

CIN No : L17297HR1998PLC034043

Aggarsain Spinners Limited



The Head-Listing & Compliance
Metropolitan Stock Exchange of India Ltd.
205(A), 2nd Floor, Piramal Agastya
Corporate Park, Kamani Junction
LBS Road, Kurla (West), Mumbai- 400070

Date: 27/08/2022

Symbol: AGGARSAIN
Series: BE

SUB: SUBMISSION OF ANNUAL REPORT FOR THE FY 2021-2022

Dear Sir,

In terms of provisions of the SEBI (LODR) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year ended 31st March 2022. The ensuing Annual General Meeting of the Company shall be held on 21st September, 2022.

Pursuant to Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, this is to inform that the Register of Members and Share transfer books of the Company will remain closed from Thursday, September 15, 2022 to Wednesday, September 21, 2022 (Both days Inclusive).

This is for your information and record please.

Thanking you,
For Aggarsain Spinners Limited

Sunny Garg
Managing Director & Compliance officer
DIN: 02000004
Address: House No. 43, Sector-07, Panchkula-134109

AGGARSAIN SPINNERS LIMITED



29th
**ANNUAL
REPORT**

2021-22





CONTENT

CORPORATE INFORMATION	2
NOTICE OF 29th AGM	3
BOARDS' REPORT	32
INDEPENDENT AUDITORS' REPORT	56
BALANCE SHEET	65
STATEMENT OF PROFIT & LOSS	67
CASH FLOW STATEMENT	68
ACCOUNTING POLICY & NOTES TO FINANCIAL STATEMENT	70
ROUTE MAP	100



CORPORATE INFORMATION

Board of Directors

Ramesh Kumar	Chairman
Sunny Garg	Managing Director
Ajay Garg	Wholetime Director & CFO
Sunita Rani	Director
Ashok Goel	Independent Director
Suresh Kumar	Independent Director
Jagdish Rai Kansal	Independent Director

Statutory Auditor

Krishan Rakesh & Co.
Chartered Accountants
143, Kohat Enclave, 2nd
Floor, Pitampura, Delhi-110034
(Firm Regt No. 009088N)

Internal Auditor

Mr. Arvind Goel
Chartered Accountant
1652/8, Vishnu Colony
Railway Road
Kurukshetra-136118

Secretarial Auditor

Vikram Grover & Company
Practicing Company Secretaries
5H/11, NIT Faridabad, Haryana-121001

Bankers

Bank of Maharashtra

SCO, 39, Sector-11, Panchkula-134112

State Bank of India

SCO 236, Sector-20, Panchkula-134116

Registered Office

2nd Floor, SCO 404, Sector-20
Panchkula-134116
Tele: - +91-172-4644777, 4644666
Email: aggarsainspinners@gmail.com
Website: www.aggarsainspinners.com

Corporate Identity Number:

L17297HR1998PLC034043

Registrars and Share Transfer Agents

Beetal Financial and Computer Services Pvt. Ltd.
Beetal House, 3rd Floor, 99 Madangir
Behind Local Shipping Centre, New Delhi-110024
Website: www.beetalfinancial.com



NOTICE OF TWENTY NINTH (29th) ANNUAL GENERAL MEETING
(AGM)

Notice is hereby given that the 29th Annual General Meeting of Aggarsain Spinners Limited (“the Company”) will be held on Wednesday, the 21st day of September, 2022 at 11.00 A.M. (IST) at Hotel Shiraz, Sector-10, Opp. Main Bus Stand, Panchkula-134113 to transact the following businesses:

ORDINARY BUSINESS:

1. To Receive, Consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2022 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement and the Report of Board of Directors and Auditors thereon.
2. To appoint a director in place of Sh. Ramesh Kumar (DIN No. 01037508), Director who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

Appointment of M/s Krishan Rakesh & Co., Chartered Accountant (FRN: 009088N) as Statutory Auditor to fill Casual Vacancy.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Krishan Rakesh & Co.,(FRN: 009088N) be and is hereby appointed as Statutory Auditor of the Company, to fill the casual vacancy arising out of resignation of M/s. Navdeep Mittal & Associates, Chartered Accountants (FirmRegistration No. 019229N).

RESOLVED FURTHER THAT M/s. Krishan Rakesh & Co, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office until the conclusion of the this 29th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors.”

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

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



Appointment of M/s Krishan Rakesh & Co, as Statutory Auditor.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s. Krishan Rakesh & Co., Chartered Accountant (FRN: 009088N) be and are hereby appointed as Statutory Auditor of the Company to hold office for a period of 5(five) consecutive years from the conclusion of the this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting, on a yearly remuneration of Rs. 21,00,000/- plus applicable taxes, out-of-pocket expenses and other expenses, in connection with the work of audit to be carried out by them, as may be mutually agreed between the Company and the said Statutory Auditor, and as may be further approved by the Board of Directors from time to time, with power to the Board of Directors, to alter and vary the terms and conditions of appointment, etc., in such manner and to such extent as may be mutually agreed with the Statutory Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to aforesaid resolution.”

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

Re-Appointment of Mr. Sunny Garg as Managing Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in this regard, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sunny Garg (DIN: 02000004) as Managing Director of the Company for a period of three years w.e.f. 01st December 2022 to 30th November 2025 on the terms mentioned below:

1) Remuneration:

- I.** Basic Salary: upto a maximum of Rs. 3,50,000/- per month.
 - II.** Perquisites & Allowances: No perquisites and allowances shall be payable.
 - III.** Commission: No Commission shall be payable.
- 2) Mr. Sunny Garg shall perform his functions under direct control and superintendence of the Board of Directors.
 - 3) Mr. Sunny Garg shall have such powers, duties and responsibilities as may be determined by the Board of Directors from time to time.



RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 read with Schedule V to the Act and any other applicable provisions of the Act and the rules made thereunder, the consent of the Members of the Company be and is hereby specifically accorded, for payment of annual remuneration to Mr. Sunny Garg, as per the Resolution even if such remuneration is in excess of 5% of the Net Profits of the Company for any financial year, as prescribed under Section 197, 198 or limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Sunny Garg (DIN: 02000004) as Managing Director of the Company, the remuneration payable to him shall be in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, as amended from time to time subject to the compliance of provisions thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution.”

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

Re-Appointment of Mr. Ajay Garg as Whole time Director & CFO of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors in this regard, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ajay Garg (DIN: 07613769) as Whole time Director & CFO (KMP) of the Company for a period of three years w.e.f. 21st December 2022 to 20th December 2025 on the terms mentioned below:

Remuneration:

- I. Basic Salary: upto a maximum of Rs. 3,50,000/- per month.
- II. Perquisites & Allowances: No perquisites and allowances shall be payable.
- III. Commission: No Commission shall be payable.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 read with Schedule V to the Act and any other applicable provisions of the Act and the rules made thereunder, the consent of the Members of the Company be and is hereby specifically accorded, for payment of annual remuneration to Mr. Ajay Garg as Whole time Director, as per the Resolution even if such remuneration is in excess of 5% of the Net Profits of the Company for any financial year, as prescribed under Section 197, 198 or limits specified in Schedule V to the Act.



AGGARSAIN SPINNERS LIMITED

CIN - L17297HR1998PLC034043

RESOLVED FURTHER THAT notwithstanding to the above, in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Ajay Garg (DIN: 07613769) as Whole time Director of the Company, the remuneration payable to him shall be in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, as amended from time to time subject to the compliance of provisions thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, as may be required, to give effect to this resolution.”

For AGGARSAIN SPINNERS LIMITED

PLACE: Panchkula

DATE: 22-08-2022

Sd/-

RAMESH KUMAR

CHAIRMAN

DIN: 01037508



NOTES: -

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 - A. A blank Proxy Form (MGT-11) is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
 - B. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.
2. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
3. Duplicate attendance slip shall not be issued at the Annual General Meeting venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the Annual General Meeting.
4. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
5. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
6. The relevant details as require under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 read with clause 1.2.5. of Secretarial Standard II of the person seeking re-appointment as Directors/under item no. 2, 5 & 6 and directors whose remuneration terms to be fixed/decided under item no. 5 & 6 of the notice is annexed to this Notice.
7. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the Annual General Meeting. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Registered Office of the Company.



8. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company at the Registered Office address.
9. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at the Registered Office address for the attention of Mr. Sunny Garg, Compliance Officer, at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. Electronic copy of the Annual Report and Notice of the 29th Annual General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 29th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode. Members may further note that the said documents will also be available on the website of the Company www.aggarsainspinners.com for download. Physical Copies of the aforesaid documents will also be available at the registered office of the Company for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's Email Id- aggarsainspinners@gmail.com.
12. Members holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Members can contact the Company or RTA for further assistance.
13. All the documents referred to in the accompanying notice and Register of Directors and Key Managerial Personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Sundays, between 11:00 A.M. to 01:00 P.M. upto the date of AGM and also at the venue of AGM.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any members as soon as possible. Members are also advised to not leave their demat account(s) dormant for long period. Periodic Statement of holding should be obtained from the concerned depository participant and holdings should be verified from time to time.
15. The route map along with prominent land mark for easy location of the 29th Annual General Meeting venue is printed on the last page of the Annual Report.



16. No gifts or Coupons shall be distributed at the Annual General Meeting or in connection with the Meeting.
17. Members are request to register their email- address(es) and changes in their particulars like change in address from time to time with Beetal Financial and Computer Services Private Limited, Registrar and Share Transfer Agent for shares held in physical form and with their respective Depository Participants for the shares held in dematerialized from.
18. For security reasons, no article/baggage will be allowed at the Venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the Venue of the meeting.
19. The Register of members and transfer books of the Company will be closed from Thursday 15th September, 2022 to Wednesday 21st September, 2022, both days inclusive.
20. In terms of provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notice/documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address(es) for receiving Balance Sheet, Annual Report etc. will be sent the physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013.
21. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to special businesses as set out in the Notice is annexed and forms part of this Notice.

CUT-OFF DATE:

- a) This Notice is being sent to all the members whose name appears as on 19th August, 2022 in the Register of members as received from M/S Beetal Financial and Computer Services Private Limited, the Registrar and Share Transfer Agent (RTA).
- b) A Person whose name is recorded in the Register of Members maintained by the depositories as on 14th September, 2022 (the cut-off date) only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot papers. The voting rights shall be in proportion to the paid up share capital as on Cut-off date.
- c) A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

BOOK CLOSURE:

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules made thereunder and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share transfer books of the Company will remain closed from Thursday, September 15, 2022 to Wednesday, September 21, 2022 (Both Days Inclusive).



VOTING BY MEMBERS:

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- a) At the venue of AGM, voting shall be done through ballot papers and the members attending the AGM who have not casted their vote by Remote E-voting shall be entitled to caste their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
- b) A member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a member caste vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as Invalid.

VOTING THROUGH ELECTRONIC MEANS:

The instructions for shareholders voting electronically are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The remote e-voting period begins on 18th September, 2022 at 10:00 A.M. and ends on 20th September, 2022 at 05:00 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. 14th September, 2022, 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 14th September, 2022.

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 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">Existing IDeAS user can visit the e-Services website of NSDL Viz.https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.

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

**B) Login Method for e-Voting 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/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 121201 then user ID is _____ ***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 csabhisheksharma01@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Soni Singh at 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 (aggarsainspinners@gmail.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 (aggarsainspinners@gmail.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

E-VOTING PERIOD:-

The Remote E-voting facility will be available during the following period:

Commencement of E-Voting	From 10:00 A.M. (IST) on Sunday, September 18 th , 2022
End of Remote	Upto 5:00 P.M. (IST) on Tuesday, September 20 th , 2022

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be displayed by NSDL upon expiry of the aforesaid period.

User ID and Password for the Members who became Members after the dispatch of AGM Notice:

Any Person, who acquires shares of the Company and become a member of the Company after dispatch of Notice and holding shares as in the Cut-off date i.e. Wednesday, September 14, 2022, may obtain the login ID and Password by sending a request at evoting@nsdl.co.in or Registrar and Share transfer Agent.



VOTING THROUGH BALLOT PAPER:

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of AGM on the date of AGM. **Voting at the venue of AGM shall be done through Ballot Papers** and Members attending the AGM Shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot papers. The Ballot papers will be issued to the Shareholders/proxyholders/Authorized representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (“”) against {FOR} or {AGAINST} as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

Please note that the members who have casted their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to casted their vote again.

SCRUTINIZER:

- a) Mr. Abhishek Sharma, Practicing Company Secretary (C.P. No. 19453 and ACS No. 52653) has been appointed as the Scrutinizer for providing facility to members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- b) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Papers” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- c) The Scrutinizer shall after the conclusion of the meeting, will first count the votes cast at the meeting 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, and shall make, not later than two(2) working days from the conclusion of the meeting, a consolidated scrutinizer report of the total vote casted in the favour or against, if any, to the Chairman or person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- d) The results declared along with the report of Scrutinizer shall will be placed on the website of the Company at www.aggarsainspinners.com and on the website of NSDL immediately after the declaration of result by the chairman or a person authorized by him in writing. The result shall also be immediately forwarded to Metropolitan Stock Exchange of India Limited (MSEI) Mumbai.

DECLARATION OF RESULTS:

The result of voting (remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than Two(2)working days from the conclusion of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the report of Scrutinizer shall be placed on the website of the Company i.e. www.aggarsainspinners.com and on the website of NSDL i.e. www.evoting.nsdl.com immediately after the result is declared and simultaneously communicated to MSEI.



AGGARSAIN SPINNERS LIMITED

CIN - L17297HR1998PLC034043

NOMINATION:

Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA.

For AGGARSAIN SPINNERS LIMITED

PLACE: Panchkula

DATE: 22-08-2022

Sd/-

RAMESH KUMAR

CHAIRMAN

DIN: 01037508



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

Item No. 3 & 4

M/s Navdeep Mittal & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company at the AGM held on September 29, 2017 to hold office up to the Annual General Meeting to be held in year 2022. However, they tendered resignation on May 25, 2022 stating their disqualification to provide Audit Report for the quarter and year ended March 31, 2022 as their validity of Peer Review has been lapsed and not being renewed and therefore would not be in a position to conduct audit and provide audit report for the quarter and financial year ended March 2022.”

The remuneration of M/s. Navdeep Mittal & Associates., for conducting the audit for the financial year 2021-2022, was Rs. 29500/- exclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, the Board of Directors on recommendation of Audit Committee and subject to approval of members, appointed M/s. Krishan Rakesh & Co, Chartered Accountants, Mumbai (FRN: 009088N) as Statutory Auditor of the Company to fill the casual vacancy arising out of resignation of M/s Navdeep Mittal & Associates, Chartered Accountants, (Firm Registration No. 019229N) and to hold office till the conclusion of this AGM.

Further, The Board of Directors on the recommendation of Audit Committee, recommended the appointment of M/s Krishan Rakesh & Co, Chartered Accountant (FRN: 009088N) as Statutory Auditor of the Company for a period of 5 years commencing from the Conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company.

On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of the proposed Auditor as set out in the Resolution to Item no. 4 relating to their appointment. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Auditor during their association with the Company.

