023 under review, the Company has neither invited nor accepted any public deposits within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (as amended).

As such, no specific details prescribed in Rule 8(1) of the Companies (Accounts) Rules, 2014 (as amended) are required to be given or provided.

**38. CODE OF CONDUCT:**

Regulation 17(5) of the SEBI (LODR) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Company has adopted a Code of Conduct for all Directors and Senior Management of the Company and same is hosted on the website of the company at following link:

(Link-<http://www.lagnamspintex.com/policies>)

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

During the financial year 2022-2023 ended 31<sup>st</sup> March, 2023 under review, the Company has neither granted loan/s (secured or unsecured), provided guarantees or securities in connection with any loan/s availed by others nor made any investments pursuant to the provisions of Section 186 the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended). As such, no specific details are required to be given or provided.

**40. INTERNAL FINANCIAL CONTROL FOR FINANCIAL STATEMENTS:**

The Company has adequate system of internal controls commensuration with the size of its operation

and business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition, and to ensure that all the business transactions are authorized, recorded and reported correctly and adequately.

The Company has appointed Internal Auditors and the scope and authority of the Internal Audit (IA) function is defined in the procedure and appointment letter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit and process the company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and corrective actions thereon, if any, are presented to the Audit Committee of the Board.

The Company works in a dynamic business environment and adopts the appropriate internal financial controls, to establish reliability of financial reporting and the preparation of financial statements for external purposes, in accordance with the generally accepted accounting principles. It includes inducting and maintaining such business policies and procedures as may be required to successfully conduct the business of the company and maintain such records as to correctly record the business transaction, assets and liabilities of the company in such a way that they help in prevention & detection of frauds & errors and timely completion of the financial statements.

**41. INTERNAL CONTROL SYSTEMS:**

The Company's internal control systems are adequate and commensurate with the nature and size of the Company and it ensures:

- Timely and accurate financial reporting in accordance with applicable accounting standards.
- Optimum utilization, efficient monitoring, timely maintenance, and safety of its assets.
- Compliance with applicable laws, regulations, and management policies.

**42. DISCLOSURE FOR FRAUD AGAINST THE COMPANY:**

In terms of provision of section 134(3) (ca) of the Companies Act, 2013, There were no instances of fraud which are reported by Auditors of the Company





under section 143(12) of the Companies Act, 2013 to the Audit Committee.

#### 43. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 134(3)(C) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31<sup>st</sup>, 2023 and of the profit and loss of the company for that period;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) The directors had prepared the annual accounts on a going concern basis; and
- (v) The Directors had laid down Internal Financial Controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 44. DIFFERENCE IN VALUATION:

During the year under review there was no case of one time settlement with financial institution so the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions are not applicable to the company.

#### 45. CREDIT RATING:

During the year 2022-23, India Ratings and Research Private Limited has assigned the ratings of Bank Loan

facilities of the Company and following credit ratings assigned:

Facilities	Rating
Long-Term Loans	IND BBB- / Negative
Fund Based Facilities	IND BBB-/Negative IND A3
Non Fund Based Facilities	IND A3

#### 46. SUSPENSION OF TRADING:

The equity shares of the Company have been listed and actively traded on Main Board of National Stock Exchange of India Limited. There was no occasion wherein the equity shares of the Company have been suspended for trading during the FY 2022-2023.

#### 47. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE IBC 2016:

During the year under review no application was made further no any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) against the company.

#### 48. ACKNOWLEDGEMENT:

The Board of Directors acknowledges with gratitude for the co-operation and assistance received from National Stock Exchange of India Limited (NSE), Securities Exchange Board of India (SEBI), Auditors, Advisors & Consultants, other Intermediary service provider/s and other Investor/s for their continuous support for the working of the Company.

The Board of Directors also take this opportunity to extend its sincere thanks for co-operation and assistance received by the Company from the Central - State - Local Government and other regulatory authorities, Bankers and Members. The Directors also record their appreciation of the dedication of all the employees at all levels for their support and commitment to ensure that the Company continues to grow.

For and on Behalf of the Board of Directors

Place : Bhilwara

**D.P. MANGAL**

Date : 20<sup>th</sup> May, 2023

*Executive Chairman*  
[DIN: 01205208]



## ANNEXURE-I

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

## 1. A brief outline of the Company's CSR Policy:

The CSR activities of the Company are carried out directly and also through contribution/donation made to other organisation/institution for the activities specified under Schedule VII of the Companies Act, 2013. The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same has been placed at the website of the Company i.e. [www.lagnamspintex.com](http://www.lagnamspintex.com) under the link "Investor Desk-----' Policies---' CSR Policy". As per CSR policy the Company endeavours to make CSR a key business process for sustainable development and continuously enhance shareholders wealth; it is also committed to its other stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society. Our Company's CSR Committee believes that it is important for the organization to focus on philanthropic activities in terms of animal welfare, prevention from hunger & poverty, promotion of educational activities, empowering women, making available safe drinking water, setting up old age homes, environment protection, health care etc.

## 2. Composition of the CSR Committee:

S.N.	Name of Director	Nature of Directorship	Number of meetings of CSR Committee held during the year*	Number of meetings of CSR Committee attended during the year
1.	Mr. Jagdish Chandra Laddha	Independent Director-Chairman	1	1
2.	Mr. Vijay Singh Bapna	Independent Director-Member	1	1
3.	Mr. D. P. Mangal	Whole Time Director-Member	1	1

\*During the financial year meeting of the CSR Committee held on 16.04.2022

## 3. Details of web-link where composition of CSR committee, CSR Policy and CSR projects approved by the board:

CSR details are available under the link- <https://www.lagnamspintex.com/csr>.

## 4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014:

Not Applicable.

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

Amount available for set off for the financial year: ₹ 14.89 Lacs.

**6. Average net profits of the Company as per Section 135(5) :**

Financial Year	Profit ( ₹ in Lacs)
2021-2022	4054.28
2020-2021	700.05
2019-2020	60.15
Total	4814.48
Average Profit of above said Profit	1604.83

7. (a) Two percent of average net profit of the Company as per section 135(5) : ₹ 32.10 Lacs
- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : NIL
- (c) Amount required to be set off for the financial year : ₹ 14.89 Lacs
- (d) Total CSR obligation for the financial year (7a+7b-7c) : ₹ 17.21 Lacs

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

Total Amount Spent for the Financial Year. (₹ in lacs)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 18.24 Lacs	NIL	NIL	NIL	NIL	NIL

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

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

-----N.A-----

\*No CSR amount spent against ongoing projects for the financial year.



(c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the Project		Amount spent for the project (₹ In Lacs)	Mode of Implementation-Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	Distt.			Name	CSR regn. no.
1.	Research & Development	promoting Sustainable Development Goals	No	Maharashtra	Mumbai	42,000	No	CITI Cotton Development & Research Association	CSR0000 6775
2.	Animal Welfare Project	Animal Welfare	No	Rajasthan	Nagaur	1,00,000	No	Shri Ramanand Gaushala, Ladnu	CSR0002 7624
3.	Education & learning	Promoting Education & construction of Educational Building	Yes	Rajasthan	Bhilwara	31,000	No	Rajyog Education & Research Foundation	CSR0000 0882
4.	Step against hunger & poverty	Eradicating hunger, poverty and malnutrition	Yes	Rajasthan	Bhilwara	1,51,000	YES	Agarwal Samaj Sampati Trust	-
5.	Child Education & Woman Empowerment	Promoting Education in Rural areas and woman empowerment programmes	Yes	Rajasthan	Bhilwara	14,00,000	No	Jan Jagrati Sevarth Sansthan	CSR0000 6903
6.	Promoting Education	construction of Educational Building	Yes	Rajasthan	Chittorgarh	1,00,000	NO	CVRT 361 Sansthan	CSR000 39220
	TOTAL					18,24,000			

- (d) Amount spent in Administrative Overheads : NIL
- (e) Amount spent on Impact Assessment : N.A.
- (f) Total amount spent for the Financial Year : ₹ 18,24,000  
(8b+8c+8d+8e)





(g) Excess amount for set off:

S.N.	Particular	Amount (₹ In Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	32.10
(ii)	Total amount spent for the Financial Year (7C+8F)	33.13
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1.03
(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)]	1.03

9. (a) Details of Unspent CSR amount for the preceding three financial years:

S.N.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
			N.A.				

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

S.N.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed/ Ongoing
				N.A.				

10. Details of creation or acquisition of capital asset created or acquired through CSR spent in the financial year:

*No asset created or acquired through CSR spent in the financial year.*

11. Reason for unspent amount (two per cent of the average net profit as per section 135(5)):

*Company is not carrying any unspent amount for the financial year.*

For and on Behalf of the Board of Directors

**D.P. MANGAL**

Executive Chairman

[DIN: 01205208]

Date : 20<sup>th</sup> May, 2023

Place : Bhilwara

For and on Behalf of the CSR Committee

**J. C. LADDHA**

CHAIRMAN

CSR Committee



## ANNEXURE 'II'

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

In pursuant of section 134(3)(m) of the Companies Act, 2013 read together with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 2014, the relevant information is provided herein below:

Particulars	Current Year (2022-23)	Previous Year (2021-22)
<b>1. CONSERVATION OF ENERGY</b>		
<b>A: POWER &amp; FUEL CONSUMPTION</b>		
The Company is continuously putting its efforts to improve energy management by way of monitoring energy related parameters on regular basis.		
<b>1. Electricity</b>		
a. Purchase Units (in Lacs)	267.45	277.33
Total Amount ( ₹ in Lacs)	1677.09	1861.76
Rate/Unit (Amount in ₹)	6.27	6.71
b. Own Generation		
(I) Through Diesel generator	-	-
Unit ( ₹ In Lacs)	-	-
Unit Per ltr. of diesel oil	-	-
Cost / Unit (₹)	-	-
(II) Through HFO Generator		
Unit (₹ In Lacs)	-	-
Unit Per ltr. of diesel oil	-	-
Cost / Unit (₹)	-	-
<b>B. Consumption per unit of production</b>		
Electricity Unit per Kg.	2.40	2.06
<b>1. TECHNOLOGY ABSORPTION</b>		
Expenditure incurred on Machineries and R&D during the year is as Follows:		
Company is regularly investing and importing newer processing machinery to upgrade the technology and give value added products.		
• Capital Expenditure (₹ in Lacs)	-	-
• Recurring Expenditure (₹ in Lacs)	-	-
<b>2. FOREIGN EXCHANGE EARNINGS AND OUTGO</b>		
The details of foreign exchange earnings and outgo during the year are as under:		
Earnings (₹ in Lacs)	12457.63	19147.29
Outgo: (₹ in Lacs)		
• Revenue A/c	542.96	813.96
• Capital A/c	277.31	287.28

For and on Behalf of the Board of Directors

**D.P. MANGAL**

Executive Chairman

[DIN: 01205208]

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023



## ANNEXURE-III

### FORM MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

To,  
The Members,  
**Lagnam Spintex Limited**  
A 51-53, RIICO Growth Centre Hamirgarh,  
Bhilwara (Raj.)- 311001.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by Lagnam Spintex Limited, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, and we hereby report that in our opinion, the Company has, during the audit period for the Financial Year ended on 31<sup>st</sup> March, 2023 (1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 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 Lagnam Spintex Limited ("the Company") for the financial year ended on 31<sup>st</sup> March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. However, the provisions related to Overseas Direct Investment and External Commercial Borrowings was not applicable;
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (a) The SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015;
  - (b) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
  - (c) The SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - (d) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (e) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
  - (a) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;



- (b) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
- (d) The SEBI (Buyback of Securities) Regulations, 1998

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given below:

1. The Minimum Wages Act, 1948, and rules made there under;
2. The Employees' State Insurance Act, 1948, and rules made there under;
3. The Employees' Provident Fund and Misc. Provisions Act, 1952, and rules made there under;
4. The Payment of Bonus Act, 1965, and rules made there under;
5. The Payment of Gratuity Act, 1972, and rules made there under;
6. The Factories Act, 1948 and allied State Laws;
7. The Payment of wages Act, 1936;
8. The Air (Prevention and Control of Pollution) Act, 1981;
9. The Environment (Protection) Act, 1986;
10. Equal Remuneration Act, 1976;
11. Legal Metrology Act, 2009;
12. The Water (Prevention and Control of Pollution) Act, 1974;
13. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company is having business of manufacturing of cotton yarn therefore, as such no specific law relating to its manufacturing and business activities are applicable to the Company.

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

- (i) Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) under the provisions of Companies Act, 2013.

During the financial year under report, 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 notices were given to all directors and the committee members to schedule the Board and Committee Meetings and 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 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.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company for the applicable taxation Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, disclosure of the financial results under Regulation 33 of the SEBI (LODR) Regulations, 2015 and the annual financial statements along with notes attached therewith has not been reviewed by us, since the same have been subject to the statutory financial auditor or by other designated professionals.

We further report that during the audit period of the



Company there is no change in the capital of the Company. Share Capital of the Company is as under: -

The Authorized Share Capital of the Company is ₹ 22,50,00,000 (Rupees Twenty-Two Crore Fifty Lakh) divided into 2,25,00,000 (Two Crore Twenty-Five Lakh) Equity Shares of ₹ 10/- each.

The Issued, subscribed and Paid up Share Capital of the Company is ₹ 17,66,90,000 (Rupees Seventeen Crore Sixty-Six Lakh Ninety Thousand) divided into 1,76,69,000 (One Crore Seventy-Six Lakh Sixty-Nine Thousand) Equity Shares of ₹ 10/- each.

We further report that during the audit period no prosecutions initiated against or show cause notice

received by the Company for alleged offences under the Companies Act, 2013 and also no fines and penalties or any other punishment imposed on the Company.

**For Sanjay Somani & Associates**

**Sanjay Somani**

**Proprietor**

**M. No.: FCS6958**

**COP No.: 5270**

Place: Bhilwara

Date: 20<sup>th</sup> May, 2023

UDIN: F006958E000344856

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



**ANNEXURE - A TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**Lagnam Spintex Limited**  
A 51-53, RIICO Growth Centre Hamirgarh,  
Bhilwara (Raj.)- 311001.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
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, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they need to take independent advice or decision as per their own satisfaction.

**For Sanjay Somani & Associates**

Place: Bhilwara  
Date: 20<sup>th</sup> May, 2023  
UDIN: F006958E000344856

**Sanjay Somani**  
**Proprietor**  
**M. No.: FCS6958**  
**COP No.: 5270**





## ANNEXURE-IV

## CORPORATE GOVERNANCE REPORT

As the Members are aware, the securities (Equity Shares) of the Company are migrated from SME Platform of National Stock Exchange of India Limited (NSE) namely NSE EMERGE to Main Board of National Stock Exchange of India Limited, effective 30<sup>th</sup> September 2021 (Scrip Code - LAGNAM). Therefore, provisions relating to Corporate Governance provided in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations / Listing Regulations), are applicable to the Company consequent to such migration since last financial year.

At LAGNAM, we believe Good corporate governance is an essential part of well-managed, successful business enterprise that delivers value to shareholders. Transparency and accountability are the two basic tenets of Corporate Governance. The core of Corporate Governance is based upon, inter-alia; the objective of maximizing the wealth of all the Stakeholders of the Company by making optimum utilization of resources at its disposal and fulfilling its obligations towards Corporate Responsibility and contributing to Nation Building to the best of its might. It also advocates the principles of transparency to be followed by the Company in all its decisions and actions; apart from furnishing full disclosures to the Board, its Shareholders and other Stakeholders. The above principles have been the guiding force for whatever we do and shall continue to be so in the years to come. The Company is committed to adhere to high standards of the Corporate Governance Code in words and spirit. It is also constantly taking review of systems and procedures to keep pace with changing corporate environment.

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Lagnam Spintex Limited ("the Company" or "LAGNAM") has promoted practices, standards and resources that benefit all stakeholders comprising customers, vendors, investors, regulators, employees and the society at large.

Our Board recognizes the importance of maintaining high standards of corporate governance, which underpins our ability to deliver consistent financial

performance and value to our stakeholders. In line with the above philosophy, the Company continuously strives for excellence and focuses on enhancement of long-term stakeholder value through adoption of best governance and disclosure practices. The Company has a strong legacy of fair, transparent and ethical governance practices and continues to make progressive actions that promote excellence within our business and the marketplace.

The Company's philosophy on Corporate Governance envisages attainment of high level of transparency, accountability and integrity in all its facets.

The Company has consistently practiced good Corporate Governance norms for the efficient conduct of its business and its obligations towards all its stakeholders viz., the shareholders, customers, employees and the community in which the Company operates. The Company is committed to observe good governance by focusing on adequate & timely disclosures, transparent & robust accounting policies, strong & independent Board and endeavors to maximize shareholders benefit. The Company believes that it shall go beyond adherence of regulatory frameworks in disclosing material information to the stakeholders. We believe that Corporate Governance is a journey to constantly improving sustainable value creation. The Board of Directors of the Company plays a central role in the good Corporate Governance by building up strong principles and values on which the Company operates.

Our governance framework is based on the following principles:

- Fair and equitable treatment towards stakeholders to encourage active co-operation;
- Timely and accurate disclosure of all material matters regarding the corporation, including the financial situation, performance, ownership, and governance of the company;
- Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and the shareholders and appropriate composition and size of the Board is ensured;





- Continually reinforcing a culture across the organisation of acting lawfully, ethically and responsibly;
- Continuous and on-going focus on training, development and integration of employees across all levels to achieve Company's objectives.

The Company's vision embraces challenges and provides the impetus in setting highest corporate governance standards.

## **2. BOARD OF DIRECTORS**

### **Composition, Category and Attendance at Meetings**

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry, finance, management, taxation and marketing. The Company has a balanced mix of Executive and Non-Executive Directors, the Board comprises of Seven Directors including one Woman Director and composition of Board of Directors of the Company is in conformity with Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred as "Listing Regulations") and applicable provisions of the Companies Act, 2013. The Company

has above 50% Non-Executive Directors, it has an Executive Chairman and the numbers of Independent Directors are above 50% of the total number of Directors. The Independent Directors with their diverse knowledge, experience and expertise bring in their independent judgment in the deliberation and decisions of the Board.

### **Number of Board Meetings**

During the financial year 2022-23, 04 (Four) meetings of the Board of Directors were held on 16.04.2022, 28.07.2022, 11.11.2022 and 14.02.2023. The frequency and intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Listing Regulations and Secretarial Standards-1 issued by Institute of Company Secretaries of India (ICSI) on Board Meetings read with General Circular 08/2021 dated. 03.05.2021 of the Ministry of Corporate Affairs. The frequency of the meetings is enough for the Board to undertake its duties effectively.

The 12<sup>th</sup> Annual General Meeting of the Company was held on 28.06.2022 through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) facility.

The Composition of the Board of Directors, attendance at Board & previous Annual General Meeting, number of other Directorship, Committee Membership and Chairmanship are as under:-

Name of Directors	Category of Directorship	Board Meetings attended out of 4 Meetings	Attendance at last AGM held on 26.06.2022	Directorship in other Companies / LLP	No. of Committees in which Member or Chairperson		Directorship in other Listed Companies
					Chairman	Member	
Mr. D. P. Mangal	Executive Promoter	4	Yes	1	NIL	1	NIL
Mr. Anand Mangal	Executive Promoter	4	Yes	NIL	NIL	1	NIL
Mr. Shubh Mangal	Executive Promoter Group	4	Yes	1	NIL	NIL	NIL
Mr. Jagdish Chandra Laddha	Independent Non-Executive	4	Yes	5	2	3	2#
Mr. Vijay Singh Bapna	Independent Non-Executive	4	Yes	4	3	5	3*
Mr. Anil Shah	Independent Non-Executive	3	Yes	3	1	2	NIL
Ms. Dipali Mathur	Independent Non-Executive	1	No	3	Nil	Nil	NIL



# Mr. Jagdish Chandra Laddha is Director in other Two (2) Listed Companies namely: -

- i) Vinati Organics Limited  
(CIN: L24116MH1989PLC052224)
- ii) BSL Limited  
(CIN: L24302RJ1970PLC002266)

\*Mr. Vijay Singh Bapna is Director in other Three (3) Listed Companies namely: -

- i) MMP Industries Limited  
(CIN: L32300MH1973PLC030813);
  - ii) Global Education Limited  
(CIN: L80301MH2011PLC219291); and
  - iii) Usha Martin Limited  
(CIN: L31400WB1986PLC091621)
- Directorship in other Companies meant for Companies other than Foreign Companies.
  - Committee Membership meant for Chairman or Member of Audit Committee and Stakeholders' Relationship Committee of the Company and other companies also.
  - None of the Independent Director/s have any material pecuniary relationship or transactions with the Company other than receiving Sitting Fees for the Board and its Committee Meeting/s of the Company.

None of the Directors of the Board serve as Members of more than 10 Committees nor are they Chairman

of more than 5 Committees, as per requirements of the Regulation 26(1) of the Listing Regulations. As required under Regulation 17A of the Listing Regulations none of the Independent Directors serves as an Independent Director in more than seven listed Companies. No Independent & Non-Executive Directors are holding any share in the Company and no convertible instrument has been issued by the Company.

#### Relationship Status

None of the Directors are related to each other except three Directors as Mr. D. P. Mangal is father of Mr. Anand Mangal & Shubh Mangal and Mr. Anand Mangal & Shubh Mangal are brothers.

All the Independent Directors have given declaration and confirmation of their independence and inclusion of their names in Independent Director's data bank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended. They are exempt from the requirement to undertake the online proficiency self-assessment test conducted by IICA. It is hereby confirmed that in the opinion of Board, the Independent Directors fulfill the conditions specified under the "Listing Regulations" and they are independent of Management. No Independent Director has resigned during the year.

**The table below summarizes the key attributes and skills matrix, identified by the Board of Directors, as required in the context of business of the Company and the name of Directors who have such skills / expertise / competence :-**

S. No.	Name of Directors	Skills / Expertise / Competence					
		Finance	Legal	Management	Technical Operations	Marketing / Sales	Administration
1.	Mr. D. P. Mangal, Executive Chairman	✓	✓	✓	✓	✓	✓
2.	Mr. Anand Mangal, Managing Director	✓		✓	✓	✓	✓
3.	Mr. Shubh Mangal, Whole Time Director		✓	✓	✓		✓
4.	Mr. Jagdish Chandra Laddha, Independent Director	✓	✓	✓	✓	✓	✓
5.	Mr. Vijay Singh Bapna, Independent Director	✓	✓	✓		✓	✓



S. No.	Name of Directors	Skills / Expertise / Competence				
		Finance	Legal	Management	Technical Operations	Marketing / Administration
6.	Mr. Anil Shah, Independent Director	✓	✓	✓		✓
7.	Ms. Dipali Mathur, Independent Director	✓	✓	✓		✓

### Board Meeting Procedure

The Company's Board Meetings are governed by a structured agenda. The Board Meetings are generally scheduled well in advance and the notice of each board meeting is given in writing to each Director. The Board Meeting may be convened on short notice, with the consent of Independent Directors, for urgent matters. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. The Board papers, comprising the agenda are circulated well in advance before the meeting of the Board.

All statutory, significant and other material information as specified in Part A of Schedule-II under the regulation 17(8) of the Listing Regulations are regularly made available to the Board, wherever applicable. The Board also reviews periodically the compliances of laws applicable on the Company.

