



# JAGJANANI TEXTILES LIMITED

Regd. Office- SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I,  
Jaipur-303007 E-mail: [jtsgv@gmail.com](mailto:jtsgv@gmail.com), [compliance@jagjanani.com](mailto:compliance@jagjanani.com)

Phone- 0141- 4104745

CIN: L17124RJ1997PLC013498

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J/BSE/186

04<sup>th</sup> September, 2023

The Manager,  
Department of Corporate Services,  
Bombay Stock Exchange,  
Floor-25, P J Tower  
Dalal Street, Mumbai-400001

Scrip Code: 532825

Sub. – Submission of Annual Report of the Company for the year ended on 31<sup>st</sup> March, 2023.

Dear Sir(s)

With regards to the above subject, Please find enclosed herewith the Annual Report of the Company for the year ended on 31<sup>st</sup> March, 2023 as per the Regulation 34 of (Listing obligation and disclosure requirements) 2015.

Please find the same in order and take note of the above.

Thanking you,

Yours Truly,

For Jagjanani Textiles Limited

S.G. Vyas

(Managing Director)

Encl.: As above



**JAGJANANI TEXTILES LIMITED**

Annual Report 2022-23

**BOARD OF DIRECTORS**

S. G. Vyas  
S. K. Singhal  
S S Shekhawat  
Rajesh C. Shah  
Mrs. Kavita Jain

**AUDITORS**

M/s. A O Mittal & Associates Chartered Accountants  
A-459, Adarsh Path, Vidyut Nagar Jaipur Rajasthan-302021

**REGD. OFFICE**

SCOs 33-34 RIICO Shopping Complex,  
Bagru Extn-I, Bagru, Jaipur – 303007  
Phone: 0141-4104745  
E-mail: [compliance@jagjanani.com](mailto:compliance@jagjanani.com)  
Web site: [www.jagjanani.com](http://www.jagjanani.com)

**REGISTRAR & TRANSFER AGENT**

Link Intime India Private Limited  
Noble Heights, 1<sup>st</sup> floor, Plot NH 2, C-1  
Block LSC, Near Savitri Market, Janakpuri,  
New Delhi-110058 Ph.: 011-49411000.



## **NOTICE**

Notice is hereby given that 26<sup>th</sup> Annual General Meeting of Jagjanani Textiles Limited will be held on 27<sup>th</sup> September, 2023 (Wednesday) at 10.00 a.m. at SCOs 33-34, RIICO Industrial Area Bargu Extn.I, Bagru, Jaipur-303007 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s. Rajeshkumar P. Shah & Co, (Firm Registration No. 129110W) having office at Ahmedabad, be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 26<sup>th</sup> AGM till the conclusion of the 31<sup>st</sup> AGM to be held in the year 2028, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

### **SPECIAL BUSINESS**

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

3. Regularization of Ms. Ila Trivedi (DIN-10297697) as an Independent Director of the Company

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Ila Trivedi (DIN-10297697) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from August 30, 2023 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual



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General Meeting or the last date on which the Annual General Meeting for Financial Year 2022-2023 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice writing from a member signifying his intention to propose her as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

#### 4. Regularization of Ms. Sonu Gupta (DIN-07333591) as an Independent Director of the Company

**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Sonu Gupta (DIN-07333591) who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from August 30, 2023 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2022-2023 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose her as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

#### 5. Regularization of Mr. Avanishkumar Manojkumar Patel (DIN-02724940) as a Director of the Company

**“RESOLVED THAT** Mr. Avanishkumar Manojkumar Patel (DIN-02724940) who was appointed as an Additional Director of the company, with effect from 30<sup>th</sup> August 2023. by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a director of the company, who will be liable to retire by rotation.”

#### NOTES:

- (i) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the time of the Meeting.
- (ii) Corporate Members are requested to send a duly certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
- (iii) The Register of Members and the Share Transfer Books of the Company shall remain closed from 21.09.2023 to 27.09.2023 (Both days inclusive).
- (iv) Members desiring any information, as regards Accounts, are requested to write to the Company at its Regd. Office at least 10 days before the date of Annual General Meeting so as to enable the Management to compile the requisite information.
- (v) Members are requested to bring their copy of Annual Report along to the Annual General Meeting.



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(vi) Electronic copy of the Annual Report is being sent to such Members whose email IDs are registered with the Company/ Registrar & Transfer Agent /Depository Participant(s) However, the Members may ask for a physical copy of the same.

(vii) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically and the business may be transacted through e-Voting Services provided by M/s. Link Intime India Private Limited. The instructions for e-voting are as under:

### **Remote e-Voting Instructions for shareholders:**

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

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

1. Individual Shareholders holding securities in demat mode with NSDL
  - 1.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  - 2.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.jsp>
  - 3.Visit 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting



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service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. 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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "**Sign Up**" under '**SHARE HOLDER**' tab and register with your following details: -

**A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide

|    |       |             |     |
|----|-------|-------------|-----|
| 16 | Digit | Beneficiary | ID. |
|----|-------|-------------|-----|

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

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

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

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



**Cast your vote electronically:**

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

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

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

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

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

- o Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits)*



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*etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

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

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

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

**Jaipur  
September 04, 2023**

By Order of the Board  
Sd/-  
**(S. G. Vyas)**  
**DIRECTOR**  
**(DIN-01905310)**

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

Item No.3.

The Board of Directors by passing a resolution and on the recommendation of the Nomination & Remuneration Committee had appointed Ms. Ila Trivedi having (DIN-10297697) as an Additional Independent Director and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Ms. Ila Trivedi having (DIN-10297697), as an Independent Director for a term of five years commencing from conclusion of this Annual General Meeting. Further, Ms. Ila Trivedi shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Item No.4.

The Board of Directors by passing a resolution and on the recommendation of the Nomination & Remuneration Committee had appointed Sonu Gupta (DIN-07333591) as an Additional Independent Director and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Ms. Sonu Gupta (DIN-07333591), as an Independent Director for a term of five years commencing from conclusion of this Annual General Meeting.. Further, Ms. Sonu Gupta shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.





Item No.5.

The Board of Directors by passing a resolution and on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Avanishkumar Manojkumar Patel (DIN-02724940) as an Additional Director and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Avanishkumar Manojkumar Patel, as a Director from August 30<sup>th</sup> 2023. Further, Mr. Avanishkumar Manojkumar Patel shall be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

**INFORMATION PURSUANT TO CORPORATE GOVERNANCE CLAUSE OF THE LISTING AGREEMENT(S) REGARDING THE DIRECTORS SEEKING APPOINTMENT IN THE ANNUAL GENERAL MEETING.**

|  |  |             |  |
|--|--|-------------|--|
| Name of the Director   | Ila Sunil Trivedi                            | Sonu Gupta  | Avanishkumar Manojkumar Patel                |
| Date of Birth  | 19.04.1977                                   | 30.12.1974  | 13.07.1985                                   |
| Date of appointment  | 30/08/2023                                   | 30/08/2023  | 30/08/2023                                   |
| Expertise in specific or more functional area  | Accounting and Finance                       | Legal Field | Marketing and Technological Area of Business |
| Qualification  | Post Graduate Diploma in Business Management | BA, LLB     | B.E. (Electronics & Communication Engineer)  |
| Directorships of other Companies as on 31 <sup>st</sup> March, 2023                  | None   | None        | Shanti Inorgo Chem (GUJ) Private Limited     |
| Chairman/Member of Committees of other Companies as on 31 <sup>st</sup> March, 2023. | None   | None        | None   |
| No. of shares held as on 31 <sup>st</sup> March, 2023.                               | Nil  | Nil         | Nil  |