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

M/s. Krishan Rakesh & Co, was founded in year 1989. Registered address of the firm is in Delhi. The firm has earned recognition, reputation and respect of their clients, who trust and rely on them for their



expertise and professionalism. The firm has a well-qualified team of finance and accounting professionals who has diversified experience across industries.

M/s Krishan Rakesh & Co., Chartered Accountant has given consent to act as Statutory Auditor of the Company, and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 &4 of the Notice.

The Board recommends the Ordinary Resolutions set out at Item No. 3&4 of the Notice for approval by the Members.

Item No. 5

Mr. Sunny Garg (DIN: 02000004) was appointed as the Managing Director of the Company, for a period of five years from December 01, 2017 to November 30, 2022, by the of the Board of Directors of the Company in their meeting held on 01st December, 2017

As the aforesaid tenure going to be ends on November 30, 2022, the reappointment of Mr. Sunny Garg as the Managing Director of the Company, for a period of three years with effect from December 01, 2022 to November 30, 2025, was approved by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in their Meeting held on August 22, 2022.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2010 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

Considering his eminence, seniority, expertise, vast experience in his field and outstanding contribution to the prosperity of the Company, the Board considers that the reappointment of Mr. Sunny Garg would be of immense benefit to the Company. Thus, the approval of Members is hereby sought by way of Special Resolution, for his reappointment as the Managing Director of the Company for the period of three years with effect from December 01, 2017 to November 30, 2022.

The approval of Members is also being sought, by way of Special Resolution, for payment of annual remuneration to Mr. Sunny Garg, by way of salary, perquisites and other benefits, excluding Performance Bonus/Commission, as Minimum Remuneration, notwithstanding that such remuneration may exceed 5% of the Net Profit as prescribed under Section 197 or limits specified in Schedule V to the Act.

Further as per the provisions of Section 197(3) of the Companies Act, 2013 subject to the provisions of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate,



the company shall not pay to its Directors, including any managing or whole time director or manager, by way of remuneration any sum exclusive of any fees payable to Directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V and the conditions specified in Schedule V shall be complied with accordingly.

Further as per Section II of Part II of Schedule V of the Companies Act, 2013, an Ordinary or a Special Resolution shall be passed for payment of remuneration in terms of the Provisions of Schedule V of the Companies Act, 2013 in the case of loss or inadequate profit in a financial year during the currency of tenure of Mr. Sunny Garg as Managing Director.

Therefore, approval of members is also being sought by way of Special Resolution, to pay the remuneration to Mr. Sunny Garg as Managing Director in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, In case the Company has no profits or inadequate profits therein.

The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

During the financial year 2021-2022, Eleven (11) meetings of the Board of Directors has been attended by Mr. Sunny Garg, Managing Director.

As on 31st March, 2022, He was not holding any shareholding in the Company.

Mr. Sunny Garg is the members of Audit Committee and Stakeholder Relationship Committee of the Company.

Mr. Sunny Garg is Director in following other Companies:-

1. Fortune Multitech Private Limited
2. RSA Energy Private Limited

**I. GENERAL INFORMATION**

- (1) Nature of Industry: Textile Industry
(2) Date of commencement of commercial production/Activity: 05.11.1993

The Company was incorporated and commenced its business on November 05, 1993 and is an existing operating Company.

- (3) Financial performance based on given indicators:

Financial year ended	31-Mar-22	31-Mar-21	31-Mar-20
	(Audited)	(Audited)	(Audited)
Total Income	6,84,63,862.65	17,97,28,774.93	557,644,514.64
Total Expenditure	6,71,80,928.02	17,45,21,086.18	545,215,032.46
Net Profit / (Loss) before tax	12,82,934.63	52,07,688.77	12,429,482.19
Exceptional expenses			-
Less: Provision for Taxes			
- Income Tax	1,19,450.00	11,25,691	3,351,558
- Deferred Tax (Credit) / Charge	1,41,630.00	2,45,791	-
- Wealth Tax	-	-	-
- Earlier year's tax	-	-	-
- MAT Credit utilization/ Entitlement	-	-	-
Net Profit/ (Loss) after tax	10,21,854.63	38,36,206.77	9,077,924.19
Paid-up Share Capital	35,034,000	35,034,000	35,034,000
Foreign Exchange Earning	NIL	Nil	Nil
Foreign Exchange Expenditure	NIL	Nil	Nil
Net Foreign Exchange	NIL	Nil	Nil

- (4) Foreign Investments or collaborations: NIL

II. INFORMATION ABOUT THE APPOINTEE:

- (1) Background details :

Name of Director	Mr. Sunny Garg
Date of birth	10.01.1990
Date of re-appointment	22.08.2022
Qualification	MBA
No. of shares held in the Company	Nil

- (2) **Recognition or awards:**

Mr Sunny Garg has been associated with various industries like Textile and Real Estate activities. Mr Sunny Garg has total experience of more than 10 years, as are dedicated in textile industry. He has been extremely passionate about the role that the textile can play in the progress of India.



(3) Past remuneration: Rs. 42,00,000/- in financial year 2021-22.

(4) Job profile and his suitability:

Mr. Sunny Garg has experience of management of all aspects in an organisation. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr. Sunny Garg is best suited for the position wherein, he is exclusively handling Sales & Marketing and Project Planning related activities & responsibilities of the Company.

(5) Remuneration proposed: - Rs. 3,50,000/- per month.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Sunny Garg, the remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Sunny Garg is promoter and relative of Mr. Ramesh Kumar, Director and Mr. Ajay Garg, Directors of the Company holding managerial position in the Company.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

As per the audited Profit & Loss Account of the Company for financial year 2021-2022, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate during the currency of tenure of Mr. Sunny Garg as Managing Director of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

(3) Expected increase in productivity and profits in measurable terms:

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company.

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Sunny Garg has also been approved by the Nomination and Remuneration Committee of the Board.



Except Mr. Sunny Garg, himself and Mr. Ramesh Kumar, his father, Mr. Ajay Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution Notice except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of this resolution as Special Resolution by Members.

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 01:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.

Item No. 6

Mr. Ajay Garg (DIN: 07613769) was appointed as the Whole time Director & CFO of the Company, for a period of five years from December 21, 2017 to December 20, 2022, by the of the Board of Directors of the Company in their meeting held on 21st December, 2017.

As the aforesaid tenure going to be ends on December 20, 2022, the reappointment of Mr. Ajay Garg as the Whole time Director & CFO (KMP) of the Company, for a period of three years with effect from December 21, 2022 to December 20, 2025, was approved by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in their Meeting held on August 22, 2022.

He has done Masters in Business Administration. He has been affiliated with the Company as a member of the Board of Directors since 2017 and from then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has sustained a growth pattern and achieved success in creating a brand image in the textile industry. He has wholesome exposure on all aspects of business of the Company along with senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

Considering his eminence, seniority, expertise, vast experience in his field and outstanding contribution to the prosperity of the Company, the Board considers that the reappointment of Mr. Ajay Garg would be of immense benefit to the Company. Thus, the approval of Members is hereby sought by way of Special Resolution, for his reappointment as the Whole time Director & CFO (KMP) of the Company for the period of three years with effect from December 21, 2022 to December 20, 2025.

The approval of Members is also being sought, by way of Special Resolution, for payment of annual remuneration to Mr. Ajay Garg, by way of salary, perquisites and other benefits, excluding Performance Bonus/Commission, as Minimum Remuneration, notwithstanding that such remuneration may exceed 5% of the Net Profit as prescribed under Section 197 or limits specified in Schedule V to the Act.

Further as per the provisions of Section 197(3) of the Companies Act, 2013 subject to the provisions



of Schedule V, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its Directors, including any managing or whole time director or manager, by way of remuneration any sum exclusive of any fees payable to Directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V and the conditions specified in Schedule V shall be complied with accordingly.

Further as per Section II of Part II of Schedule V of the Companies Act, 2013, an Ordinary or a Special Resolution shall be passed for payment of remuneration in terms of the Provisions of Schedule V of the Companies Act, 2013 in the case of loss or inadequate profit in a financial year during the currency of tenure of Mr. Ajay Garg as Whole time Director.

Therefore, approval of members is also being sought by way of Special Resolution, to pay the remuneration to Mr. Ajay Garg as Whole time Director in accordance and within the limits prescribed in Schedule V read with Section 197 of the Companies Act, 2013, In case the Company has no profits or inadequate profits therein.

The information required pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 are as under:

I. GENERAL INFORMATION

(1) Nature of Industry: Textile Industry

(2) Date of commencement of commercial production/Activity: 05.11.1993

The Company was incorporated and commenced its business on November 05, 1993 and is an existing operating Company.

**(3) Financial performance based on given indicators:**

Financial year ended	31-Mar-22 (Audited)	31-Mar-21 (Audited)	31-Mar-20 (Audited)
Total Income	6,84,63,862.65	17,97,28,774.93	557,644,514.64
Total Expenditure	6,71,80,928.02	17,45,21,086.18	545,215,032.46
Net Profit / (Loss) before tax	12,82,934.63	52,07,688.77	12,429,482.19
Exceptional expenses			-
Less: Provision for Taxes			
- Income Tax	1,19,450.00	11,25,691	3,351,558
- Deferred Tax (Credit) / Charge	1,41,630.00	2,45,791	-
- Wealth Tax	-	-	-
- Earlier year's tax	-	-	-
- MAT Credit utilization/ Entitlement	-	-	-
Net Profit/ (Loss) after tax	10,21,854.63	38,36,206.77	9,077,924.19
Paid-up Share Capital	35,034,000	35,034,000	35,034,000
Foreign Exchange Earning	NIL	Nil	Nil
Foreign Exchange Expenditure	NIL	Nil	Nil
Net Foreign Exchange	NIL	Nil	Nil

(4) Foreign Investments or collaborations: NIL**II. INFORMATION ABOUT THE APPOINTEE:****(1) Background details :**

Name of Director	Mr. Ajay Garg
Date of birth	17.09.1992
Date of Re-appointment	22.08.2022
Qualification	MBA
No. of shares held in the Company	Nil

(2) Recognition or awards:

Mr. Ajay Garg has been associated with various industries like Textile and Real Estate activities. Mr Ajay Garg has total experience of more than 3 years, as are dedicated in textile. He has been extremely passionate about the role that the textile can play in the progress of India.

(3) Past remuneration: Rs.42,00,000/- in Financial Year 2021-2022.



(4) Job profile and his suitability:

Mr. Ajay Garg has experience of management of all aspects in an organization. His in-depth knowledge of industry would be very valuable for the Company in the context of the present situation in the Company. With sufficient past experience, Mr. Ajay Garg is best suited for the position wherein, he is exclusively handling Business Development, finance related activities & responsibilities of the Company.

(5) Remuneration proposed: remuneration shall be within the limits specified in Section II of Part II of Schedule V of the Act.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The executive remuneration in the industry has increased manifold in last few years. Having regard to type of industry, trends in industry, size of the Company, the responsibilities, academic background and capabilities of Mr. Ajay Garg, the proposed remuneration is at par with the remuneration being paid to such senior executives by both domestic and multinational organizations in the Corporate Sector.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Ajay Garg is promoter and relative of Mr. Ramesh Kumar, Director and Mr. Sunny Garg, Directors of the Company holding managerial position in the Company.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profit:

As per the audited Profit & Loss Account of the Company for the financial year 2021-2022, the profits of the Company are inadequate. The Company is taking approval for payment of remuneration under Section II of Part II of Schedule V to the Companies Act, 2013, in case the profits are inadequate.

(2) Steps taken or proposed to be taken for improvement:

The Company is taking adequate efforts and steps for improvement as the Company is approaching new clients and customers across the country.

(3) Expected increase in productivity and profits in measurable terms:

As detailed above, the Company is doing adequate efforts to increase the profitability and turnover and there is an expectation that with the trend continuing in textile industry there will be increase in profits of the Company.

As per the requirements of Schedule V of the Companies Act, 2013, the remuneration paid to Mr Ajay Garg has also been approved by the Nomination and Remuneration Committee of the Board.



Except Mr. Ajay Garg, himself and Mr. Ramesh Kumar, his father, Mr. Sunny Garg, his brother and Ms. Sunita Rani, his aunt, no other director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above except to the extent of their shareholding held.

Therefore, the Board of Directors of the Company recommends the passing of this Resolution as Special Resolution by Members.

All resolutions passed in this regard are available for inspection by the Members of the Company at its Registered office, during the office hours between 11:00 AM to 01:00 PM, on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the Venue of the Meeting.

**AGGARSAIN SPINNERS LIMITED**

CIN - L17297HR1998PLC034043

Details of Director Seeking Appointment/Re-appointment for the item no. 2, 5 & 6 of this notice at the forthcoming Annual General Meeting of the Company and Details of Directors whose remuneration to be approved/fixed for the item no. 5 & 6 of this notice as required under Secretarial Standard-2 issued by the Institute of Company Secretarial of India are as follows:

Name of Director	Mr. Ajay Garg (DIN: 07613769)	Mr. Sunny Garg (DIN: 02000004)	Mr. Ramesh Kumar (DIN: 01037508)
Date of Birth (Age)	17/09/1992 (28 years)	10/01/1990 (30 Years)	03/12/1965 (56 years)
Qualifications	Masters in Business Administration (MBA)	Masters in Business Administration (MBA)	Graduate
Experience & Expertise	Mr. Ajay Garg is having rich experience in various areas of business & operations.	10 Years Experience in Textile and real estate industry	30 Years Experience in Textile and 10 Years Experience in Real Estate Industry.
Terms and condition of Re-appointment	Terms & Conditions of appointment or re-appointment are as per the appointment letter.	Terms & Conditions of appointment or re-appointment are as per the appointment letter.	As per the Appointment letter
Details of Remuneration to be paid	Rs. 3,50,000/- per month	Rs. 3,50,000/- per month	Nil
Remuneration last drawn	Rs. 42,00,000/- in FY 2021-2022	Rs. 42,00,000/- in FY 2021-2022	Nil
Date of first Appointment on the Board	08/06/2017	14.08.2010	30.09.1998
Number of Board Meetings Attended during the year	11 (Eleven)	11 (Eleven)	11 (Eleven)
Nationality	Indian	Indian	Indian
Shareholding in the Company	Nil	Nil	624240 Equity Shares
Directorships held in other listed companies / Chairmanships or Memberships of Committees in other listed Companies	Nil	Nil	Nil
Relationship inter-se between Directors & Key Managerial Persons	Mr. Ajay Garg is younger son of Mr. Ramesh kumar, Chairman and younger brother of Mr. Sunny Garg, Managing Director and nephew of Ms. Sunita Rani, Director.	Mr. Sunny Garg is elder son of Mr. Ramesh Kumar and elder brother of Mr. Ajay Garg, Whole time Director and nephew of Ms. Sunita Rani, Director.	Mr. Ramesh Kumar is Father of Mr. Sunny Garg and Mr. Ajay Garg and Brother in Law of Smt. Sunita Rani.

for AGGARSAIN SPINNERS LIMITED

**PLACE: Panchkula
DATE: 22.08.2022**

**Sd/-
RAMESH KUMAR
CHAIRMAN
DIN: 01037508**



AGGARSAIN SPINNERS LIMITED

Regd. Office: 2nd Floor, SCO 404, Sector-20, Panchkula-134116

Ph: 0172-4644666 Email: aggarsainspinners@gmail.com

CIN No. L17297HR1998PTC034043, Website: www.aggarsainspinners.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the Venue of the meeting.