Board's role, functions, responsibility and accountability are clearly defined. In addition to matters statutorily requiring Board's approval, all major decisions involving formulation, strategy and business plans, annual operating and capital expenditure budgets, new investments, compliance with statutory regulatory requirements, major accounting provisions etc. are considered by the Board.

### 3. AUDIT COMMITTEE

Your Company has an Audit Committee constituted by the Board of Directors which acts as a link between the management, auditors and the Board and oversees the financial reporting process.

#### Broad terms of reference

The terms of reference of the Audit Committee are aligned with the guidelines set out in the Regulation 18 read with Part C of schedule II of the Listing Regulations and also with the provisions of Section

177 of the Companies Act, 2013. The terms of reference broadly includes approval of quarterly-annual Internal Audit Plan, review of financial reporting processes, internal control, risk management system, Internal Financial Control and its adequacy, functioning of whistle blower mechanism and governance processes, discussions and approval of quarterly, half yearly and annual financial statements/results, recommendation for appointment, remuneration and terms of appointment of auditors, monitor related party transactions, uses and application of funds raised through issues etc.

#### The Audit Committee has the following powers;

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise if it considers necessary.

#### The Audit Committee mandatorily reviews the following information;

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee),
- submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.



**The role of the Audit Committee is not limited to but includes;**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, Quarterly / half yearly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / Draft Red Herring Prospectus/ Red Herring Prospectus / Prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors any significant findings and follow up there on.
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of





employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.

19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board.
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors.
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

#### Composition

The composition of the Audit committee meets the requirements of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. It comprises following directors of the Company:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1.	Mr. Jagdish Chandra Laddha	Independent Non-Executive	Chairman
2.	Mr. Vijay Singh Bapna	Independent Non-Executive	Member
3.	Mr. Anil shah	Independent Non-Executive	Member
4.	Mr. D. P. Mangal	Executive Chairman (WTD)	Member

Mr. Jagdish Chandra Laddha, Chairman of the Committee possesses high degree of accounting and financial management and technical business expertise and all other members of the committee have experience and sound accounting and financial knowledge. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 28<sup>th</sup> June, 2022.

#### Meetings and Attendance

The committee met 04 (four) times during the financial year 2022-23. The dates on which Audit

Committee Meetings were held are 16.04.2022, 28.07.2022, 11.11.2022 and 14.02.2023. The number of meetings attended by each committee member during the year was as under: -

Name of Member	No. of Meetings attended
Mr. Jagdish Chandra Laddha, Chairman	4
Mr. Vijay Singh Bapna, Member	4
Mr. Anil shah, Member	3
Mr. D. P. Mangal, Member	4

The Managing Director, Executive director, CFO as well as the representatives of the internal & the statutory auditors are permanent invitees to the meeting. The Company Secretary acts as secretary to the audit committee.

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

##### Brief Description of terms of reference

The terms of reference of Nomination and Remuneration Committee are aligned with the guidelines set out in the Regulation 19 read with Part D of Schedule II of the Listing Regulations and also with the provisions of Section 178 of the Companies Act, 2013 which broadly includes formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees; formulation of criteria for evaluation of performance of the Independent Directors and the Board of Directors and devising a policy on Board diversity; to Devise a policy on diversity of board of directors; Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. Decision about extension or continuation of term of Independent Directors on the basis of report of performance evaluation and to recommend to the Board, all remuneration in whatever form, payable to senior management.

#### Role of the Nomination and Remuneration Committee not limited to but includes:

1. Formulate the criteria for determining the



qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.

2. Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
3. Formulation of criteria for evaluation of performance of independent directors and Board of Directors.
4. Devising a policy on diversity of board of directors.
5. Deciding on, whether to extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of independent directors.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.

7. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
8. Decide the amount of Commission payable to the Whole-time Director / Managing Directors.
9. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
10. To formulate and administer the Employee Stock Option Scheme.

## Composition

The composition of the Nomination and Remuneration Committee meets the requirements of section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. It comprises following directors of the Company:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1.	Mr. Jagdish Chandra Laddha	Independent Non-Executive	Chairman
2.	Mr. Vijay Singh Bapna	Independent Non-Executive	Member
3.	Mr. Anil shah	Independent Non-Executive	Member

During the financial year 2022-23, one meeting of the Committee was held on 16.04.2022. The number of meetings attended by each committee member during the year was as under:-

Name of Member	No. of Meetings attended
Mr. Jagdish Chandra Laddha, Chairman	1
Mr. Vijay Singh Bapna, Member	1
Mr. Anil shah, Member	1

## Performance Evaluations: -

The Nomination & Remuneration Committee(NRC) and Board is responsible for undertaking a formal annual evaluation of its own performance, committees and individual Directors with a view to review their functioning and effectiveness and to determine whether to extend or continue the term of appointment of the independent directors. During the year, NRC and the Board carried out the performance evaluation of itself, Committees and each of the executive directors/non-executive directors/independent directors excluding the director being evaluated. The criteria for performance evaluation of the Board included aspects such as Board composition and structure, effectiveness of Board processes, etc. The criteria for performance evaluation of the Committees included aspects such as structure and composition of Committees, effectiveness of Committee Meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the



Securities and Exchange Board of India on January 5, 2017 as amended time to time.

The detailed Policy inter-alia including criteria for performance evaluation is available under web link - (www.lagnamspintex.com-policies) [https://683a4e08-c1df-4fd4-b9e4-1933a3be745e.filesusr.com/ugd/daa4e5\\_6697c18d337842a3815a77737b29f43e.pdf](https://683a4e08-c1df-4fd4-b9e4-1933a3be745e.filesusr.com/ugd/daa4e5_6697c18d337842a3815a77737b29f43e.pdf)

### Remuneration of Directors

Non-Executive/Independent Directors are paid only sitting fees for attending the Board and Committee meetings and Executive Directors are paid Salary, Commission and Perquisites subject to the overall ceilings imposed by the Companies Act, 2013 and other applicable statutes.

The appointment and remuneration of Chairman, Managing Director and Executive Director are governed as per terms and conditions approved by the Board of Directors and Shareholders on the recommendation of Nomination and Remuneration Committee.

### Details of Remuneration paid to Executive Directors

(Rs. in Lakhs)

S. No.	Name of Directors	Category of Directors	Basic Salary	Contribution to P.F.	Commission	Others	Total
1	Mr. D. P. Mangal	Whole Time Director	66.96	-	-	6.07	73.03
2	Mr. Anand Mangal	Managing Director	43.20	5.18	-	2.30	50.68
3	Mr. Shubh Mangal	Whole Time Director	43.71	5.25	-	5.84	54.80
Total							178.51

**Performance linked incentive & Criteria** - Commission based on profit of the Company.

**Service contract, notice period, severance fee**- The employment of Executive Director/WTD shall terminate automatically in the event of his ceasing to be a Director of the Company in the General Meeting and/or in the event of their resignation as a Director of the Company. No severance fee is payable to Executive Directors/WTD. Notice period shall be as per the appointment letter issued at the time of appointment.

**Stock option to Executive Directors**- Nil

### Details of Sitting Fee paid to Non-Executive Directors

Non-Executive Directors do not draw any remuneration except sitting fee of ₹ 20,000/- for attending every Board Meeting and ₹ 5,000/- for attending every Committee Meeting. Total sitting fee of ₹ 3,45,000/- was paid during the financial year 2022-23. The details of remuneration paid to Non-Executive Directors during the financial year 2022-23 are as under: -

### Details of Sitting Fee paid to Non-Executive Directors

S. No.	Name of Director	Category of Directors	Sitting Fee (Amt. In Lakhs)
1.	Mr. Jagdish Chandra Laddha	Independent Non-Executive Director	1.15
2.	Mr. Vijay Singh Bapna	Independent Non-Executive Director	1.20
3.	Mr. Anil Shah	Independent Non-Executive Director	0.90
4.	Ms. Dipali Mathur	Independent Non-Executive Director	0.20

The Company has no pecuniary relationship or transactions with its Non-Executive Directors other than payment of sitting fees to them for attending Board and Committee meetings. No Independent & Non-Executive



Directors are holding any share in the Company and no stock option, convertible instrument has been issued by the Company. The Company has not advanced any loan to any Director during the Financial Year 2022-23.

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference of Stakeholders Relationship Committee are in line with the provisions of regulation 19 read with Part D of Schedule II of the Listing Regulations and also with the provisions of Section 178 of the Companies Act, 2013 which broadly includes the following: -

The committee considers and approves various requests for transmission, sub-division, consolidation, renewal, exchange, issue of new certificates in replacement of old ones, Dematerialization/Re-materialization of Shares, non-receipt of declared Dividend, Annual Reports and to redress the grievances of the investors as may be received from time to time. The Committee evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company; Provide guidance and make recommendations to improve investor service levels for the investors; Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends; Review of adherence to the service standards adopted by the Company; Review of measures taken for effective exercise of voting rights by shareholders.

The Committee meets as and when required and during the financial year 2022-23, one meeting of the Committee was held on 14.02.2023.

The Secretarial Department of the Company and Registrar & Transfer Agent, Bigshare Services Private Ltd., Mumbai attended all the Grievance of the Shareholders and Investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, SCORES etc.

No Stakeholders' Grievance remained un-attended/ pending for more than 15 days. There was no complaint pending for disposal as on the March 31, 2023. As all the shares of the Company has fully dematerialized hence No request for dematerialization of Equity Shares of the Company was pending for approval as at the 31<sup>st</sup> March, 2023.

## Role of the Stakeholders Relationship Committee not limited to but includes:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

## Composition

The composition of "Stakeholders Relationship Committee" is as under:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1.	Mr. Anil shah	Independent Non-Executive	Chairman
2.	Mr. Vijay Singh Bapna	Independent Non-Executive	Member
3.	Mr. Anand Mangal	Managing Director	Member

**Compliance Officer:** - Mr. Rajeev Parashar, Company Secretary

**Designated E-mail for Investors' Grievances** - [investorgrievances@lagnam.com](mailto:investorgrievances@lagnam.com)

## Details of Complaints received and status thereof: -

No complaint was received from Investors during the financial year 2022-23 and no complaint was pending at the end of the year.

## 6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Company is an eligible Company qualifying under





Section 135(1) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) for undertaking the Corporate Social Responsibility (CSR) activities as per the Company's CSR Policy during the financial year 2022-23 ended 31<sup>st</sup> March 2023.

**The Terms of Reference of the Committee is as follows: -**

- (i) formulate and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken either by the Company or through implementing agency as specified in Schedule VII to the Companies Act, 2013 as amended from time to time;
- (ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- (iii) monitor the Corporate Social Responsibility (CSR) Policy of the Company from time to time;
- (iv) such other functions or activities as may be assigned or delegated from time to time by the Board of Directors of the Company and/or pursuant to the provisions of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

[SEBI (LODR) Regulations, 2015 / Listing Regulations].

**Composition**

The composition of the "Corporate Social Responsibility Committee" is as under:

S. N.	Name of Director	Nature of Directorship	Designation in Committee
1.	Mr. Jagdish Chandra Laddha	Independent Non-Executive	Chairman
2.	Mr. Vijay Singh Bapna	Independent Non-Executive	Member
3.	Mr. D. P. Mangal	Executive Chairman (WTD)	Member

**Secretary of the Committee:** - Mr. Rajeev Parashar, Company Secretary

The details pertaining to the Corporate Social Responsibility (CSR) activities together with details of expenditure is enclosed and attached as an Annexure - I to the Boards' Report of the Company.

**7. GENERAL BODY MEETING: -**

**(i) Location and Time of General Body Meetings:**

The details of location, date and time of Annual General Meetings held during last three years are given as under :-

AGM	Date	Time	Place	Special Resolution(s) passed
10 <sup>th</sup> AGM	26.09.2020	11.00 AM	Through Video Conference (VC)/ Other Audio Visual Means ("OAVM") hosted at Lagnam Spintex Limited A 51-53 RIICO Growth Centre Hamirgarh, Bhilwara-311001, Rajasthan.	1. Re-appointment of Mr. Anand Mangal (DIN: 03113542), as Managing Director of the Company 2. Appointment of Mr. Shubh Mangal (DIN: 01287935), as Whole Time Director of the Company
11 <sup>th</sup> AGM	23.07.2021	11.00 AM	Through Video Conference (VC)/ Other Audio Visual Means ("OAVM") hosted at Lagnam Spintex Limited A 51-53 RIICO Growth Centre Hamirgarh, Bhilwara-311001, Rajasthan.	1. Re-appointment of Mr. D. P. Mangal (DIN: 01205208), as Whole Time Director, designated as "Executive Chairman"



AGM	Date	Time	Place	Special Resolution(s) passed
12 <sup>th</sup> AGM	28.06.2022	11.00 AM	Through Video Conference (VC)/ Other Audio Visual Means ("OAVM") hosted at Lagnam Spintex Limited A 51-53 RIICO Growth Centre Hamirgarh, Bhilwara-311001, Rajasthan.	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. Anand Mangal (DIN: 3113542) as Managing Director of the Company.</li> <li>2. Re-appointment of Mr. Shubh Mangal (DIN: 01287935) as Whole time Director of the Company.</li> <li>3. Re-appointment of Mr. Jagdish Chandra Laddha (DIN: 00118527) as a Non-Executive Independent Director of the Company for a second term of 5 consecutive years w.e.f. 10.02.2023</li> <li>4. Re-appointment of Mr. Anil Shah (DIN: 00145396) as a Non-Executive Independent Director of the Company for a second term of 5 consecutive years w.e.f. 10.02.2023.</li> <li>5. Re-appointment of Ms. Dipali Mathur (DIN: 07732611) as a Non-Executive Independent Director of the Company for a second term of 5 consecutive years w.e.f. 10.02.2023.</li> <li>6. To consider remuneration of all executive directors under regulation 17(6)(e)(ii) of SEBI (Listing Obligations &amp; Disclosure Requirements) Regulations, 2015.</li> </ol>

**(ii). Details of Special Resolution passed in the year 2022-23 through postal ballot;**

No Postal Ballot Resolution was passed in the financial year 2022-23.

**(iii) Procedure of Postal Ballot: Not Applicable****8. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS'**

Pursuant to the Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the meeting of the Independent Directors was held on February 14, 2023 without the attendance of Non-Independent Directors and members of management to inter-alia to:

- Review the performance of Non Independent Directors and the Board of Directors as a whole;



- Review the performance of the Chairman of the Company taking into account the views of the Executive and Non Executive Directors;
- Assess the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Except Ms. Dipali Mathur, Non-Executive Independent Director, all the Independent Directors were present in the Meeting.

## **9. OTHER DISCLOSURES:**

### **Details of Compliances: -**

The Company has complied with all the requirements of the Listing Regulations as well as SEBI regulations and guidelines. During the last three years, no penalties/strictures were imposed / passed on the Company by Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets which have significant impact on the financials.

### **Related Party Transactions: -**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on arms length pricing basis and do not have any potential conflict the interests of the Company at large. There were no materially significant transactions with related parties during the financial year. Suitable disclosure as required by the Ind AS 24 has been made in the notes to the Financial Statements. Pursuant to regulation 23 of the Listing Regulations, all the related party transactions are disclosed to Stock Exchanges on half yearly basis. The Board has approved a policy for related party transactions which has been uploaded on the Company's website under the link <https://www.lagnamspintex.com/policies>.

### **Code of Conduct:-**

The Board of the Company has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Company is committed to conduct its business in accordance with the pertinent laws, rules and regulations and with the highest standards of business ethics.

The code of conduct for Directors and Senior

Management as approved by the Board of Directors has been placed on the website of the Company under the link <https://www.lagnamspintex.com/policies>.

All Board members and senior management personnel have affirmed compliance with the code of conduct during the year under review. In this regard, certificate of Managing Director is given at the end of this report.

### **Initiatives on Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders**

In compliance with the SEBI regulation on Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders, the Company has instituted a comprehensive code of conduct for its management staff. The Code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautions them on consequences of violations. The Company follows closure of trading window prior to the publication of price sensitive information. The Company has been informing the directors, senior management personnel and other persons covered under the code and advise them not to trade in Company's securities during the closure of trading window period.

### **Compliance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

In accordance with the provisions of Regulation 34(3) read with Schedule V Para C Sub clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained a certificate from Practicing Company Secretary confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The certificate issued is annexed herewith in this report.

### **Whistle Blower Policy/Vigil Mechanism:-**

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud & misconduct. The Audit Committee is committed to ensure fraud-free work environment



and to this end the Committee has laid down a Whistle Blower Policy providing a platform to all the Directors, employee, other stakeholders can report any suspected or confirmed incident of fraud/misconduct. The policy also provides for adequate safeguard against victimization. This policy is applicable to all the directors, employees, other stakeholders of the Company and it is posted on the website of the Company under the link <https://www.lagnamspintex.com/policies>. It provides for direct access to the Chairperson of audit committee in appropriate or exceptional cases and no employee was denied access to the Audit Committee.

During the year under review, there was no instance of fraud reported and all the recommendation of the Audit Committee were accepted by the Board. No employee was denied access to the Audit Committee.

#### **Sexual Harassment of Women**

To prevent sexual harassment of women at work place, The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified. The Company has zero tolerance for sexual harassment at workplace in line with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under for prevention and redressal of complaints of sexual harassment at workplace. No complaint was pending at the beginning and end of the year and no complaint of sexual harassment of women has been received during the financial year 2022-23.

#### **Familiarization Programme for Independent Directors:-**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director.

Further, the Directors are regularly updated with amendments in the provisions of the Companies Act, 2013, Listing Regulations etc. Besides this Directors are updated on continuous basis in respect of Related Party Transactions, Audit and Auditors and they are

periodically meeting with the senior management of the Company.

The details of familiarization programme for Independent Directors is available at the website of the Company under the link <https://www.lagnamspintex.com/policies>.

#### **Risk Management**

The Company has a well-defined risk management framework in place. Under this framework, the Management has categorized the risks as High risk, Moderate risk and Low risk which were monitored on a continuous basis and appropriate risk mitigation steps were initiated as and when deemed necessary. The detail of commodity price risk, foreign exchange risk and hedging activities has been given in Management & Discussions Analysis Report.

#### **Compliance Confirmation**

It is confirmed that the Company has complied with the requirements prescribed under Regulation 17 to 27 of the Listing Regulations, 2015.

#### **Discretionary Requirements**

The Company has complied with all the mandatory requirements of the Listing Regulations and adoptions of discretionary requirements as provided in the Part -E of Schedule - II under regulation 27(1) Listing Regulations are as under: -

- (i) Separate post of Chairperson and Chief Executive Officer
- (ii) Modified opinion(s) in Audit Report -To move towards regime of financial statement with unmodified audit opinion.

During the year the Company has paid total fee of ₹ 2.31 Lakhs to the Statutory Auditors towards Audit Fee and other services.

There are no instances where Board has not accepted the recommendation of any Committee of Board of the Company.

The Company do not have any Subsidiary Company.

#### **10. MEANS OF COMMUNICATION**

The main channel of communication to shareholders is through Annual Report which inter-alia includes the Board Report, the Report on Corporate Governance and Audited Financial Statements.

Quarterly financial results are approved by the Board of Directors and submitted to the Stock Exchanges.





The Quarterly financial results are published in one prominent English newspaper such as the Financial Express and one/two vernacular language newspapers such as the Dainik Lokjeevan, Nafa Nuksan and Business Remedies.

The website of the Company [www.lagnamspintex.com](http://www.lagnamspintex.com) acts as the primary source of information about the Company which inter-alia displayed the annual/quarterly financial results, official press/news release and Shareholding pattern, of the Company. The same are also displayed on the website of both the Stock Exchanges. The Company ensures that relevant provisions of Regulation 46 of the Listing Regulation, 2015 are complied with.

During the Financial year 2022-23, the Company did not raise any funds through preferential allotment or qualified institutional placement.

#### **10. GENERAL SHAREHOLDER INFORMATION**

Shareholder Information:-

- |    |   |   |
|----|---|---|
| A. | Date of AGM & Time & Venue                              | 28 <sup>th</sup> July, 2023 at 11:00 AM IST through Video Conference (VC)/Other Audio Visual Means (OAVM) |
| C. | Dividend Payment date                                   | Not Applicable  |
| D. | Financial Year  | April 1 <sup>st</sup> , 2023 to March 31 <sup>st</sup> , 2024   |
| E. | Tentative Financial Calendar for next Year for 2023-24: |   |

##### **Period**

##### **Date of Board Meeting**

1<sup>st</sup> Quarter ending June, 2023

Third or Fourth week of July, 2023

2<sup>nd</sup> Quarter ending September, 2023

Third or Fourth week of October, 2023

3<sup>rd</sup> Quarter ending December, 2023

Third or Fourth week of January, 2024

Year ending 31<sup>st</sup> March, 2024

Before 15<sup>th</sup> May, 2024

AGM for year ending 31<sup>st</sup> March, 2024

July/August 2024

- F. Listing on Stock Exchange & Stock Code :

<b>Name of Stock Exchange</b>	<b>Address</b>	<b>Stock Code</b>
National Stock Exchange of India Limited	Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051	LAGNAM

The applicable listing fee for the Financial Year 2022-23 & 2023-24 has been paid to the Stock Exchange.



**G. Stock Price Data :**

Month	Share Price of LAGNAM (NSE)		National Stock Exchange of India Limited (NSE) Index	
	High	Low	High	Low
April, 2022	97.95	79.05	18114.65	16824.70
May, 2022	79.55	63.00	17132.85	15735.75
June, 2022	77.05	66.25	16793.85	15183.40
July, 2022	86.50	68.05	16752.25	15511.05
August, 2022	83.00	68.55	17992.20	17154.80
September, 2022	86.20	70.10	18096.15	16747.70
October, 2022	76.45	66.15	18022.80	16855.55
November, 2022	69.90	53.70	18816.05	17959.20
December, 2022	69.85	52.05	18887.60	17774.25
January, 2023	68.25	57.05	18243.00	17405.55
February, 2023	66.80	49.35	18134.10	17255.20
March, 2023	59.85	48.20	17799.95	16828.35

\*For disclosure and comparison purpose the performance of Nifty 50 (Index) is taken into account.

**I. Dematerialisation of Share and Liquidity:**

The equity shares of the Company are compulsorily traded and settled in dematerialised form under ISIN INE548Z01017. All the shares are in dematerialized form only. The details of Shares are as under:-

Particulars	31 <sup>st</sup> March, 2023		31 <sup>st</sup> March, 2022	
	No. of Shares	%	No. of Shares	%
No. of Shares Dematerialised				
– NSDL	<b>95,87,116</b>	<b>54.26</b>	97,47,968	55.17
– CDSL	<b>80,81,884</b>	<b>45.74</b>	79,21,032	44.83
No. of Shares in Physical Mode	–	–	–	–
Total	<b>1,76,69,000</b>	<b>100.00</b>	1,76,69,000	100.00

**J. Outstanding GDRs/ADRs/Warrants Etc. NIL**

**K. Registrar & Share Transfer Agent:-**

The Bigshare Services Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The Shareholders / Investors are requested to contact for all correspondence / queries at the following address:-

	M/s Bigshare Services Private Limited
Unit	: Lagnam Spintex Limited
Address	: Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093.
Phone No.	: 022-62638200
Fax No.	: 022-62638299
Email	: investor@bigshareonline.com
Web Site	: <a href="http://www.bigshareonline.com">http://www.bigshareonline.com</a>

**Share Transfer System**

The SEBI vide PR No. 12/2019 dated 27<sup>th</sup> March, 2019 mandated that w.e.f. 01<sup>st</sup> April, 2019 no request for effecting transfer of securities shall be processed unless shares are held in DEMAT form however this is not applicable on transmission or transposition of securities. Accordingly, no request for transfer of shares in physical form was received by the Company. The cases of transmission & transposition of shares in physical form is processed and completed by Bigshare Services Private Ltd., Mumbai within a period of 15 days from the date of receipt thereof provided all the documents are in order and after taking necessary approvals from the Company. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing regulations, a practicing Company Secretary audits the System of Transfer and a Certificate to that effect is issued.