## **Corporate Governance Report for the year 2022-23.**

### **1. COMPANY'S POLICY ON CORPORATE GOVERNANCE**

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. The Company has adopted a Code of Conduct for its employees including the Managing Director. In addition, the Company has adopted a Code of Conduct for its non-executive Directors which suitably incorporates the duties of independent directors as laid down in the Companies Act, 2013 ("Act"). The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

### **2. BOARD OF DIRECTORS**

- (a) As on March 31, 2023, the Company has five Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.
- (b) None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors.
- (c) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Sec. 149(6) of the Act.
- (d) The composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual General Meeting of the Company as also the number of Directorship/Chairmanship of Board and Chairmanship/Membership of Committees (as stipulated in clause 49 of the listing agreement) of other Indian Public Limited Companies are as follows:



| Name of Director           | Designation & Category                 | No. of Board meetings attended | Attendance at last AGM | Total no. of Directorships in other companies | No. of committee memberships in other companies | Total No. of Board Chairmanship in other Companies | Total No. of Committee Chairmanship in other Companies |
|----------------------------|--|--------------------------------|------------------------|---|---|--|--|
| Mr. S. G. Vyas             | Promoter Director                      | 6                              | Yes                    | Nil   | Nil   | Nil  | Nil  |
| Mr. S. K. Singhal          | Promoter Director                      | 6                              | Yes                    | Nil   | Nil   | Nil  | Nil  |
| Mrs. Kavita Jain           | Non-Executive and Independent Director | 6                              | Yes                    | Nil   | Nil   | Nil  | Nil  |
| Mr. Rajesh Chunibhai Shah  | Non-Executive and Independent Director | 6                              | Yes                    | Nil   | Nil   | Nil  | Nil  |
| Mr. Shakti Singh Shekhawat | Non-executive non-Ind. Director        | 6                              | Yes                    | Nil   | Nil   | Nil  | Nil  |

(e) Six Board Meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held:

May 30, 2022; August 13, 2022; August 25, 2022; September 02, 2022; November 14, 2022; February 13, 2023,

The necessary quorum was present for all the meetings. The Board periodically reviews the compliance reports of all laws applicable to the Company.

(f) During the year 2022-23, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

(g) During the year, one meeting of the Independent Directors was held to inter-alia, review the performance of non-independent directors, Chairman of the Company and the Board as a whole.



(h) Details of equity shares of the Company held by the Directors as on March 31, 2023 are given below:

| <b>Name</b> | <b>Category</b>   | <b>Number of equity shares</b> |
|-------------|-------------------|--------------------------------|
| S G Vyas    | Promoter Director | 1064370                        |
| S K Singhal | Promoter Director | 2654000                        |

### **3. COMMITTEES OF THE BOARD**

#### **A. AUDIT COMMITTEE:**

The Audit Committee comprised of three Directors - 2 Non- Executive, Independent Directors and one Promoter Director. The terms of reference to the Audit Committee are wide enough to cover all matters specified under the Listing Agreement and the Companies Act, 2013.

The Audit Committee met Four times during the financial year 2022-23 on 30/05/2022, 13/08/2022, 14/11/2022, and 13/02/2023. The attendance of members at the meetings was as follows:

| <b>Sr. No.</b> | <b>Name of Director</b> | <b>Designation</b> | <b>No. of meetings attended</b> |
|----------------|-------------------------|--------------------|---------------------------------|
| 1.             | S.K. Singhal            | Director           | 4                               |
| 2.             | Rajesh C. Shah          | Chairman           | 4                               |
| 3.             | Shakti Singh Shekhawat  | Director           | 4                               |

#### **B. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The terms of reference comprise of redressal of shareholders'/investor's complaints. The Committee consists of two Non-Executive, Independent Directors and one Promoter Director. The Secretary of the Company acts as the Secretary to the Committee.

The Shareholders'/ Investors' Grievance Committee met Four times during the year 2022-23 on 30/05/2022, 13/08/2022, 14/11/2022, and 13/02/2023. The attendance of Members at the Meetings was as follows:

| <b>Sr. No</b> | <b>Name of Director</b> | <b>Designation</b> | <b>No. of meetings attended</b> |
|---------------|-------------------------|--------------------|---------------------------------|
| 1.            | Kavita Jain             | Chairman           | 4                               |
| 2.            | S.K. Singhal            | Director           | 4                               |
| 3.            | Rajesh C. Shah          | Director           | 4                               |

During the financial year 2022-23, the Company received no complaint from investors.

**C. NOMINATION AND REMUNERATION COMMITTEE:**

This Committee consists of 3 Non executive Independent Directors. The terms of reference to the Nomination and Remuneration Committee are wide enough to cover all matters specified under the Listing Agreement and the Companies Act, 2013. The Secretary of the Company acts as the Secretary to the Committee. The Committee held its meetings on 30/05/2022, 13/08/2022, 14/11/2022, and 13/02/2023.

| <b>Sr. No</b> | <b>Name of Director</b> | <b>Designation</b> | <b>No. of meeting attended</b> |
|---------------|-------------------------|--------------------|--------------------------------|
| 1.            | Rajesh C. Shah          | Chairman           | 4                              |
| 2.            | Shakti Singh Shekhawat  | Director           | 4                              |
| 3.            | Kavita Jain             | Director           | 4                              |

**4. GENERAL BODY MEETINGS:**

The details of General Body Meetings held during the last three financial years are given as follows:

| <b>Year</b> | <b>Location</b>  | <b>Date</b>                      | <b>Time</b> | <b>No. of Special Resolutions</b> |
|-------------|--|----------------------------------|-------------|-----------------------------------|
| 2021-22     | SCOs 33-34 RIICO Shopping Complex, BagruExtn-1, Bagru Jaipur- 303007.  | 29 <sup>th</sup> September, 2022 | 10.00 AM    | 3                                 |
| 2020-21     | SCOs 33-34 RIICO Shopping Complex, BagruExtn-1, Bagru Jaipur- 303007.  | 29 <sup>th</sup> September, 2021 | 10.00 AM    | -                                 |
| 2019-20     | SCOs 33-34 RIICO Shopping Complex, Bagru Extn-1, Bagru Jaipur- 303007. | 24 <sup>th</sup> August, 2020    | 10.00 AM    | -                                 |

**DISCLOSURES:**

During the year, there was no transaction of material nature with the Directors, management and their relatives etc. that have any potential conflict with the interest of the Company at large except, as disclosed under the related party transaction as per the Accounting Standard 18 Related Party Disclosures issued by the Institute of Chartered Accountants of India which are set out in the Annual Report. The significant accounting policies which are consistently applied have been set out in the Notes to the Accounts. Further, the Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company may also take up the non-mandatory requirements of Clause 49 in due course of time.