DP Id*	
--------	--

Folio No.	
-----------	--

Client Id*	
------------	--

No. of Shares	
---------------	--

NAME AND ADDRESS OF THE SHAREHOLDER

Please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail ID.....

Shareholder(s) Signature.....

I hereby record my presence at the 29th **ANNUAL GENERAL MEETING** of the Company held on Wednesday, **21st September, 2022 at 11:00 AM** at the Hotel Shiraj, Sector-10, Opp. Main Bus Stand, Panchkula- 134113

*Applicable for investor holding shares in electronic form.
Shareholder / Proxy

Signature of

ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.



AGGARSAIN SPINNERS LIMITED

CIN - L17297HR1998PLC034043

PROXY FORM FORM MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

AGGARSAIN SPINNERS LIMITED

Regd. Office: 2nd Floor, SCO 404, Sector-20, Panchkula-134116

Ph: 0172-4644666 Email: aggarsainspinners@gmail.com

CIN No. L17297HR1998PLC034043, Website: www.aggarsainspinners.com

Name of the member(s): Registered address:		e-mail Id: Folio No/*Client Id: *DP Id:	
---	--	---	--

I/We, being the member(s) of ----- shares of Aggarsain Spinners Limited, hereby appoint:
 1).....of.....having e-mail id.....or failing him
 2).....of.....having e-mail id.....or failing him
 3).....of.....having e-mail id.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **29th ANNUAL GENERAL MEETING** of the Company to be held on **Wednesday, 21st September, 2022 at 11:00 AM** at Hotel Shiraj, Sector-10, Opp. Main Bus Stand, Panchkula-134113 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions:-
Ordinary Business	
1.	To Receive, Consider and adopt Audited Financial Statement of the Company for the financial year ended March 31, 2022 including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement and the Report of Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Sh. Ramesh Kumar (DIN No. 01037508), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
Special Business	
3.	Appointment of M/s Krishan Rakesh & Co. as Statutory Auditor to fill the Casual Vacancy.
4.	Appointment of M/s Krishan Rakesh & Co. as Statutory Auditor for a period of 5 years.
5.	Re-Appointment of Mr. Sunny Garg as Managing Director of the Company.
6.	Re-Appointment of Mr. Ajay Garg as Whole time Director & CFO (KMP) of the Company.

Signed this..... day of2022

Signature of shareholder

.....
Signature of first proxy holder
Signature of third proxy holder

.....
Signature of second proxy holder

Affix
Rs.1.00
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.



BOARD'S REPORT

Dear Shareholders,

The Directors have pleasure in presenting the 29th Annual Report of your Company on the business & operations and Audited Statement of Accounts for the year ended 31st March, 2022 along with the Auditor's Report thereon.

FINANCIAL RESULTS:

The Standalone Financial Results of the Company for the year ended 31st March 2022 are as follows:

(Rs. in lakh)

PARTICULARS	Year Ended 31.03.2022	Year ended 31.03.2021
Revenue from Operations	378.76	1556.94
Profit before Depreciation & Interest	108.52	133.58
Interest	73.74	67.74
Depreciation	21.94	13.77
Profit/(Loss) before Tax	12.83	52.08
Provision for Income Tax	1.19	11.26
Creation of Deferred Tax Assets/(Deferred Tax Liabilities written back)	1.42	2.46
Net Profit/(Loss) from continuing operations	10.21	38.36
Extraordinary and exceptional items	0.00	0.00
Profit/(Loss) for the year	10.21	38.36

DIVIDEND:

In order to meet the working capital requirements of the Company, no Dividend has been recommended.

GENERAL RESERVES:

During the period under review, no amount was transferred to General Reserve.

REVIEW OF OPERATIONS/ KEY HIGHLIGHTS:

During the period under consideration the Company's revenue from operations were Rs.**378.76** Lakh and it earned net profit of Rs. **10.21**Lakh. The Company is dealing in Textile range of Products. In the coming year, management focus shall continue to be on expanding specialty and improving internal efficiencies.

STATE OF AFFAIRS:

Your Company is in trading of textile products. The Products of the Company were traded domestically. The Textile Sector is contributing a major contribution into the GDP of the Country. Your Management is doing all best efforts to ensure profitability of the Company.

**MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

There are no material changes affecting the affairs of the Company which have occurred between the end of financial year on March 31, 2022 of the Company to which the Financial Statement relate and date of this report.

CHANGE IN NATURE OF BUSINESS:

The Company has not undergone any change in the nature of the business during the financial year.

DEPOSITS:

Your Company has no unclaimed / unpaid matured deposit or interest due thereon. Your Company has not accepted any deposits covered under 'Chapter V - Acceptance of Deposits by Companies' under the Companies Act, 2013 during the financial year ended March 31, 2022.

Your Company has availed Unsecured Loan from the Directors of the Company and the same is not covered under the definition of deposit as per the Companies Act, 2013, details of the Unsecured Loans availed from Directors are given below:

Sr. No.	Name of Director from whom Unsecured Loan has been availed	Designation	Amount Outstanding as on 31-03-2022 (In rupees)
1.	Ramesh Kumar	Director	Rs. 63,60,000/-
2.	Sunny Garg	Managing Director	Rs. 1,14,00,000/-
3.	Ajay Garg	Whole time Director	Rs. 7,95,000/-
		Total	Rs. 1,85,55,000/-

The Directors has submitted a declaration that the Unsecured loan has not been provided out of their borrowed funds.

CAPITAL STRUCTURE:

The Authorized Share Capital of the Company as on March 31, 2022 was Rs. 4,50,00,000/- divided into 45,00,000 equity shares of Rs. 10/- each. The Paid-up Equity Share Capital as at March 31, 2022 was Rs. 3,50,34,000/- divided into 35,03,400 equity shares of Rs. 10/- each.

During the year under review, neither the Company has issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2022, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

LISTING:

The Equity Shares of the Company are listed and admitted for trading on Metropolitan Stock Exchange of India Limited ("MSEI").

**LISTING FEES:**

The Company has paid listing fee for the FY 2022-23 to Metropolitan Stock Exchange of India Limited.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:**DIRECTORS:**

The composition of the Board is in conformity relevant provisions of the Companies Act, 2013. All Directors possess requisite qualifications and experience in general corporate management, finance, banking and other allied fields, which enable them to contribute effectively to the Company. The Board of Directors consist of 7 (Seven) directors including one Managing Director, One Whole time Director and CFO, Two Non Executive Directors, and three independent directors details are given below.:

Name	Designation	Date of Appointment	Date of Cessation
Mr. Sunny Garg	Managing Director	14.08.2010	-
Mr. Ramesh Kumar	Director	30.09.1998	-
Mr. Ajay Garg	Whole Time Director & CFO (KMP)	21.12.2017	-
Mr. Jagdish Rai Kansal	Independent Director	12.02.2001	-
Mr. Suresh Kumar	Independent Director	12.02.2001	-
Mr. Ashok Goel	Independent Director	12.02.2001	-
Ms. Sunita Rani	Director	12.01.2001	-

There is no change in composition of Directors during the financial year ended March 31, 2022.

KEY MANAGERIAL PERSONNEL:

There is no change occurred in the Key Managerial Personnel of the Company during the financial year ended March 31, 2022.

Mr. Sunny Garg is the Managing Director, Mr. Ajay Garg is a Whole time Director & CFO, and Mr. Viney, Company Secretary, was the Key Managerial Personnel of the Company as on March 31, 2022.

RETIREMENT BY ROTATION:

Pursuant to Section 152(6) and Article of Association of the Company, Mr. Ramesh Kumar (DIN: 01037508) retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment for approval of the members in the forthcoming Annual General Meeting.



DECLARATION BY INDEPENDENT DIRECTORS:

All the Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their appointment as an Independent Director as per provisions of Section 149 read with Schedule IV of the Companies Act, 2013. The Board confirms that the independent directors meet the criteria as laid down under the Companies Act, 2013.

Further, In the opinion of Board, the Independent Directors also possess the attributes of Integrity, Expertise and experience as required under Rule 8(5)(iiia) of Company (Account) Rules, 2014.

The Company has also received from them, declaration of compliance that they have registered themselves with the databank of Independent Directors as maintained by Indian Institute of Corporate Affairs.

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

In accordance with the provisions of Schedule IV to the Companies Act, 2013 a separate meeting of the Independent Directors of the Company was held on 25th March 2022 to discuss the agenda items as prescribed under the applicable laws. The said meeting was attended by all Independent Directors of the Company.

SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS:

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations during the financial year 2021-2022.

EXTRACT OF ANNUAL RETURN:

Pursuant to Sec 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's website at <http://www.aggarsainspinners.com/report/Annualreturn>.

STATUTORY AUDITORS:

The shareholders of the Company at AGM held on September 29th 2017 appointed M/s. Navdeep Mittal & Associates, Chartered Accountants, (Firm Registration No. **019229N**), as the Statutory Auditors of the Company for an initial term of 5 years.

M/s Navdeep Mittal & Associates, Chartered Accountants were appointed as Statutory Auditors of the Company at the AGM held on September 29, 2017 to hold office up to the Annual General Meeting to be held in year 2022. However, they tendered resignation on May 25, 2022 stating their disqualification to provide Audit Report for the quarter and year ended March 31, 2022 as their validity of Peer Review has been lapsed and not being renewed and therefore would not be in a position to conduct audit and provide audit report for the quarter and financial year ended March 2022.”



In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, the Board of Directors on recommendation of Audit Committee and subject to approval of members, appointed M/s. Krishan Rakesh & Co, Chartered Accountants, Mumbai (FRN: 009088N) as Statutory Auditor of the Company to fill the casual vacancy arising out of resignation of M/s Navdeep Mittal & Associates, Chartered Accountants, (Firm Registration No. 019229N) and to hold office till the conclusion of this AGM.

Further, The Board of Directors on the recommendation of Audit Committee, recommended the appointment of M/s Krishan Rakesh & Co, Chartered Accountant (FRN: 009088N) as Statutory Auditor of the Company for a period of 5 years commencing from the Conclusion of this 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company.

AUDITOR'S REPORT:

The Report given by M/s. Krishan Rakesh & Co, Chartered Accountants, Statutory Auditors on the financial statement of the Company for the year ended March 2022 is part of the Annual Report. There are no qualification, reservation or adverse remark or disclaimer in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore, no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

SECRETARIAL AUDITORS:

The Board of Directors had appointed M/s Vikram Grover & Company, Practicing Company Secretary to carry out Secretarial Audit in accordance with the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year ending on March 31, 2022.

There is no qualification, reservation and adverse remark or disclaimer made by the auditor in the report.

A copy of the Secretarial Audit Report is annexed herewith as “**Annexure A**” and forms part of this report.

COST AUDIT:

Companies (cost records and audit) (Amendment) Rules, 2015 are not applicable on the Company during the financial year 2021-2022.

INTERNAL AUDITORS:

Mr. Arvind Goel, Chartered Accountant has been appointed as Internal Auditor of the Company for FY 2021-2022 in terms of the provisions of Section 138 of the Companies Act, 2013.



INTERNAL FINANCIAL CONTROLS:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your company does not have any unlisted/listed subsidiary company, Joint Venture or any Associate Company, pursuant to the provisions of the Rule 8 of Companies (Accounts) Rules, 2014, therefore, no requirement of attachment of Form AOC-1. Further no any Company become or ceased to be subsidiary, joint venture or associate company during the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Sec. 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability hereby confirm that:

- i. in the preparation of the annual accounts, the applicable Indian accounting standards have been followed along with proper explanation relating to material departures;
- ii. the directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2021-2022 and of the profit of the company for the year;
- iii. the directors have 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 have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

The Company has adopted a Whistle Blower Policy establishing vigil mechanism which is overseen by the Audit Committee for the genuine concerns expressed by the employees and the Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The policy as approved by the Board is uploaded on the Company's website.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

During the year, there were no particulars of contracts or arrangement with related parties referred to in the provision of Section 188 of the Companies Act, 2013. Hence Form AOC-2 is not attached with the report.

The Policy on dealing with related party transactions and on determining materiality of related party transactions as approved by the Board may be accessed on the Company's website at www.aggarsainspinners.com/report/policies.

BOARD EVALUATION:

The Companies Act, 2013 mandates that the Board shall monitor and review the Board evaluation i.e., evaluation of the performance of: (i) the Board as a whole, (ii) individual directors (including independent directors and Chairperson) and (iii) various Committees of the Board. The Performance evaluation was carried out by the Nomination and Remuneration Committee based on the "Annual Evaluation Framework" prepared by the Committee.

The framework includes the evaluation of directors on various parameters such as:

- Board dynamics and relationships
- Information flows
- Decision-making
- Relationship with stakeholders
- Company performance and strategy
- Tracking Board and committees' effectiveness
- Peer evaluation

In compliance with the Companies Act, 2013 and SEBI (LODR), 2015, the Board has carried out an evaluation of its own performance, Committees and performance of individual Directors during the period under review. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance, practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The evaluation involves Self-Evaluation by the Board Members and subsequent assessment by the Board of Directors. The Board of Directors expressed their satisfaction with the evaluation process.



The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

REMUNERATION POLICY:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, key managerial personnel and senior management of the company. This policy also lays down criteria for selection and appointment of Board Members and related matters are put up on the website of the Company.

The Nomination and Remuneration Policy may be accessed on the Company's website at www.aggarsainspinners.com/report/policies.

MEETINGS OF THE BOARD OF DIRECTORS:

Eleven (11) meetings of the Board of Directors were held during the financial year 2021-2022. The details of the meetings of the Board held during the financial year 2021-2022 are as under:-

Sr No.	Meeting	Dates of Meeting
1.	Board of Directors	29-05-2021
2.	Board of Directors	28-06-2021
3.	Board of Directors	06-07-2021
4.	Board of Directors	09-07-2021
5.	Board of Directors	20-07-2021
6.	Board of Directors	05-08-2021
7.	Board of Directors	13-08-2021
8.	Board of Directors	20-09-2021
9.	Board of Directors	10-11-2021
10.	Board of Directors	25-01-2022
11.	Board of Directors	09-02-2022

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

COMPOSITION OF COMMITTEES:**AUDIT COMMITTEE**

The Board of Directors of the Company has a duly constituted Audit Committee in terms of the provisions of Section 177 of the Companies Act, 2013 read with the Rules framed there under the terms of reference of the Audit Committee has been approved by the Board of Directors.

The Audit Committee comprises of Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Suresh Kumar and Mr. Sunny Garg, managing director, as other members. All the recommendations made by the Audit Committee were accepted by the Board. The Company Secretary of the Company acts as the secretary to the Audit Committee.



NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors constituted a Nomination and Remuneration Committee comprising three Non-Executive Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Suresh Kumar, Mr. Ashok Goel and one promoter director Ms. Sunita Rani. The function of the Nomination and Remuneration Committee includes recommendation of appointment and remuneration of Whole-time Director(s)/ Managing Director/Joint Managing Director and recommendation to the Board of their.