**L. Distribution of Shareholding as on 31<sup>st</sup> March, 2023:**

No. of Equity Shares held	No. of Shareholders	% to Shareholders	No. of Shares	% to Shares
Up to 500	6405	84.52	675409	3.82
501 to 1,000	540	7.13	421658	2.39
1,001 to 2,000	252	3.33	375568	2.13
2,001 to 3,000	204	2.69	562937	3.19
3,001 to 4,000	39	0.51	141740	0.80
4,001 to 5,000	29	0.38	140784	0.79
5,001 to 10,000	47	0.62	349554	1.98
10,001 & above	62	0.82	15001350	84.90
<b>Total</b>	<b>7578</b>	<b>100.00</b>	<b>17669000</b>	<b>100.00</b>

**M. Credit Ratings of the Company**

During the year 2022-23, India Ratings and Research Private Limited has assigned the ratings of Bank Loan facilities of the Company and following credit ratings assigned: -



- India Ratings

Facilities	Rating
Long-Term Loans	IND BBB- / Negative
Fund Based Facilities	IND BBB-/Negative/IND A3
Non Fund Based Facilities	IND A3

## N. Plant Location & Address for Correspondence

(a)	Plant Locations	A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara-311001, Rajasthan.
(b)	Registered office and address for correspondence	A 51-53, RIICO Growth Centre Hamirgarh, Bhilwara-311001, Rajasthan. Phone : +91-9116420111 E-Mail : rparashar@lagnam.com Website - www.lagnamspintex.com

For and on Behalf of the Board of Directors

**D.P. MANGAL**

*Executive Chairman*

[DIN: 01205208]

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023



**COMPLIANCE CERTIFICATE****(Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

- A) We have reviewed financial statements and cash flow statement for the year ended 31<sup>st</sup> March, 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 Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D) We have indicated to the auditors and the Audit Committee:
- (1) Significant changes in internal control over financial reporting during the year;
  - (2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**(D. L. Mundra)**  
*Chief Financial Officer*  
 PAN- AKUPM7207P

**(Anand Mangal)**  
*Managing Director*  
 DIN: 03113542

Place : Bhilwara  
 Date : 20<sup>th</sup> May, 2023

**DECLARATION AS REQUIRED UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

All Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management of Lagnam Spintex Limited for the Financial Year ended 31<sup>st</sup> March, 2023.

Place : Bhilwara  
 Date : 20<sup>th</sup> May, 2023

**(Anand Mangal)**  
*Managing Director*  
 DIN: 03113542



**AUDITOR'S CERTIFICATE ON COMPLIANCE OF  
CORPORATE GOVERNANCE**

To

The Members of Lagnam Spintex Limited

We have examined the compliance of conditions of Corporate Governance by Lagnam Spintex Limited for the year ended 31<sup>st</sup> March, 2023 as stipulated in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of Management of the Company. Our examination was limited to review of the 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 condition of Corporate Governance as stipulated in the above-mentioned "Listing Regulations".

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 SSMS & Associates**

Chartered Accountants

Firm Reg. No. 019351C

**Satish Somani**

*Partner*

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023

Membership No. 076241

UDIN: 23076241BGZAQW8419

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

The Members of Lagnam Spintex Limited  
A 51-53, RIICO Growth Centre, Hamirgarh,  
Bhilwara-311001 (Rajasthan)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Lagnam Spintex Limited having CIN: L17119RJ2010PLC032089 and having registered office at A 51-53, RIICO Growth Centre, Hamirgarh, Bhilwara-311001 (Rajasthan) (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://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 ended on 31<sup>st</sup> March, 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
1.	Mr. Dwarka Prasad Mangal	01205208
2.	Mr. Anand Mangal	03113542
3.	Mr. Shubh Mangal	01287935
4.	Mr. Jagdish Chandra Laddha	00118527
5.	Mr. Vijay Singh Bapna	02599024
6.	Mr. Anil Shah	00145396
7.	Ms. Dipali Mathur	07732611

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

**For Sanjay Somani & Associates**

**Sanjay Somani**

**Proprietor**

**M. No.: FCS6958**

**COP No.: 5270**

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023

UDIN: F006958E000344867



## ANNEXURE-V

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The management discussion and analysis report provide an over view of the financial activities for the fiscal year ended on 31<sup>st</sup> March 2023, gives an overall sight of the yarn industry, opportunities and threats in the business and Company's strategy to deal with that. This report is designed to focus on current years' activities, resulting changes and other known facts in conjunction to the financial and strategic position of the Company.

**ECONOMIC SCENARIO**

The textile industry in India is largest industry after agriculture and is also highly labour intensive offering the largest volume of employment. India is among the world's largest producer of textiles and apparels.

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

India's Economic Survey 2022-23 indicates that private investment gathered momentum during the current fiscal in all major sectors, including the textile sector. However, manufacturing industries like textiles, apparel and leather have been showing tepid growth as the export demand for these products remained soft due to slow global demand. The survey was tabled in Parliament by finance minister Nirmala Sitharaman on January 31.

A quick study of the survey report by the Confederation of Indian Textile Industry (CITI) showed that the textile sector recorded private investment of about ₹10,000 crores in first half of 2022-23 (i.e., April 2022 to September 2022). But the investment slowed down to around ₹ 7,000 crores in second half of the current fiscal. Textile sector was underperformer during the financial year 2022-23 as compared to other economic sectors like steel,

electricity, chemical, auto and pharma.

The growth in textile sector was disappointing because of tepid demand from global market. In the first eight months of the current fiscal, the sector could maintain positive growth (of 5.9 per cent year-on-year) only in May. The textiles sector growth remained negative in the remaining seven months from April to November 2022. The sector witnessed negative growth of 0.4 per cent in April 2022, 3.1 per cent in June, 9 per cent in July, 12.5 per cent in August, 13.9 per cent in September, 18.7 per cent in October and 9 per cent in November 2022.

As per the report, wearing apparel industry recorded growth in April (55.2 per cent), May (69.9 per cent), June (42.6 per cent) and July 2022 (15.1 per cent). But it went into red in August (-18.3 per cent), September (-21.6 per cent), October (-36.6 per cent) and November 2022 (-11.7 per cent). Leather and related products noted growth of 5 per cent in April, 47.5 per cent in May and 1.9 per cent in June 2022. But they too turned negative in subsequent months and registered degrowth of 13.5 per cent in July, 16 per cent in August, 17.5 per cent in September, 25.5 per cent in October and 2 per cent in November 2022.

The survey indicated that most of the segments within the manufacturing sector, except the textile industry, witnessed growth in credit offtake in November 2022. Foreign Direct Investment (FDI) could not recover in the textile sector after COVID disruption in fiscal 2020-21.

If talk about the Overall Economy, the Indian Economy is expected to grow at 7 per cent by the year ending March 2023. This follows an 8.7 per cent growth in the previous financial year.

Despite the three shocks of COVID-19, Russian-Ukraine conflict and the Central Banks across economies led by Federal Reserve responding with synchronised policy rate hikes to curb inflation, leading to appreciation of US Dollar and the widening of the Current Account Deficits (CAD) in net importing economies, agencies worldwide continue to project India as the fastest-growing major economy at 6.5-7.0 per cent in FY23.



**INDUSTRY DEVELOPMENTS & FUTURE OUTLOOK****India is the world's second-largest producer of textiles and garments.**

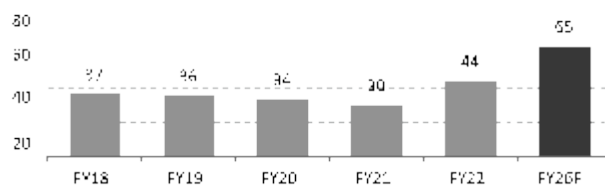
India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, while the capital-intensive sophisticated mills sector on the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of yarns from natural fibres like cotton, jute, silk and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

India is one of the largest producers of cotton and jute in the world. India is also the 2<sup>nd</sup> largest producer of silk in the world and 95% of the world's hand-woven fabric comes from India. The Indian technical textiles segment is estimated at \$16 bn, approximately 6% of the global market.

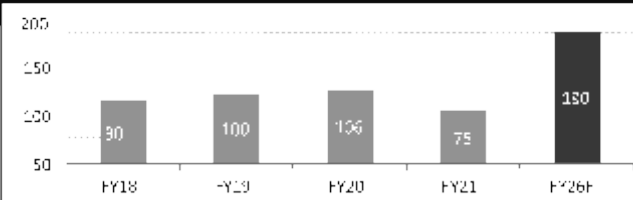
The textiles and apparel industry in India is the 2<sup>nd</sup> largest employer in the country providing direct employment to 45 million people and 100 million people in allied industries.

- 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. India has a 4% share of the global trade in textiles and apparel.
- The textiles and apparel industry contribute 2.3% to the country's GDP, 13% to industrial production and 12% to exports.
- The textile industry has around 45 million of workers employed in the textiles sector, including 3.5 million handloom workers.
- During April-October in FY23, the total exports of textiles stood at US\$ 21.15 billion.
- India's textile and apparel exports (including handicrafts) stood at US\$ 44.4 billion in FY 22, a 41% increase YoY.

- Total textile exports are expected to reach US\$ 65 billion by FY 26.

**Textiles and apparel exports from India (US \$ billion)**

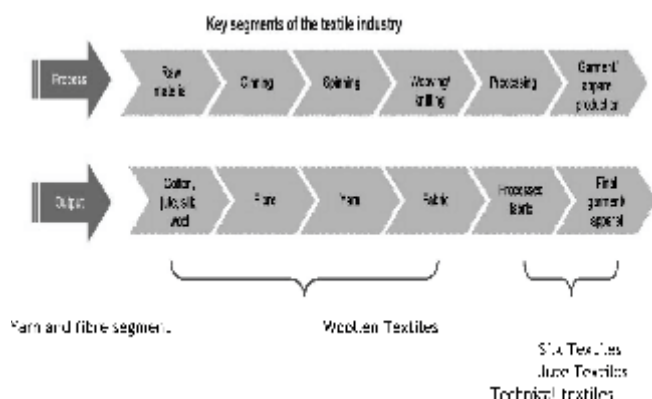
- The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26.

**Domestic textile and appare industry in India (US \$ billion)**

- The Indian apparel market stood at US\$ 40 billion in 2020 and is expected to reach US\$ 135 billion by 2025.
- The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.
- The Indian textiles market is expected to be worth >US\$ 209 billion by 2029.
- In December 2022, the Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution, and Textiles, Mr. Piyush Goyal, advocated that India should take its textile exports to US\$ 100 billion by 2030.



## Key segments of the textile industry



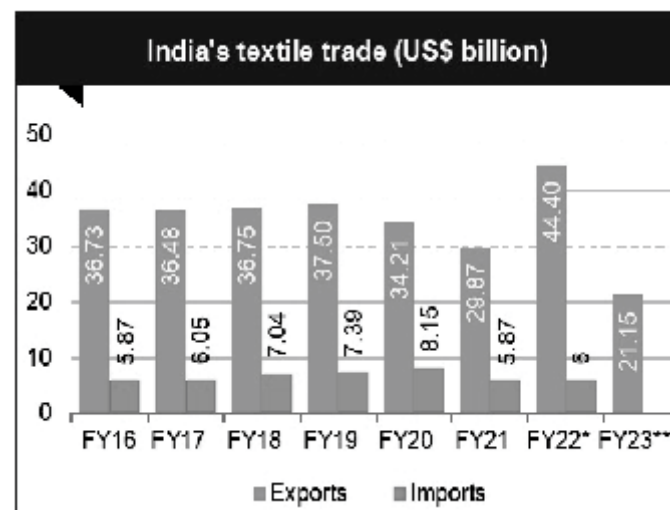
The Indian Textile Industry has inherent linkage with agriculture and with the culture and traditions of the country making for its versatile spread of products appropriate for both domestic and the export markets. The textile industry is operating under different segments such as Spinning (the process of converting cotton or manmade fiber into yarn), Weaving and Knitting (converting yarn into woven or knitted fabrics), Fabric Finishing/ Processing (dyeing, printing and other cloth preparations) and Clothing (apparel manufacturing). The textiles and apparel industry in India have strengths across the entire value chain from fiber, yarn, fabric to apparel. Presently, spinning is the most consolidated and technically efficient sector in India's textile industry.

The textile sector also has a direct link with the rural economy and performance of major fibre crops and crafts such as cotton, wool, silk, handicrafts and handlooms, which employ millions of farmers and crafts persons in rural and semi-urban areas. It has been estimated that one out of every six households in the country depends directly or indirectly on this sector. India has several advantages in the textile sector, including abundant availability of raw material and labour. It is the second largest player in the world cotton trade. It has the largest cotton acreage, of about nine million hectares and is the third largest producer of cotton fibre in the world. It ranks fourth in terms of staple fibre production and fourth in polyester yarn production. The textile industry is also labour intensive, thus India has an advantage.

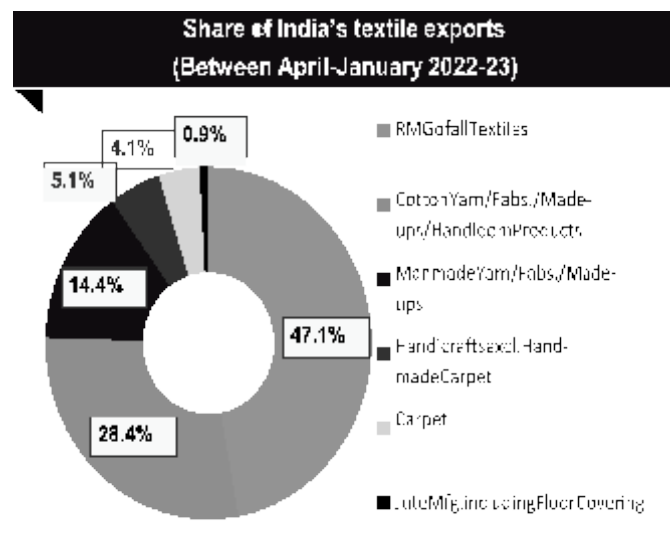
(Source: IBEF- India Brand Equity Foundation and Pib.gov )

## Export have posted strong growth over the years:

- During April-October in FY23, the total exports of textiles stood at US\$ 21.15 billion.



- Exports of textiles (RMG of all textiles, cotton yarns/fabs./made-ups/handloom products, man-made yarns/fabs./made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 44.4 billion in FY22.
- India's ready-made garment (RMG) exports are likely to surpass US\$ 30 billion by 2027, growing at a CAGR of 12-13%.



**Raw Material**

Cotton is one of the most important cash crops and accounts for around 25% of the total global fibre production. In the raw material consumption basket of the Indian textile industry, the proportion of cotton is around 60%.

This has forced the manufacturers across the textile value chain - from spinning mills and weaving units to garment makers - to seek the abolition of an import duty on cotton (effectively to the tune of 11%, including cesses) and the creation of a strategic reserve of about 10-15% of market supplies by the government to help stabilize prices.

Rising raw material costs have also created inter-segmental conflicts in the industry. "There is a continuous spike in cotton yarn prices. The government should step in to bring stability to raw material prices.

As Indian Cotton prices continue to be costlier against the international market, cotton yarn exports have taken a major hit to touch historic lows with 59% decline in the first half of FY23 as compared to the year ago period. Raw cotton exports declined 73% during the same period.

Cotton yarn export declined 28.9 crore kg in the first half of FY23 against 69.5 kg in the corresponding period in the previous fiscal year. Less cotton production in FY22 pushed cotton prices up in the Indian market by 140% touching a peak of Rs. 1.1 lakh per lakh candy in the first quarter of the FY23.

In the first 6 months of the financial year 2023, India's cotton yarn exports decreased by 59% while raw cotton exports plunged by 73%. Low Cotton production in the FY22 season pushed Indian cotton prices up 140% and Indian cotton prices remained 20-25% higher than international prices.

For the first six months of the FY23, India's cotton yarn exports decreased to 28.5 crore kg from 69.5 crore kg recorded in the last FY 22. In September this year, Cotton yarn exports stood at only 3 crore kg, a decrease of 76% compared to the September 2021 figures. India's raw cotton exports dropped to 15.9 crores kg from 58.6 crore kg in the period under review.

TEXPROCIL committee of administration member Rahul Shah said:

The projection of India's cotton crop lowered from around 3.55 crore candy (356kg each) to 3.15 crores candy and it resulted in an unprecedented rise in cotton prices, reaching Rs. 1.10 lacs per candy from its traditional price of about Rs. 45,000 per candy. The Price of Indian Cotton remained at least 20% higher than that of other varieties and therefore our competitiveness against Turkey, Vietnam and China went down. He added, "In fact, India imported about 10000 tonnes of cotton yarn from Vietnam to Ahmedabad and South India, probably for the first time."

However, the new season the FY 23 seems promising and produced approx. 3.50 crores candy. Mr. Jayesh Patel, vice president of spinners association Gujarat (SAG) said:

"Spinning mills had cut down production to lower losses and the demand is still low. However, we have seen some orders coming in for cotton yarn exports as cotton prices have come down to around Rs. 65,000 per candy. In the Coming months, the prices will go down further."

(Source: TEXPROCIL and The Times of India)

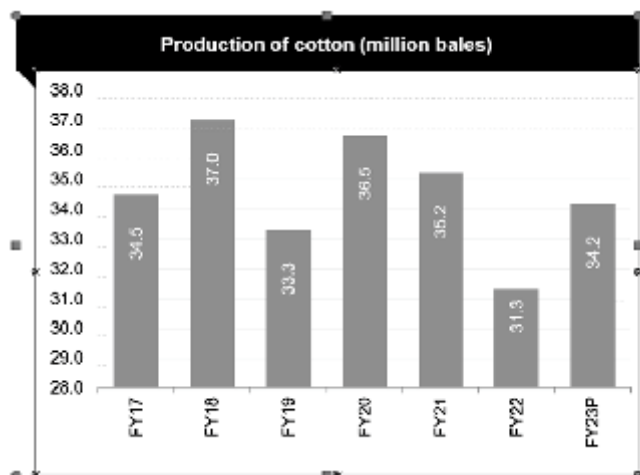
Despite all the difficulties faced during the year 2022-23 due to unfavorable international market condition, Russia-Ukraine war, and higher cotton prices, Your Company has never shut down the production units and tried mitigate it and entered in to new markets, delivering best quality products and adopting better marketing strategies.

**Raw Cotton Production:**

- India is the world's largest producer of cotton.
- Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US\$138 billion to US\$195 billion by 2025.



- The cotton production in 2022-23 is approx. 341.91 lakh bales (LB) with 80.25 LB in Maharashtra, 0.065 LB in Uttar Pradesh and 15.19 LB in Madhya Pradesh.



## Government Support and Notable Trends in Textile Sector

### 1. Textile Parks

- Since 2014, 59 textile park projects have been sanctioned under SITP and PPP with 40% government assistance of up to Rs. 40 crore (US\$ 6 million). Of these, 24 textile parks are operational.
- In February 2023, the union government approved 1,000 acres for setting up a textile park in Lucknow.
- Under the Union Budget 2021-22, Minister of Finance and Corporate Affairs, Ms. Nirmala Sitharaman, launched a 'Mega Integrated Textile Region and Apparel (MITRA) Park' scheme to establish seven textile parks with state-of-the-art infrastructure, common utilities and R&D lab over a three-year period.
- In March 2022, the Bihar government submitted a proposal to Ministry of Textiles to set up a mega hub under the PM Mitra Mega Textile Park.
- In March 2022, Tamil Nadu Chief Minister Mr. MK Stalin announced that the State Industries Promotion Corporation of Tamil Nadu Ltd (SIPCOT) will set up a mega textile park in the Virudhunagar district.

### 2. Incubation in apparel manufacturing

- The objective here has been to promote entrepreneurs in apparel manufacturing by providing the man integrated workspace and reducing operational and financial cost for establishing and growing anew business.
- As of July 2019, three projects were sanctioned by the Government, one each in Madhya Pradesh, Odisha and Haryana.

### 3. Technical textiles

- Increased awareness of goods, higher disposable incomes, changing customer patterns and some sector-specific growth drivers are estimated to bolster the Indian technical textiles market to US\$ 23.3 billion in 2027, up from US\$ 14 billion in 2020 in the Asia-Pacific region.
- The technical textiles market for automotive textiles is projected to increase to US\$3.7 billion by 2027, from US\$2.4 billion in 2020. Similarly, the industrial textiles market is likely to increase at an 8% CAGR from US\$ 2 billion in 2020 to US\$ 3.3 billion in 2027.

### 4. Public Private Partnership (PPP)

- The Ministry of Textiles commenced an initiative to establish institutes under PPP to encourage private sector participation in the development of the industry.
- In August 2021, Flipkart and Himachal Pradesh State Handi crafts and Handloom Corporation Ltd. (HPSHHCL) signed a memorandum of understanding (MoU) to help the state's master crafts men, weavers and artists showcase their hand mark products on e-commerce platforms.

### 5. Promotion of khadi

- In January 2023, Prime Minister Mr. Narendra Modi's vision of "Khadi for Nation, Khadi for Fashion and Khadi for Transformation", a first-ever spectacular 'Khadi Fashion Show' took place in white fields at 'Rann of Kutch'. It was organized by the Khadi and Village Industries Commission.
- Khadi and Village Industries Commission (KVIC) achieved turnover of ₹ 1.15 lakh crore (US\$ 14.68 billion) in FY22, a growth of 20.54%





YoY, and more than any Indian FMCG company managed in FY22.

₹ In May 2022, Minister of Micro, Small and Medium Enterprises, Mr. Narayan Rane, inaugurated the Center of Excellence for Khadi (CoEK) at NIFT, Delhi. In order to produce innovative fabrics and apparel that will meet the needs of both domestic and foreign consumers, the CoEK will seek to introduce the newest designs and adopt procedures that adhere to international standards.

₹ In November 2021, Mr. Federico Salas, the Mexican Ambassador to India, visited the Khadi India Pavilion at the India International Trade Fair 2021 and suggested that India and Mexico should come together to promote Khadi globally.

#### **6. Diversification**

- Raymond group under its group company, J.K. Helene Curtis, is looking to ramp up male grooming segment by unleashing new variants of shampoos and deodorants.
- In October 2020, Aditya Birla Fashion and Retail Limited approved issuance of equity shares on a preferential basis to Flipkart Investments Private Limited aggregating to ₹ 1,500 crore (US\$ 203.66 million). The company also entered into a commercial agreement in relation to the sale and distribution of its various brands.