## **5. MEANS OF COMMUNICATION**

The Company communicates with the shareholders at large through its Annual Reports, publication of financial results, press releases in leading newspapers and by filing of various reports and returns with the Statutory Bodies like Stock Exchanges and the Registrar of Companies. The Quarterly Financial Results are published in prominent daily newspapers. Company's website is updated regularly.

## **6. BOARD LEVEL PERFORMANCE EVALUATION**

The Companies Act, 2013 and revised Clause 49 of the Listing Agreement entered with the Stock Exchanges stipulates the performance evaluation of the Directors including Chairperson, Board and its Committees. Considering the said provisions, the Company has devised the process and the criteria for the performance evaluation which has been recommended by the Nomination & Remuneration Committee and approved by the Board at their meetings.

### **The process for performance evaluation is as under:**

Independent Directors evaluate the performance of Non-Independent Directors of the Company taking into account the views of Board as a whole and submit its report to the Nomination & Remuneration Committee (N&RC).

The Board evaluates the performance of the Independent Directors excluding the director being evaluated and submit its report to the N&RC.

Self-Assessment of Performance Evaluation of the Board level committees are done by the respective committees and reported to the Board.

Nomination & Remuneration Committee reviews the reports of the Independent Directors and Board and accordingly recommends the appointment/re-appointment/continuation of Directors to the Board. Based on the recommendation of N&RC, Board takes appropriate action.

## **7. GENERAL SHAREHOLDERS' INFORMATION**

- i) 26<sup>th</sup> Annual General Meeting  
Date : 27<sup>th</sup> September, 2023  
Time : 10.00 AM  
Venue: SCO 33-34, RIICO Shopping Complex Bagru Extn-I, Bagru, Jaipur-303007
- ii) Financial Calendar 2022-23  
First Quarter Results : August, 2022, Second Quarter Results, November, 2022  
Third Quarter Results: February, 2023, Annual Results: May, 2023.
- iii) Dates of Book Closure: 21.09.2023 to 27.09.2023
- iv) Dividend: No dividend has been recommended by the Board of Directors due to past losses.
- v) Listing: The equity shares of the company are listed on Bombay Stock Exchange Limited, Mumbai. (BSE). Stock Code: **532825**. The listing fee for 2023-24 has been paid to BSE.



## vi) Stock Market Data:

| Month  | Bombay Stock Exchange Limited |      | Volume    |
|--------|-------------------------------|------|-----------|
|        | High                          | Low  |           |
| Apr 22 | NA                            | NA   | NA        |
| May 22 | NA                            | NA   | NA        |
| Jun 22 | NA                            | NA   | NA        |
| Jul 22 | NA                            | NA   | NA        |
| Aug 22 | 2.03                          | 1.47 | 94,113    |
| Sep 22 | 5.19                          | 2.13 | 13,42,360 |
| Oct 22 | 4.89                          | 3.18 | 2,09,373  |
| Nov 22 | 5.01                          | 3.60 | 2,97,319  |
| Dec 22 | 4.44                          | 3.85 | 50,754    |
| Jan 23 | 4.46                          | 2.58 | 1,29,013  |
| Feb 23 | 3.39                          | 2.50 | 1,77,304  |
| Mar 23 | 3.40                          | 2.29 | 74,427    |

## vii) Registrar &amp; Transfer Agent

The work related to Share Transfer Registry in terms of both physical and electronic mode is being dealt with by M/s Link Intime India Private Limited and their address is- Noble Heights, 1<sup>st</sup> floor, Plot NH 2 , C-1Block LSC, Near Savitri Market, Janakpuri, New Delhi 100058.

## viii) Share Transfer System:

The share transfer activities under physical mode are carried out by the RTA. Shares in physical mode which are lodged for transfer are processed and returned within the stipulated time. Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt. Bad deliveries are promptly returned to Depository Participants (DP's) under advice to the shareholders.

ix) Shareholding Pattern as on 31<sup>st</sup> March, 2023

| Category     | No. of shares | As percentage of shares |
|--------------|---------------|-------------------------|
| 1. Promoters | 3831085       | 24.56                   |
| 2. Public    | 11768915      | 75.44                   |
| TOTAL        | 15600000      | 100.00                  |

**JAGJANANI TEXTILES LIMITED**

x) Distribution of Shareholding as on 31<sup>st</sup> March, 2023:

| Range<br>(No. of Shares) | SHAREHOLDERS               |                       | SHARES                    |               |
|--------------------------|----------------------------|-----------------------|---------------------------|---------------|
|                          | Number of total<br>holders | % to Total<br>Holders | Number to<br>total shares | % to Total    |
| Up to -500               | 3252                       | 63.14                 | 694744                    | 4.45          |
| 501-1000                 | 884                        | 17.16                 | 758935                    | 4.86          |
| 1001-2000                | 507                        | 9.84                  | 810033                    | 5.19          |
| 2001-3000                | 175                        | 3.39                  | 453375                    | 2.90          |
| 3001-4000                | 64                         | 1.24                  | 229174                    | 1.46          |
| 4001-5000                | 74                         | 1.43                  | 353694                    | 2.26          |
| 5001-10000               | 97                         | 1.88                  | 730455                    | 4.68          |
| 10001-.....              | 97                         | 1.88                  | 11569590                  | 74.16         |
| <b>Total</b>             | <b>5150</b>                | <b>100.00</b>         | <b>156000000</b>          | <b>100.00</b> |

xi) Dematerialization of shares:

As on 31<sup>st</sup> March, 2023, 90.79% of the Capital comprising 1,41,63,443 shares out of total 1,56,00,000 were dematerialized.

xii) Address, Correspondence address & Location: SCOs 33-34, RIICO Shopping Complex, Bagru Ext.I ,Bagru, Jaipur-303007. Telephone: 0141-4104745E-Mail: compliance@jagjanani.com

xiv) Corporate Identity Number: L17124RJ1997PLC013498.

**CEO/CFO certification**

We the undersigned, to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.





**JAGJANANI TEXTILES LIMITED**

- b) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- c) We have indicated to the auditors and the Audit Committee:
  - i. No changes in internal control over financial reporting during the year;
  - ii. No changes in accounting policies during the year; and
  - iii. No instance of any fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**S K SINGHAL**  
**(DIRECTOR)**  
(DIN-00075934)

**S G VYAS**  
**(DIRECTOR)**  
(DIN-01905310)

**DECLARATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

All the Directors and Senior Management personnel of the Company have affirmed compliance with the code of conduct of Jagjanani Textiles Limited as adopted by the Company for the financial year ended 31st March, 2023.

**S G VYAS**  
**(DIRECTOR)**  
(DIN-01905310)

**REVIEW OF DIRECTORS' RESONSIBILITY STATEMENT**

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2023 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.



## DIRECTORS' REPORT

Dear Members,

Your Directors present the 26<sup>th</sup> Annual Report on the business and operations of your Company along with the audited financial statements for the financial year (FY) ended March 31, 2023.

### FINANCIAL RESULTS

(‘000)

|                                    | Year ended on 31/03/2023 | Year ended on 31/03/2022 |
|------------------------------------|--------------------------|--------------------------|
| Gross Sales including other income | 1171                     | 1383                     |
| Gross Profit(Loss)                 | (85)                     | 39                       |
| Profit/Loss for the year           | (85)                     | 39                       |

### RESULT OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

During the year under review, the Company has been in consolidation mode and is evolving strategy for future business operations. No manufacturing/trading operations during the year under review by the Company.