Nomination and Remuneration Committee has been constituted under section 178 of the Companies Act 2013 for formulization of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Board of Directors constituted a Stakeholder Relationship Committee comprising Two Non- Executive Independent Directors namely Mr. Jagdish Rai Kansal (Chairman), Mr. Ashok Goel and One Executive Director Mr. Sunny Garg as other members. The Stakeholder Relationship Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, rematerialization and dematerialization of shares and transfer of shares of the Company.

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

The Company has not given any loan, made investment and provided security in terms of section 186 of the Companies Act, 2013.

DISCLOSURE UNDER THE SEXUAL HARRASEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHOBITION AND REDRESSAL) ACT, 2013.

The Company has put in place a policy on Prevention of Sexual Harassment in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, As per the said policy , an Internal Complaint Committee (ICC) is in place to redress complaints received regarding sexual harassment . During the FY 2021-2022, following is the summary of complaints received and disposed of:

No. of Complaints received	-	NIL
No. of Complaints disposed of	-	NIL

Your Directors state that during the financial year ended March 31, 2022 under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, compliance with the Corporate Governance provisions as specified under regulation 17 to 27 and clause (b) to (i) of the sub-regulation 46 and para C, D and E of Schedule V shall not apply to the Company having paid-up equity Share Capital not exceeding Rs. Ten Crores and Net Worth not exceeding Rs. Twenty Five Crore, on the last day of previous financial year. The Company is covered under the limits as prescribed in Regulation 15(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, therefore Company is not required to comply with the said provisions.

CREDIT RATING:

Your Company has not obtained Credit Rating from any Agency during the year under Review.

RISK MANAGEMENT:

In accordance with the provisions of Regulation 21 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is not required to maintain Risk Management Committee at present, the Company has not identified any element of risk which may threaten the existence of the Company.

DISCLOSURE OF TRANSACTION WITH PROMOTER/PROMOTER GROUP:

As per Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, every listed Company shall disclose the transaction with any person or entity belonging to promoter/promoter group which holds 10% or more shareholding in listed entity. Details of the transaction with Mr. Ramesh Kumar, Promoter holding more than 10% shareholding in the Company are given in the Note no. 19 of the Financial Statement.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure 'B'** and is attached to this report.

CORPORATE SOCIAL RESPONSIBILITY:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board and shall formulate a Corporate Social Responsibility Policy. Your Company is not falling under the purview of said section during the year.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(3) read with Schedule V (B) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, is presented in a separate section forming part of the Annual Report as “**Annexure C**”.

PARTICULARS OF EMPLOYEES:

During the financial year 2021-2022, there was no employee employed in the Company who was in receipt of remuneration for that year Rupees One Crore and Two Lakh Rupees and who employed for the part of the financial year was in receipt of remuneration not less than Rupees eight lakh and fifty thousand rupees per month.

The statement containing particulars of employees as required under section 197(12) of the Companies Act’ 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in “**Annexure D**”.

GENERAL DISCLOSURES:

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares/ ESOP) to employees of the Company under any scheme.
3. Issue of shares by way of Rights Issue/Preferential Issue, Sweat Equity Shares

COMPLIANCE WITH SECRETARIAL STANDARDS:

Your Company has complied with the applicable provisions of the Secretarial Standards issued by Institute of Company Secretaries of India.

INDUSTRIAL RESOLUTIONS:

Industrial relations remain peaceful and cordial during the period under review. Your company regards its employees as its core strength and thus, undertakes requisite changes in various policies from time to time for their welfare.



DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE OF INDIA 2016:

During the year under review, there were no application made or proceeding pending in the name of the Company under the Insolvency and Bankruptcy Code of India, 2016 except the appeal made by the Company in National Company Law Appellate Tribunal (“NCLAT”) against the order passed by the National Company Law Tribunal, (“NCLT”) Chandigarh Bench dated 24.05.2022.

DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS.

During the year under review, there has been no one time settlement of Loans taken from Banks and Financial Institutions.

ACKNOWLEDGEMENT:

The Board takes this opportunity to sincerely thank all its stakeholders namely, shareholders, customers, suppliers/ contractors, bankers, employees, Government agencies, local authorities and the immediate society for their unstinted support and co-operation during the year.

**On behalf of the Board of Directors
For Aggarsain Spinners Limited**

**PLACE: Panchkula
DATE: 22.08.2022**

**Sd/-
Ramesh Kumar
(DIN: 01037508)
Chairman**

**Sd/-
Sunny Garg
(DIN: 02000004)
Managing Director**



ANNEXURE - A OF BOARD REPORT

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022**

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

To,
The Members,
AGGARSAIN SPINNERS LIMITED
2ND Floor, SCO, 404 Sector 20, Panchkula,
Haryana-134116
CIN No.: L17297HR1998PLC034043

I was appointed by the Board of Directors of AGGARSAIN SPINNERS LIMITED (hereinafter called the Company) to conduct Secretarial Audit for the period commencing from 1st April 2021 to 31st March 2022.

I have conducted the secretarial audit in respect of compliance with applicable statutory provisions and adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of Company's books, papers, minutes, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 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:

I have examined the books, papers, minutes, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of the following Laws (whichever applicable):

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-law framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-



- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;**(Not Applicable during Audit Period)**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014**(Not Applicable during Audit Period)**
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;**(Not Applicable during Audit Period)**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;**(Not Applicable during Audit Period)**
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;**(Not Applicable during Audit Period)**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable during Audit Period)**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable during Audit Period)**
- j. and other applicable laws

In respect of other laws specifically applicable to the Company, I have relied on information/records produced by the Company during the course of our audit and the reporting is limited to that extent.

In respect of Direct and Indirect Tax Laws like Income Tax Act, Goods & Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditor of the company.

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

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Metropolitan Stock Exchange.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further no any change has been occurred in the composition of Board of Directors of the Company during the year under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.



All decision at Board Meetings and Committee Meetings are carried unanimously and subsequently the minutes of the Board of Directors or Committee of the Board, as the case may be were recorded.

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.

For VIKRAM GROVER & COMPANY
Practicing Company Secretaries

Sd/-
CS VIKRAM GROVER
(Proprietor)
Membership No.: 53519
COP No.: 21638

Date: 17/08/2022
UDIN: A053519D000806084
Place :Faridabad

Note: This report should be read with Annexure-A and forms an Integral part of this report



ANNEXURE -A

To,
The Members,
AGGARSAIN SPINNERS LIMITED
2ND Floor, SCO, 404 Sector 20, Panchkula, Haryana-134116
CIN No.: L17297HR1998PLC034043

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

- i. Maintenance of Secretarial records is the responsibility of the management of the Company, Our responsibility is to express an opinion on these secretarial records based on our Audit.
- ii. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for opinion.
- iii. We have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
- iv. Wherever required, we have obtained the management representations about the Compliance of laws, rules & regulations and happening of events etc.
- v. The Compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
- vi. The Secretarial Audit Report is neither an assurance as to the future viability nor of the efficacy of the effectiveness with which the management has conducted the affairs of the Company.

For VIKRAM GROVER & COMPANY
Practicing Company Secretaries

Sd/-
CS VIKRAM GROVER
(Proprietor)
Membership No.: 53519
COP No.: 21638

Date: 17/08/2022
Place :Faridabad

**ANNEXURE -B OF BOARD REPORT****INFORMATION AS PER SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE BOARD REPORT FOR THE YEAR ENDED MARCH 31, 2022****(A) CONSERVATION OF ENERGY, POWER AND FUEL CONSUMPTION**

The company is taking all measures to conserve Energy, Power and Fuel Consumption.

- (i) Energy Conservation Measures taken N.A.
(ii) Usage of Alternate Sources of Energy N.A.
(iii) Capital Investments in Energy Conservation Equipments N.A.

(B) Technology absorption N.A.

(C) Expenditure on R&D N.A.

(D) Foreign Exchange earnings NIL

		Year ended 31 st March 2022	Year ended 31 st March 2021
a)	Total foreign Exchange earned	-	-
b)	Total foreign Exchange used on Import of raw materials, spare parts and capital goods	-	-
c)	Expenditure in Foreign Currencies for travels, subscription, consumables stores, goods for resale, commission on export sales etc.	-	-
d)	Remittance during the year in foreign currency on account of dividend.	-	-

On behalf of the Board of Directors
For Aggarsain Spinners Limited

PLACE: Panchkula

DATE: 22.08.2022

Sd/-
Ramesh Kumar
(DIN: 01037508)
Chairman

Sd/-
Sunny Garg
(DIN: 02000004)
Managing Director



ANNEXURE - C OF BOARD REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENT

Textile Industry and sector of India is one of the oldest industries in Indian economy dating back to 19th century. The Indian textile Industry is extremely varied, with the hand-spun and hand-woven textiles sector at one end of the spectrum and the capital-intensive sophisticated mills sector at the other end of the spectrum.

The ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the other countries.

The demand for Indian textile products can be increased by penetration of organized retail, favourable demographics.

It promotes buyer-driven value chains where large retailers, marketers play the pivotal roles in setting up production networks in many developing countries.

STRENGTH, WEAKNESS, OPPORTUNITIES AND THREATS

The Indian textile industry has strength across the entire value chain from natural to man-made fiber to apparel to home furnishings. Its share in the nation's GDP is 6-7% and in exports is 13-18%. The sector is the second largest employer after agriculture.

taking innovative measures in partnership with the industry and learning from experience, India could aspire to achieve 20% growth in exports over the next decade. In any case the achievement of 15% growth rate in exports should be feasible. In the domestic market, sustaining an annual growth rate of 12% should also not be difficult.

Aggarsain Spinners Limited is presently in trading of textile products, keeping in view of the potential of growth of textile industry and government positive approach in adopting the policies for development and growth of textile industry, the Company will extend its products variety and its reach to the every corner of the country and step in gradually in the export market as well in future.

The fierce competition from China, Bangladesh and Sri Lanka in the low price garment market and tariff and non-tariff barriers coupled with quota in the global market are posing major challenges to Indian textile industry.

**SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

The Company primarily operates and indulged in one segment only i.e. Textile Sector.

OUTLOOK**FINANCIAL OUTLOOK:**

During the period under review, majorly from the adverse position of market & global scenerio, which hampered the retail and wholesale market all over the country, your Company financial performance was not quite good enough, however with the changing scenario of global market and changing mood in terms of demand from domestic market, the management is quite hopeful that profitability of the Company will return in future.

COMPANY OUTLOOK:

The Securities of the your Company Comprising equity shares has been listed and admitted for trading on the nation-wide stock exchange i.e. Metropolitan Stock Exchange of India Limited (MSEI) w.e.f. February 01, 2021, the management firmly believes that the listing of the Company on a MSEI having nationwide trading platform is a significant occasion for the Company in the journey of growth and development, listing on MSEI enables the Aggarsain Spinners Limited to raise capital while strengthening its structure and reputation, that the listing on MSEI will bring transparency and efficiency in overall operations of the Company and will ensure accountability of management of the Company towards shareholders and other stakeholders.

RISKS AND CONCERN

Generic competition, less margins is a concern. Regulatory constraints pose a threat. The Management is fully acquainted with these risks and concerns associated with the industry and continue to address them from time to time as required.

Besides being into retail and wholesale market, the Company is prone to usual risks of the business like frequent change in demand, impact of change in the policies of the government, tariff related agreements.

FINANCIAL PERFORMANCE AND ANALYSIS

During the year company has earned a Profit of Rs. 10,21,854.63/- and achieved turnover of Rs. 3,78,76,010.33/-.



OTHER KEY FINANCIAL INDICATORS

Ratios	2021-2022	2020-21	Detailed Explanation in case change is more than 25%
Debtors Turnover Ratio (no. of days)	330 Days	100 Days	Though the credit sales has been reduced from Rs 15.57 Cr to Rs 3.79 Cr this year but average trade receivable has been increased from Rs 4.96 Cr to Rs 5.74 Cr due to increase in debtor level against the credit sale in the month of March 22. Due to above, Trade Receivable Ratio has been decreased to 0.66 this year from 3.14 of previous year.
Inventory Turnover Ratio (no. of days)	210 Days	63 Days	During the year, due to covid, the company has reduced the direct trading and more involved in commission business, Due to above, cost of good sold has been decreased to Rs 3.68 Cr against Rs 15.27 Cr in the previous year, whereas, average inventory reduce marginally from Rs 2.65 Cr to Rs 2.12 Cr only, hence, inventory turnover ratio is reduced from 5.76 to 1.74 Only.
Interest Coverage Ratio	0.34	0.25	During the year, the repayment of GECL/Term Loan has been started resulting the decrease in DSCR
Current Ratio	2.11	2.88	Current Ratio of the year has been reduced from 2.88 to 2.11 due to increase in current liabilities i.e sundry creditors against purchase in the month of March 2022
Debt Equity Ratio	1.56	1.91	NA
Operating Profit Margin (%)	16.69	5.86	Due to Impact of pandemic on Industry.
Net Profit Margin (%)	0.03	0.02	NA
Return on net Worth	0.01	0.05	During the year, due to covid impact, annual turnover has decreased drastically from Rs 15.56 Cr to Rs 3.79 Cr resulting decrease in net profit from Rs 38.36 Lacs to Rs 10.22 Lacs. Due to the above said reasons, ROE ratio has been decreased from 0.05 to 0.01



HUMAN RESOURCE DEVELOPMENT / INDUSTRIAL RELATIONS

The Company encourages the employees to upgrade their knowledge and skills. The training sessions on various working parameters are conducted in routine apart from allowing employees for outside specialized training, wherever required. There were 7 employees employed during the year.

ACCOUNTING TREATMENT

The Financial Statements of the Company for the financial year 2021-2022 are prepared in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued there under, applicable Indian Accounting Standards (Ind As) and SEBI Listing Regulations. The management accepts responsibility for the integrity and objectivity of these financial statements as well as for various estimates and judgments used therein. These estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the statements reflect, in a true and fair manner, the state of affairs and profits for the year. Therefore, the Company assumes no responsibility in respect of forward-looking statements herein which may undergo change in future on the basis of subsequent developments, information or events.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control system commensurate with its size and complexity. The Internal Financial Control System of the Company is being regularly monitored by the Internal as well as external expert teams. Any deficiency in the controls is viewed seriously and corrective actions are taken to avoid repetition.

The financial statements are prepared in conformity with the established Indian Accounting Standards and Principles.