#### **7. R&D**

- In December 2022, a total of 44 R&D projects were started, and 23 of the same were successfully completed in the silk industry
- Defence Research and Development Organisation (DRDO) is helping the Indian textile industry to produce yarns and eliminate dependence on import of Chinese and other foreign clothing for military uniforms.
- In October 2021, IIT Delhi converted the SMITA Research Lab Centre of Excellence in smart textiles to work on merging materials and technologies; this step was taken to innovate the country's textile industry.
- On February 4, 2021, the South India Textile Research Association (SITRA) inaugurated a laboratory at the South India Spinners

'Association (SISPA), in Coimbatore, to test cotton and yarn.

#### **8. Scaling-up organic cotton industry**

- In March 2022, the Tamil Nadu government included a Sustainable Cotton Cultivation Mission in its agriculture budget by allocating US\$ 1.86 million (₹15.32 crore) to enhance the yield for organic cotton.
- Despite being the world's largest producer of cotton, only 2% of the total amount of cotton produced in India is organic.
- In March 2021, Inditex partnered with DBS Bank in Singapore to launch a pilot programme, which would finance >2,000 Indian farmers to grow/produce organic cotton. DBS will leverage the network of local Farmer Producer Organisations (FPOs) to reach >2,000 farmers in Inditex's supply chain to evaluate their financing needs.

#### **Government Schemes & Policies**

##### **SAATHI Scheme**

- The Ministry of Textiles, Government of India, along with Energy Efficiency Services Ltd. (EESL), has launched a technology upgradation scheme called SAATHI (Sustainable and Accelerated Adoption of Efficient Textile Technologies to Help Small Industries) for reviving the power loom sector of India.

##### **Remission of Duties or Taxes on Export Product (RoDTEP)**

- The government of India introduced a new scheme, named RoDTEP, in September 2019 and released a budget allocation of Rs. 500 billion by March 13, 2020, in a move to replace MEIS (which ends in December 2019) and RoSL (only refunds state taxes). The new scheme is in terms with the conditions of the WTO, where incentives cannot be provided, but the taxes incurred during the process can be refunded. Hence, the government plans to refund all state (RoSL) and Central government taxes incurred by the export players during the manufacturing process of RMG. According to the government, this new scheme would "adequately compensate" for the current 6% (4% MEIS and 2% RMG) benefits being availed of by the RMG



exporters and help them stay competitive enough in the international trade market.

## **Merchandise Exports from India Scheme**

- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of textiles Industry - readymade garments and made-ups - from 2% to 4%.

## **Scheme for Integrated Textile Parks (SITP):**

- The setting up of integrated textile parks is one of the flagship schemes of the Ministry of Textiles primarily setup to assist small and medium entrepreneurs in the textile industry to clustered investments in textile parks by providing financial support for world class infrastructure in the parks.
- SITP has majorly boosted Indian textile industry. A total of 59 textile parks have been sanctioned under SITP by the Ministry of Textiles out of which 22 textile parks have been finalized and rest are under various stages of construction. While 13 textile parks will receive a grant of Rs. 520 crores from the Government for infrastructure development, they are estimated to bring in private sector investment of about Rs. 3,240 crores. This scheme is a true game changer as the financial aid provided to companies seeking to setup manufacturing units but unable to do so due to the sky high prices of land has caused many new entrants to enter this sector. Furthermore, the easing of the red-tape with the plug and play setup in these parks has made India a hotspot not only for domestic but also international players seeking to enter the domain of textiles and apparel.
- This scheme provides textile units infrastructure, including power, water, roads, and drainage system, and assistance to meet environmental norms. It is expected to attract considerable investments to set up huge integrated textile facilities. This is a positive step towards making India a hub for textile products. As per union budget 2021-22, the government has allocated Rs 800 million (budgeted estimate) under SITP.

## **FDI**

- Foreign direct investment (FDI) of up to 100% is allowed in the textile sector through the automatic route.

## **Mega investment textile parks scheme (MITRA)**

The Government of India announced the establishment of 7 mega textile parks in the next 3 years over 1,000 acre land to boost production and support export competitiveness. The government earlier launched SITP in 2005 and announced that 40 integrated textile parks will be set up across the country. While India gained share in cotton yarn exports in the interim till fiscal 2015, the share dropped in the subsequent 5 years as countries such as Vietnam and China gained due to better incentives and facilities provided by their governments under textile park schemes. The key challenge was relatively the small size of Indian textile parks compared with those set up in rival exporting nations. Except for one park of 1,000 acres, the remaining parks under the SITP scheme were smaller with ~27 parks being under 50 acres and 20-25 parks being between 50-70 acres. In comparison, parks of global competitors such as China, Bangladesh or Vietnam average 100 acres or more. Also, incentives offered in Bangladesh are far better than those offered in India.

To attract investments, the government needs to provide better incentives and facilities in the newly planned parks like those provided by the global competitors. Also, along with the PLI scheme, these parks should be executed in a timely manner as international rivals will also continue to build scale through such schemes.

If implemented well, the scheme has the potential to drive both MMF and technical textile players to invest in increasing capacities, thereby increasing India's export share of MMF-based RMG.

**Education, training and skill development:** Skill development plays a major role in development and adoption of new technologies. Indian education, skill development and human resources are not at requisite levels to meet the technologically challenging and fast growing technical textiles segment. This mission aims to promote education at various levels related to technical textiles and cover application areas including engineering, medical, agriculture, aquaculture and dairy segments. In addition, skill



development will also be promoted to create an adequate pool of highly skilled manpower to meet the needs at technical textile manufacturing units. Furthermore, an allocation of Rs 4,000 million has been made to achieve these targets.

## **SAMARTH**

- A total of 73,919 people (SC: 18,194, ST: 8,877, and Women: 64,352) have received training, out of which 38,823 have received placement under SAMARTH.
- In 2019, Ministry of Textiles signed a pact with sixteen states for skilling around 400,000 workers under the SAMARTH scheme.
- In November 2022, local weavers in Tuensang in Nagaland were provided 45 days of skill-upgrading training, which would equal 315 hours under the SAMARTH programme.
- In June 2022, the Kerala government announced that it would provide free training to 1,975 candidates under the SAMARTH scheme of the textile industry.

**Production Linked Incentive (PLI):** Aimed at increasing manufacture and export of Indian technical textiles, the newly launched PLI scheme is a much-needed step as it would fuel the V-shaped recovery that had begun in many sectors, including the apparel sector. Globally there is huge demand for technical textiles with U.S alone having a market of approximately Rs 3 lakh crores. By filling up the gaps caused by existing hurdles in man-made fiber production, PLI hopes to capture a large chunk of this market and elevate India's position to the top exporter of technical textiles.

## **Government Incentives**

- In the academic year 2022-23, the opening of a new campus of the National Institute of Fashion Technology (NIFT) in Daman. Moreover, new campus buildings are being constructed in Bhopal and Srinagar.
- Under the National Technical Textile Mission (NTTM), 74 research projects for speciality fibre and technical textiles valued at US\$ 28.27 million (₹ 232 crore) were approved.
- For the export of handloom products globally, the Handloom Export Promotion Council (HEPC) is participating in various international

fairs/events with handloom exporters/weavers to sell their handloom products in the international markets under NHDP.

- The Ministry of Textiles has also been implementing Handloom Marketing Assistance (HMA), a component of National Handloom Development Programme (NHDP) all across India. HMA provides a marketing platform to the handloom weavers/agencies to sell their products directly to the consumers, and develop and promote the marketing channel through organizing expos/events in domestic as well as export markets.
- In August 2021, Minister of Petroleum & Natural Gas and Labor & Employment, Mr. Rameswar Teli, launched ONGC-supported Assam handloom project 'UjjwalAbahan' through the virtual platform. The project will support and train >100 artisans of Bhatiapar of Sivasagar, Assam in Hathkharga handicraft.
- In October 2021, the Ministry of Textiles approved continuation of the comprehensive handicrafts cluster development scheme with a total outlay of Rs. 160 crore (US\$ 21.39 million). Through this scheme, the government aims to support domestic SMEs and local artisans.

## **COMPETITION IN FOREIGN MARKETS**

- The Indian cotton textile industry has been facing increasing competition in world markets. This is largely due to high cost of production and consequently high prices of cotton. It is paradoxical in a country where wages are low and cotton is internally available.







- Availability of quality cotton in required volume can be made achievable through framing Government Policies for increasing the productivity of cotton on par with international producers.
- Though the mandatory compliance of BIS Standard for several textile products including MMF Fibre, Yarn, Technical Textile products, etc., by way of issuing Quality Control Orders (QCO) is a welcome move and would encourage AtmaNirbhar Bharat, it lacks workable standards. Also, the initial investment towards establishment of lab and its connected mandates is beyond the capacity of the growing MSME sector that accounts over 85% of the entire textile value chain. The industry, industry Associations and the government are actively involved in addressing the issues in complying the QCOs. The Government is in the process of bringing more than 100 QCOs covering the entire textile value chain.
- India's textile and apparel industry can be labelled as that rocket which zoomed off to the skies but lost its fizz somewhere in between. Despite being the second-largest exporter of textiles and accounting for 5% of the global share of textiles and apparel, India's first runners up crown face stiff chances of being taken away by smaller countries like Vietnam and Bangladesh.
- The principles of sustainability, traceability and circularity have begun to rule the export market. The domestic manufacturers are also working towards incorporating the same in the manufacturing process. However, the cost of certification to prove the same is already on higher side and still escalating.

## GROWTH FACTORS

- India is the third largest producer of cotton with the largest area under cotton cultivation in the world. It has an edge in low-cost cotton sourcing compared to other countries.
- Presence of entire value chains
- Competitive manufacturing costs
- Availability of skilled manpower
- Large and growing domestic market

- Rising per capita income, higher disposable incomes and preferences for brands
- India has gathered experience in terms of working with global brands and this should benefit Indian vendors.
- China losing its competitive edge to India
- Easy and on-demand availability of credit

## Strategies:

- Focused on Innovation & Technology
- Exploring existing potential and new product development
- Building value around the commodity
- Product development for immediate market needs
- Lean Manufacturing- to minimise waste and create more value-oriented products
- Assets Reliability- adopting smart machineries and incorporate artificial intelligence
- Organisational Alignment- clear assignment of duties towards every management personnel for smooth and efficient operations
- Energy- sustainable manufacturing and use of energy efficient machinery



## OPPORTUNITIES AND THREATS







**Opportunities-**

**Immense growth potential**

- The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand.
- The textile and apparel industry is expected to grow to US\$ 190 billion by FY26.
- In October 2021, the government announced the target to achieve US\$ 100 billion from India's textile exports in the next five years.
- Urban is at ion is expected to support higher growth due to change in fashion and trends.

**Supply chain:**

In recent times, China is facing issues with respect to wage increases and shortage of workforce. This would be an opportunity for India which could act as an alternative destination for foreign players to enter. In addition, this would aid investors to avoid the US-China trade issues thus reducing the supply chain disruptions. Furthermore, India being world's largest manufacturer of cotton and second largest manufacturer of polyester and viscose would further support the yarn manufacturing industry.

- Increased Disposable Income and Purchasing Power of Indian Customer opens New Market Development.
- Product development and Diversification to cater global needs.
- Large, Potential Domestic and International Market.
- Opportunity in European Union (EU)
- Government Initiatives for exports

**Proposed FDI in multi-brand retail**

- For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers.
- It will also bring in greater investment along the entire value chain-from agricultural production to final manufactured goods.
- With global retail brands as sure do fadomestic foot hold, outsourcing will also rise sign ificantly.

**Challenges-**

• **Raw material price fluctuations**

Raw material cost (raw cotton) is the largest cost component for the yarn-manufacturing industry, accounting for a major share in players' operating income. In case of cotton yarn, as cotton is a seasonal commodity, procuring raw cotton supplies at the right time and at the right price is crucial. Similarly, fluctuations in the price of naphtha would affect the polyester yarn manufacturers. These raw material price fluctuations impact yarn players, due to limited ability to fully pass on the price rise and inventory losses, when sharp price correction happens. Hence, the major determinant of profitability for a yarn manufacturer is the management of raw material price fluctuations, which also makes it a key challenge for the industry.

- Competition from other developing countries.
- Currency risk/ Exchange rate fluctuations
- International labor and Environmental Laws.
- **Reduced government support**

The spinning industry is capital-intensive and requires huge investments. Investments were hindered, as interest rates in India were very high during the 1990s. Hence, the Ministry of Textiles launched the Technology Upgradation Fund Scheme (TUFS) in 1999 to upgrade the technology at textile units. The scheme initially provided a 5% interest subsidy on loans borrowed from specified institutions to all segments within the textiles value chain. As of June 2010, spinning mills received 34% of the total funds disbursed under TUFS.

In fiscal 2012, the scheme was renamed as the Restructured Technology Upgradation Fund Scheme (R-TUFS) with a few changes. The refurbished scheme provided reimbursement of 5% on interest charged by the lender, for loans taken to upgrade technology at a textile unit. However, the scheme provided a 4% interest reimbursement for new standalone spinning machinery or for replacement/modernisation. However, R-TUFS was updated and named as the Revised Restructured Technology Upgradation Fund Scheme (RR-TUFS) with



effect from April 1, 2012. Under the updated scheme, the interest benefit to standalone spinning units was further reduced to 2% in October 2013. On January 13, 2016, a new scheme Amended Technology Upgradation Scheme (ATUFS) was approved by the government to provide a one-time capital subsidy for investments in the employment- and technology-intensive segments of the textile value chain. Under ATUFS, no subsidy is provided for the spinning sector.

- To make balance between price and quality.

## GLOBAL OUTLOOK

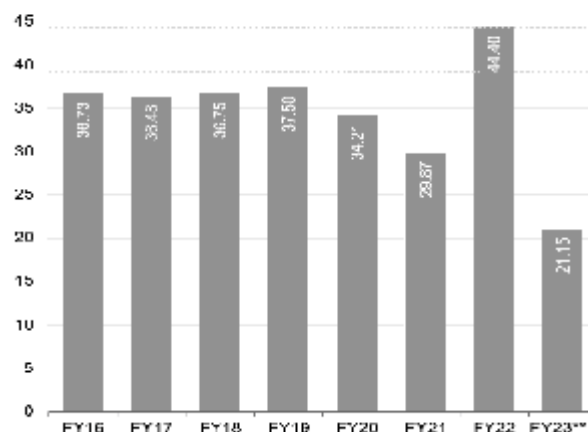
India aims to achieve a prominent global position in manufacturing and exports of different types of textiles including jute, silk, cotton and wool. India has the potential to increase its textile exports from US \$40 billion to US \$100 billion in the next five years. Exports of Cotton yarns are a significant component of India's export basket, as it plays a vital role in boosting the domestic economy.

### Exporters gaining from strong global demand

- India is the world's second-largest textile exporter. Capacity built over years has led to low cost of production per unit in India's textile industry. This has lent a strong competitive advantage to the country's textile exporters over key global peers.
- During April-October in FY23, the total exports of textiles stood at US\$21.15 billion.
- Textile exports reached US\$ 44.4 billion in FY22, a 41% YoY growth.
- In the coming decade, Africa and Latin America could very well turn out to be the key markets for Indian textiles.
- In April 2022, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Mr. Piyush Goyal, said that new Economic Cooperation and Trade Agreements with Australia and the UAE would open infinite opportunities for textiles and handloom. Indian textile exports to Australia and the UAE would now face zero duties, and he expressed confidence that soon Europe, Canada, the UK and GCC countries would also welcome Indian textile exports at zero duty.

- In March 2021, the Ministry of Textiles favoured limited deal for the India-UK free trade agreement that could boost the garments sector. Under the proposed trade agreement, the Textile Ministry expects more market access for the Indian textiles and clothing sector in order to achieve its full potential.

**Growing textile and clothing exports from India  
(US\$ billion)**



## SEGMENT ANALYSIS

Yarn is the core of all fabrics- be it garments or home furnishings. The Company produces Cotton Yarn using Cotton as raw material. We can call it a 'Sustainable Yarn' production because it has been manufactured keeping environment, humans and the economy in balance. Our yarns do not deplete the earth's resources or cause carbon footprints. They are organically grown or manufactured by recycling. As the Company is manufacturing only the one product i.e. Cotton Yarn, Therefore, segment/ product-wise details are not applicable.

## COMPANY REVIEW

The manufacturing facility of The Company (LSL) is situated at A 51-53, RIICO Growth Centre, Hamirgarh of Bhilwara District in Rajasthan State and spreads over 48,263 square meters. The Company has at present an installed capacity of 1,920 rotors in open-end segment and 25536 spindles in ring spinning segment for cotton yarn having capacity to produce 35.10 tons per day of high-quality yarn.

We have continuously expanded and modernized our facilities in line with the industry trend. The plant is



equipped with modern and automatic plant and machinery. The level of advancement determines the productivity of machines and labour, which in turn, determines the production, operating cost and profitability of The Company. Our technical team in spinning is well equipped with modern spinning technology and processing techniques by virtue of which we are able to ensure quality yarn.

The Company has already announced to expand its manufacturing facilities by adding 41,472 spindles of compact cotton yarn, costing of Rs. 218 Cr. and having production capacity of approx. 34.35 tonnes cotton yarn per day, at its existing manufacturing facility. The Expansion project is on schedule. Delivery of imported machineries has started and building structure is almost ready to install the machineries in premises. The Expansion Project is estimated to be commissioned before the scheduled commissioning date of 01<sup>st</sup> April, 2024.

Lagnam Spintex is presently exporting cotton yarns to countries like Portugal, Bangladesh, Colombia, Poland, China, Peru, Germany, Mauritius, Malaysia, Korea, Turkey, Taiwan, Italy, USA, Spain, Germany and others. The products are widely used in apparel and garment industry, industrial fabrics, towels, Denims etc.

#### **PERFORMANCE**

- The Company has recorded total revenue from operations during the Financial year 2022-23 of ₹ 30465.93 Lacs against the total revenue of ₹ 34844.14 Lacs in the previous financial year 2021-22.
- The Total expenses of the Company during the financial year 2022-23 is ₹ 29216.33 Lacs against the expenses of ₹ 30841.18 Lacs in the previous financial year 2021-22.
- The Profit after tax is ₹ 976.28 Lacs for the financial year 2022-23 as compare to ₹ 2879.85 Lacs in the previous financial year 2021-22.

#### **RISK & CONCERNS**

No industry is free from normal business risk and concerns. Indian Textile Industry continues to face stiff competition from China, Bangladesh, Taiwan and other emerging economies. The relative competitiveness of Industry is dependent upon the raw cotton prices, exchange rates and prevalent

interest rates regime. The primary raw material for the manufacturing of yarn is cotton which is an agriculture produce. Its supply and quality are subject to forces of nature i.e. Monsoon. Any increase in the prices of raw cotton will make the things difficult for the Textile Industry resulting weak demand and thin margins. Thus availability of raw cotton at the reasonable prices is crucial for the spinning industry. Any significant change in the raw cotton prices can affect the performance of the Industry.



The high rate of interest is affecting the financial performance of the Textile Industry. The Spinning industry being more capital intensive requires huge funds, long term as well as short term in the form of working capital for its operations. The Government must support the industry by providing cheap finance so that the industry remains financially viable. Though Government has taken some remedial measures in this regard but still a lot more is required so that the Textile Industry could meet the challenges ahead.

Moreover, the ongoing Geopolitical conflict between Russia and Ukraine has affected global trade. The imposition of sanction by the U.S. and European Union on Russia has severely impacted India's exports to several countries. The Indian Textile Industry which is one of the major foreign exchange earner for the country, has affected by said sanctions.

Besides, the prevailing weak economic scenario, supply chain disturbance and rise in prices of oil and energy, high inflation has started causing significant disturbance and slow down of the Global economies. The future is still uncertain and no one knows where it leads to us? Thus, the Company consider it a possible concern resulting into a treat to the Industry.

In addition to the above, the other concerns like





higher transaction costs, high cost of labour, continuously increasing prices of raw material are posing a risk to the growth of Indian Textile Industry. The Government should extend a helping hand to the existing Textile Units so that they can become globally competitive and contribute towards the growth of the country.

## **INFORMATION TECHNOLOGY**

In today's global marketplace change is inevitable and to keep ahead of this any organization must use Information Technology to drive Innovation which is the path to quick business decisions. Lagnam is a firm believer that without IT no organization can function, therefore our end-to-end Business Process Management tool based on Infor LX ERP platform went live along with our COD in 2019. After making significant investment in its IT infrastructure and solutions, Lagnam would be one of the very few manufacturing companies that has significant budget allocated for IT upgradation to adopt to ever evolving technological solutions.



As our systems are maturing, we are immensely proud to use the full potential of technology in various day to day activities:

- We have a centralized single network infrastructure secured by a robust Firewall monitored and managed by our team on regular basis. On this network all our manufacturing machines as well as user computers are connected for ease of access
- All our end user machines and servers are protected by McAfee Enterprise level End Point Security system to safeguard any virus attacks on our network
- The management and operational team have easy access to all the operational data of various machines on the tip of their fingers at all the

time for a quick proactive action.

- We have a complete HRMS and Payroll system to fully utilize our human resource potential.
- We recently invested in a customized Cotton Bale Management system to keep our product quality consistent.
- We have developed inhouse Open source email server to support our BPM system to send out reports by department to everyone at the end of the day to take corrective actions as and when required.
- Use of collaborative tools for easy information sharing across various departments.

## **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has implemented proper system for safeguarding the operations/ business of the Company, through which the assets are verified and frauds, errors are reduced and accounts, information connected to it are maintained such, so as to timely completion of the statements. The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

The Audit Committee of Board of Directors reviews the efficiency and effectiveness of internal control systems and suggests the solution to improve and strengthen. The Internal control system were tested during the year and no material weakness in design or operation were observed. There requirement of having internal auditor compulsory by statue in case of listed and other classes of companies as prescribed shall further strengthen the internal control measures of Company.

## **HUMAN RESOURCES AND INDUSTRIAL RELATION**







The Company had cordial and harmonious industrial relations at all levels of organizations. The company believes that the industry has the tremendous potential to impact the society, nation and the world positively. Its employees are major stakeholders and their efforts have direct stake in the business prospectus of the organization. The employees have extended a very productive cooperation in the efforts of the management to carry the company to greater heights. The Company considers employees as their biggest competitive advantages. The Company takes initiative like training and development for its people to increase the performance. The Company has taken various steps to improve and enhance skill of its people. The industrial relations remained cordial in our plant. The Company has continued to give special attention to human resources and overall development. At present company has employed man power of around 460 peoples including technical, non-technical, managerial and non- managerial, casual and contract labour.

#### **ENVIRONMENT AND SAFETY**

The need for environmentally clean and safe operations is company's key priority. The Company

policy requires the conduct of all operations in such a manner so as to ensure the safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

#### **CAUTIONARY STATEMENT**

Certain statement made in this report describing Company's Objective, Projects, estimates and expectations may be forward looking statement within the applicable laws and Regulations. Actual results may differ from such expectations and forward-looking statement due to various risk and uncertainties. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized.