### DIVIDEND

No dividend is being recommended for the year under review in view of the accumulated losses.

### TRANSFER TO RESERVES

In view of the losses, no transfer to the Reserves is proposed.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Textile industry has acquired prominent place in India's industrial development. It employs maximum number of persons next to agriculture. Major part of its production goes for Exports. The industry contributes substantially to Exports and GDP of India. However, due to derailment of regular business on account of financial constraints, your Company has not been able to operate normally. The Directors are exploring possibilities to resume business operations.

### MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

The Promoters and others have agreed to transfer their shareholding to new parties with approval from SEBI and BSE since the end of the financial year of the Company to which the financial statements relate and the date of the report. The new shareholders are expected to induct funds for rejuvenating the operations of the company.

### DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary/joint venture/associate companies.

### INTERNAL CONTROL SYSTEM

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by all the auditors and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2022-23. We have appointed M/s G D Badaya & Co. LLP, Chartered Accountants, Jaipur as Internal Auditor for FY 2022-23 whose report is also enclosed.



**JAGJANANI TEXTILES LIMITED**  
**HUMAN RESOURCE DEVELOPMENT**

It encourages innovation and performance. The Company has developed an environment of harmonious and cordial relations with its employees.

As the Company is in Textile business only, segment reporting is not required.

**PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS**

Your Company has not given any loan or guarantee or made investment in the F.Y 2022-23

**DIRECTORS AND KEY MAGERIAL PERSONNEL**

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are –

Mr. S.G. Vyas Director, Mr. Shiv Kumar Singhal Director, Mr. Manish Kumar Jain Chief Financial Officer and Mr. Nikhil Sharma Company Secretary.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER EMPLOYEES**

**Policy for appointment of Director, KMP and Senior Management**

Enhancing the competencies of the Board as well as retaining talented employees for the role of KMP/ senior management is the basis of the Committee to select a candidate for appointment to the Board. While recommending a candidate for appointment, the Committee shall consider the following aspects:

- The range of attributes of the candidate which includes, but is not limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, being considered;
- The extent to which the candidate is likely to contribute to the overall effectiveness of the Board and the management, work constructively with the existing systems and enhance the efficiency of the Company;

**Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

The remuneration/ compensation/ commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.

Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board.

The Whole-time Director/ KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

**NUMBER OF MEETINGS OF BOARD**

Six meetings of the board were held during the year. For details please refer to the corporate governance report, which forms part of this report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



## **JAGJANANI TEXTILES LIMITED**

- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) 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.

### **ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“SEBI Listing Regulations”).

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

Kindly refer to the Corporate Governance Report for details on the subject.

### **COMMITTEES OF THE BOARD**

The Company has following committees of the Board:

- ✓ Audit Committee
- ✓ Nomination and Remuneration Committee
- ✓ Stakeholders Relationship Committee

The details with respect to the composition, roles, terms of reference, etc. of relevant committees are given in details in the ‘Report on Corporate Governance’ of the Company which forms part of this Annual Report.

### **STATUTORY AUDITORS**

M/s. Rajeshkumar P Shah & Co. (FRN: 129110W Membership No. 105321) have been proposed to be appointed as Statutory Auditors of the Company for a period of 5 years to hold office till the conclusion of the 31st Annual General Meeting. Provisions of Section 139 of the Companies Act, 2013 are being complied with.

### **SECRETARIAL AUDITOR**

Pursuant to Section 204 of the Companies Act, 2013 your Company has appointed Mr. Vedant Mittal (M.No- FCS12494) of M/s N. Bagaria & Associates, Company Secretary, Jaipur as its Secretarial Auditor to conduct the secretarial audit of the Company for the FY 2022-23. The Report of Secretarial Auditor for the FY 2022-23 is annexed hereto and forms part of this report as Annexure-2.

### **PARTICULARS OF EMPLOYEES**

Information as per section 197 (12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

None of the employee was in receipt of remuneration in excess of limit prescribed under Section 197 (12) of the Companies Act, 2013.

### **RISK MANAGEMENT**

The Company evaluates different industry scenarios and checks out strategies to minimize the risk to business.

### **VIGIL MECHANISM**

The Company has implemented a Whistle Blower Policy as detailed on the Company’s website – [www.jagjanani.com](http://www.jagjanani.com). The functioning of the Vigil mechanism is reviewed by the Audit Committee from time to time.



**JAGJANANI TEXTILES LIMITED**  
**CORPORATE SOCIAL RESPONSIBILITY**

The Board of Directors of the Company hereby confirms that the company is not required to constitute a Corporate Social Responsibility Committee as per the provisions of section 135 of the Companies Act, 2013.

**RELATED PARTY TRANSACTION**

Under Section 188 and other applicable provision, if any, of the Companies Act, 2013 and rule 15 of Companies (Meeting of Board and its Power) Rule, 2014, all related party transactions that were entered during the financial year, if any were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, Form AOC – 2 is not applicable to the Company.

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

A statement giving details of conservation of energy, technology absorption, foreign exchange earnings and outgo, in accordance with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and forms part of this report as Annexure-4.

**DISCLOSURE REQUIREMENT**

As per SEBI Listing Regulations, corporate governance report with auditors certificate thereon are attached, which form part of this report.

**GENERAL**

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. Details relating to deposits covered under Chapter V of the Act
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future
6. No fraud has been reported by the Auditors to the Audit Committee or Board.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at work place with a mechanism of lodging complaints. During the year under review, no complaints were reported to the Board.

**CASH FLOW ANALYSES**

In conformity with the provisions of clause 32 of the Listing obligation and disclosure requirement, 2015 the Cash Flow Statement for the year ended 31.03.2023 is annexed hereto.

**ACKNOWLEDGEMENT**

Your Directors would like to appreciate dedication and hard work put in by employees of the company. Last but not the least your Directors are deeply grateful for the confidence and faith shown by the members of the Company in them.

Place: Jaipur  
September 04, 2023.

Sd/-  
S.K.Singhal  
Director  
(DIN-00075934)

Sd/-  
S.G.Vyas  
Director  
(DIN-01905310)



**JAGJANANI TEXTILES LIMITED**

## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of  
M/S JAGJANANI TEXTILES LIMITED  
CIN: L17124RJ1997PLC013498**

### **Opinion**

We have audited the financial statements of M/s Jagjanani Textiles Limited, which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss and statement of cash flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023, its profit/loss and its cash flow for the year ended on that date,

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2023
- b) In the case of the Profit and Loss Account, of the loss for the period ended on that date and
- c) In the case of cash flow statement, for the cash flow for the year ended on that date
- d) And the changes in equity for the year ended on that date

### **Basis for Opinion**

We conducted our audit in accordance with the Accounting Standards (AS) 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 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 financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

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

| <b>S. No.</b> | <b>Key Audit Matter</b> | <b>Auditor's Response</b> |
|---------------|-------------------------|---------------------------|
| 1.            | Nil                     | Nil                       |

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

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

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



## **JAGJANANI TEXTILES LIMITED**

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, 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.