On behalf of the Board of Directors
For Aggarsain Spinners Limited

PLACE: Panchkula

DATE: 22.08.2022

Sd/- Sd/-

Ramesh Kumar
(DIN: 01037508)
Chairman

Sunny Garg
(DIN: 02000004)
Managing Director

**ANNEXURE - D OF BOARD REPORT**

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:

PARTICULARS OF REMUNERATION**A. The Ratio of the Remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2021-2022: -**

S.No.	Nature of Directorships Held & Name of Directors	Ratio of Median Remuneration
1	Executive Directors	
a)	Mr. Sunny Garg	1:19.45
b)	Mr. Ajay Garg	1:19.45
c)	Mr. Ramesh Kumar	-
2	Non-Executive Directors*	
a)	Mr. Jagdish Rai Kansal	-
b)	Mr. Ashok Goel	-
c)	Mr. Suresh Kumar	-
d)	Ms. Sunita Rani	-

B. The Percentage Increase in Remuneration of each Director, Chief Financial Officer, Company Secretary in the Financial Year 2021-22: -

S.No.	Name of the Director	% Increase in remuneration
1	Mr. Sunny Garg	-
2	Mr. Ajay Garg	-
3.	Mr. Ramesh Kumar	-
4.	Mr. Ashok Goel	-
5.	Mr. Suresh Kumar	-
7.	Mr. Viney, Company Secretary	-

C. The Percentage Increase in the Median Remuneration of Employees in the Financial Year 2021-22: Nil**D. The Number of Permanent Employees on the rolls of Company:7****E. Average Percentile increase already made in the Salaries of Employees other than the Managerial Personnel in the last Financial Year and its Comparison with the Percentile Increase in the Managerial Remuneration:**

Average Salary Increase for employees : -
Average Salary Increase for KMP`s : -



- F. Affirmation that the Remuneration is as per the Remuneration policy of the Company:** The Company's Remuneration policy is driven by the success and performance of the individual Employees and the Company. Through its compensation package, the Company's endeavors to attract, retain, develop and motivate a high-performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms that the remunerations are as per the Remuneration Policy of the Company.
- G. Details as per Section 197 and Rule 5(2) and 5(3) of the Act:** -During the financial year 2021-22, no employee of the Company, received remuneration of one crore and two lakh rupees or more per annum while working for the whole year or at the rate of eight lakh and fifty thousand rupees per month while working for a part of the year.
- H.** During the financial year 2021-22 or part thereof, no employee of the Company received remuneration in excess of the remuneration drawn by Managing Director or Whole-Time Director or Manager and no employee of the Company (by himself or along with his spouse and dependent children), was holding two percent or more of the equity shares of the Company.
- I.** During the financial year 2021-22, no employee of the Company, resident in India, posted and working in a country outside India, not being Directors or their relatives, had drawn more than sixty lakh rupees per year or five lakh rupees per month.

On behalf of the Board of Directors
For Aggarsain Spinners Limited

PLACE: Panchkula
DATE: 22.08.2022

Sd/-
Ramesh Kumar
(DIN: 01037508)
Chairman

Sd/-
Sunny Garg
(DIN: 02000004)
Managing Director

**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
AGGARSAIN SPINNERS LIMITED
2nd Floor, Sco 404, Sector-20, Panchkula, Haryana-134116

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **AGGARSAIN SPINNERS LIMITED** having CIN **L17297HR1998PLC034043** and having registered office at **2ND FLOOR, SCO 404, SECTOR-20, PANCHKULA, HARYANA-134116** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Ramesh Kumar	01037508	30-09-1998
2.	Sunny Garg	02000004	14-08-2010
3.	Ajay Garg	07613769	08-06-2017
4.	Sunita Rani	02061977	12-01-2001
5.	Jagdish Rai Kansal	00172861	12-02-2001
6.	Ashok Goel	00172854	12-02-2001
7.	Suresh Kumar	00172847	12-02-2001

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 ABHISHEK SHARMA & ASSOCIATES
Practicing Company Secretaries

CS ABHISHEK SHARMA
Membership No.: 52653
COP No.: 19453
Date: 19/08/2022
UDIN: A052653D000815371
Place: Panipat



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S AGGARSAIN SPINNERS LIMITED

Report on Audit of Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **AGGARSAIN SPINNERS LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (Including the Other Comprehensive Income), the Statement of Cash Flow and Statement of Change in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the “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 including, of the state of affairs of the Company as at March 31, 2022 and its profit, total comprehensive income, changes in equity and its cash flow 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 (“SA”s) specified under Section 143(10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the 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 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 there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Management’s Responsibilities for the 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, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate



implementation and maintenance of 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:

- (a) 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.
- (b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- (d) 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- (e) 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The comparative standalone financial information of the Company for the year ended 31 March 2021 is based on the previously issued statutory financial statements prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 are not audited by us, whose audit report for the year ended 31st March 2021 dated 28th June, 2021 expressed an unmodified opinion on those Standalone financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure-I" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and the Statement of Change in Equity dealt with by this Report are in agreement with the books of account



- d. In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards (Ind AS)) Rules 2015 as amended.
- e. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164(2) of the Act.
- f. In our opinion, to the best of our information and according to the explanation given to us. the company has, in all material respects, an adequate internal financial controls system over financial reporting, keeping in view the size of the company, and nature if its business. Such Internal financial controls over the financial reporting were operating effectively as on 31.03.2022, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note “ Audit of Internal Financial Controls Over Financial Reporting “ issued by the ICAI.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) 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) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



AGGARSAIN SPINNERS LIMITED

CIN - L17297HR1998PLC034043

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As per the representation received and to the best of its knowledge and belief, the company has not declared or paid dividend either final or interim in nature during the year.

For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No. 009088N

Place : Panchkula
Dated : 07-07-2022
UDIN : 22560019AMMUSU8610

Shiva Nishad
(Partner)
M.No.: 560019



ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of M/s Aggarsain Spinners Limited of even date)

- (i.) In respect of Company's Property, Plant and Equipment and Intangible Assets
- (a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets;
(B) The company does not hold any intangible assets hence reporting under clause 3(i)(b) of the Order is not applicable.;
- (b) As explained to us, all the property, plant and equipment have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification;
- (c) According to information & explanation given to us, company does not have any immovable property.
- (d) The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year;
- (e) Further, no proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under.
- (ii.) (a) According to information & explanation given to us Physical verification of inventory has been conducted by the management at reasonable intervals and the coverage and procedure of such verification by the management is appropriate; and there was no discrepancy of 10% or more in the aggregate for each class of inventory noticed.
(b) According to information & explanation given to us the company has been sanctioned working capital limits in excess of 5 crore rupees from Bank of Maharashtra on the basis of security of current assets and the quarterly statements filed by the company with the bank are in agreement with the books of accounts of the company
- (iii.) As informed to us the company has not made any investments in, but provided a bank guarantee for acquisition of the of units through National Company Law Tribunal the details of such guarantee are as under:
Total Bank Guarantee Provided :12,53,00,000/-
- (iv.) According to the information and explanations given to us, the company has complied with section 185 and 186, wherever applicable, of the Companies Act, 2013.
- (v.) According to the information and explanations given to us the company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. Hence, reporting under clause 3(v) of the Order is not applicable.



- (vi.) The maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii.) In respect of the statutory and other dues:
- (a) As per information and explanations given to us, 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 with the appropriate authorities. There are no outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
 - (b) We, according to information and explanations given to us, there are no any dues referred to in sub-clause
 - (c) (a) have not been deposited on account of any dispute.
- (viii.) According to information and explanations given to us, there were no unrecorded transactions in the books of account which have to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961),
- (ix.) Based on our audit procedure and on the basis of information and explanation given to us by the management we are of the opinion that:
- (a) The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender,
 - (b) The company has not been declared as willful defaulter by any bank or financial institution or government and any government authority;
 - (c) As explained to us, term loan was obtained during the year by the company for the purchase of car and the raised loan was applied for the same purpose for which it was obtained.
 - (d) The funds raised on short term basis have not been utilized for long term purposes by the company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - (f) The company has not raised any loan during the year on the pledge of the securities held in its subsidiaries, joint ventures or associate companies, accordingly reporting under clause 3(ix)(f) of the Order is not applicable.
- (x.) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.



- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi.) (a) Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud by the company or fraud on the company has been noticed/reported during the course of our audit for the year ended 31.03.2022.
- (b) No report under sub-section (12) of section 143 of the Companies Act is required to be filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According the information and explanation given to us no whistle-blower complaints have been received during the year.
- (xii.) The provisions of clause (xii) of the order are not applicable as the company is not a Nidhi Company as specified in the clause.
- (xiii.) According to information and explanations given to us and on the basis of our examination of records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv.) (a) The company has an adequate internal audit system commensurate with the size and nature of its business;
- (b) The reports of the Internal Auditors for the year 2021-2022 is considered in Audit Report;
- (xv.) According to information and explanation given to us the company has not entered into any non-cash transaction with the director or any person connected with him during the year and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi.) (a) According to the information and explanations given to us, and in view of its business activities, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year requiring valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi)(b) is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence, reporting under clause 3(xvi)(c) is not applicable to the company.



- (d) According to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii.) The company has not incurred cash losses during the current financial year and preceding financial year accordingly reporting under clause 3(xvii) of the Order is not applicable.
- (xviii.) The company has received the resignation of statutory auditors on 25-05-2022 due to lapse in the certificate of peer review issued by the ICAI.
- (xix.) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx.) (a) The provision sub-section (5) of section 135 of the Act is not applicable to company, therefore the company is not required to transfer any amount to the fund specified in section 135 of the Act.
- (b) No Such amount is required to be transfer to special account in compliance of the provision go sub-section (6) of section 135 of the Act.

**For Krishan Rakesh & Co.
Chartered Accountants
Firm Regn. No. 009088N**

**Place : Panchkula
Dated : 07-07-2022
UDIN : 22560019AMMUSU8610**

**Shiva Nishad
(Partner)
M.No.: 560019**

**Balance Sheet as at 31st March, 2022**

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
Assets			
Non-current assets			
Property, plant and equipment	3.1	172.39	105.09
Other non -Current Assets	3.2	18.23	24.29
		190.63	129.38
Current assets			
Inventories	4.1	355.78	67.37
Financial assets	4.2		
- Trade receivables	4.2.1	624.45	524.10
- Cash and cash equivalents	4.2.2	3.78	483.65
- Bank Balances other than Cash and Cash Equivalents	4.2.2.1	903.15	903.15
- Loans	4.2.3	0.00	8.00
- Other financial assets	4.2.4	84.01	40.26
Other current assets	4.3	48.47	30.01
		2,019.64	2,056.54
Total Assets		2,210.26	2,185.92
Equity and Liabilities			
Equity			
Equity Share capital	5.1	350.34	350.34
Other Equity	5.2	399.74	389.53
		750.08	739.87
LIABILITIES			
Non-current liabilities			
Financial liabilities	6.1		
- Borrowings	6.1.1	500.01	728.71
Deferred tax liabilities (Net)	6.2	3.87	2.46
		503.88	731.16

**AGGARSAIN SPINNERS LIMITED**

CIN - L17297HR1998PLC034043

Particulars	Notes	As at March 31, 2022	As at March 31, 2021
Current liabilities			
Financial liabilities	7.1		
- Short Term Borrowings	7.1.1	672.76	684.20
- Trade payables	7.1.2		
(a) Dues of micro & small enterprises		0.00	0.00
(b) Dues of creditors other than micro & small enterprises		260.60	0.93
- Other financial liabilities	7.1.3	8.68	19.31
Other current liabilities	7.2	14.26	10.45
Current Provisions	7.3	0.00	0.00
		172.39	105.09
		956.30	714.89
Total Equity and Liabilities		2,210.26	2,185.92
Corporate Information & Significant Accounting Policies		1 & 2	
Accompanying notes to the financial statements		3 to 27	
The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.			

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For Krishna Rakesh & Company
Chartered Accountants
Firm Registration No: 009088N

For and on behalf of the Board of Directors
Aggarsain Spinners Limited

Sd/-
Shiva Nishad
Partner

Sd/-
(RAMESH KUMAR)
(Chairman)
DIN: 01037508

Sd/-
(SUNNY GARG)
(Managing Director)
DIN: 02000004

Membership No: 560019
Place: Panchkula
Date :07-07-2022
UDIN : 22560019AMMUSU8610

Sd/-
Ajay Garg
(Whole time Director &
Chief Financial Officer)
DIN: 07613769
PAN: BKKPG6880K

Sd/-
Viney
(Company Secretary)
Memb No. A57146

**Statement of Profit and Loss for the year ended 31st March, 2022**

Particulars	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from Operations	8.1	378.76	1,556.94
Other Income	8.2	305.88	240.34
Total Income		684.64	1,797.29
Expenses			
Cost of Material Consumed	9.1	7.98	362.53
Purchase of Stock in trade		642.31	1,011.91
Changes in Inventories	9.2	-281.81	152.75
Employee Benefits Expense	9.3	100.18	90.49
Finance Costs	9.4	73.74	60.20
Depreciation & Amortization Expenses	9.5	21.95	7.69
Other Expenses	9.6	107.46	59.64
Total Expenses		671.81	1,745.21
Profit/(Loss) before tax		12.83	52.08
Tax Expense:			
Current Tax			
Current Year	10	1.73	11.26
Earlier Year	10	-0.54	0.00
Deferred Tax	10	1.42	2.46
Profit/ Total comprehensive income for the year		10.22	38.36
Earnings per equity share			
Basic & Diluted	12	0.29	1.09

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For Krishna Rakesh & Company
Chartered Accountants
Firm Registration No: 009088N

For and on behalf of the Board of Directors
Aggarsain Spinners Limited

Sd/-
Shiva Nishad
Partner

Sd/-
(RAMESH KUMAR)
(Chairman)
DIN: 01037508

Sd/-
(SUNNY GARG)
(Managing Director)
DIN: 02000004

Membership No: 560019
Place: Panchkula
Date :07-07-2022
UDIN : 22560019AMMUSU8610

Sd/-
Ajay Garg
(Whole time Director &
Chief Financial Officer)
DIN: 07613769
PAN: BKKPG6880K

Sd/-
Viney
(Company Secretary)
Memb No. A57146

**Statement of Cash Flow for the year ended 31st March, 2022**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Cash Flow From Operating Activities :		
Net Profit before tax and extraordinary items	12.83	52.08
Adjusted for :		
Depreciation & Amortization Expenses	21.95	7.69
Interest Paid	73.74	60.20
Interest income	-49.89	-47.16
Operating Profit Before Working Capital Changes	58.63	72.81
Adjusted for :		
Trade receivables/other current assets	-136.77	363.31
Inventories	-288.40	395.73
Trade Payables and current liabilities	252.85	-601.36
Cash Generated From Operations	-113.69	230.48
Direct Taxes paid / adjusted	-19.00	-11.26
Cash flow before extra ordinary items	-132.68	219.23
Extra Ordinary items		
Net cash from Operating activities (A)	-132.68	219.23
Cash Flow From Investing Activities :		
Net Changes in fixed assets	89.25	-112.28
Investment in Bank Deposits	0.00	-65.00
Non Current Assets	0.00	-30.36
Interest Received	49.89	47.16
Net Cash from investing activities (B)	-39.36	-160.49
Cash Flow From Financing Activities :		
Interest paid	-67.67	-54.12
Net Proceeds/(Repayment) of Long Term Borrowings	-228.70	363.16
Net Proceeds/(Repayment) from Short term Borrowings	-11.45	111.29
Net Cash from Financing activities (C)	-307.82	420.32
Net Increase In Cash And Cash Equivalents (A+ B+ C)	-479.86	479.07
Cash And Cash Equivalents At The Beginning Of The Year	483.65	4.58
Cash And Cash Equivalents At The End Of The Year	3.78	483.65

01. Proceeds from long term and other borrowings are shown net of repayment.

02. Cash and Cash equivalents represent cash and bank balances(including deposit) only.

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For Krishna Rakesh & Company
Chartered Accountants
Firm Registration No: 009088N

For and on behalf of the Board of Directors
Aggarsain Spinners Limited

Sd/-
Shiva Nishad
Partner

Sd/-
(RAMESH KUMAR)
(Chairman)
DIN: 01037508

Sd/-
(SUNNY GARG)
(Managing Director)
DIN: 02000004

Membership No: 560019
Place: Panchkula
Date :07-07-2022
UDIN : 22560019AMMUSU8610

Sd/-
Ajay Garg
(Whole time Director &
Chief Financial Officer)
DIN: 07613769
PAN: BKKPG6880K

Sd/-
Viney
(Company Secretary)
Memb No. A57146

**Statement of Changes in Equity for the year ended 31st March, 2022****EQUITY SHARE CAPITAL**

Particulars	As at 31st March, 2021	As at 31st March, 2022
35,03,400 Equity shares of `10/- each fully paid up	350.34	350.34
	350.34	350.34

OTHER EQUITY**(i) Current reporting period**

	Share Forfeiture Reserve	Retained Earnings		Total
		General Reserve	Surplus in the statement of Profit and Loss	
Balance as at 01.04.2021	28.84	30.00	330.69	389.53
Profit/(Loss) for the year after tax	0.00	0.00	10.22	10.22
Other comprehensive income for the year				
Total comprehensive income/(loss) for the year	0.00	0.00	10.22	10.22
Transfer to General Reserve				
Balance as at 31.03.2022	28.84	30.00	340.90	399.74

(ii) Previous reporting period

	Share Forfeiture Reserve	Retained Earnings		Total
		General Reserve	Surplus in the statement of Profit and Loss	
Balance as at 01.04.2020	28.84	30.00	292.32	351.16
Profit for the year after tax	0.00	0.00	38.36	38.36
Other comprehensive income for the year				
Total comprehensive income for the year	0.00	0.00	38.36	38.36
Transfer to General Reserve				
Balance as at 31.03.2021	28.84	30.00	330.69	389.53

The Notes referred to above form an integral part of the accounts. In terms of our report of even date attached herewith.