The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

**ANNEXURE-VI****PARTICULARS OF EMPLOYEES**

[AS PER SECTION 197(12) READ WITH THE RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

**A. Ratio and remuneration of Directors & KMPs**

S.N.	Name	Designation	Date of commencement of Employment/ Directorship	Qualification	Age (In Years)	Working Experience (In Years)	Remuneration For the year 2022-23 (Rs. In Lacs)	Ratio Between KMP and Median Employee
1	Mr. D. P. Mangal	Executive Chairman	11/06/2010	Chartered Accountant	74	41	73.03	44.26:1
2	Mr. Anand Mangal	Managing Director	12/06/2010	BSC (Honors) in Business & Management Studies from University of Bradford, UK	40	19	50.68	30.72:1
3	Mr. Shubh Mangal	Whole-Time Director	21/02/2020	Masters in Management and Information Systems from Case Western Reserve University, USA	45	23	54.80	33.21:1
4 <sup>^</sup>	Mr. Vijay Singh Bapna	Independent Director	23/12/2017	Chartered Accountant	74	47	1.20 <sup>^</sup>	N.A.
5 <sup>^</sup>	Mr. Jagdish Chandra Laddha	Independent Director	10/02/2018	Chartered Accountant	73	47	1.15 <sup>^</sup>	N.A.
6 <sup>^</sup>	Mr. Anil Shah	Independent Director	10/02/2018	Chartered Accountant	70	41	0.90 <sup>^</sup>	N.A.
7 <sup>^</sup>	Ms. Dipali Mathur	Independent Director	10/02/2018	PGDBM	41	19	0.20 <sup>^</sup>	N.A.
8	Mr. Devi Lal Mundra	Chief Financial Officer	01/02/2018	B.Com	62	38	15.65	9.48:1
9	Mr. Rajeev Parashar	Company Secretary	01/02/2018	CS, LL.B., B.Com	30	8	6.91	4.19:1

<sup>^</sup> Remuneration in the form of Sitting Fees to attend meetings as an Independent Director.



**B. Percentage increase in the median remuneration of employees in the financial year :-**

The median remuneration of the employees in current financial year increased by 7.80% as compared to previous year. The remuneration of Median employee was Rs. 1,64,942 during the year 2022-23 as compared to Rs. 1,53,054 in the previous year.

**C. Number of permanent employees on the rolls of company -**

As on 31<sup>st</sup> March, 2023 the total number of employees on the roll was 460.

**D. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Company affirms that remuneration is as per the remuneration policy of the Company

For and on Behalf of the Board of Directors

**D.P. MANGAL**

*Executive Chairman*

[DIN: 01205208]

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members,  
Lagnam Spintex Limited,

### Opinion

We have audited the accompanying Standalone Financial Statements of **LAGNAM SPINTEX LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flow and the Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statements')

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

### Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is 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 auditors' report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash





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

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

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

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

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain

professional skepticism throughout the audit. We also:

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

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

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

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

### **Emphasis of Matters**

The Company has provided depreciation on Plant and Machinery considering the same as 'Continuous Process Plant' based on technical expert's advice. This being a technical matter, no opinion is expressed thereon. Refer note no.11 to the accompanying financial statements.

Our opinion is not qualified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-I a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were

necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with the Companies (Accounts) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-II on this matter.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:  
According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid or provided for the managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the companies Act, 2013.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies



(Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 38 to the standalone financial statements;
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) According to management representation, information and explanation given to us and based on our examination of the records of the Company, the company has not advanced or loaned or invested any fund to or in any other person(s) or entity(ies) during the year.
- (v) According to management

representation, information and explanation given to us and based on our examination of the records of the Company, the company has not received any fund from any other person(s) or entity(ies) during the year to lend or invest or provide guarantee or security to or in other persons or entities.

- (vi) The company has complied the provisions of sec 123 of Companies Act, 2013 on declaration of dividends during the year.
- (vii) As the applicability of maintaining audit trail is extended and made effective from 01.04.2023, we express no opinion on the same.

**For SSMS & Associates  
Chartered Accountants  
Firm Reg. No.19351C**

**(Satish Somani)  
Partner  
M.No. 076241**

Place: Bhilwara  
Date: 20<sup>th</sup> May, 2023  
UDIN: 23076241BGZAV6927



**ANNEXURE I TO AUDITOR'S REPORT**

The Annexure referred to in our report of even date to the members of **Lagnam Spintex Limited** on the accounts of the company for the year ended 31<sup>st</sup> March, 2023. We report that:

- (i) (a) (A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment;
- (B) The company is maintaining proper records showing full particulars of Intangible Assets;
- (b) These Property, Plant and Equipment have been physically verified by the management at reasonable intervals, no any material discrepancies were noticed on such verification;
- (c) The title deeds of all the Immovable properties are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) As per the information given to us, no proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988
- (ii) (a) Physical verification of inventory has been conducted at reasonable intervals by the management. No any material discrepancies were noticed on physical verification.
- (b) Quarterly returns or statements filed by the company with banks those sanctioned working capital limits to the company, are in agreement with the books of accounts of the Company.
- (iii) The company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited liability partnerships or other parties during the year.
- (iv) The company has not entered any transaction in respect of loans, investments, guarantees and security covered under section 185 and 186 of the Companies Act, 2013.
- (v) The company has not accepted deposits or amounts which are deemed to be deposits under provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made there under.
- (vi) We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- (vii) (a) The company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. There are no arrears of outstanding undisputed statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) According to the records of company, particulars of statutory dues which have not been deposited on account of any dispute are as under:-





Sr. No.	Name of Statute	Nature of Due	Amount (₹ In Lac)	Forum where dispute is pending
1.	Income Tax, 1961	Tax Interest	29.12 26.40	Commissioner Appeals, Ajmer
2.	Goods & Services Act, 2017	Tax Penalty	0.45 0.12	Commissioner Appeal, Jodhpur

(viii) According to the information and explanations given to us, the company has not surrendered or disclosed any transaction not recorded in books of account as income during the year in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us, the company is not a declared wilful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us, during the year the company has obtained term loans for capital expansion plant & other working capital loans for the purpose of working capital and are applied for the purpose for which the same were obtained.

(d) According to the information and explanations given to us, the company has not utilized any short term fund for long term purposes.

(e) The Company does not have any subsidiaries, associates or joint ventures, hence para (e) and (f) are not applicable to the company.

(x) (a) The company has not raised money by way of initial public offer or further public

offer (including debt instruments) during the year.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

(xi) (a) In our opinion and according to the information and explanations given to us, there is no fraud by the company or any fraud on the Company has been noticed or reported during the year.

(b) There is no case, hence no report under sub-Section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014.

(c) According to information and explanations given to us, no whistleblower complaints are received during the year.

(xii) The company does not fall under the category of Nidhi Company, hence provisions specified in Nidhi Rules, 2014 are not applicable to the company.

(xiii) The company has complied the provision of sections 177 and 188 of Companies Act 2013 on all transactions with the related parties and the details have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) The company has an internal audit system commensurate with size and nature of its business in accordance with section 138 of Companies Act, 2013.

(b) We have considered the reports of the Internal Auditors issued for the period under audit.

(xv) In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him covered under the provisions of section 192 of Companies Act, 2013.



- (xvi) (a) The Company has not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence para (c) and (d) is not applicable to the company.
- (xvii) The Company has neither incurred cash loss in current financial year nor in the immediately preceding financial year.
- (xviii) We are the continuing auditor of the company from previous financial year, hence there is no resignation of the statutory auditors during the year.
- (xix) In our opinion, on the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) (a) The company does not have any unspent amount to transfer to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
- (b) The company does not have any ongoing project as specified in sub-section (5) of section 135 of the said Act.
- (xxi) The company does not have consolidated financial statements, hence this para is not applicable to the company.

**For SSMS & Associates  
Chartered Accountants  
Firm Reg. No.19351C**

**(Satish Somani)**

**Partner**

**M.No. 076241**

Place: Bhilwara

Date: 20<sup>th</sup> May, 2023

UDIN: 23076241BGZAQV6927

**ANNEXURE II TO AUDITOR'S REPORT****REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I)  
OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")****Opinion**

We have audited the internal financial controls over financial reporting of Lagnam Spintex Limited, Bhilwara ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

**Management's Responsibility for Internal Financial Controls**

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting

(the "Guidance Note") and the Standards on Auditing, issued by

ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) Pertain to the maintenance of records that, in



reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

Because of the inherent limitations of internal financial controls over financial reporting, including

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

**For SSMS & Associates  
Chartered Accountants  
Firm Reg. No.19351C**

**(Satish Somani)**

**Partner**

**M.No. 076241**

Place: Bhilwara

Date: 20<sup>th</sup> May, 2023

UDIN: 23076241BGZAV6927





**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023**

(₹ in Lacs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>I. ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, plant and equipment	2 a	<b>13056.89</b>	13751.12
(b) Right to use assets	2 b	<b>654.37</b>	662.34
(c) Other intangible assets	2 c	<b>7.26</b>	8.45
(d) Capital work-in-progress	2 d	<b>2533.24</b>	24.70
		<b>16251.76</b>	14446.61
(e) Financial assets			
(i) Investments	3	<b>12.14</b>	10.09
(f) Other non-current assets	4	<b>1390.30</b>	990.61
		<b>1402.44</b>	1000.70
<b>(2) Current Assets</b>			
(a) Inventories	5	<b>8368.57</b>	5716.75
(b) Financial assets			
(i) Investments	6	<b>15.00</b>	26.20
(ii) Trade receivables	7	<b>2841.95</b>	4030.24
(iii) Cash and cash equivalents	8	<b>17.30</b>	394.24
(iv) Bank balances other than (iii) above	9	<b>1.13</b>	0.59
(v) Other financial assets	10	<b>275.92</b>	238.86
(c) Current tax assets (net)	11	<b>170.34</b>	230.19
(d) Other current assets	12	<b>1772.33</b>	1905.38
		<b>13462.54</b>	12542.45
		<b>31116.74</b>	27989.76
<b>II. EQUITY &amp; LIABILITIES</b>			
<b>A Equity</b>			
(a) Equity share capital	13	<b>1766.90</b>	1766.90
(b) Other equity	14	<b>7661.94</b>	6769.41
		<b>9428.84</b>	8536.31
<b>B Liabilities</b>			
<b>1. Non-current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15	<b>9734.27</b>	10862.17
(b) Provisions	16	<b>96.76</b>	93.07
(c) Deferred tax liabilities (net)	17	<b>1887.86</b>	1937.36
		<b>11718.89</b>	12892.60

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023**

(₹ in Lacs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>2. Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	<b>8656.31</b>	5496.30
(ii) Trade payables	19		
a Total outstanding dues of micro enterprises and small enterprises;		<b>294.29</b>	117.34
b Total outstanding dues of creditors other than micro enterprises and small enterprises;		<b>101.32</b>	40.40
(iii) Other financial liabilities	20	<b>816.96</b>	816.78
(b) Other current liabilities	21	<b>49.94</b>	75.20
(c) Provisions	22	<b>45.95</b>	14.83
(d) Current tax liabilities (net)	23	<b>4.27</b>	–
		<b>9969.01</b>	6560.85
		<b>31116.74</b>	27989.76

**See accompanying notes forming part of financial statements**

As per our report of even date

**For SSMS & Associates**

Chartered Accountants

Firm Reg. No. 019351C

For and on behalf of the Board

**Satish Somani**

(Partner)

Membership No.076241

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023

UDIN: 23076241BGZAQV6927

**D. P. Mangal**

(Executive Chairman)

(DIN: 01205208)

**Anand Mangal**

(Managing Director)

(DIN: 03113542)

**Rajeev Parashar**

(Company Secretary)

**D. L. Mundra**

(Chief Financial Officer)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

(₹ in Lacs)

Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
<b>I. Revenue from operations</b>	24	<b>30465.93</b>	34844.14
<b>II. Other Income</b>	25	<b>22.72</b>	51.32
<b>III. Total Revenue (I+II)</b>		<b>30488.65</b>	34895.46
<b>IV. Expenses:</b>			
Cost of material consumed	26	<b>23794.76</b>	23294.45
Change in inventories of finished goods, work-in-progress and stock- in- trade	27	<b>(1592.83)</b>	(110.60)
Employee benefits expense	28	<b>1216.94</b>	1178.35
Finance costs	29	<b>1097.64</b>	1087.58
Depreciation and amortisation expense	30	<b>733.14</b>	752.54
Other expenses	31	<b>3966.68</b>	4638.86
<b>Total Expenses</b>		<b>29216.33</b>	30841.18
<b>V. Profit before tax (III-IV)</b>		<b>1272.32</b>	4054.28
<b>VI. Tax expense:</b>	32		
Current Tax		<b>209.46</b>	694.27
MAT Credit Utilisation / (Entitlement)		<b>69.71</b>	(642.98)
Earlier year Tax		<b>(1.41)</b>	-
Deferred Tax		<b>18.28</b>	1123.14
<b>VII. Profit (Loss) for the period (V-VI)</b>		<b>976.28</b>	2879.85
<b>VIII Other comprehensive income</b>	33		
<b>a</b> (i) Items that will not be reclassified to profit or loss		<b>6.49</b>	4.76
(ii) Income tax relating to items that will not be reclassified to profit or loss		<b>(1.89)</b>	(1.39)
<b>b</b> (i) Items that will be reclassified to profit or loss		-	2.04
(ii) Income tax relating to items that will be reclassified to profit or loss		-	(0.57)
<b>Total other comprehensive income</b>		<b>4.60</b>	4.84
<b>IX Total Comprehensive Income (VII+VIII)</b>		<b>980.88</b>	2884.69
<b>Earnings per equity share - Annualized: (Basic &amp; Diluted)</b>		<b>5.53</b>	16.30

**See accompanying notes forming part of financial statements**

As per our report of even date

**For SSMS & Associates**

Chartered Accountants

Firm Reg. No. 019351C

**Satish Somani**

(Partner)

Membership No.076241

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023

UDIN: 23076241BGZAQV6927

For and on behalf of the Board

**D. P. Mangal**

(Executive Chairman)

(DIN: 01205208)

**Anand Mangal**

(Managing Director)

(DIN: 03113542)

**Rajeev Parashar**

(Company Secretary)

**D. L. Mundra**

(Chief Financial Officer)

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023****(₹ in Lacs)**

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>A) Cash Flow From Operating Activities</b>		
a. Net Operating profit before tax	<b>1272.32</b>	4054.28
<b>Adjustments for :</b>		
Depreciation and amortisation of Property, Plant and Equipment	<b>733.14</b>	752.54
Interest Income	<b>(18.91)</b>	(49.19)
Finance cost	<b>1097.64</b>	1087.58
Re-measurement gain / loss on routed through OCI	<b>6.49</b>	6.80
Provision for employees benefits	<b>34.81</b>	31.95
b. <b>Operating Profit before working capital changes</b>	<b>3125.49</b>	5883.96
<b>Adjustments for :</b>		
(Increase) /Decrease in Inventories	<b>(2651.82)</b>	(1738.80)
(Increase) /Decrease in Trade receivables	<b>1188.29</b>	(532.04)
(Increase) /Decrease in Other Assets (Non-Current)	<b>(399.69)</b>	(908.52)
(Increase) / Decrease in Other financial assets (Current)	<b>(37.06)</b>	(33.15)
(Increase) /Decrease in Other Current Assets	<b>(3.03)</b>	613.61
Increase / (Decrease) in Trade payables	<b>237.84</b>	(336.40)
Increase / (Decrease) in Other financial liabilities	<b>0.18</b>	149.82
Increase / (Decrease) in Other Current liabilities	<b>(25.26)</b>	(74.25)
c. <b>Cash generated from operation before tax</b>	<b>1434.94</b>	3024.23
d. Net Direct taxes paid	<b>(147.23)</b>	(711.48)
<b>Net cash from operating activities - (A)</b>	<b>1287.71</b>	2312.75
<b>B) Cash Flow From Investing Activities</b>		
Purchase of Property, Plant and Equipment.	<b>(2538.29)</b>	(260.30)
Net Purchase and Sale of Investments	<b>9.15</b>	(9.13)
Interest Income	<b>18.91</b>	49.19
<b>Net cash flow used in investing activities - (B)</b>	<b>(2510.23)</b>	(220.24)





(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>C) Cash Flow From Financing Activities</b>		
Repayment of non-current borrowings	<b>(2137.31)</b>	(2284.44)
Proceeds from non-current borrowings	<b>1518.12</b>	1403.00
Proceeds / (repayment) of short term borrowings (net)	<b>2651.30</b>	402.88
Dividend Paid	<b>(88.35)</b>	(176.70)
Finance cost	<b>(1097.64)</b>	(1087.58)
<b>Net cash used in financing activities - (C)</b>	<b>846.12</b>	(1742.84)
<b>Net increase / (decrease) in cash and cash equivalents - (A+B+C)</b>	<b>(376.40)</b>	349.67
Opening cash and cash equivalents	<b>394.83</b>	45.16
<b>Closing cash and cash equivalents</b>	<b>18.43</b>	<b>394.83</b>

As per our report of even date

**For SSMS & Associates**

Chartered Accountants

Firm Reg. No. 019351C

For and on behalf of the Board

**Satish Somani**

(Partner)

Membership No.076241

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023

UDIN: 23076241BGZAV6927

**D. P. Mangal**

(Executive Chairman)

(DIN: 01205208)

**Anand Mangal**

(Managing Director)

(DIN: 03113542)

**Rajeev Parashar**

(Company Secretary)

**D. L. Mundra**

(Chief Financial Officer)

**Statement of changes in equity for the Year Ended 31<sup>st</sup> March, 2023****A. Equity Share Capital**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	17669000	1766.90	17669000	1766.90
Balance at the end of the reporting period	17669000	1766.90	17669000	1766.90

**B. Other Equity**

(₹ in Lacs)

Particulars	Reserve and surplus				Total
	Securities premium	Capital reserve	Retained earnings	Other comprehensive income	
<b>Balance as at 31<sup>st</sup> March, 2021</b>	<b>1655.20</b>	<b>23.00</b>	<b>2384.69</b>	<b>(1.47)</b>	<b>4061.42</b>
Profit for the year	–	–	2879.85	–	2879.85
Re-measurement gains / (losses) on defined benefit (Net of tax)	–	–	3.37	–	3.37
Effective portion of cash flow hedge (Net of tax)	–	–	–	1.47	1.47
Total comprehensive income for the year	–	–	2883.22	1.47	2884.69
Payment of dividend	–	–	176.70	–	176.70
<b>Balance as at 31<sup>st</sup> March, 2022</b>	<b>1655.20</b>	<b>23.00</b>	<b>5091.21</b>	<b>–</b>	<b>6769.41</b>
Profit for the year	–	–	976.28	–	976.28
Re-measurement gains / (losses) on defined benefit (Net of tax)	–	–	4.60	–	4.60
Effective portion of cash flow hedge (Net of tax)	–	–	–	–	–
Total comprehensive income for the year	–	–	980.88	–	980.88
Payment of dividend	–	–	88.35	–	88.35
<b>Balance at 31<sup>st</sup> March, 2023</b>	<b>1655.20</b>	<b>23.00</b>	<b>5983.74</b>	<b>–</b>	<b>7661.94</b>

As per our report of even date

**For SSMS & Associates**

Chartered Accountants

Firm Reg. No. 019351C

**Satish Somani**

(Partner)

Membership No.076241

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023

UDIN: 23076241BGZAQV6927

For and on behalf of the Board

**D. P. Mangal**

(Executive Chairman)

(DIN: 01205208)

**Rajeev Parashar**

(Company Secretary)

**Anand Mangal**

(Managing Director)

(DIN: 03113542)

**D. L. Mundra**

(Chief Financial Officer)



## 1 : Significant Accounting Policies

### 1. Company Overview and Accounting Policies

#### A. Corporate Information

Lagnam Spintex Limited (the "Company"), incorporated on 11<sup>th</sup> June, 2010, is a Company domiciled in India and limited by shares (CIN: L17119RJ2010PLC032089). The address of the Company's Registered Office is A 51-53, RIICO Growth Centre, Hamirgarh, Bhilwara - 311001, Rajasthan. The Company is engaged in manufacturing of Cotton Yarn. The Company is listed at National Stock Exchange of India Limited.

#### B. Significant Accounting Policies

##### I. Statement of Compliance

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), as prescribed under section 133 of the Companies Act, 2013('the Act') read with the Rule 3 of the Companies (Indian Accounting Standard) Rules 2015 as amended from time to time and guidelines issued by the Securities and Exchange Board of India (SEBI).

##### II. Basis of preparation and presentation

The financial statements are prepared on the historical cost basis except for following financial instruments that are measured at fair value:

- Defined benefit plan- Plan assets measured at fair value,
- Certain financial assets and liabilities measured at fair value (including derivative instruments).

##### — Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

##### — Classification of Assets and Liabilities as Current and Non-Current

All assets & liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013. Based on the nature of products/activities of the Company and the normal time between acquisition of assets for processing and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

##### **Assets are classified as current when any of following criteria is satisfied:**

- i. The Company expects to realize the asset, or intends to sell or consume it, in its normal operating cycle;
- ii. The Company holds the asset primarily for the purpose of trading;
- iii. The Company expects to realize the asset within twelve months after the reporting period;
- iv. The asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.



All other assets are classified as non-current.

Liabilities are classified as current when any of following criteria is satisfied:

- i. The Company expects to settle the liability in its normal operating cycle;
- ii. The Company holds the liability primarily for the purpose of trading;
- iii. The liability is due to be settled within twelve months after the reporting period; or
- iv. The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

### **III. Revenue recognition**

The company mainly deals in 100% cotton yarn spinning and derives revenues primarily from sale of manufactured goods.

Revenue from Contracts with customers is recognized when the Company satisfies performance obligation by transferring promised goods or services to the customer. Performance obligation is satisfied when the company transfers significant risks and rewards to the customer and ceases its control over the goods.

Revenue from sale of goods is recognized at a point of time when the significant risks and rewards are transferred to the customer and the company ceases to have its control over the goods.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, price concessions and incentives, if any, as specified in the contract with customers. Revenue excludes taxes collected from customers on behalf of government.

Payments from customers for the goods and services rendered are normally received within the credit terms as per contracts with the customers.

The company recognizes sales return only when the goods are actually returned by the customers.

#### **Other Operating revenue**

- a) Export incentives are accounted for in the year of export at net market realizable value.
- b) Interest on bank deposits is recognized on the effective interest rate method basis taking into account the amounts invested and the rate of interest applicable.
- c) Interest from trade receivables and other financial assets are recognized when it is probable that the economic benefit will flow to the entity and the amount can be measured reliably.
- d) Claim lodged with insurance companies is recognized as income on acceptance by the insurance Companies

### **IV. Government Grant & Government Assistance**

Government grants are not recognised until there is reasonable assurance that the Company will comply with the conditions attaching to them and that the grants will be received.

Government grant/subsidy if relates to an expense item are recognised in the statement of profit and loss on a systematic basis over the periods in which the Company recognise as expenses the related costs for which the grants are intended to compensate.



**V. Inventories**

Inventories including goods-in-transit are valued at lower of cost and estimated net realizable value. Cost of inventory includes the cost of purchase (net of taxes whose credit is taken by the company) and all other direct and indirect cost allocated proportionately incurred in bringing the inventories to their present location and condition.