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



## **JAGJANANI TEXTILES LIMITED**

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
  - g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act as there is no remuneration being paid to the directors during the year. The Ministry





**JAGJANANI TEXTILES LIMITED**

- h) of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- i) 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. As per the declaration given by the management, 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. Rs. 32,125 is 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, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- (c) Based on such audit procedures that 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 mis-statement.
- v. No dividend has been declared or paid during the year by the company.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For A O MITTAL & ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 014640C**

**CA Arpit Mittal**  
**Partner**  
**M. No. 404415**  
**UDIN: 23404415BGQMPW1761**  
**Date: 29.05.2023**  
**Place: JAIPUR**



Annexure 'A'

**The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".**

We report that:

- (i) (a) The company does not have any Property, Plant & Equipment's etc. Thus, the computerized books of accounts are showing nil fixed assets register.  
(b) The company does not have any intangible assets;
- (ii) (a) Since there are no Inventory items, the Company has not conducted physical verification thereof during the financial year.
- (iii) (a) During the year the company has not made investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.  
(b) There is no stipulation of schedule of repayment of principal and payment of interest and therefore we are unable to comment on the regularity of repayment of principal & payment of interest.  
(c) Since the term of arrangement do not stipulate any repayment schedule, we are unable to comment whether the amount is overdue or not.  
(d) No loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties except following:

| Name of Party | renewed or extended | total loan | Remark, if any |
|---------------|---------------------|------------|----------------|
|               | Nil                 |            |                |

- (e) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with except non-charging of interest on the loan as there is no such loan, investment, etc. made during the year.
- (v) The company has not accepted any deposits or amounts which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013.
- (vi) As per information & explanation given by the management, maintenance of cost records is not applicable under sub-section (1) of section 148 of the Companies Act.
- (vii) (a) According to the records made available to us, company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanation given to us there were no outstanding statutory dues as on 31st of March, 2023 for a period of more than six months from the date they became payable. During the Financial year Company has Unclaimed liability relating to CST On Machinery sale, which has written back by the company.

**JAGJANANI TEXTILES LIMITED**

(b) According to the information and explanations given to us, there is no statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute except following: (if applicable):

| Name of the Statute | Nature of the Dues | Amount (Rs.) | Period to which the amount relates | Forum where Dispute is pending | Remarks, if Any |
|---------------------|--------------------|--------------|------------------------------------|--------------------------------|-----------------|
|                     |                    |              | <i>Nil</i>                         |                                |                 |

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

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

| Nature of borrowing, including debt securities | Name of lender* | Amount not paid on due date | Whether principal or interest | No. of days delay or unpaid | Remarks, if any |
|--|-----------------|-----------------------------|-------------------------------|-----------------------------|-----------------|
|  | <i>Nil</i>      |                             |                               |                             |                 |

(b) According to the information and explanations given by the management, the company is not declared willful defaulter by any bank or financial institution or other lender;

(c) In our opinion and according to the information and explanations given by the management, the Company has not utilized any money nor has obtained any term loan during the year:

| Nature of the fund raised | Name of the lender | Amount diverted (Rs.) | Purpose for which amount was sanctioned | Purpose for which amount was utilized | Remarks |
|---------------------------|--------------------|-----------------------|---|---------------------------------------|---------|
|                           |                    |                       | <i>Nil</i>                              |                                       |         |

(d) In our opinion and according to the information and explanations given by the management, funds raised on short term basis have not been utilized for long term purposes.

(e) In our opinion and according to the information and explanations given by the management, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,

(f) In our opinion and according to the information and explanations given by the management, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.



**JAGJANANI TEXTILES LIMITED**

- (x) (a) The company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a) According to the information and explanations given by the management, no fraud by the company or any fraud on the company has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) According to the information and explanations given to us by the management, no whistle-blower complaints had been received by the company
- (xii) The company is not a Nidhi Company. Therefore, clause xii is not applicable on the company.
- (xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, where applicable and the details have been disclosed in the financial statements,
- (xiv) In our opinion and based on our examination, the company has a reasonable internal audit system.
- (xv) On the basis of the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) (a) In our Opinion and based on our examination, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934).
- (b) In our Opinion and based on our examination, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934,
- (c) In our Opinion and based on our examination, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) According to the information and explanations given by the management, the Group does not have any CIC as part of the Group.
- (xvii) Based on our examination, the company has incurred cash losses in the financial year and no losses in the immediately preceding financial year.
- (xviii) There has not been resignation of the statutory auditors during the year.
- (xix) On the information obtained from the management and audit procedures performed and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the



**JAGJANANI TEXTILES LIMITED**

date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;

- (xx) Based on our examination, the provision of section 135 (CSR) is not applicable on the company. Hence this clause is not applicable on the company.
- (xxi) The company is not required to prepare Consolidate financial statement hence this clause is not applicable.

**For A O MITTAL & ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn. No. 014640C**

**CA Arpit Mittal**  
**Partner**  
**M.No. 404415**  
**UDIN: 23404415BGQMPW1761**  
**Date: 29.05.2023**  
**Place: JAIPUR**

**Annexure 'B'**

***Report on Internal Financial Controls with reference to financial statements***

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

We have audited the internal financial controls over financial reporting of M/s Jagjanani Textiles Limited as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Opinion**

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

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

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



**JAGJANANI TEXTILES LIMITED**

**Auditors' Responsibility**

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

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

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

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

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

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

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

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

**For A O MITTAL & ASSOCIATES**

**Chartered Accountants**

**Firm Regn. No. 014640C**

**CA Arpit Mittal**

**Partner**

**M.No. 404415**

**UDIN: 23404415BGQMPW1761**

**Date: 29.05.2023 Place: JAIPUR**



**JAGJANANI TEXTILES LIMITED**

**SECRETARIAL AUDIT REPORT**

**FORM MR-3**

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

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,**  
**The Members,**  
**JAGJANANI TEXTILES LIMITED**  
CIN: L17124RJ1997PLC013498  
SCOs 33 and 34, RIICO Shopping Complex,  
BagruExtn.-I, Bagru  
Jaipur-303007 (Rajasthan)

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

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company and provided by the management for the financial year ended on **31<sup>st</sup> March, 2023** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. (Not applicable);
- (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; (Not applicable)
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (Not applicable)
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable);
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. (Not applicable);



**JAGJANANI TEXTILES LIMITED**

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not applicable);
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not applicable);
- (vi) On the basis of information and explanations given to us and representation made by the management, we are of the opinion that no other Acts, Laws and Regulations are applicable specifically to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

-The amount lying in the 'Share Application Money Refund Account' is pending for transfer to Investor Education and Protection Fund.

**A. Listing Agreement/ SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

1. As required under Regulation 13(3) of SEBI (LODR) Regulation, 2015, the Company has complied with that.
2. As under Regulation 31 of SEBI (LODR) Regulation, 2015, the Company has filed Shareholding pattern within the prescribed time.
3. The Notice of Board meeting as required under Regulation 29 and 30 of SEBI (LODR) all are complied with by the Company.

**B. Other applicable law / Statute:**

The Company has further confirmed that if there is applicable any other law on the Company then it is also complied with.

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

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

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





**JAGJANANI TEXTILES LIMITED**

**I 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.

**I further report that** during the audit period there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the Company's affairs.