For Krishna Rakesh & Company
Chartered Accountants
Firm Registration No: 009088N

For and on behalf of the Board of Directors
Aggarsain Spinners Limited

Sd/-
Shiva Nishad
Partner

Sd/-
(RAMESH KUMAR)
(Chairman)
DIN: 01037508

Sd/-
(SUNNY GARG)
(Managing Director)
DIN: 02000004

Membership No: 560019
Place: Panchkula
Date :07-07-2022
UDIN : 22560019AMMUSU8610

Sd/-
Ajay Garg
(Whole time Director &
Chief Financial Officer)
DIN: 07613769
PAN: BKKPG6880K

Sd/-
Viney
(Company Secretary)
Memb No. A57146



1. CORPORATE INFORMATION

M/s Aggarsain Spinners Limited (CIN: L17297HR1998PLC034043) ("the Company") is a public limited company domiciled and incorporated under the provisions of the Companies Act, 1956 on 05th November, 1993 in India and its shares are publicly traded on the Metropolitan Stock Exchange ("MSEI"), India. The Registered Office of the company is situated at 2nd Floor, SCO 404, Sector 20, Panchkula - 134116.

The principal business activity of the company is the trading of all type of textile products.

The financial statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 7th July, 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation of financial Statements

The Standalone Financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

These financial statements for the year ended 31st March 2022 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and the provisions of the Companies Act, 2013.

The accounting policies are applied consistently to all the periods presented in the standalone financial statement except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The standalone financial statements provide comparative information in respect of the previous period. In addition, the Company presents an additional balance sheet at the beginning of the preceding period when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in standalone financial statements.

2.2. Basis of measurement

The standalone financial statements have been prepared on a historical cost convention, except for the following assets and liabilities which have been measured at fair value or revalued amount:–

- Property, plant and equipment acquired as part of Business Acquisition,
- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments),
- Contingent/ Deferred consideration,
- Defined Benefit Plans- Measured at fair value, and
- Share based payments



ESTIMATES AND JUDGMENTS

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions effect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results may differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless 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. A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities and advance against current tax are classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) Foreign currencies

Functional and presentation currency

The Company's financial statements are presented in INR. For each entity the Company determines the functional currency and items included in the financial statements of each entity emea sure during that functional currency.

**Transactions and balances**

Transactions in foreign currencies are measured in the functional currency of the Company and are recorded on initial recognition in the functional currency at exchange rates prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction. The related revenue and expense are recognized using the same exchange rate.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

c) Financial instruments

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

- Financial assets include cash and cash equivalents, trade receivables, employee advances, investments in equity and debt securities etc;
- Financial liabilities include long-term and short-term loans and borrowings, derivative financial liabilities, bank overdrafts and trade payables

Financial assets:**Initial measurement**

Financial assets are recognised in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument. The company determines the classification of its financial assets at initial recognition. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

Subsequent measurement

The Subsequent measurement of financial assets depends on their classification which is as follows:

i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit and loss include financial assets held for sale in the near term and those designated upon initial recognition at fair value through profit or loss.

ii) Financial assets measured at amortised cost

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowance for estimated irrecoverable amounts based on the ageing of the receivables balance and historical experience. Additionally, a large number of minor



receivables are grouped into homogenous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

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

All equity investment in scope of IND AS 109 Financial Instruments are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which IND AS 103 Business Combinations applies are classified as fair value through profit or loss. For all other equity instruments, the Company may make irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-to-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument through fair value through other comprehensive income (FVTOCI), then all fair value changes in the instruments excluding dividends, are recognised in OCI and is never recycled to statement of profit and loss, even on sale of the instrument. The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Financial liabilities and equity instruments:**a) 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.

b) Equity Instruments

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

c) Financial Liabilities

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

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.



For trade receivables and contract assets, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

iv) Financial liabilities measured at amortized cost

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

v) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

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

De-recognition of financial liabilities

Financial liabilities are derecognized when these are extinguished, that is when the obligation is discharged, cancelled or has expired.

Offsetting of financial instruments

Financial assets and financial liabilities are offset with the net amount reported in the balance sheet only if there is a current enforceable legal right to offset the recognised amounts and intent to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d) Revenue Recognition

Revenue is recognised upon transfer of control of promised product or services to customer in an amount that reflects the consideration the company expects to receive in exchange for those product or service, regardless of when the payment is received.

Revenue is measured at the Transaction price, excluding amounts collected on behalf of the third parties. The amount disclosed as revenue is net of returns, trade discounts, volume rebates, Goods and Services Tax. The company recognizes revenue when the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the entity.

The specific recognition criteria for the various types of the company's activities are described below

**(i) Sales of goods**

Revenue from sale of goods is recognised at the point in time when control of the goods are transferred to the customers, the customer has full discretion over the channel and price to sell the products, there is no unfulfilled obligation that could affect the customer's acceptance of the products and the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold. The said conditions are generally fulfilled upon delivery of goods to the customers.

Delivery occurs when the goods have been shipped to the specific location, the risks and rewards of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sale contract, the acceptance provisions have lapsed, or the company has objective evidence that all criteria for acceptance have been satisfied.

(ii) Services

Revenue from sale of services is recognised on the basis of the stage of completion. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

(iii) Export Incentives

Revenue in respect of the export incentives is recognized on accrual basis in the period in which the related exports have been made.

(iv) Power Generation

Sale of power is recognised on the basis of meter reading confirmed by buyers in accordance with the respective agreement.

Renewable Energy Certificate are accounted for on certification of energy sale quantity by the buyer and is valued at minimum sale price fixed by Central Electricity Regulatory Authority after adjusting expected outgo.

(v) Interest

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

(vi) Dividend

Dividend income is recognized when the right to receive the payment is established.

(vii) Insurance and other claims are recognized when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

**e) Taxes****Income Taxes**

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is also recognized in equity or other comprehensive income respectively.

(i) Current Taxes:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised 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.

(ii) Deferred Taxes:

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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

**f) Property, Plant and Equipment**

Property, Plant and Equipment represent a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Management reviews the residual values, useful lives and method of depreciation of Property, Plant and Equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

g) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

h) Inventories

Inventories are valued at cost or net realizable value, whichever is lower except waste which is valued at net realisable value. The cost in respect of the various items of inventory is computed as under:

Raw Materials - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. However, materials and other items held for use in the production of inventories are not written down below cost if the finished product in which they will be incorporated are expected to be sold at or above cost. **Stores and Spares** - At weighted average cost plus direct expenses. The cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

Work-in-Progress - At raw material cost plus conversion costs depending upon the stage of completion and other related overhead costs.

Finished Goods - At raw material cost plus conversion costs, packing cost and other overheads incurred to bring the goods to their present location and condition.

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

i) Provisions, Contingent Liabilities and Contingent Assets

A provision shall be recognised when:

- (a) an entity has a present obligation as a result of a past event;
- (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (c) a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.



A Contingent liability is not recognised but disclosed in the notes to the accounts, unless the probability of an outflow of resources is remote.

A contingent asset is generally neither recognised nor disclosed.

j) Employees Benefits**Short term Employee Benefits:**

Liabilities for wages, salaries and other employee benefits that are expected to be settled within twelve months of rendering the service by the employees are classified as short term employee benefits. Such short term employee benefits are measured at the amounts expected to be paid when the liabilities are settled. Short Term Employee Benefits are recognized as an expense on an undiscounted basis in the statement of profit and loss of the year in which the related service is rendered.

k) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with a maturity period of twelve months or less from the balance sheet date, which are subject to an insignificant risk of changes in value and is freely available for the company. Bank overdrafts are shown under borrowings in the balance sheet.

Earmarked bank balances and/or short term deposits which are lien marked against borrowings are shown under the head "Bank balances other than Cash and Cash Equivalent".

l) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

m) Impairment of assets**(i) Financial assets**

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

**(ii) Non-financial assets**

Property, plant and equipment and Intangible Assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

n) Earnings per Share

The Basic earnings per share (EPS) is calculated by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per equity share is calculated by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

o) Dividends

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

p) Exceptional items

Ind AS 7 requires an entity to exclude non-cash transaction relating to investing and financing activities from the statement of cash flow. However, such transactions should be disclosed elsewhere in the financial statements. The investing and financing activities in cash flow statement do not have a direct impact on current cash flows although they do affect the capital and asset structure of an entity. The company has disclosed these transactions, to the extent material in relevant notes.

Cash and cash equivalents consist of cash on hand and balances with banks which are unrestricted for withdrawal and usage.



q) Trade Receivables

As per Ind As 109, the company is required to apply expected credit losses model for recognising the provision for doubtful debts. The expected credit losses are determined based on past trends and assumptions.

r) Contingencies

A contingent liability is:

A possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognised because:

- (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
- (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent liabilities and assets are not recognised on the balance sheet of the Company, except for contingent liabilities assumed in a business combination that are present obligations arising from past events and for which the fair values can be reliably determined.

Contingent liabilities recognised in a business combination.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition

s) Cash flow statement

The cash flow statement is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities.



NOTE : 3 Notes to the Accounts

3.1 PROPERTY, PLANT & EQUIPMENT

(Amount in Lakhs)

S. No	Particulars	Gross Block			Depreciation			Adjusted with retained earnings	WDV as on 31.03.2022	WDV as on 31.03.2021		
		As On 01.04.2021	Addition During the Year	Deduction During the Year	As On 31.03.2022	As On 01.04.2021	Addition During the Year				Deduction During the Year	
I.	Tangible Assets											
1	Mobile Phone	0.00	0.87	0.00	0.87	0.07	0.08	0.00	0.14	0.00	0.71	0.80
2	Furniture & Fixtures	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
3	Vehicles	0.26	0.00	0.00	0.26	0.10	0.02	0.00	0.12	0.00	0.13	0.16
4	Computer	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
		110.68	89.25	0.00	199.92	7.31	21.56	0.00	28.87	0.00	171.05	103.37
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
		1.68	0.00	0.00	1.68	0.91	0.27	0.00	0.19	0.00	0.49	0.76
		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	113.48	89.25	-	202.73	8.39	21.94	-	30.33	-	172.39	105.09

Notes to the Accounts for the year ended 31st March 2022

3.2 OTHER NON CURRENT ASSETS

Particulars	As at	As at
	31.03.2022	31.03.2021
Non Financial Assets at amortized cost (unsecured, considered good)		
Miscellaneous Expenditure	18.22	24.29
Income Tax Advance	18.22	24.29
Total	0.01	0.00
	18.23	24.29

4.1 INVENTORIES

Particulars	As at	As at
	31.03.2022	31.03.2021
As taken, valued and certified by the management		
Raw Materials	337.47	52.96
Stock in Process	0.00	0.00
Finished Goods	18.30	14.41
Stock in Transit	0.00	0.00
Waste	0.00	0.00
	355.77	67.37

**4.2 FINANCIAL ASSETS – CURRENT****4.2.1 TRADE RECEIVABLES**

Particulars	As at	As at
	31.03.2022	31.03.2021
(unsecured, considered good, unless otherwise stated)		
(i) Undisputed Trade receivables-considered good		
Less than 6 months	438.99	231.20
6 months – 1 year	142.20	7.60
1 year- 2 year	41.94	7.38
2 year – 3 year	1.31	0.00
More than 3 year	0.00	277.92
(ii) Undisputed Trade Receivables- considered doubtful	0.00	0.00
(iii) Disputed Trade Receivables- considered good	0.00	0.00
(iv) Disputed Trade Receivables- considered doubtful	0.00	0.00

4.2.2. Cash and cash equivalents

Particulars	As at	As at
	31.03.2022	31.03.2021
Balance with Scheduled Banks		
- In Current Accounts	2.08	479.02
Cash in hand	1.70	4.62
	3.78	483.64

4.2.2.1 Bank Balances other than Cash and cash equivalents

Particulars	As at	As at
	31.03.2022	31.03.2021
Other bank balances		
- Fixed Deposits	903.15	903.15
	903.15	903.15

4.2.3 LOANS

Particulars	As at	As at
	31.03.2022	31.03.2021
(Unsecured, considered good)		
Salary Advance	0.00	8.00
	0.00	8.00

4.2.4 OTHER FINANCIAL ASSETS

Particulars	As at	As at
	31.03.2022	31.03.2021
Interest Accrued on Fixed Deposits	84.01	40.26
	84.01	40.26

**4.3 OTHER CURRENT ASSETS**

Particulars	As at	As at
	31.03.2022	31.03.2021
(Unsecured, considered good)		
Earnest Money	25.25	25.25
Prepaid Expenses	1.21	0.54
Income Tax Advance	18.00	0.22
Other Advances	4.00	4.00
	48.47	30.00

5.1 EQUITY SHARE CAPITAL

Particulars	As at	As at
	31.03.2022	31.03.2021
Authorised :		
45,00,000 Equity Shares of Rs 10/- each.	450.00	450.00
	450.00	450.00
Issued, Subscribed and Paid up :		
3503400 Equity Shares of Rs 10/- each.	350.34	350.34

(i) Reconciliation of the number of equity shares outstanding is as follows :

Particulars	As at	As at
	31.03.2022	31.03.2021
	Nos.	Nos.
At the beginning of the year	3,503,400	3,503,400
Changes during the year	0.00	0.00
At the end of the year	3,503,400	3,503,400

(ii) Details of shareholders holding more than 5% of the Equity Shares in the company:

Particulars	As at		As at	
	31.03.2020		31.03.2020	
Name of Shareholder	Nos.	% holding	Nos.	% holding
Mr Ramesh Kumar	624,240	17.82	624,240	17.82
Mr Rajinder Kumar Garg	257,960	7.36	257,960	7.36

(iii) Term /Rights attached to Equity Shares

The company has one class of equity shares having a par value of `10/- each. Each holder of equity shares is entitled to one vote per share. During the year ended March 31, 2022 the amount of dividend recognised as distributions to equity shareholders is Nil (Previous Year Nil). In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the company.