**Raw materials and stores & spares:**

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis in case of raw material and on weighted average basis in case of stores & spares.

**Finished goods and work in progress:**

Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs. Cost is determined on weighted average cost basis.

**Waste:**

Valued at net realizable value

**VI. Property, Plant and Equipment (PPE)****Recognition and measurement**

Property, plant and equipment (PPE) are carried at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of property, plant and equipment (PPE) comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses, present value of decommissioning costs (where there is a legal or constructive obligation to decommission) and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

**Subsequent expenditure**

Subsequent expenditure on property plant & equipment after its purchase / completion is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

**Impairment**

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that an asset may be impaired. If an impairment loss is determined, the remaining useful life of the asset is also subject to adjustment.

An impairment loss is recognized in the statement of profit and loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**Capital work-in-progress**

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost less any recognised impairment loss. Cost comprises direct cost, related incidental expenses and borrowing cost.

**Depreciation**

Depreciation is recognised for property, plant and equipment so as to write-off the cost less residual values over their estimated useful lives. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis taking into account commercial and technological obsolescence as well as normal wear and tear.

Depreciation on tangible assets except plant & machinery, is provided on straight line method over the useful lives prescribed under Schedule II of Companies Act, 2013.

Depreciation on plant & machinery is provided on straight line method considering the same as 'Continuous Process Plant' based on technical expert's advice, over the useful life prescribed under the schedule II of the Companies Act, 2013.

Depreciation on additions to or on disposal of property, plant and equipment is calculated on pro-rata basis i.e. from (up to) the date on which the Property, Plant and Equipment is available for use (disposed off).

**De-recognition of PPE**

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

**VII. Right to use of assets****Recognition and measurement**

At inception of an arrangement, the Company determines whether such an arrangement is or contains a lease. A specific asset is subject of a lease if fulfillment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the customer the right to control the use of the underlying asset. Arrangements that do not take the legal form of a lease but convey rights to customers/suppliers to use an asset in return for a payment or a series of payments are identified as either finance leases or operating leases.

**Accounting for****a. Operating leases**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating lease. Payments made under operating leases are recognised as an expense over the lease term

**b. Finance Lease**

Leases of Property, Plant and Equipment where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition,



assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognised under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

**c. Amortization**

'Right to use' assets are amortized over the period of right to use available to the company. Amortization is done on the basis of straight line method. Change in 'right to use' period or change in future economic benefit in the assets are considered to modify the amortization period or method, as appropriate, and are treated as change in accounting estimates.

**d. Impairment**

'Right to use' assets are amortised over the period of right available to the company and assessed for impairment whenever there is an indication that the assets may be impaired.

**e. De-recognition**

'Right to use' asset is de-recognised on disposal or transfer to rights or when no future economic benefits are expected from use of the assets. Gain or losses arising from de-recognition are recognition in the statement of profit and loss when the assets is de-recognised.

**VIII. Intangible assets**

**Recognition and measurement**

An intangible asset is recognized when it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and the cost of the asset can be measured reliably. All other expenditure is expensed as incurred.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

The cost of a separately acquired intangible asset comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; and any directly attributable cost of preparing the asset for its intended use.

Internally generated intangibles, excluding capitalized development costs, are not capitalized and the related expenditure is reflected in statement of profit or loss in the period in which the expenditure is incurred.

**Amortisation**

The useful lives of intangible assets are assessed as either finite or infinite. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

**Impairment**

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation expense on intangible assets with finite lives is recognized in the statement of profit



and loss unless such expenditure forms part of carrying value of another asset.

The estimated useful life of the finite intangible assets is given below:

S. No.	Nature of Assets	Effective Useful Life	Amortisation Method
1.	Computer Software	6 Years	Amortised on Straight line basis over the useful life.

#### **Derecognition of Intangible assets**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised in Statement of profit and loss when the asset is derecognised.

#### **IX. Foreign currencies**

The Company's financial statements are presented in INR.

##### **Transactions and balances**

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

At the end of each reporting period, monetary items denominated in foreign currencies (except financial instruments designated as Hedge Instruments) are translated at the rates prevailing at that date.

Exchange differences on translation of monetary items are recognised in Statement of profit and loss in the period in which they arise with the exception of the following:

Monetary items that are designated as part of cash flow hedge instrument are recognised in other comprehensive income.

Non-monetary that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

##### **Derivative Financial Instruments and Hedge Accounting**

The Company uses derivative instruments i.e. forward contracts to hedge its foreign currency risks. The Company designates these forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The Company has designated forward instruments on spot to spot basis. The Company recognises the forward points in the statement of profit and loss account.

At the inception of the hedge relationship, the entity documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes





in the fair value of the derivatives is recognised in other comprehensive income and accumulated in the other comprehensive income under other equity. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in the statement of profit and loss. If the hedging instrument no longer meets the criteria for hedge accounting, then hedge accounting is discontinued prospectively. If the hedging instrument expires or is sold, terminated or exercised, the cumulative gain or loss on the hedging instrument recognised in other comprehensive income till the period hedge was effective remains in other comprehensive income until the forecasted transaction occurs. The cumulative gain or loss previously recognised in the other comprehensive income is transferred to the statement of profit and loss upon the occurrence of related forecasted transaction. If the forecasted transactions no longer expected to occur, then the amount accumulated in other comprehensive income is reclassified to net profit in the statement of profit and loss.

**X. Employee benefits****Short-term Employee Benefits**

Short-term employee benefits obligation is measured on undiscounted basis and is expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**Defined Contribution Plan:**

The Company makes defined contribution to Employees Provident Fund Organization (EPFO), Pension Fund, Superannuation Fund and Employees State Insurance (ESI), which are accounted on accrual basis as expenses in the statement of profit and loss in the period during which the related services are rendered by employees.

Prepaid contribution is recognized as assets to the extent that a cash refund or reduction in future payments is available.

**Defined Benefit Plan:**

The Company's liabilities on account of gratuity and earned leave on retirement of employees are determined under defined benefit plans.

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year.



Net interest expense and other expenses related to defined benefit plans are recognized in statement of profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in statement of profit and loss. The Company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

## **XI. Taxation**

Income tax expense represents the sum of tax currently payable and deferred tax.

- **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Current tax is determined on the basis of taxable income and tax credits computed for Company, in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income (OCI) or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction and where the relevant taxpaying units intends to settle the asset and liability on a net basis.

- **Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability will be settled or the asset will be realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.

**Current and deferred tax for the year**

Current and deferred tax are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**XII. Provisions, Contingent Liabilities**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent Liability is disclosed after careful evaluation of facts, uncertainties and possibility of reimbursement, unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities are not recognized but are disclosed in notes.

Contingent assets are not recognized. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

**XIII. Dividends**

Dividends and Interim dividends payable to a Company's shareholders are recognised as changes in equity in the period in which they are approved by the shareholders' meeting and the Board of Directors respectively.

**XIV. Segment reporting**

The dominant source of income of the company is from the manufacturing of Yarn of various quality which do not materially differ in respect of risk perception and the return realized/to be realized. Even the geographical environment in which the company operates does not materially differ considering the political and economic environment, the type of customers, assets employed and the risk and return associated in respect of each of the geographical area. So, the disclosure requirements pursuant to Ind AS 108 Segment Reporting is not applicable to the company.

**XV. Earnings per share**

Basic earnings per share are computed by dividing the profit/loss for the year attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/loss for the year attributable to the shareholders of the Company as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their



conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

**XVI. Statement of Cash flow**

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

**XVII. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of the assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

**XVIII. Fair Value Measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

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

- In the principal market for the asset or liability, or
- In the absence of a principal market, in most advantageous market for the asset or liability and the Company has access to the principal or the most advantageous market.

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements





are categorized 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 recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (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 & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

#### **XIX. Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

For the purposes of the presentation of cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft as they being considered as integral part of the Company's cash management system.

#### **XX. Financial instruments**

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (FVTPL) are recognized immediately in the statement of profit and loss.

##### **Financial assets**

For purposes of subsequent measurement, financial assets are classified in below mentioned categories:

- Financial assets carried at amortized cost.
- Financial asset at fair value through other comprehensive income.
- Financial asset at fair value through profit or loss.

##### **Financial assets at amortized cost**

Financial assets are subsequently measured at amortized cost using the effective interest method



if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Financial assets at fair value through other comprehensive income**

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

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to the statement of profit and loss on disposal of the investments. So far, the Company has not elected to present subsequent changes in fair value of any investment in OCI.

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

Investment in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investment in equity instruments which are not held for trading.

Other financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in Statement of profit or loss.

**Impairment of financial assets (other than at fair value)**

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses. In cases where the amounts are expected to be realized up to one year from the date of the invoice, loss for the time value of money is not recognized, since the same is not considered to be material.

**De-recognition of financial assets**

The Company derecognized a financial asset when the contractual right to the cash flow from the asset expires or when it transfers the financial asset and substantially all risk and reward of ownership of the asset to other party. If the Company neither transfers nor retains substantially all the risk and reward of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associate liability for an amount it has to pay. If the Company retains substantially all the risks and reward of ownership of a transferred financial asset, the company continues to recognize the financial asset and also a collateralized borrowing



for the proceeds received.

**Financial liabilities**

All financial liabilities are subsequently measured at amortized cost using the effective interest method.

**Classification as debt or equity**

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

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit or loss when the liabilities are derecognized as well as through the effective interest rate (EIR) amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**Trade and other Payables**

These amounts represent liabilities for goods & services provided to the Company prior to the end of the financial year which are unpaid. These are recognized initially at fair value and subsequently measured at amortized cost using effective interest method. Where the maturity period is within one year from balance sheet date, the carrying amount approximate the fair value at initial recognition due to short maturity of these instruments.

**De-recognition of financial liabilities**

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the statement of profit and loss.

**Reclassification of financial assets and financial liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting



period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

**Offsetting of financial instruments**

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

**XXI. Impairment of Non-Financial assets**

The non-financial assets, other than biological assets, inventories and deferred tax asset are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indications exist, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash generating units (CGUs). Each CGU represents the smallest group of assets that generate cash inflows that are largely independent of the cash inflows of other assets or CGUs.

Goodwill arising from the business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of the CGU (or an individual asset) is the higher of its value in use and its fair value less cost to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the CGU (or the asset).

The corporate assets (e.g. central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

The impairment loss is recognized if the carrying amount of the asset or the CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit & loss. Impairment loss recognized in respect of CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amount of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognized in prior periods, the company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

**XXII. Use of estimates**

The preparation of the financial statement in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.





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

**XXIII. Critical accounting judgments and key sources of estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities.

- Critical accounting judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations that the Management have made in the process of applying the Company's accounting policies and that have most significant effect on the amounts recognised in the financial statements.

**Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. 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.

**Impairment of non-financial assets**

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

**Impairment of financial assets**

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgment in making assumption and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward estimate at the end of each reporting period.

**Income taxes**

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could



lead to significant adjustment to the amounts reported in the financial statements.

**Contingencies**

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

**Insurance claims**

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

**XXIV. Key Source of estimation uncertainty**

Key source of estimation uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of investments, provisions and contingent liabilities.

The areas involving critical estimates are:

Useful lives and residual values of property, plant and equipment

Useful life and residual value of property, plant and equipment are based on management's estimate of the expected life and residual value of those assets and is as per schedule II to the Companies Act 2013. Further useful lives of manufacturing machines are recognized treating the same as 'Continuous Process Plant'. These estimates are reviewed at the end of each reporting period. Any reassessment of these may result in change in depreciation expense for future years.

**Impairment of property plant and equipment**

The recoverable amount of the assets has been determined on the basis of their value in use. For estimating the value in use, it is necessary to project the future cash flow of assets over its estimated useful life. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in statement of profit and loss.

**Valuation of deferred tax assets**

Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recoverable. This involves an assessment of when those deferred tax assets are likely to reverse and a judgment as to whether or not there will be sufficient taxable profits available to offset the tax assets when they do reverse. The Company reviews the carrying amount of deferred tax assets at the end of each reporting period. Any change in the estimates of future taxable income may impact the recoverability of deferred tax assets.

**Provisions and contingencies**

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized but disclosed in the financial statements wherever applicable.



**2a : Property, Plant and Equipment**

(₹ in Lacs)

Particulars	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Electric Fitting and Water Supply Installations	Total
<b>Gross carrying value</b>							
<b>As at 31<sup>st</sup> March, 2021</b>	<b>2286.33</b>	<b>12123.65</b>	<b>53.59</b>	<b>51.47</b>	<b>12.21</b>	<b>473.57</b>	<b>15000.82</b>
Additions	31.93	179.91	2.25	13.27	5.19	3.05	235.60
Disposals	–	–	–	–	–	–	–
<b>As at 31<sup>st</sup> March, 2022</b>	<b>2318.26</b>	<b>12303.56</b>	<b>55.84</b>	<b>64.74</b>	<b>17.40</b>	<b>476.62</b>	<b>15236.42</b>
Additions	–	–	1.17	22.38	6.20	–	29.75
Disposals	–	–	–	–	–	–	–
<b>As at 31<sup>st</sup> March, 2023</b>	<b>2318.26</b>	<b>12303.56</b>	<b>57.01</b>	<b>87.12</b>	<b>23.60</b>	<b>476.62</b>	<b>15266.17</b>
<b>Depreciation</b>							
<b>As at 31<sup>st</sup> March, 2021</b>	<b>84.61</b>	<b>577.54</b>	<b>9.42</b>	<b>8.66</b>	<b>1.79</b>	<b>60.98</b>	<b>743.00</b>
Depreciation for the year	84.66	580.93	9.73	9.09	2.87	55.02	742.30
Disposals	–	–	–	–	–	–	–
<b>As at 31<sup>st</sup> March, 2022</b>	<b>169.27</b>	<b>1158.47</b>	<b>19.15</b>	<b>17.75</b>	<b>4.66</b>	<b>116.00</b>	<b>1485.30</b>
Depreciation for the year	87.73	550.49	8.40	10.27	4.72	62.37	723.98
Disposals	–	–	–	–	–	–	–
<b>As at 31<sup>st</sup> March, 2023</b>	<b>257.00</b>	<b>1708.96</b>	<b>27.55</b>	<b>28.02</b>	<b>9.38</b>	<b>178.37</b>	<b>2209.28</b>
<b>Net carrying value</b>							
As at 31 <sup>st</sup> March, 2022	2148.99	11145.09	36.69	46.99	12.74	360.62	13751.12
As at 31 <sup>st</sup> March, 2023	2061.26	10594.60	29.46	59.10	14.22	298.25	13056.89



**2b. Right to Use Assets**

(₹ in Lacs)	
Particulars	Amount
<b>Gross carrying value</b>	
As at 31 <sup>st</sup> March, 2021	678.28
Additions	-
Disposals	-
As at 31 <sup>st</sup> March, 2022	678.28
Additions	-
Disposals	-
As at 31 <sup>st</sup> March, 2023	678.28
<b>Depreciation</b>	
As at 31 <sup>st</sup> March, 2021	7.97
Depreciation for the year	7.97
Disposals	-
As at 31 <sup>st</sup> March, 2022	15.94
Depreciation for the year	7.97
Disposals	-
As at 31 <sup>st</sup> March, 2023	23.91
<b>Net carrying value</b>	
As at 31 <sup>st</sup> March, 2022	662.34
As at 31 <sup>st</sup> March, 2023	654.37

**2c. Other Intangible Assets**

(₹ in Lacs)	
Particulars	Amount
<b>Gross carrying value</b>	
As at 31 <sup>st</sup> March, 2021	15.12
Additions	-
Disposals	-
As at 31 <sup>st</sup> March, 2022	15.12
Additions	-
Disposals	-
As at 31 <sup>st</sup> March, 2023	15.12
<b>Depreciation</b>	
As at 31 <sup>st</sup> March, 2021	4.40
Depreciation for the year	2.27
Disposals	-
As at 31 <sup>st</sup> March, 2022	6.67
Depreciation for the year	1.19
Disposals	-
As at 31 <sup>st</sup> March, 2023	7.86
<b>Net carrying value</b>	
As at 31 <sup>st</sup> March, 2022	8.45
As at 31 <sup>st</sup> March, 2023	7.26

**2d. Capital work-in progress**

(₹ in Lacs)	
Particulars	Amount
<b>Gross carrying value</b>	
As at 31 <sup>st</sup> March, 2021	-
Additions	24.70
Disposals	-
As at 31 <sup>st</sup> March, 2022	24.70
Additions	2508.54
Disposals	-
As at 31 <sup>st</sup> March, 2023	2533.24
<b>Depreciation</b>	
As at 31 <sup>st</sup> March, 2021	-
Depreciation for the year	-
Disposals	-
As at 31 <sup>st</sup> March, 2022	-
Depreciation for the year	-
Disposals	-
As at 31 <sup>st</sup> March, 2023	-
<b>Net carrying value</b>	
As at 31 <sup>st</sup> March, 2022	24.70
As at 31 <sup>st</sup> March, 2023	2533.24

**Explanatory Notes:**

- All Property, Plant and Equipment's mentioned above are held as security towards Borrowings as specified in Note 15 & 18.
- Depreciation on plant & Machinery is charged considering the same 'Continuous Process Plant' based on technical expert's advice.
- Capital work-in progress age wise as under.

Particulars		0-1 year	1 - 2 year	Total
Ring Spinning Project	As at 31 <sup>st</sup> March, 2023	2508.54	24.70	2533.24
Ring Spinning Project	As at 31 <sup>st</sup> March, 2022	24.70	-	24.70





## Notes Annexed to and Forming Part of the Accounts

**3 : Financial Assets**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Non-current investment</b>		
Investment - Unquoted Non-Trade		
(a) BOB Unit Link Insurance Co	10.05	8.00
(b) PNB MetLife India Insurance Co Ltd.	2.09	2.09
	<b>12.14</b>	<b>10.09</b>

**4 : Other Non-current Assets**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Capital advances	1347.68	929.63
(b) Deferred Assets	42.62	60.98
	<b>1390.30</b>	<b>990.61</b>

**5 : Inventories**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Raw Material	5599.79	4540.48
Work in Progress	354.31	329.12
Finished Goods	2262.13	688.96
Stores, Spares & Packing Material	137.36	137.68
Others - Waste	14.98	20.51
	<b>8368.57</b>	<b>5716.75</b>

Note : 1. For basis of valuation of inventories refer note no.1 (B) (V)

2. For inventories held as security against borrowings refer note no. 15 &amp; 18

**6 : Financial Assets**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Current Investment</b>		
Investment - Unquoted Non-trade		
(a) SBI Life Insurance Co.	5.00	16.00
(b) Baroda Business Cycle Fund	10.00	10.00
(c) National Saving Certificates	-	0.20
	<b>15.00</b>	<b>26.20</b>

**7 : Trade Receivables**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Undisputed Trade receivable - considered goods	2841.95	4030.24
	<b>2841.95</b>	<b>4030.24</b>

**Trade receivable aging schedule as at 31<sup>st</sup> March 2023**

	Not past due	1-180 days past due	181-365 days past due	More than one year	Total
i. Undisputed trade receivable considered good	2690.04	151.91	-	-	2841.95
ii. Undisputed trade receivable considered doubtful	-	-	-	-	-
iii. Disputed trade receivable considered Good	-	-	-	-	-
iii. Disputed trade receivable considered doubtful	-	-	-	-	-
<b>Total</b>	<b>2690.04</b>	<b>151.91</b>	<b>-</b>	<b>-</b>	<b>2841.95</b>

**Trade receivable aging schedule as at 31<sup>st</sup> March 2022**

i. Undisputed trade receivable considered good	3392.25	637.99	-	-	4030.24
ii. Undisputed trade receivable considered doubtful	-	-	-	-	-
iii. Disputed trade receivable considered Good	-	-	-	-	-
iii. Disputed trade receivable considered doubtful	-	-	-	-	-
<b>Total</b>	<b>3392.25</b>	<b>637.99</b>	<b>-</b>	<b>-</b>	<b>4030.24</b>

**8 : Cash and Cash Equivalents****(₹ in Lacs)**

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Balance with Banks		
(i) Current accounts	4.24	359.62
(b) Cash-on hand	1.61	1.86
(c) Fixed Deposits with Banks Due within 3 Months	11.45	32.76
	<b>17.30</b>	<b>394.24</b>

**9 : Bank Balances Other than Cash and Cash Equivalents****(₹ in Lacs)**

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Unclaimed Dividend Account	1.13	0.59
	<b>1.13</b>	<b>0.59</b>

**10 : Other Financial Assets****(₹ in Lacs)**

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Others (Unsecured Considered Good)		
(a) Security Deposit	261.52	221.77
(b) Interest receivable/refundable from Banks	14.40	17.09
	<b>275.92</b>	<b>238.86</b>

**11 : Current Tax Asset (Net)****(₹ in Lacs)**

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Advance Income Tax Paid	170.34	282.87
Less: Provision for Income Tax	–	52.68
Current Tax Asset (Net)	<b>170.34</b>	<b>230.19</b>

**12 : Other Current Assets**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Considered good, unless otherwise stated		
(a) Duties, Claims and balances with Govt. Authorities	187.03	71.53
(b) MAT Recoverable	952.06	1088.14
(c) Prepaid Expenses	97.97	53.62
(d) Advance to Suppliers	38.44	8.05
(e) Subsidies Receivable	156.72	254.91
(f) Incentives Receivables	320.09	416.94
(g) Others receivables	20.02	12.19
	<b>1772.33</b>	<b>1905.38</b>

**13 : Equity Share Capital**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Authorised :</b>		
2,25,00,000 (Previous Year 2,25,00,000) Equity Share of ₹ 10/- each	2250.00	2250.00
	<b>2250.00</b>	<b>2250.00</b>
<b>Issued</b>		
1,76,69,000 (Previous Year 1,76,69,000) Equity Shares of ₹ 10/- each	1766.90	1766.90
<b>Subscribed &amp; Fully Paid-Up</b>		
1,76,69,000 (Previous year 1,76,69,000) Equity Shares of ₹ 10/- each	1766.90	1766.90
	<b>1766.90</b>	<b>1766.90</b>

**1. Term/Right attached to the Equity share**

The company has only one class of Equity Share having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuring Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.



**2. Details of Shares held by Shareholders holding more than 5 % Shares of the Company**

Name of Share Holder	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	Number of Shares	%	Number of Shares	%
Lagnam Infotech Solutions Pvt. Ltd	5034000	28.49%	4994000	28.26%
Mr. D. P. Mangal	2946250	16.67%	2946250	16.67%
Mr. Shubh Mangal	1395000	7.90%	1233000	6.98%
Mr. Anand Mangal	1242750	7.03%	1242750	7.03%
Mrs.Veena Mangal *	980000	5.55%	980000	5.55%

\* Shares under transmission

**3. Reconciliation of Number of Shares Nos.**

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Shares at beginning	17669000	17669000
Add : Issued during the year	—	—
Shares at closing	17669000	17669000

**4. Bonus Share**

During F Y 2017-2018 the company has issued 91,71,000 fully paid up Equity Shares of face value ₹10/- each as bonus shares by capitalisation of reserves in ratio of 9:2 shares.