For N. Bagaria & Associates  
Company Secretaries

**UDIN: F012494E000931478**

**Date: 04/09/2023**

**Place: Jaipur**

**Vedant Mittal**

**Partner**

**FCS 12494 C. P. No.-18836**

Encl: Annexure "1" forming an integral part of this Report.

**Annexure to the Secretarial Audit Report of  
Jagjanani Textiles Limited for Financial Year ended March 31, 2023.**

To,  
The Members,  
**JAGJANANI TEXTILES LIMITED**  
CIN: L17124RJ1997PLC013498  
SCOs 33 and 34, RIICO Shopping Complex,  
BagruExtn.-I, Bagru  
Jaipur-303007 (Rajasthan)

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

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

For N. Bagaria & Associates  
Company Secretaries

**Date: 04/09/2023**

**Place: Jaipur**

**UDIN: F012494E000931478**

**Vedant Mittal**

**Partner**

**FCS 12494 C. P. No.-18836**



**JAGJANANI TEXTILES LIMITED**

## **INTERNAL AUDIT REPORT OF JAGJANANI TEXTILES LIMITED-JAIPUR FOR F.Y. 22-23**

Jagjanani Textiles Limited (CIN- L17124RJ1997PLC013498) is a public limited Company listed with Bombay Stock Exchange. The Company has been in the business of manufacturing yarn and fabrics but at present there are no operations in the company. However, we find that their internal control system is sound.

In our opinion the company has adequate check and balance system at work and possibility of any wrong doing or fraud is remote. We give below our observations in this regard:

### **Scope of Internal Audit**

Major areas of scope are broadly described as under:-

- Bank reconciliation
- Understanding of working environment
- Verification of Opening Balances
- Checking of Cash, Bank, Journal Vouchers & BRS
- Checking of Indirect Expenses
- Statutory Compliances
- Overall looking of internal processes of the Company.
- Verification of Debtors & Creditors.

### **Distribution of the report**

This report is solely for the information of management of Jagjanani Textiles Limited.

### **Limitation of Scope**

The operations of systems, procedures and controls are the responsibility of the management and our responsibility is to express an opinion on the weaknesses in internal controls and cases of non-compliance and suggest or recommend improvement in the design and operations of controls based on the internal audit. We have planned and performed the audit to obtain reasonable assurances whether systems, process and controls operate efficiently and effectively and financial information are free of material misstatement.

Further as it is not possible to examine, study and audit all aspects of the areas covered in the scope of audit in its entirety during the limited time period of an audit, based on our methodology for conducting internal audit of above mentioned areas, we conducted a review of the process/ system and held discussion with the company executives and other key persons during the course of audit. The issues identified are based on our discussions with the concerned officials and sample verification of documents/transactions. It is important to recognize that there are inherent limitations in the process of selective checking of records/data examined and are therefore, subject to the limitations that those material errors, fraud and other illegal acts having a direct and material financial impact, if they exist may not be detected. We will however, communicate as appropriate any illegal act, material acts, and system gaps or evidence that Fraud may exist, identified during the course of our audit.

### **Books of Accounts**

During our audit we observed the following books were maintained.

- The Company maintains all data on Tally software and accordingly keeps various books of accounts e.g. Cash, Bank, Journal Book and General Ledger in a proper manner.

### **Internal Controls**

Internal controls comprise the plan of organization, operating procedures, and measures to safeguard its assets, check the accuracy and reliability of its accounting data, promote operational efficiency, and encourage adherence to managerial policies. We reviewed internal controls in order to obtain an understanding of the internal control structure and to assess our level of control risk. Based on our level of control risk, we determined



**JAGJANANI TEXTILES LIMITED**

the nature, timing, and extent of our substantive testing detailed throughout this report. Our review of the Jagjanani Textiles Ltd., internal controls disclosed the following:

- We recommend that the Supervisory Committee, concern authority continue to perform review procedures on a periodic basis to compensate for the lack of segregation of duties and to strengthen the internal controls, such procedures should include:
- Regular review of the bank accounts.
- Regular review of employee statements. Such a review serves as a deterrent to and a mechanism for, the detection of unauthorized transactions.

#### **Expenses Voucher**

- We find all expense vouchers properly supported by bills and paid through bank.

#### **General Suggestions: - No**

#### **Acknowledgements**

We would also like to acknowledge with appreciation the positive role of the staff of Jagjanani Textiles Limited, who gave the permission to use all required equipment and the necessary materials to complete the task "Internal Audit of Jagjanani Textiles Limited".

**For G D BADAYA & CO LLP  
Chartered Accountants**

**CA Ganga Dhar Badaya  
Partner**

**M.No.410886**

**Date: - 30.08.2023**

**Place:-Jaipur**

**UDIN:-23410886BGZNYR5803**

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:  
No remuneration has been paid to Managing Director during the year.

B. Remuneration to other directors:

No remuneration has been paid to any Director during the year.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| SN | Particulars of Remuneration | Key Managerial Personnel |        |          |
|----|-----------------------------|--------------------------|--------|----------|
|    |                             | CS                       | CFO    | Total    |
| 1  | Gross salary                | 2,16,000                 | 36,000 | 2,52,000 |

No other Perquisites/Profit in lieu of salary/Stock option/Sweat Equity, Commission on profit etc. have been allowed by the Company.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

Annexure-4.

Information required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988

**A. Conservation of Energy:**

a. Energy conservation measures taken- During the year Company has not undertaken any manufacturing activity and hence energy conservation measures were limited to Office use of power.

b. Total energy consumption and energy consumption per unit of production: Nil

**B. Technology absorption:**

Technology absorption is a regular process at your Company.