(iv) The Company has not issued bonus during the last five year.

**(v) Shares held by promoters at the end of the year:**

Name of Promoter	% Change during the year	As at	As at
		31.03.2022	31.03.2021
Mr Ramesh Kumar	0.00%	624240 (17.82%)	624240 (17.82%)
Mr Rajinder Kumar Garg	0.00%	257960 (7.37%)	257960 (7.37%)
Mrs. Sunita Garg	0.00%	9500 (0.27%)	9500 (0.27%)

5.2 OTHER EQUITY

Particulars	As at	As at
	31.03.2022	31.03.2021
Reserves & Surplus		
a) Securities Forfeiture Reserve		
Balance Brought forward	28.84	28.84
b) General Reserve		
Balance brought forward	30.00	30.00
Surplus in the Statement of Profit & Loss		
Balance brought forward	330.69	292.32
Profit/(Loss) for the year	10.21	38.36
	340.90	330.69
Total	399.74	389.53

Nature of Reserves**a) Share Foreiture Reserve**

Share Forfeiture Reserve is used to record the amount of forfeiture of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013

b) General Reserve

The General reserve is used from time to time for transfer of profits from surplus in statement of Profit and Loss for appropriation purposes.

6.1 FINANCIAL LIABILITIES - NON CURRENT**6.1.1 BORROWINGS**

Particulars	As at 31.03.2022	As at 31.03.2021
Secured Loans		
Term Loan		
- From Banks	84.31	156.15
Vehicle Loans		
- From Banks	173.47	103.85
- Deposits		
- Directors, Share Holders & their relatives	185.55	433.00
- Corporate Debts	125.00	125.00
	568.33	818.00
Less : Current maturities of long term borrowings (Disclosed under Other Current Liabilities under Note No. 7.1.1)	68.32	89.30
	500.00	728.71

**i) Details of security for term loans**

Term Loans from Banks are secured by Joint Equitable Mortgage by deposit of title deeds on pari-passu first charge basis and a charge by way of hypothecation of all movable fixed assets subject to prior charge on specified equipments. Term loans are further secured by pari-passu second charge on entire current assets (present and future) and Personal Guarantee of Chairman and Managing Director of the company. The loan is repayable in quarterly installments as follows:

Repayment Terms

S.No.	Particulars	Rate of Interest	Amount outstanding	No. of remaining installements
(a)	Bank of Maharashtra	10.00%	14.10	3 Monthly Installments
(b)	Bank of Maharashtra	7.50%	70.20	27 Monthly Installments

ii) Details of security for vehicle loans

Vehicle loans from banks are secured by hypothecation of specific assets purchased under such arrangements and is repayable in equated monthly installments as follows:

S.No.	Particulars	Rate of Interest	Amount outstanding	No. of remaining installements
(a)	Bank of Maharashtra	7.25%	82.50	75 Monthly Installments
(b)	Bank of Maharashtra	7.50%	90.97	66 Monthly Installments

iii) Unsecured Loan carries simple interest of 9.00% per annum.

6.2 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31.03.2022	As at 31.03.2021
Deferred Tax Liability / (Asset) relating to:		
- Property, plant and equipment and Intangible Assets	3.87	2.46
- Employee Benefits	0.00	0.00
- Unabsorbed losses	0.00	0.00
-Others	0.00	0.00
	3.87	2.46

7.1 FINANCIAL LIABILITIES-CURRENT**7.1.1 SHORT TERMS BORROWINGS**

Particulars	As at 31.03.2022	As at 31.03.2021
Current maturities of long-term borrowings	68.32	89.29
Working Capital Limits- Secured		
From banks	0.00	0.00
Working Capital Demand Loan	0.00	0.00
- Rupee Loan	0.00	0.00
Cash Credit Facilities	604.44	594.91
	672.75	684.20

**Lease Liabilities**

Working capital limits carries interest rate of 9.70% p.a. are secured by First Charge by Hypothecation of inventories and Book Debts, Second charge on entire Fixed Assets of the Company on pari-Passu and personal guarantee of the Chairman and Managing Director.

7.1.2 TRADE PAYABLES

Particulars	As at 31.03.2022	As at 31.03.2021
(i) Undisputed Dues of Micro and Small Enterprises	0.00	0.00
(ii) Undisputed Dues of creditors other than micro & small enterprises		
Outstanding for following periods from the due date of payment	0.00	0.00
- Less than 1 year	260.60	0.00
- 1-2 year	0.00	0.00
2-3 year	0.00	0.00
More than 3 year	0.00	0.00
(iv) Disputed Dues of Micro and Small Enterprises	0.00	0.00
(v) Disputed Dues of creditors other than micro & small enterprises	0.00	0.00
	260.60	0.00

7.1.3 OTHER FINANCIAL LIABILITIES

Particulars	As at 31.03.2022	As at 31.03.2021
Interest accrued but not due on borrowings	0.00	0.54
Interest accrued and due on borrowings	0.00	3.42
Other Liabilities	8.68	15.35
	8.68	19.31

7.2 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2022	As at 31.03.2021
Statutory Dues		
- TDS	3.34	1.04
- GST	10.56	9.09
- TCS	0.36	0.31
	14.26	10.45

7.3 CURRENT PROVISIONS

Particulars	As at 31.03.2022	As at 31.03.2021
Opening Balance		
Provided during the year	1.73	11.26
Adjusted during the year	1.73	11.26
Paid during the year	0.00	0.00
	0.00	0.00

8.1 REVENUE FROM OPERATIONS

Particulars	2021-22	2020-21
Sale of Products		
Sale (Yarn, Towels, Textile Rotary Print Screen, OSM)	378.76	1,555.38
Other operating revenues:		
- Waste & Scrap Sales	0.00	1.57
	378.76	1,556.94

**8.2 OTHER INCOME**

Particulars	2020-21	2019-20
Interest	49.89	47.16
Commission	255.95	177.77
Rebate & Discount	0.04	11.98
Miscellaneous Income	0.00	3.44
	305.88	240.34

9.1 COST OF MATERIAL CONSUMED

Particulars	2021-22	2020-21
Opening stock of Raw Material	52.96	295.33
Add: Purchases during the year	14.24	5.75
Closing stock of Raw Material	59.55	52.96
Consumables	0.00	0.60
Conversion Charges	0.33	113.80
	7.97	362.

9.2 CHANGE IN INVENTORIES

Particulars	2021-22	2020-21
Opening Stock		
Finished Goods/Stock in trade	14.41	167.16
Less: Closing Stock		
Finished Goods/Stock in trade	296.22	14.41
Decrease/(Increase) in Stocks	(281.81)	152.75

9.3 EMPLOYEE BENEFIT EXPENSES

Particulars	2021-22	2020-21
Salary and allowances	100.00	90.21
Staff welfare expenses	0.19	0.28
	100.18	90.49

9.4 FINANCE COSTS

Particulars	2021-22	2020-21
Long term borrowing	28.17	10.27
Short term borrowing	39.49	43.85
Other borrowing cost	6.07	6.07

10 TAX EXPENSES

Particulars	2021-22	2020-21
Current tax		
Income Tax	1.73	11.26
Less : MAT Credit availed during the year	0.00	0.00
Tax Adjustments for earlier year	-0.54	0.00
Deferred Tax		
Deferred Tax	1.42	2.46



(i) The major components of tax expense for the years ended 31 March 2022 and 31 March 2021 are:

Particulars	2021-22	2020-21
Current Tax:		
Current tax expenses for current year	1.73	11.26
MAT Tax Credit pertaining to current year	0.00	0.00
Tax expenses pertaining to prior periods	-0.54	0.00
	1.19	11.26
Deferred tax obligations	1.42	2.46
Total tax expense reported in the statement of profit or loss	2.61	13.71

10 TAX EXPENSES (CONTD.)

(iii) Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2022 is as follows:

Particulars	Opening Balance	Recognized/reversed through Profit and Loss	Recognized/reversed in other comprehensive income	Closing Balance
Deferred Tax (Assets)/Liabilities in relation to:				
Property, plant & equipment and Intangible Assets	2.46	1.42	0.00	3.87
Employee Benefits	0.00	0.00	0.00	0.00
Unabsorbed Losses	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00
Net Deferred Tax (Assets)/Liabilities	2.46	1.42	0.00	3.87

Significant components of net deferred tax assets and liabilities for the year ended on 31st March, 2021 is as follows:

Particulars	Opening Balance	Recognised/ reversed through Profit and Loss	Recognised/ reversed in other comprehensive income	Closing Balance
Deferred Tax (Assets)/Liabilities in relation to:	0.00	2.45	0.00	2.45
Property, plant & equipment and Intangible Assets	0.00	0.00	0.00	0.00
Employee Benefits	0.00	0.00	0.00	0.00
Unabsorbed Losses	0.00	0.00	0.00	0.00
Others	0.00	0.00	0.00	0.00
Net Deferred Tax (Assets)/Liabilities	0.00	2.45	0.00	2.45

**11 FINANCIAL INSTRUMENTS****11.1 FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying value of financial instruments by categories as on 31st March, 2022 were as follows:

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Trade receivables	4.2.1	0.00	0.00	624.45	624.45	624.45
- Cash and Cash equivalents	4.2.2	0.00	0.00	3.78	3.78	3.78
- Bank Balances other than Cash and Cash Equivalents	4.2.2.1	0.00	0.00	903.15	903.15	903.15
- Loans	4.2.3	0.00	0.00	0.00	0.00	0.00
- Other financial assets	4.2.4	0.00	0.00	84.01	84.01	84.01
Total Financial Assets		0.00	0.00	1615.39	1615.39	1615.39
Financial Liabilities						
- Long Term Borrowings	6.1.1	0.00	0.00	500.01	500.01	500.01
- Short Term Borrowings	7.1.1	0.00	0.00	672.76	672.76	672.76
- Trade Payables	7.1.2	0.00	0.00	260.60	260.60	260.60
- Other Financial Liabilities	7.1.3	0.00	0.00	8.68	8.68	8.68
Total Financial Liabilities		0.00	0.00	1442.04	1442.04	1442.04

11.1 FINANCIAL INSTRUMENTS BY CATEGORY (CONTD.)

The carrying value of financial instruments by categories as on 31st March, 2021 were as follows:

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Assets						
Investments						
- Trade receivables	4.2.1	0.00	0.00	524.10	524.10	524.10
- Cash and cash equivalents	4.2.2	0.00	0.00	483.65	483.65	483.65
- Bank Balances other than Cash and Cash Equivalents	4.2.2.1	0.00	0.00	903.15	903.15	903.15
- Loans	4.2.3	0.00	0.00	8.00	0.00	0.00
- Other financial assets	4.2.4	0.00	0.00	40.26	40.26	40.26
Total Financial Assets		0.00	0.00	1959.16	1951.16	1951.16

Particulars	Note Reference	Fair Value through Profit & Loss	Fair Value through OCI	Amortised Cost	Total Carrying Value	Total Fair Value
Financial Liabilities						
- Long Term Borrowings	6.1.1	0.00	0.00	728.71	728.71	728.71
- Short Term Borrowings	7.1.1	0.00	0.00	684.20	684.20	684.20
- Trade Payables	7.1.2	0.00	0.00	0.93	0.93	0.93
- Other Financial Liabilities	7.1.3	0.00	0.00	19.31	19.31	19.31
Total Financial Liabilities				1433.15	1433.15	1433.15

**Management estimations and assumptions**

- a) The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- b) The fair value of the financial assets and liabilities is 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. The following methods and assumptions were used to estimate the fair values:
- (i) The fair values of the unquoted equity shares have been determined based on certifications from valuers who have used Net Asset Value approach for determining the fair values.
 - (ii) The fair values of the derivative financial instruments have been determined based on the exchange rates prevailing as at year end.

11.2 FAIR VALUE MEASUREMENT**(i) Fair Value hierarchy**

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The company's policy is to recognize transfers into and the transfers out of fair value hierarchy levels as at the end of the reporting period. There are no transfers between level 1 and level 2 during the end of the reported periods.

(ii) The following table presents fair value hierarchy of assets and liabilities measured at fair value: As at 31st March 2022

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)		0.00	0.00	0.00
Other financial current assets		0.00	0.00	0.00
- Derivative financial instruments		0.00	0.00	0.00

**As at 31st March 2021**

Particulars	Note Reference	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Long term Investments				
Fair Value through OCI (Equity instruments designated upon initial recognition)		0.00	0.00	0.00
Other financial current assets				
- Derivative financial instruments		0.00	0.00	0.00

11.3 FINANCIAL RISK MANAGEMENT

The principal financial assets of the Company include loans, trade and other receivables, and cash and bank balances that derive directly from its operations. The principal financial liabilities of the company, include loans and borrowings, trade and other payables and the main purpose of these financial liabilities is to finance the day to day operations of the company.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and that advises on financial risks and the appropriate financial risk governance framework for the Company.

This note explains the risks which the company is exposed to and policies and framework adopted by the company to manage these risks:

(i) Market Risk

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

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates, which are included in interest bearing loans and borrowings in these financial statements. The company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(iii) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured. Credit risk on cash and bank balances is limited as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by credit rating agencies. The Company's credit risk in case of all other financial instruments is negligible.



The company assesses the credit risk based on external credit ratings assigned by credit rating agencies. The company also assesses the creditworthiness of the customers internally to whom goods are sold on credit terms in the normal course of business. The credit limit of each customer is defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to overseas customers are generally covered by letters of credit.

The impairment analysis is performed on client to client basis for the debtors that are past due at the end of each reporting date. The company has not considered an allowance for doubtful debts in case of trade receivables that are past due but there has not been a significant change in the credit quality and the amounts are still considered recoverable.

Write off policy

The financials assets are written off in case there is no reasonable expectation of recovering from the financial asset.

12. EARNINGS PER SHARE

(a) The calculation of Earnings Per Share (EPS) as disclosed in the statement of profit and loss has been made in accordance with Indian Accounting Standard (Ind AS)-33 on “Earning Per Share”

(i) A statement on calculation of basic & Diluted EPS is as under:

Particulars	Year ended 31.03.2022	Year ended 31.03.2021
Net Profit after tax attributable to equity shareholders	10.22	38.36
Total (A)	10.22	38.36
Weighted average number of equity shares	35.03	35.03
Total (B)	35.03	35.03
Basic earnings per Share (C) (A)/(B)	0.29	1.09
Diluted earnings per Share (C)* (A)/(B)	0.29	1.09
Face value per equity share (C)	10	10

13. CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR):-

S. No.	Particulars	As at 31st March, 2022	As at 31st March, 2021
(i)	Excise / Service Tax Matters	NIL	NIL
(ii)	Income Tax Matters against which appeal filed before Appellate Authority	NIL	NIL
(iii)	Outstanding Bank Guarantees	1,253.00	903.15
(iv)	Claims against company not accepted	NIL	NIL

14. The company has given margin money of Rs 9.03 Crs to banks against bank guarantee for purchase of units through NCLT. Ramesh Kumar (Director) has given Rs. 4.15 crore as margin money against the bank guarantee given by the company of Rs. 4.15 crore.