**5. Promoter Shareholding**

Name of Share Holder	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
	Number of Shares	%	Number of Shares	%
Lagnam Infotech Solutions Pvt. Ltd	5034000	28.49%	4994000	28.26%
Mr. D. P. Mangal	2946250	16.67%	2946250	16.67%
Mr. Shubh Mangal	1395000	7.90%	1233000	6.98%
Mr. Anand Mangal	1242750	7.03%	1242750	7.03%
Mrs.Veena Mangal *	980000	5.55%	980000	5.55%
Mrs. Kavita Mangal	335000	1.90%	335000	1.90%
Dwarka Prasad Mangal (HUF)	170000	0.96%	170000	0.96%
[Karta- D.P. Mangal]				

\* Shares under transmission



## 14 : Other Equity

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) Securities Premium Reserve</b>		
Balance at the beginning of the year	1655.20	1655.20
<b>Balance at the end of the year</b>	<b>1655.20</b>	<b>1655.20</b>
<b>(b) Capital Reserve</b>		
Balance at the beginning of the year	23.00	23.00
<b>Balance at the end of the year</b>	<b>23.00</b>	<b>23.00</b>
<b>(c) Retained Earnings</b>		
Balance at the beginning of the year	5091.21	2384.69
Add : Profit for the year	976.28	2879.85
Add : Re-measurement gains / (losses) on defined benefit (Net of tax)	4.60	3.37
Less : Dividend Paid	88.35	176.70
<b>Retained Earnings</b>	<b>5983.74</b>	<b>5091.21</b>
<b>(d) Other Comprehensive Income / (Loss) for the Year</b>		
(i) Adjustment for effective portion of cash flow hedge (Net of tax)		
Balance at the beginning of the financial year	–	(1.47)
Addition during the financial year	–	1.47
<b>Other Comprehensive Income</b>	<b>–</b>	<b>–</b>
<b>Balance at the End of the Year</b>	<b>5983.74</b>	<b>5091.21</b>
<b>Total Reserves &amp; Surplus</b>	<b>7661.94</b>	<b>6769.41</b>

**15 : Borrowings (Non current)**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Secured Measured at Amortised Cost</b>		
(a) Term Loans - From Banks	<b>8402.04</b>	8477.29
(b) Vehicle Loan - From Banks	<b>25.53</b>	10.03
	<b>8427.57</b>	8487.32
(d) ECLGS 2.0	<b>3954.54</b>	4513.98
	<b>12382.11</b>	13001.30
Less : Current maturity of long term borrowings	<b>2647.84</b>	2139.13
	<b>9734.27</b>	10862.17

**Secured****Conditions of Term Loans are summarised below:****Nature of Security**

- 1 a. Term Loan of ₹ 7157.42 Lacs (₹ 8477.29 Lacs as at 31<sup>st</sup> March, 2022) are secured by first pari passu charge on all fixed assets (present & future) including equitable mortgage of factory land and building of the company. Second pari passu charge on all the current assets of company both present & future. The loans are further secured by personal guarantee and equitable mortgage of Residential House of Mr.D.P. Mangal , Land of Mr. Anand Mangal & Mr. Shubh Mangal and corporate guarantee of M/s Lagnam Infotech Solutions Private Limited.
- b. Term Loan of ₹ 1244.62 Lacs (₹ Nil Lacs as at 31<sup>st</sup> March, 2022) are secured by first pari passu charge on all fixed assets (present & future) including equitable mortgage of factory land and building of the company. Second pari passu charge on all the current assets of company both present & future. The loans are further secured by personal guarantee of Mr.D.P. Mangal , Land of Mr. Anand Mangal & Mr. Shubh Mangal.
- c. Vehicle loan of ₹ 25.53 Lacs (₹ 10.03 Lacs as at 31<sup>st</sup> March, 2022) are secured against respective vehicles.
- d. Term Loan of ₹ 3954.54 Lacs (₹ 4513.98 Lacs as at 31<sup>st</sup> March, 2022) are secured by second charge on all fixed and current assets (present & future). The loans are further secured by equitable mortgage of Residential House of Mr. D.P.Mangal , Land of Mr. Anand Mangal & Mr. Shubh Mangal.

**Terms of Repayment of Secured Borrowing**

2. a Secured term loans from bank are repayable in quarterly installment and having floating interest rate ranging from MCLR+ spread 0.25% to 0.85% as at 31<sup>st</sup> March 2023 (Previous Year 0.40% to 0.80% as at 31<sup>st</sup> March 2022)
- b Vehicle loans are repayable in monthly installments and having fixed interest rates 8.50% and 9.45%. (Previous Year 9.45%)
- c Term loans under ECLGS from banks are repayable in monthly installment and having floating interest rate ranging from MCLR+ spread 0.60% to 1.00% and EBLR as at 31<sup>st</sup> March 2023 (Previous Year MCLR+1.00% as at 31<sup>st</sup> March 2022). Period of maturity and installments outstanding are as under-



(₹ in Lacs)

Date of Maturity	Outstanding as at 31 <sup>st</sup> March, 2023			Number of Installments due after 31 <sup>st</sup> March, 2023
	Total Outstanding	Long Term Borrowings	Current Maturity	
<b>A Term Loan</b>				
30.06.2024	417.50	84.22	333.28	5
01.10.2023	176.41	–	176.41	3
31.12.2027	3104.70	2498.39	606.31	19
31.12.2027	3458.81	2784.37	674.44	19
31.12.2032	1244.62	1244.62	–	32
	<b>8402.04</b>	<b>6611.60</b>	<b>1790.44</b>	
<b>B Vehicle Loan</b>				
25.04.2024	4.90	0.44	4.46	13
07.12.2027	20.63	16.95	3.68	57
	<b>25.53</b>	<b>17.39</b>	<b>8.14</b>	
	<b>8427.57</b>	<b>6628.99</b>	<b>1798.58</b>	
<b>C ECLGS</b>				
31.12.2025	593.33	370.83	222.50	32
06.01.2026	279.13	177.63	101.50	33
01.02.2026	1040.19	661.94	378.25	33
07.02.2026	386.89	269.11	117.78	35
27.03.2028	758.00	742.21	15.79	48
29.03.2028	445.00	435.73	9.27	48
30.03.2028	200.00	195.83	4.17	48
07.07.2028	252.00	252.00	–	48
	<b>3954.54</b>	<b>3105.28</b>	<b>849.26</b>	
<b>Total</b>	<b>12382.11</b>	<b>9734.27</b>	<b>2647.84</b>	





(₹ in Lacs)

Date of Maturity	Outstanding as at 31 <sup>st</sup> March, 2022			Number of Installments due after 31 <sup>st</sup> March, 2022
	Total Outstanding	Long Term Borrowings	Current Maturity	
<b>A Term Loan</b>				
01.08.2022	50.68	–	50.68	1
30.06.2024	499.94	417.50	82.44	6
01.04.2024	176.41	176.41	0.00	3
31.12.2027	3666.51	3104.70	561.81	23
31.12.2027	4083.75	3458.81	624.94	23
	<b>8477.29</b>	<b>7157.42</b>	<b>1319.87</b>	
<b>B Vehicle Loan</b>				
25.04.2024	9.53	4.91	4.62	25
05.05.2022	0.50	0.00	0.50	2
	<b>10.03</b>	<b>4.91</b>	<b>5.12</b>	
	<b>8487.32</b>	<b>7162.33</b>	<b>1324.99</b>	
<b>C ECLGS</b>				
31.12.2025	815.83	593.33	222.50	44
06.01.2026	380.63	279.13	101.50	45
01.02.2026	1418.44	1040.20	378.24	45
07.02.2026	496.08	384.18	111.90	47
27.03.2028	758.00	758.00	–	48
29.03.2028	445.00	445.00	–	48
30.03.2028	200.00	200.00	–	48
	<b>4513.98</b>	<b>3699.84</b>	<b>814.14</b>	
<b>Total</b>	<b>13001.30</b>	<b>10862.17</b>	<b>2139.13</b>	

**16 : Provision** (Non Current)

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Provision for employee benefits	96.76	93.07
	<b>96.76</b>	<b>93.07</b>

**17 : Deferred Tax Liability (Net)**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2021	Recognised in P & L/ OCI	As at 31 <sup>st</sup> March, 2022	Recognised in P & L/ OCI*	As at 31 <sup>st</sup> March, 2023
Deferred tax liabilities / assets are attributable to the following items;					
<b>(a) Deferred Tax Liability</b>					
Depreciation on fixed assets	1902.79	78.46	1981.25	(55.81)	<b>1925.44</b>
<b>(b) Deferred Tax Assets</b>					
Unabsorbed Depreciation	1056.04	(1056.04)	–	–	–
43B Disallowance	32.53	11.36	43.89	(6.31)	<b>37.58</b>
<b>(c) Net Deferred Tax Liability (a-b)</b>	<b>814.22</b>	<b>1123.14</b>	<b>1937.36</b>	<b>(49.50)</b>	<b>1887.86</b>
Less Deferred tax related to OCI	0.57	(0.57)	–	–	–
<b>(d) Net Deferred Tax Liability (c-d)</b>	<b>813.65</b>	<b>1123.71</b>	<b>1937.36</b>	<b>(49.50)</b>	<b>1887.86</b>

\* Includes reversal of deferred tax liability of Rs.66.37 lacs which is adjusted against previous year tax liability.

Note : Deferred tax assets and deferred tax liability have been offset as they relate to the same governing taxation laws.

**18 : Borrowings (Current)**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Secured</b>		
Loans repayable on demand		
From banks		
Rupee Loan	4251.62	238.59
Foreign Currency Loan	1756.85	3118.58
	<u>6008.47</u>	<u>3357.17</u>
Current maturities of long-term borrowings (refer note 15)	2647.84	2139.13
	<u>8656.31</u>	<u>5496.30</u>

**Conditions of Working Capital Loan are summarised below:**

**Security** - Hypothecation of stocks, book debts and other current assets of the company and second charge on fixed assets of the company on pari passu basis. Further Personal Guarantee and collateral security of equitable mortgage of Residential House of D.P.Mangal, Land of Anand Mangal & Shubh Mangal and corporate guarantee of M/s Lagnam Infotech Solutions Private Limited is given.

**Floating Rate** - Rupee loan carrying floating interest rate of MCLR + Nil % to 1.25% and 3M T-bill as at 31st March 2023 (Previous Year 0.75% to 1.15%) and foreign currency loan carrying interest rate of SOFR + 100bps to 150bps (previous year LIBOR +100bps to 150bps)

**19 : Trade Payables**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Outstanding dues of micro enterprises and small enterprises	294.26	117.34
Outstanding dues other than micro enterprises and small enterprises	101.32	40.40
	<b>395.58</b>	<b>157.74</b>

There are no Micro, small and medium enterprises to whom the Company owes dues, which are outstanding for more than 45 days as at 31st March, 2023. This information as required to be disclosed under the Micro-small and medium enterprises development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Trade payable aging schedule		
MSME		
Less than one year	294.26	117.34
More than one year	–	–
Total	<b>294.26</b>	<b>117.34</b>
Others		
Less than one year	101.32	40.40
More than one year	–	–
Total	<b>101.32</b>	<b>40.40</b>

**20 : Other Financial Liabilities**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Payable to employees	134.62	163.91
(b) Unclaimed Dividend	1.13	0.59
(c) Other Payables	681.21	652.28
	<b>816.96</b>	<b>816.78</b>

**21 : Other Current Liabilities**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Government dues	40.07	29.93
(b) Advance from customers	7.14	43.35
(c) Others	2.73	1.92
	<b>49.94</b>	<b>75.20</b>

**22 : Provisions (Current)**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
(a) Provision for employee benefits	45.95	14.83
	<b>45.95</b>	<b>14.83</b>

**23 : Current Tax Liability (Net)**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Provision for income tax expense	211.35	—
Less: Income tax paid	207.08	—
	<b>4.27</b>	<b>—</b>

**24 : Revenue From Operations**

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>(a) Sales of Products</b>		
(i) Manufactured Cotton Yarn		
— Domestic Sales	16231.45	13979.31
— Export Sales	12885.90	19147.29
(ii) Waste Sales	670.25	740.56
<b>(b) Other Operating Revenue</b>		
(i) Export Incentive	678.33	976.98
	<b>30465.93</b>	<b>34844.14</b>



**25 : Other Income**

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
(a) Interest Income	22.72	49.19
(b) Insurance claims received	—	2.13
	<b>22.72</b>	<b>51.32</b>

**26 : Cost of Material Consumed**

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Opening Inventory	4540.48	2947.10
Add: Purchases	25326.84	25703.74
	<b>29867.32</b>	<b>28650.84</b>
Less: Sales, Returns and Adjustments	472.77	815.91
	<b>29394.55</b>	<b>27834.93</b>
Less: Inventory at the year end	5599.79	4540.48
	<b>23794.76</b>	<b>23294.45</b>

**27 : Change in Inventories of Finished Goods and Stock in Process**

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Inventories at the end of the year		
(a) Finished Goods	2262.13	688.96
(b) Waste	14.98	20.51
(c) Stock in Process	354.31	329.12
	<b>2631.42</b>	<b>1038.59</b>
Inventories at the beginning of the year		
(a) Finished Goods	688.96	577.54
(b) Waste	20.51	38.29
(c) Stock in Process	329.12	312.16
	<b>1038.59</b>	<b>927.99</b>
<b>(Increase)/Decrease in Inventory</b>	<b>(1592.83)</b>	<b>(110.60)</b>

**28 : Employees Benefits Expenses****(₹ in Lacs)**

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
(a) Salaries, wages and bonus	<b>1076.01</b>	1053.62
(b) Contribution to provident and other funds	<b>125.96</b>	110.53
(c) Workmen and staff welfare	<b>14.97</b>	14.20
	<b>1216.94</b>	1178.35

**29 : Finance Cost****(₹ in Lacs)**

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
(a) Interest expenses	<b>981.84</b>	926.76
(b) Other borrowing cost	<b>115.80</b>	160.82
	<b>1097.64</b>	1087.58

**30 : Depreciation and Amortisation Expenses****(₹ in Lacs)**

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
(a) Property, Plant and Equipment	<b>723.98</b>	742.30
(b) Right to use Assets	<b>7.97</b>	7.97
(c) Intangible Assets	<b>1.19</b>	2.27
	<b>733.14</b>	752.54

Depreciation on plant and machinery provided on the basis of Continuous Process Plant as per technical expert's advice, Refer Note 1 (B) (VI to VIII) and 2a to 2c

**31 : Other Expenses**

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>Manufacturing Expenses</b>		
(a) Stores and Spare parts Consumed	236.39	270.65
(b) Power and Fuel	1677.09	1861.76
(c) Packing Expenses	426.63	489.83
(d) Repairs to Building	1.96	1.08
(e) Repairs to Machinery	81.39	112.57
(f) House Keeping Expenses	39.93	39.39
	<b>2463.39</b>	<b>2775.28</b>
<b>Administrative Expenses</b>		
(a) Rent	12.00	12.00
(b) Insurance Expenses	67.17	45.38
(c) Directors' Sitting Fees	3.45	4.13
(d) Directors' Travelling	20.97	7.51
(e) CSR Expenses	32.10	24.25
(f) Payment to Auditor as :		
Audit fee	1.50	1.00
Limited review report	0.30	0.30
Other Capacity	1.01	0.84
Reimbursement of expenses	–	0.09
(g) Legal & Professional	57.87	78.99
(h) Postage & Telegram	6.03	10.93
(i) Printing & Stationery	4.56	3.35
(j) Other miscellaneous expenses	102.60	58.97
	<b>309.55</b>	<b>247.74</b>
<b>Selling Expenses</b>		
(a) Commission	142.12	118.34
(b) Incentives and Discounts	7.38	11.22
(c) Freight, Forwarding and Octroi	138.17	124.22
(d) Expenses on Export Sales:		
(i) Ocean Freight	499.10	766.01
(ii) Commission	215.78	288.90
(iii) Inland Freight & Other expenses	191.19	307.15
	<b>1193.74</b>	<b>1615.84</b>
	<b>3966.68</b>	<b>4638.86</b>

**32 : Income Tax**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>(a) Income Tax recognized in Profit or Loss</b>		
Current tax expense (Net of MAT credit entitlement)	<b>279.17</b>	51.29
Deferred tax expense		
Origination and reversal of temporary differences	<b>18.28</b>	1123.14
<b>Total tax expenses</b>	<b>297.45</b>	1174.43
<b>(b) Reconciliation of Effective Tax</b>		
Profit before tax	<b>1272.32</b>	4054.28
Domestic tax rate	<b>29.12%</b>	29.12%
Tax using the Company's domestic tax rate	<b>370.50</b>	1180.61
Increase / reduction in Taxes on account of		
Deduction / exemptions in taxable income	<b>(84.76)</b>	(36.37)
Other non-deductible expenses	<b>11.71</b>	30.19
Income tax expenses charged to statement of profit and loss	<b>297.45</b>	1174.43

**33 : Other Comprehensive Income**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>A Items that will not be reclassified to profit or loss (Net of Tax)</b>		
Re-measurements of the defined benefit plans	<b>6.49</b>	4.76
Tax effect	<b>(1.89)</b>	(1.39)
<b>B Items that will be reclassified to profit or loss (Net of Tax)</b>		
Effective portion of cash flow hedge	—	2.04
Tax effect	—	(0.57)
	<b>4.60</b>	4.84

**34. Employment Benefit Plans****a. Defined Contribution Plan**

The Company makes contributions towards Employees Provident Fund and Family Pension Fund for qualifying employees. The Fund is operated by the Regional Provident Fund Commissioner. The amount of contribution is recognised as expense for defined contribution plans.

Total contribution made by the employer to the Fund during the year is Rs.63.03 Lacs (Previous Year Rs.54.66 Lacs).

**b. Defined Benefit Plan & Other Long Term Benefits****i Gratuity**

The Company makes payment to vested employees as per provisions of Payment of Gratuity Act, 1972. The provision of Gratuity liability as on the Balance Sheet date is done on actuarial valuation basis for qualifying employees, however the same is not funded to any trust or scheme.

The present value of the Defined Benefits obligation and the related current service cost is measured using the Projected Unit Credit Actuarial Method at the end of Balance Sheet date by the Actuary.

**ii Leave Encashment**

The Company provides benefit of leave encashment to its employees as per defined rules. The provision for liability for leave encashment as on date of Balance Sheet is recognised on the basis of Actuarial certificate

**iii The following table set out the status of Gratuity and Leave encashment plans as required under Ind AS-19****a. Changes in Defined Benefit Obligations : (₹ in Lacs)**

Particulars	Year Ended 31 <sup>st</sup> March, 2023		Year Ended 31 <sup>st</sup> March, 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
(a) Defined Benefit obligation at the beginning of the year	80.75	27.15	61.26	14.69
(b) Interest cost	5.87	1.97	4.13	0.99
(c) Current service cost	24.68	9.83	23.37	7.36
(d) Benefits paid	(4.86)	(2.17)	(3.25)	(1.43)
(e) Actuarial (Gain)/Loss on obligation	(6.49)	5.98	(4.76)	5.54
(f) Present value of obligation at the end of year	99.95	42.76	80.75	27.15



**b. Net Defined Benefit Cost/(Income) included in the : (₹ in Lacs)**

Particulars	Year Ended 31 <sup>st</sup> March, 2023		Year Ended 31 <sup>st</sup> March, 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
<b>1 Statement of profit and loss account</b>				
(a) Current service cost	<b>24.68</b>	<b>9.83</b>	23.37	7.36
(b) Interest cost	<b>5.87</b>	<b>1.97</b>	4.13	0.99
(c) Net actuarial (gain) / loss recognized in the period	–	<b>5.98</b>	–	5.54
(d) Expenses recognised in the Profit & Loss statement	<b>30.55</b>	<b>17.78</b>	27.50	13.89

**2 Other Comprehensive Income :- (₹ in Lacs)**

Particulars	Gratuity	
	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
Actuarial (Gain)/Loss for the year on Projected Benefit Obligations	<b>(6.49)</b>	(4.76)
<b>Unrecognised actuarial (Gain)/Loss at the end of the year</b>	<b>(6.49)</b>	(4.76)

**c. Reconciliation of the Present value of Defined Obligation and the fair value of the plan assets : (₹ in Lacs)**

Particulars	Year Ended 31 <sup>st</sup> March, 2023		Year Ended 31 <sup>st</sup> March, 2022	
	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Present value of obligation as at the end of year	<b>99.95</b>	<b>42.76</b>	80.75	27.15
Fair value of Plan Assets	–	–	–	–
Liability Recognised in Balance Sheet	<b>99.95</b>	<b>42.76</b>	80.75	27.15



**d. The assumptions used in Actuarial Valuation :**

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
<b>Financial Assumptions used to determine the Profit &amp; Loss Charge</b>		
a) Discounting Rate	7.40% per annum	7.27% per annum
b) Salary Escalation Rate	6.50% per annum	6.50% per annum
c) Expected rate of Return on Assets	0%	0%
<b>Demographic Assumptions Used to determine the Defined Benefit</b>		
a) Retirement Age	60	60
b) Mortality Table		IALM (2012-14)
c) Employee Turnover/Attrition Rate		
18 To 30 Years	3%	3%
31 to 44 Years	2%	2%
Above 44 Years	1%	1%

**e. Sensitivity Analysis as at 31<sup>st</sup> March, 2023 :-**

(₹ in Lacs)

Particulars	Gratuity	Leave Encashment
Defined benefit Obligation - Discount Rate+50 Basis points	(5.50)	(1.69)
Defined benefit Obligation - Discount Rate-50 Basis points	6.11	1.85
Defined benefit Obligation – Salary Escalation Rate+50 Basis points	6.13	1.86
Defined benefit Obligation – Salary Escalation Rate-50 Basis points	(5.57)	(1.72)

**f. Expected Cash Flows for coming years as at 31<sup>st</sup> March, 2023 :-**

(₹ in Lacs)

Particulars	Gratuity	Leave Encashment
Within 1 Year	28.43	17.52
1-5 Years	6.16	1.97
Beyond 5 Years	65.36	23.27
<b>Total Expected Payments</b>	<b>99.95</b>	<b>42.76</b>

- g.** The estimates of future salary increase; considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors such as supply and demand in the employment market.