**C. Foreign exchange earnings and outgo:**

There has been no transaction involving foreign exchange during the year

## JAGJANANI TEXTILES LIMITED

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

### Balance Sheet as at 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

| Particulars   | Note | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|------|------------------------|------------------------|
| <b>ASSETS</b>   |      |                        |                        |
| <b>Non-current assets</b>   |      |                        |                        |
| (a) Property, Plant and Equipment   | 3    | -                      | -                      |
| (b) Capital Work-in-Progress  |      | -                      | -                      |
| (c) Investment Property   |      | -                      | -                      |
| (d) Goodwill  |      | -                      | -                      |
| (e) Other Intangible Assets   |      | -                      | -                      |
| (f) Intangible assets under development   |      | -                      | -                      |
| (g) Biological Assets other than bearer plants  |      | -                      | -                      |
| (h) Financial assets  |      |                        |                        |
| (i) Investments   |      | 39                     | 39                     |
| (ii) Trade Receivables  |      | -                      | -                      |
| (iii) Loans   | 4    | 2,025                  | 2,025                  |
| <b>Total non-current assets</b>   |      | <b>2,064</b>           | <b>2,064</b>           |
| <b>Current assets</b>   |      |                        |                        |
| (a) Inventories   |      | -                      | -                      |
| (b) Financial assets  |      | -                      | -                      |
| (i) Trade receivables   | 5    | -                      | -                      |
| (ii) Cash and cash equivalents  | 6    | 54                     | 58                     |
| (iii) Other bank balances   | 7    | -                      | -                      |
| (c) Current tax assets (net)  | 8    | 543                    | 543                    |
| (d) Other current assets  | 9    | -                      | -                      |
| <b>Total current assets</b>   |      | <b>597</b>             | <b>601</b>             |
| <b>TOTAL ASSETS</b>   |      | <b>2,661</b>           | <b>2,665</b>           |
| <b>EQUITY AND LIABILITIES</b>   |      |                        |                        |
| <b>Equity</b>   |      |                        |                        |
| (a) Equity share capital  | 10   | 156,000                | 156,000                |
| (b) Reserve & Surplus   | 11   | (193,589)              | (193,504)              |
| <b>Total equity</b>   |      | <b>(37,589)</b>        | <b>(37,504)</b>        |
| <b>Non-current liabilities</b>  |      |                        |                        |
| (a) Financial liabilities   |      |                        |                        |
| (i) Borrowings  | 12   | 38,693                 | 37,596                 |
| (ii) Other Financial Liabilities  |      | -                      | -                      |
| (b) Provisions  |      | -                      | -                      |
| (c) Deferred tax liabilities (Net)  |      | -                      | -                      |
| (d) Other non-current liabilities   |      | -                      | -                      |
| <b>Total non-current liabilities</b>  |      | <b>38,693</b>          | <b>37,596</b>          |
| <b>Current liabilities</b>  |      |                        |                        |
| (a) Financial Liabilities   |      |                        |                        |
| (i) Borrowings  | 13   | -                      | -                      |
| (ii) Trade payables   | 14   | 236                    | 286                    |
| (a) Total outstanding dues of micro enterprises and small enterprises; and                  |      | -                      | -                      |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises. |      | -                      | -                      |
| (iii) Others Financial Liabilities  | 15   | -                      | -                      |
| (b) Other current liabilities   | 16   | 1,320                  | 2,287                  |
| (c) Provisions  |      | -                      | -                      |
| (d) Current tax liabilities (Net)   |      | -                      | -                      |
| <b>Total current liabilities</b>  |      | <b>1,557</b>           | <b>2,573</b>           |
| <b>Total liabilities</b>  |      | <b>40,250</b>          | <b>40,169</b>          |
| <b>TOTAL EQUITY AND LIABILITIES</b>   |      | <b>2,661</b>           | <b>2,665</b>           |

The notes from Note 1 to Note 26 form an integral part of these financial statements.

As per our report of even date attached

**For A.O. Mittal & Associates**  
Chartered Accountants  
ICAI Firm Registration No.: 014640C

**For and on behalf of Board of Directors of  
Jagjanani Textiles Limited**

(Arpit Mittal)  
Partner  
Membership No.: 404415  
Place: Jaipur  
Date: 29-05-2023  
UDIN: 23404415BGQMPW1761

(S.G. Vyas)  
Managing Director  
DIN: 01905310  
Place: Jaipur  
Date: 29-05-2023

(S.K. Singhal)  
Director  
DIN: 00075934  
Place: Jaipur  
Date: 29-05-2023

**JAGJANANI TEXTILES LIMITED**

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

**Profit and Loss Statement for the year ended 31st March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

| Particulars   | Note | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|---|------|-------------------------------------|-------------------------------------|
| <b>Income</b>   |      |                                     |                                     |
| Revenue from operations                                     | 17   | -                                   | -                                   |
| Other income  | 18   | 1171                                | 1,383                               |
| Total income  |      | 1,171                               | 1,383                               |
| <b>Expenses</b>   |      |                                     |                                     |
| Cost of materials consumed                                  | 19   | -                                   | -                                   |
| Purchase of Stock-in-Trade                                  |      | -                                   | -                                   |
| Employee benefits expense                                   | 20   | 252                                 | 252                                 |
| Finance costs   | 21   | 2                                   | 3                                   |
| Depreciation and amortisation expense                       |      | -                                   | -                                   |
| Loss on sale of Fixed Assets                                |      | -                                   | -                                   |
| Other expenses  | 22   | 1001                                | 1,089                               |
| Total expenses  |      | 1,256                               | 1,344                               |
| <b>Profit / (Loss) before tax</b>                           |      | (85)                                | 39                                  |
| Tax expense   |      |                                     |                                     |
| Current tax   |      | -                                   | -                                   |
| Tax for prior years   |      | -                                   | -                                   |
| Deferred tax  |      | -                                   | -                                   |
| <b>Profit / (Loss) for the year</b>                         |      | (85)                                | 39                                  |
| Other comprehensive capital gain income/ (loss), net of tax |      | -                                   | -                                   |
| <b>Total comprehensive income/ (loss) for the year</b>      |      | (85)                                | 39                                  |
| Earnings per equity share                                   | 23   |                                     |                                     |
| Nominal value of share INR 10 [previous year INR 10]        |      |                                     |                                     |
| Basic   |      | - 0.01                              | 0.00                                |
| Diluted   |      | - 0.01                              | 0.00                                |

The notes from Note 1 to Note 26 form an integral part of these financial statements.