15 Balances of loans and advances sundry creditors and other liabilities are in the process of confirmation / reconciliation.



- 16 In accordance with the Accounting Standards (IndAS-36) on “Impairment of Assets” during the year the company has assessed useful life of fixed assets in use and is of the view that no impairment is considered to be necessary in view of its expected realizable value/value in use.
- 17 The Company has not received full information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid /payable have been given based on the information so far available with the company/ identified by the company management. As required by schedule III of companies Act, of the above said Act the following information is disclosed:-

Notes to the Accounts for the year ended 31st March 2021**17 (CONTD.)**

Sr. No.	Particulars	2021-22	2020-21
a)	(i) Principal amount remaining unpaid at the end of the accounting year (ii) Interest accrued and due to such suppliers on above (a) amount	-	-
b)	Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day.	0.00	0.00
c)	Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	0.00	0.00
d)	Interest accrued and remaining unpaid at the end of the accounting year.	-	-
e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	0.00	0.00

18. SEGMENT INFORMATION

The identification of Business segment is done in accordance with the system adopted for internal financial reporting to the board of directors and management structure. The company deals only in Textile products which in the context of Accounting Standard 17 is considered the only primary business segment. Hence no segmental reporting is required.

19. RELATED PARTY DISCLOSURE

Related parties and transactions with them as specified in the Ind-AS 24 on “Related Parties Disclosures” prescribed under Companies (Accounting Standards) Rules, 2015 has been identified and given below on the basis of information available with the company and the same has been relied upon by the auditors.



(i) Key management personnel and their relatives

Name of Person	Relationship
Shri Sunny Garg	Managing Director
Shri Ajay Garg	Whole Time Director cum Chief Financial Officer
Shri Viney	Company Secretary
Suresh Kumar	Independent Director
Ashok Goel	Independent Director
Jagdish Rai Kansal	Independent Director
Ramesh Kumar	Director
Ajay Garg	Director

(ii) Enterprise where Key Management Personnel & their relative have significant influence Fortune Multitech Pvt Ltd.

Transactions with Related Parties :-

Nature of Transactions	For the year ended March 31, 2022	For the year ended March 31, 2021
Director Remuneration		
- Ajay Garg	42.00	36.00
- Sunny Garg	42.00	36.00
Borrowing at the year end		
- Ajay Garg	7.95	28.95
- Sunny Garg	114.00	82.00
- Ramesh Kumar	63.60	322.05

20. AUDITORS REMUNERATION (EXCLUDING GST)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Audit Fee	0.55	0.25
Tax Audit Fee	0.00	0.05

21. The company has not complied with the provisions of post employment benefit of Ind AS 19 since the provision of gratuity is not applicable to the company. Further with respect to the defined contribution plan the company has not taken the registration under the provision of Employee state insurance and employee provident fund, since the registration are not required by the company under those provisions.

22. As per the past practice, consumption of raw material and stores and spares is derived as net of opening stock plus purchases less closing stock.

(a) Total Value of Raw Materials and Stores & Spares consumed (includes packing material & dyes & chemicals):

**In lacs**

Particulars	2021-22	%
Raw Material:		
Imported	NIL	NIL
Indigenous	7.97 (100%)	362.53 (100%)
Total	7.97 (100%)	362.53 (100%)

23. During the year the company recognised the inwards of stock amounting to Rs. 277.92 Lacs against the few debtors, being reversal of sale of goods pertaining to pre GST regime. The parties had returned the finished stock against amount due from them and the same has been adjusted during the year accordingly.

24. Ratios

i) Current ratio= Current Assets/ Current Liabilities

Particulars	Mar-22	Mar-21
Current assets	2,019.64	2,056.54
Current liabilities	956.30	714.89
Ratio	2.11	2.88
% change from previous year	(27%)	

Reason for change more than 25%:

Current Ratio of the year has been reduced from 2.88 to 2.11 due to increase in current liabilities i.e sundry creditors against purchase in the month of March 2022

ii) Debt Equity ratio = Total debt/ Total equity

Particulars	Mar-22	Mar-21
Total Debt	1,172.76	1,412.91
Total Equity	750.08	739.87
Ratio	1.56	1.91
% change from previous year	(18%)	

iii) Debt Service Coverage Ratio= Net Operating Income/ Total interest and principal payments

Particulars	Mar-22	Mar-21
Profit after tax	10.22	38.36
Add: Depreciation	21.95	7.69
Add: Finance cost	73.74	60.20
Net operating income	105.91	106.25
Interest cost on borrowings	-67.67	-54.12
Principal repayments	-240.15	474.45
Total interest and principal repayments	-307.82	420.32
Ratio	0.34	0.25
% change from previous period/ year	(36%)	



Reason for change more than 25%:

During the year, the repayment of GECL/Term Loan has been started resulting the decrease in DSCR

iv) Return on Equity (ROE) Ratio= Net profit after tax / Total Shareholders' Equity

Particulars	Mar-22	Mar-21
Net profit after tax	10.22	38.36
Total shareholders equity	750.08	739.87
Ratio	0.01	0.05
% change from previous period/ year	74%	

Reason for change more than 25%:

During the year, due to covid impact, annual turnover has decreased drastically from Rs 15.56 Cr to Rs 3.79 Cr resulting decrease in net profit from Rs 38.36 Lacs to Rs 10.22 Lacs. Due to the above said reasons, ROE ratio has been decreased from 0.05 to 0.01

v) Inventory turnover ratio = Cost of goods sold/ Average Inventory

Particulars	Mar-22	Mar-21
Cost of Goods Sold	368.48	1,527.19
Average inventory	211.57	265.24
Ratio	1.74	5.76
% change from previous period/ year	(70%)	

Reason for change more than 25%:

During the year, due to covid, the company has reduced the direct trading and more involved in commission business, Due to above, cost of good sold has been decreased to Rs 3.68 Cr against Rs 15.27 Cr in the previous year, whereas, average inventory reduce marginally from Rs 2.65 Cr to Rs 2.12 Cr only, hence, inventory turnover ratio is reduced from 5.76 to 1.74 Only

vi) Trade receivables turnover ratio = Credit sales/ Average trade receivables

Particulars	Mar-22	Mar-21
Credit sales	378.76	1,556.94
Average trade receivables	574.27	496.00
Ratio	0.66	3.14
% change from previous period/ year	(79%)	

Reason for change more than 25%:

Though the credit sales has been reduced from Rs 15.57 Cr to Rs 3.79 Cr this year but average trade receivable has been increased from Rs 4.96 Cr to Rs 5.74 Cr due to increase in debtor level against the credit sale in the month of March 22. Due to above, Trade Receivable Ratio has been decreased to 0.66 this year from 3.14 of previous year.

**vii) Trade payables turnover ratio = Net credit purchase/ Average trade payables**

Particulars	Mar-22	Mar-21
Credit purchase	656.55	1,017.66
Average trade payables	130.76	173.49
Ratio	5.02	5.87
% change from previous period/ year	(14%)	

viii) Net capital turnover ratio= Sales/ net Working Capital

Net working capital= Current assets- current liabilities

Particulars	Mar-22	Mar-21
Sales	378.76	1,556.94
Net working capital	1,063.34	1,341.65
Ratio	0.36	1.16
% change from previous period/ year	69%	

Reason for change more than 25%:

Main reason of reason of decreasing in Net Capital Turnover Ratio is the dip in annual turnover from Rs 15.57 Cr to Rs 3.79 Cr

ix) Net profit ratio= Net profit after tax/ Sales

Particulars	Mar-22	Mar-21
Net profit after tax	10.22	38.36
Sales	378.76	1,556.94
Ratio	0.03	0.02
% change from previous period/ year	-9%	

Reason for change more than 25%:

x) Return on capital employed ratio= Earnings before interest and tax (EBIT)/ (Total Assets - Total Current Liabilities)

Particulars	Mar-22	Mar-21
Net profit after tax	10.22	38.36
Finance cost	73.74	60.20
Other income	305.88	240.34
EBIT	389.84	338.90
Total assets	2,210.26	2,185.92
Current liabilities	956.30	714.89
Capital employed	1,253.96	1,471.03
Ratio	0.31	0.23
% change from previous period/ year	(35%)	

Reason for change more than 25%:

This year return on capital employed has been improved to 0.31 against 0.23 in the previous year due to increase in other income of the company

**xi) Return on investment ratio= Net Profit (PAT)/ Cost of Investment*100**

Particulars	Mar-22	Mar-21
Net profit after tax	10.22	38.36
Investment	750.08	739.87
Ratio	0.01	0.05
% change from previous period/ year	(74%)	

Reason for change in Ratio more than 25%

Due to decrease in trading activity, profit has been decreased to Rs 10.22 Lacs against Rs 38.36 Lacs in the previous year, return on investment has been decreased to 0.01 against 0.05 in the previous year

25 There are no loan outstanding or granted to promoter, directors, KMPs and related parties (as defined under Companies Act, 2013), either severally or jointly with any other person either repayable on demand or without specifying any term of period of repayment.

26 Other Disclosure as per amendment in Schedule-III dated 24th March, 2021.

- a) There are no proceedings has been initiated or pending against the entity under the Benami Transactions (Prohibitions) Act, 1988.
- b) There are none Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- c) The provision of Corporate Social Responsibility under section 135 of the Act is not applicable to the company.
- d) The company has not entered in any transaction relating to Crypto Currency or Virtual Currency during the year.
- e) The entity has not entered into any transaction with such entities whose name has been stuck off u/s 248 of the Act.
- f) The company has not taken borrowing from bank or public financial institution during the year.
- g) The company has not declared as willful defaulter.
- h) The company doesn't have any investment during the year or at the end of the year, compliance relating to number of layer prescribed under clause (87) of section 2 of the act is not applicable to the company.
- i) The Company has no undisclosed income pertaining to prior period which is required to be disclosed in current year.
- j) The company has registered all the charges with Registrar of Companies within the statutory period.

27 Figures for the previous year have been re-group/rearranged where ever necessary to make them comparable with current year.



AGGARSAIN SPINNERS LIMITED

CIN - L17297HR1998PLC034043

For Krishna Rakesh & Company
Chartered Accountants
Firm Registration No: 009088N

Sd/-
Shiva Nishad
Partner

Membership No: 560019
Place: Panchkula
Date :07-07-2022
UDIN : 22560019AMMUSU8610

For and on behalf of the Board of Directors
Aggarsain Spinners Limited

Sd/-
(RAMESH KUMAR)
(Chairman)
DIN: 01037508

Sd/-
Ajay Garg
(Whole time Director &
Chief Financial Officer)
DIN: 07613769
PAN: BKKPG6880K

Sd/-
(SUNNY GARG)
(Managing Director)
DIN: 02000004

Sd/-
Viney
(Company Secretary)
Memb No. A57146

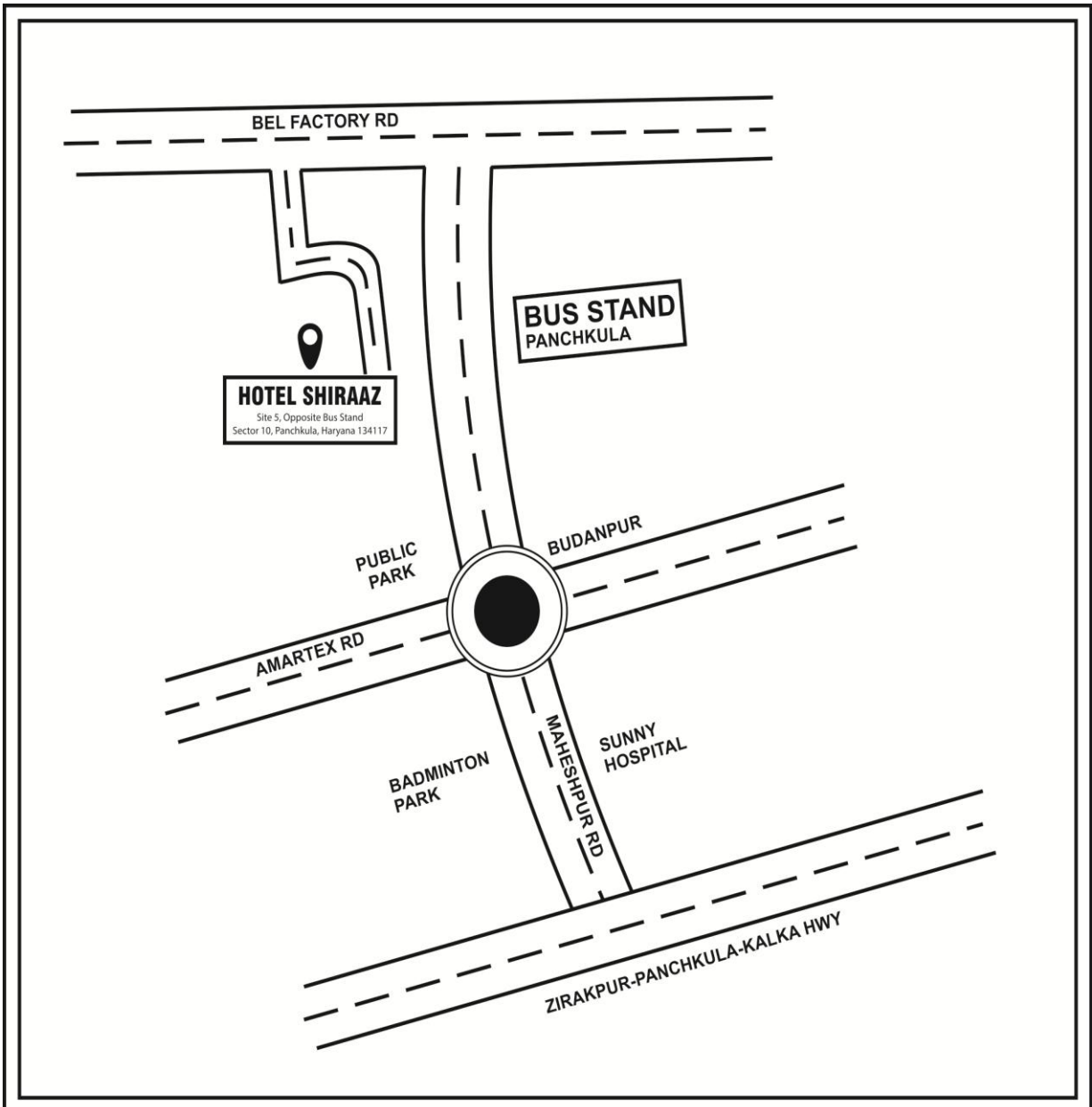


ROUTE-MAP

for the Venue of 29th Annual General Meeting,

Hotel Shiraz

Sector-10, Opp. Main Bus Stand, Panchkula-134113



If undelivered Please return to:

Aggarsain Spinners Limited

Regd. Office : 2nd Floor, Sec 404, Sector 20
Panchkula - 134116

E-mail : aggarsainspinners@gmail.com

Ph.: 0172-4644666

www.aggarsainspinners.com