**Expected contribution for the next Annual reporting period.****(₹ in Lacs)**

<b>Particulars</b>	<b>Gratuity</b>	<b>Leave Encashment</b>
Expected Expense for the next annual reporting period	37.09	11.33

**(₹ in Lacs)**

<b>Particulars</b>	<b>Year Ended 31<sup>st</sup> March, 2023</b>		<b>Year Ended 31<sup>st</sup> March, 2022</b>	
	<b>Gratuity</b>	<b>Leave Encashment</b>	<b>Gratuity</b>	<b>Leave Encashment</b>
<b>Experience Adjustment</b>				
(a) Defined Benefit Obligation	99.95	42.76	80.75	27.15
(b) Plan Assets	–	–	–	–
(c) Surplus/(deficits)	(99.95)	(42.76)	(80.75)	(27.15)
(d) Experience Adjustment on Plan Liabilities (loss)/gain	5.05	(6.45)	4.51	(5.61)
(e) Experience Adjustment on Plan Assets (loss)/gain	–	–	–	–

**Description of Risk Exposures:**

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

- A Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- B Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.
- C Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.
- D Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- E Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

**35 Related party transactions****1. List of Related Parties as per Ind As 24****a Key Managerial Personnel**

	<b>Name of Person</b>	<b>Relationship</b>
1	Mr. D. P. Mangal	Executive Chairman
2	Mr. Anand Mangal	Managing Director
3	Mr. Shubh Mangal	Executive Director
4	Mr. V S Bapna	Independent Director
5	Mr. J C Laddha	Independent Director
6	Mr. Anil Shah	Independent Director
7	Ms. Dipali Mathur	Independent Director
8	Mr. D.L.Mundra	Chief Financial Officer
9	Mr. Rajeev Parashar	Company Secretary & Compliance officer

**b. Relatives**

	<b>Name of Person</b>	<b>Relationship</b>
1	Mrs. Kavita Mangal	Wife of Mr. Shubh Mangal

**c. Related Company**

	<b>Name of Company</b>	<b>Relationship</b>
1	Lagnam Infotech Solutions Pvt. Ltd.	Key managerial personal is director in company

**2. Details of Transactions with Key managerial personnel ( ₹ in Lacs)**

<b>Particulars</b>	<b>Year Ended 31<sup>st</sup> March, 2022</b>	<b>Year Ended 31<sup>st</sup> March, 2022</b>
a Rent Paid	<b>12.00</b>	12.00
b Remuneration to Key Managerial Person	<b>201.07</b>	211.00
c Directors sitting fees	<b>3.45</b>	4.13

**3. Details of transaction with Key Managerial Personnel and related company ( ₹ in Lacs)**

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2023</b>	<b>As at 31<sup>st</sup> March, 2022</b>
Personal guarantee of the director and corporate guarantee of M/s Lagnam Infotech Solutions Private Limited against borrowings.	<b>13165.89</b>	11834.46
Personal guarantee of the director against borrowings.	1244.62	–



### 36. Earnings Per Share

The basic and diluted earnings per share have been calculated as per Ind AS-33 by dividing net profit for the year attributable to equity shareholder by the weighted average number of equity share as under:

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share		
A Issued equity shares	<b>17669000</b>	17669000
B Weighted average equity shares outstanding - Basic and Diluted	<b>17669000</b>	17669000
C Net Profit after tax (₹ in Lacs)	<b>976.28</b>	2879.85
Net profit available to equity holders of the Company used in the basic and diluted earnings per equity share (₹ in Lacs)	<b>976.28</b>	2879.85
Basic and Dilutive earning per share (In Rupees)	<b>5.53</b>	16.30

### 37. Expenditure incurred on Corporate Social Responsibility

As per section 135 of Companies Act the company is required to spend in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial year in accordance with its CSR policy

(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
A Gross amount required to be spent by the Company during the year	<b>32.10</b>	9.36
B Amount spent during the year		
i Construction/ acquisition of asset	—	—
ii On purpose other than (i) above –		
(a) COVID-19 Health Care Project (Oxygen Supply System Plant)	—	10.00
(b) COVID-19 Health Care Project (Vaccination programme)	—	5.00
(c) Step against hunger & poverty	<b>1.51</b>	1.01
(d) Computer, Virtual Education & Skill developments	—	7.58
(e) Research and development	<b>0.42</b>	—
(f) Child Education and Woman Empowerment	<b>14.00</b>	—





(₹ in Lacs)

Particulars	Year Ended 31 <sup>st</sup> March, 2023	Year Ended 31 <sup>st</sup> March, 2022
(g) Animals Welfare	1.00	–
(h) Promoting Education	1.00	–
(i) Others	0.31	0.66
(j) Excess incurred in previous year	13.86	–
	<b>32.10</b>	<b>24.25</b>

**38. Contingent Liabilities and Contingent Assets****1. Contingent Liabilities not provided for in respect of:**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>I Guarantees</b>		
a Outstanding bank guarantee	8.01	258.25
<b>II Other contingent liabilities</b>		
a Export Bills Discounted/Collection	3063.43	2901.15
b Income Tax Demand	71.90	71.90
c GST Demand	0.57	–
<b>2 Commitments</b>		
a. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) Rs.13443.98 Lacs (Previous Year Rs.8423.78 Lacs)		
b. The Company has an outstanding export obligation of approx. Rs.19370.05 Lacs (Previous Year Rs. 15247.52 Lacs), in respect of capital goods imported at the concessional rate of duty under Export Promotion Capital Goods Scheme, which is required to be met at different dates on or before 21st March,2029		



## 39. Dividend on Equity Shares

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
i Dividend declared and paid during the year Final dividend Rs 0.50 per fully paid shares i.e. 5%	88.35	88.35
ii Interim Dividend paid Rs 0.50 per fully paid shares i.e. 5%	–	88.35
<b>Total</b>	<b>88.35</b>	<b>176.70</b>
iii Events occurring after the Balance sheet date  The Company's Board of Directors have recommended final dividend of Rs. Nil each equity shares (previous year 5% i.e. 0.50/- each equity share) for the financial year 2022-23.		

## 40. Financial instrument

## Fair value of financial assets and liabilities

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Comparison by class of the carrying amounts and fair value of the Company's financial instruments that are recognised in the financial statements are set out below.

**The carrying value and fair value of financial instruments by categories as of 31<sup>st</sup> March 2023 were as follows:**

Particulars	Amortised Cost	Fair value*	Total carrying value	Total fair value
<b>Assets</b>				
(i) Non current Investments	12.14		12.14	12.14
(ii) Investments	15.00		15.00	15.00
(iii) Trade receivables	2835.80	6.15	2841.95	2841.95
(iv) Cash and cash equivalents	17.30		17.30	17.30
(v) Bank balances other than (iv) above	1.13		1.13	1.13
(vi) Other financial assets	275.92		275.92	275.92
<b>Total</b>	<b>3157.29</b>	<b>6.15</b>	<b>3163.44</b>	<b>3163.44</b>



Particulars	Amortised Cost	Fair value*	Total carrying value	Total fair value
<b>Liabilities</b>				
(i) Non Current Borrowings	9734.27		9734.27	9734.27
(ii) Borrowings	8658.14	-1.83	8656.31	8656.31
(iii) Trade payables				
Total outstanding dues of micro enterprises and small enterprises;	294.26		294.26	294.26
Total outstanding dues of creditors other than micro enterprises and small enterprises;	101.32		101.32	101.32
(iv) Other financial liabilities	816.96		816.96	816.96
<b>Total</b>	<b>19604.95</b>	<b>-1.83</b>	<b>19603.12</b>	<b>19603.12</b>

\* Amount carried at forward contract rate / prevailing exchange rate at year end

**The carrying value and fair value of financial instruments by categories as of 1<sup>st</sup> April 2022 were as follows:**  
(₹ in Lacs)

Particulars	Amortised Cost	Fair value*	Total carrying value	Total fair value
<b>Assets</b>				
(i) Non current Investments	10.09		10.09	10.09
(ii) Investments	26.20		26.20	26.20
(iii) Trade receivables	4014.56	15.68	4030.24	4030.24
(iv) Cash and cash equivalents	394.24		394.24	394.24
(v) Bank balances other than (iv) above	0.59		0.59	0.59
(vi) Other financial assets	238.86		238.86	238.86
<b>Total</b>	<b>4684.54</b>	<b>15.68</b>	<b>4700.22</b>	<b>4700.22</b>



Particulars	Amortised Cost	Fair value*	Total carrying value	Total fair value
<b>Liabilities</b>				
(i) Non Current Borrowings	10862.17		10862.17	10862.17
(ii) Borrowings	5466.41	29.89	5496.30	5496.30
(iii) Trade payables				
Total outstanding dues of micro enterprises and small enterprises;	117.34		117.34	117.34
Total outstanding dues of creditors other than micro enterprises and small enterprises;	40.40		40.40	40.40
(iv) Other financial liabilities	816.78		816.78	816.78
<b>Total</b>	<b>17303.10</b>	<b>29.89</b>	<b>17332.99</b>	<b>17332.99</b>

\* Amount carried at forward contract rate / prevailing exchange rate at year end

The fair value hierarchy is based on inputs to valuation techniques that are use to measure fair value that are either observable or unobservable and consists of the following three levels :

Level 1: Quoted prices in active markets for identical assets and liabilities

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs. This includes the assets and liabilities carried at forward contract rates / prevailing exchange rate at year end and assets carried at present value using appropriate discounting rate

Level 3: Inputs which are not based on observable market data.

#### **41. Financial risk management Objectives and Policies**

##### **i Capital Management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitors the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company monitors capital using a gearing ratio, which is calculated by dividing Net Debt from the Equity. The Company includes within Net Debt, interest bearing loans and borrowings less cash and cash equivalents and under Equity, the Equity Share Capital plus other Equity is considered.



(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Gross Debts	18390.58	16358.47
Less: Cash and cash equivalents	17.30	394.24
Net Debt	18373.28	15964.23
Equity	9428.84	8536.31
Gearing ratio	1.95	1.87

## ii Financial Risk Management

The Company's Financial Risk Management is an integral part of how to plan and execute its business strategies. The Company's financial risk management is set by the Managing Board.

Company is exposed to following risk from the use of its financial instrument:

- a. Credit Risk
- b. Liquidity Risk
- c. Market Risk

### a. Credit Risk

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. The Company categories a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. 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 in profit or loss.

#### Provision for Expected Credit or Loss

##### i Financial assets for which loss allowance is measured using 12 month expected credit losses

The Company has assets where the counter-parties have sufficient capacity to meet the obligations and where the risk of default is very low. Accordingly, no loss allowance for impairment has been recognised.

##### ii Financial assets for which loss allowance is measured using life time expected credit losses

The Company provides loss allowance on trade receivables using life time expected credit loss and as per simplified approach.

### b. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's finance department is responsible for liquidity, funding





as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payment:

(₹ in Lacs)

Particulars	Less than 1 year	Above 1 year	Total
<b>As at 31st March 2023</b>			
Non Current Borrowings	2647.84	9734.27	12382.11
Current Borrowings	6008.47	–	6008.47
Trade payables	395.58	–	395.58
Other financial liabilities	816.96	–	816.96
<b>Total</b>	<b>9868.85</b>	<b>9734.27</b>	<b>19603.12</b>
<b>As at 31<sup>st</sup> March, 2022</b>			
Non Current Borrowings	2139.13	10862.17	13001.30
Current Borrowings	3357.17	–	3357.17
Trade payables	157.74	–	157.74
Other financial liabilities	816.78	–	816.78
<b>Total</b>	<b>6470.82</b>	<b>10862.17</b>	<b>17332.99</b>

**c. Market Risk**

Considering the Company's existing foothold/experience in the Textile sector, established & diversified client base, association with various international/domestic agents, it's competent sales team and an established marketing setup in India and International Market, it does not foresee any problem in marketing its production. "Market Risk is the risk of loss of future earnings, fair values of 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 exchanges rates, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, and other market changes. The Company manages market risk through a finance department, which evaluates and exercises independent control over the entire process of market risk management. The finance department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies".

**i. Interest Rate Risk**

It is the risk where changes in market interest rates might adversely affect the Company's financial condition. The short term/immediate impact of changes in interest rates are on the Company's net interest income/expenses. On a longer term, change in interest rate



impact the cash flows on the assets, liabilities and off-balance sheet items, giving rise to a risk to the net worth of the Company arising out of all reprising mismatches and other interest rate sensitive positions. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rate. In order to optimise the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows.

Detail of financial instrument bearing interest rate risk

At the reporting date the interest rate profile of the Company's interest bearing financial instrument is at its fair value.

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Variable rate instruments</b>		
Long Term Borrowings (Including Current Maturities of Long Term Debts)	<b>12382.11</b>	13001.30
Short Term Borrowings	<b>6008.47</b>	3357.17
<b>Total</b>	<b>18390.58</b>	16358.47

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows: (₹ in Lacs)

Particulars	Effect on profit before tax	
	Decrease by 50 basis point	Increase by 50 basis point
<b>As at 31<sup>st</sup> March 2023</b>		
Long Term Borrowings (Including Current Maturities of Long Term Debts)	61.91	(61.91)
Short Term Borrowings	30.04	(30.04)
	<b>91.95</b>	<b>(91.95)</b>
<b>As at 31<sup>st</sup> March 2022</b>		
Long Term Borrowings (Including Current Maturities of Long Term Debts)	65.01	(65.01)
Short Term Borrowings	16.79	(16.79)
	<b>81.79</b>	<b>(81.79)</b>

**ii. Foreign Exchange Risk**

- a. The Company hedges its export realizations and import payables through Foreign Exchange Hedge Contracts in the normal course of business so as to reduce the risk of exchange fluctuations. No Foreign Exchange Hedge Contracts are taken /used for trading or speculative purpose.
- b. The Company has no forward contract exposure (previous year Rs. Nil) outstanding as on balance sheet date.
- d. The movement in OCI during the year ended 31.03.2023 for forward contract designated as cash flow hedge is as follows:

(₹ in Lacs)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
Balance at the beginning of the year	–	(1.47)
Additions on account of Changes in the fair value of effective portion cash flow hedge	–	1.47
Balance at the end of the year	–	–

The Following significant exchange rates have been applied at year end:-

Spot rate (INR)	31 <sup>st</sup> March, 2023	31 <sup>st</sup> March, 2022
USD	82.17	75.71

**Sensitivity Analysis**

The Company has no forward contract exposure (previous year Rs. Nil) outstanding as on balance sheet date.

**42. Operating Segments**

The Company's operation predominantly relates to textiles. Hence primary reportable segment is textile only. Further the geographical segment have been considered as secondary segment and bifurcated into Domestic & Export segments.

**A Geographical Segment**

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Segment Revenue</b>		
Within India (Domestic Sales)	16901.70	14719.87
Outside India (Exports - Including Export Incentives)	13564.23	20124.27
Total	30465.93	34844.14
<b>Segment Assets (Based on location of the assets)</b>		
Within India	1943.23	2419.09
Outside India	898.72	1611.15
Total	2841.95	4030.24
Capital Expenditure incurred during the year	2538.29	260.30

**B There are no non-current assets outside India.****43. Details Of Unclaimed Dividend**

The year wise details of Unclaimed dividend lying in separate bank account is as under

(₹ in Lacs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Year 2020-21	0.22	0.22
Year 2021-22 (Interim)	0.43	0.37
Year 2021-22	0.48	–
Total	1.13	0.59

**44 Additional regulatory informations**

- During the year the company has taken term loan of Rs.1244.62 lacs for Ring Spinning Expansion Project of 41472 spindles and term loan of Rs.252.00 lacs under GECL scheme for its working capital requirement. The same has been utilized for the same purpose only.
- The Company has borrowings of Rs. 6008.47 lacs from banks on the basis of security of current assets. All the quarterly returns or statements of current assets filed by the company during the year with banks are in agreement with books of accounts.
- The Company has not been declared willful defaulter by any banks or other lender during the year.



## e Ratios

		As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022	Variance
Current Ratio	Current assets / Current liabilities	1.35	1.91	-29%
Debt-Equity Ratio,	Total debt / Shareholders Equity	1.95	1.92	2%
Debt Service Coverage Ratio,	Earnings available for debt service / debt service	0.79	1.39	-43%
Return on Equity Ratio,	Profit after tax / Shareholders Equity	10.35	33.74	-69%
Inventory turnover ratio,	Turnover / average inventory	4.33	7.19	-40%
Trade Receivables turnover ratio	Turnover / Average Receivable	8.87	9.26	-4%
Trade payables turnover ratio,	Total Purchases / Average Payable	92.23	78.80	17%
Net capital turnover ratio,	Turnover / Working capital	8.72	5.83	50%
Net profit ratio	PAT/ Turnover	3.20	8.26	-61%
Return on Capital employed,	PBIT / Capital Employed	7.98	19.16	-58%
Return on investment.		N.A.	N.A.	-

The explanations for the ratios having movement more than 25% are as follows:

- Current Ratio** – The deployment of accumulated profits has been used for the expansion project during the year therefore the ratio has changed.
- Debt Service Coverage Ratio** – Due to Russia-Ukraine war, higher cotton prices, global slowdown & high Inflation rate resulted in low demand in the market due to which the margins were lower during the year but the company has repaid all it's obligation well in time.
- Return on Equity Ratio** – Due to Lower profitability the ROE has reduced.
- Inventory Turnover Ratio** – Exports of the company affected by Russia Ukraine war & international disturbances during the year, therefore average inventory level has gone up.
- Net Capital Turnover Ratio** – Due to better management of working capital the net capital turnover ratio has improved.
- Net Profit Ratio** – Due to higher raw material prices and lower demand in the export & domestic market, margins were lower during the year therefore the net profit ratio has reduced.
- Return on Capital Employed** – Due to deployment of funds in the ongoing expansion project and lower profitability during the year the capital employed has increased, therefore the ROCE has gone down.





- e The company has not advanced for loaned or invested funds to any other person or entity including foreign entity during the year with the understanding that the intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner what so ever by or on behalf of the company (ultimate beneficiaries) or provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- f The company has not received any fund from any person or entity including foreign entity (funding party) during the year with the understanding that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner what so ever by or on behalf of the funding party (ultimate beneficiaries) or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- g The Company has not surrendered or disclosed any transaction not recorded in the books of accounts as income during the year in the tax assessment under the Income Tax Act, 1961.
- h The company has not made any transaction in crypto currency or virtual currency during the year.

As per our report of even date

**For SSMS & Associates**

*Chartered Accountants*

Firm Reg. No. 019351C

For and on behalf of the Board

**Satish Somani**

(Partner)

Membership No.076241

**D. P. Mangal**

(Executive Chairman)

(DIN: 01205208)

**Anand Mangal**

(Managing Director)

(DIN: 03113542)

Place : Bhilwara

Date : 20<sup>th</sup> May, 2023

UDIN: 23076241BGZAV6927

**Rajeev Parashar**

(Company Secretary)

**D. L. Mundra**

(Chief Financial Officer)

## Visit of Our Distinguished Guest



**Sh. Ashish Pandey- ED, Bank of Maharashtra**

**Sh. R. K. Bajpai- GM, Punjab National Bank**



**Discussion with Members of Consortium Bank**



**Sh. Ravinder Singh-FGM, Indian Bank**

**Sh. K. K. Choudhary- GM, Bank of Baroda**



## Glimpse of the Sports Tournament





## Recreation of Employees



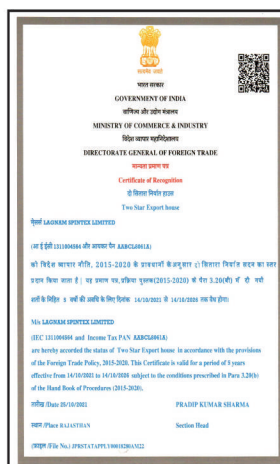
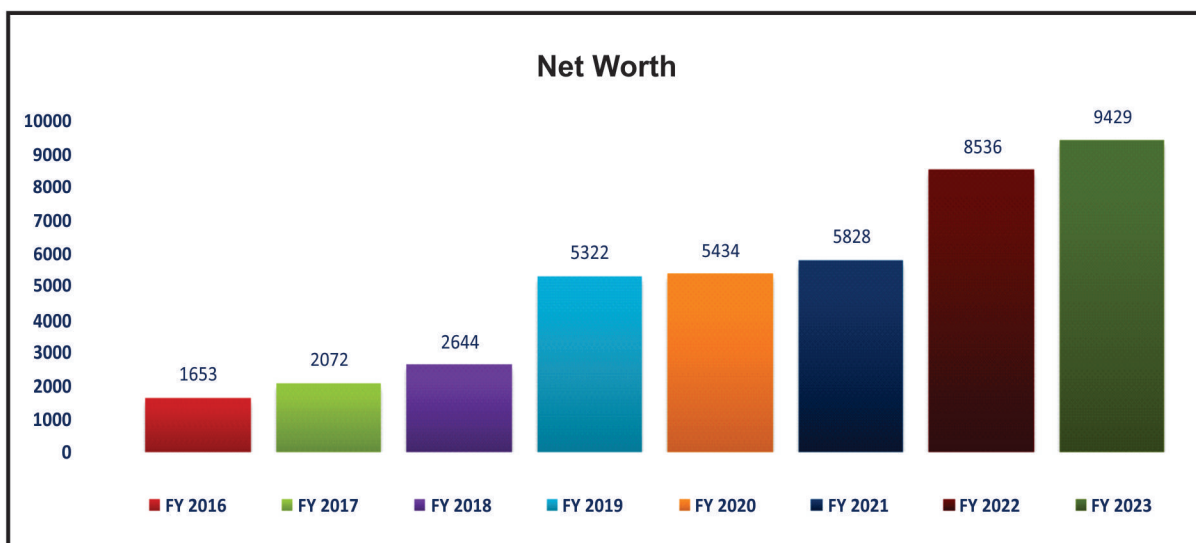
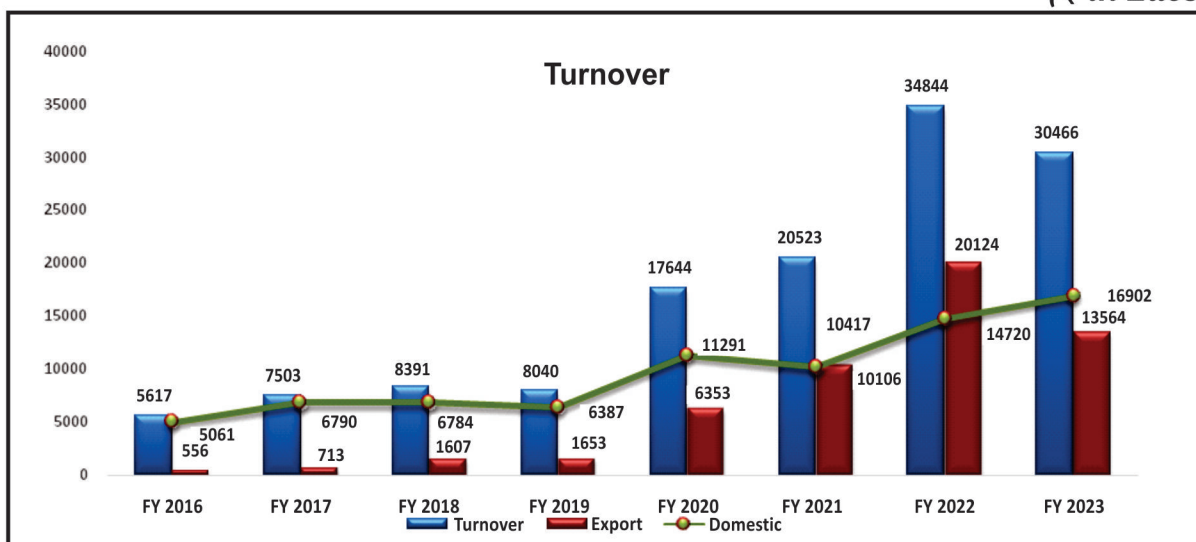


## Progress on the Expansion Project of 41472 Spindles





(₹ in Lacs)



# **LAGNAM SPINTEX LIMITED**

(CIN: L17119RJ2010PLC032089)

## **Registered Office**

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