As per our report of even date attached

**For A.O. Mittal & Associates**  
Chartered Accountants  
ICAI Firm Registration No.: 014640C

**For and on behalf of Board of Directors of**  
Jagjanani Textiles Limited

**(Arpit Mittal)**  
Partner  
Membership No.: 404415

**(S.G. Vyas)**  
Managing Director  
DIN: 01905310

**(S. K. Singhal)**  
Director  
DIN: 00075934

Place: Jaipur  
Date: 29-05-2023  
UDIN: 23404415BGQMPW1761

Place: Jaipur  
Date: 29-05-2023

Place: Jaipur  
Date: 29-05-2023

# JAGJANANI TEXTILES LIMITED

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

## Statement of Cash Flows for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

| Particulars  | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| <b>A. Cash flow from operating activities</b>                    |                                     |                                     |
| Net Profit before Extraordinary items and tax.                   | (85)                                | 39                                  |
| <b>Adjustments for:</b>  |                                     |                                     |
| Depreciation and amortisation                                    | -                                   | -                                   |
| Unrealised foreign exchange difference                           | -                                   | -                                   |
| Income from Extraordinary items- Capital Gain                    | -                                   | -                                   |
| Loss allowance for doubtful debts                                | -                                   | -                                   |
| Provision no longer required written back                        | -                                   | -                                   |
| Finance costs  | 2                                   | 3                                   |
| Interest income  | 0                                   | (3)                                 |
| Net gain on fair valuation of investment in mutual funds         | -                                   | -                                   |
| Government grant   | -                                   | -                                   |
| Loss on repayment of loan to holding company before maturity     | -                                   | -                                   |
| <b>Operating profit before working capital changes</b>           | <b>(83)</b>                         | <b>40</b>                           |
| (Increase) / decrease in inventories                             | -                                   | -                                   |
| (Increase) / decrease in trade receivables                       | -                                   | 0                                   |
| (Increase) / decrease in loans                                   | -                                   | -                                   |
| (Increase) / decrease in other assets                            | 0                                   | 40                                  |
| (Increase)/ decrease in other financial assets                   | (0)                                 | -                                   |
| Increase / (decrease) in trade payables                          | (50)                                | 79                                  |
| Increase / (decrease) in other liabilities                       | (967)                               | (1,369)                             |
| Increase / (decrease) in provisions                              | -                                   | -                                   |
| Increase / (decrease) in other financial liabilities             | -                                   | -                                   |
| <b>Changes in working capital</b>                                | <b>(1,017)</b>                      | <b>(1,250)</b>                      |
| <b>Cash generated/ (used) by operations</b>                      | <b>(1,100)</b>                      | <b>(1,210)</b>                      |
| Income taxes (paid) / refunded - net                             | 0                                   | 0                                   |
| <b>A. Net cash provided/ (used) by operating activities</b>      | <b>(1,100)</b>                      | <b>(1,210)</b>                      |
| <b>B. Cash flow from investing activities</b>                    |                                     |                                     |
| Purchase of property, plant and equipment and intangibles assets | -                                   | -                                   |
| Bank deposits matured/ (investment) (net)                        | -                                   | 0                                   |
| Proceeds from sale of current investments                        | -                                   | -                                   |
| Purchase of current investments                                  | -                                   | -                                   |
| Interest received  | 0                                   | 3                                   |
| <b>Net cash provided/ (used) by investing activities</b>         | <b>0</b>                            | <b>3</b>                            |
| <b>C. Cash flow from financing activities</b>                    |                                     |                                     |
| Non-current borrowings availed during the year                   | 0                                   | 0                                   |
| Non-current borrowings repaid / Write off during the year        | 0                                   | -                                   |
| Current borrowings availed / (repaid) during the year - net      | 1,097                               | 1,215                               |
| Finance costs paid   | (2)                                 | (3)                                 |
| <b>Net cash provided/ (used) by financing activities</b>         | <b>1,095</b>                        | <b>1,212</b>                        |
| <b>Net increase in cash and cash equivalents (A+B+C)</b>         | <b>(5)</b>                          | <b>4</b>                            |
| Cash and cash equivalents at the beginning of the year           | 58                                  | 54                                  |
| Cash and cash equivalents at the end of the year                 | <b>54</b>                           | <b>58</b>                           |
| <b>Components of Cash and cash equivalents</b>                   |                                     |                                     |
| Cash on hand   | 4.05                                | 4.18                                |
| Balances with banks on current account                           | 49.61                               | 54.25                               |
| <b>Total</b>   | <b>54</b>                           | <b>58</b>                           |

# JAGJANANI TEXTILES LIMITED

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

Note: The Statement of Cash Flows has been prepared in accordance with the 'Indirect Method' as set out in the Ind AS 7 on "Statement of Cash Flows"

The notes from Note 1 to Note 26 form an integral part of these financial statements.

As per our report of even date attached

**For A.O. Mittal & Associates**  
Chartered Accountants  
ICAI Firm Registration No.: 014640C

**For and on behalf of Board of Directors of**  
Jagjanani Textiles Limited

**(Arpit Mittal)**  
Partner  
Membership No.: 404415

**(S.G. Vyas)**  
Managing Director  
DIN: 01905310

**(S. K. Singhal)**  
Director  
DIN: 00075934

Place: Jaipur  
Date: 29-05-2023  
UDIN: 23404415BGQMPW1761

Place: Jaipur  
Date: 29-05-2023

Place: Jaipur  
Date: 29-05-2023



**JAGJANANI TEXTILES LIMITED**

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

**Statement of Changes in Equity for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**a. Equity share capital**

| Particulars                                     | Number     | Amount  |
|---|------------|---------|
| <b>As at 1 April 2019</b>                       | 15,600,000 | 156,000 |
| Changes in equity share capital during the year | -          | -       |
| <b>As at 31 March 2020</b>                      | 15,600,000 | 156,000 |
| Changes in equity share capital during the year | -          | -       |
| <b>As at 31 March 2021</b>                      | 15,600,000 | 156,000 |
| Changes in equity share capital during the year | -          | -       |
| <b>As at 31 March 2022</b>                      | 15,600,000 | 156,000 |
| Changes in equity share capital during the year | -          | -       |
| <b>As at 31 March 2023</b>                      | 15,600,000 | 156,000 |
| Changes in equity share capital during the year | -          | -       |

**b. Other equity (refer note 11)**

| Particulars                                      | Reserves and Surplus |                   | Total     |
|--|----------------------|-------------------|-----------|
|  | Securities premium   | Retained earnings |           |
| <b>Balance as at 31 March 2021</b>               | 102,313              | (295,856)         | (193,543) |
| Profit/(loss) for the year                       |                      | 39                | -         |
| Other comprehensive income/(loss) (net of tax)   |                      |                   | -         |
| <b>Total comprehensive income</b>                |                      | 39                | -         |
| Transferred to retained earnings (TDS Write Off) |                      |                   | -         |
| <b>Balance as at 31 March 2022</b>               | 102,313              | (295,817)         | (193,504) |
| Profit/(loss) for the year                       |                      | (85)              | (85)      |
| Other comprehensive income/(loss) (net of tax)   |                      |                   |           |
| <b>Total comprehensive income</b>                |                      |                   | -         |
| Transferred to retained earnings (TDS Write Off) |                      |                   | -         |
| <b>Balance as at 31 March 2023</b>               | 102,313              | (295,902)         | (193,589) |

\*\* Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

The notes from Note 1 to Note 26 form an integral part of these financial statements.

As per our report of even date attached

**For A.O. Mittal & Associates**  
Chartered Accountants  
ICAI Firm Registration No.: 014640C

**For and on behalf of Board of Directors of Jagjanani Textiles Limited**

(Arpit Mittal)  
Partner  
Membership No.: 404415

(S.G. Vyas)  
Managing Director  
DIN: 01905310

(S. K. Singhal)  
Director  
DIN: 00075934

Place: Jaipur  
Date: 29-05-2023  
UDIN: 23404415BGQMPW1761

Place: Jaipur  
Date: 29-05-2023

Place: Jaipur  
Date: 29-05-2023

**JAGJANANI TEXTILES LIMITED**

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**3 Property, plant and equipment****Reconciliation of carrying amount**

|                                    | Land | Buildings | Plant and equipment | Total |
|------------------------------------|------|-----------|---------------------|-------|
| <b>Gross carrying amount</b>       |      |           |                     |       |
| <b>Balance as at 31 March 2021</b> | -    | -         | -                   | -     |
| Additions during the year          | -    | -         | -                   | -     |
| Deletions during the year          | -    | -         | -                   | -     |
| <b>Balance as at 31 March 2022</b> | -    | -         | -                   | -     |
| Additions during the year          | -    | -         | -                   | -     |
| Deletions during the year          | -    | -         | -                   | -     |
| <b>Balance as at 31 March 2023</b> | -    | -         | -                   | -     |
| <b>Accumulated depreciation</b>    |      |           |                     |       |
| <b>Balance as at 31 March 2021</b> | -    | -         | -                   | -     |
| Depreciation charge for the year   | -    | -         | -                   | -     |
| Reversal on disposal of assets     | -    | -         | -                   | -     |
| <b>Balance as at 31 March 2022</b> | -    | -         | -                   | -     |
| Depreciation charge for the year   | -    | -         | -                   | -     |
| Reversal on disposal of assets     | -    | -         | -                   | -     |
| <b>Balance as at 31 March 2023</b> | -    | -         | -                   | -     |
| <b>Net carrying amount</b>         |      |           |                     |       |
| <b>Balance as at 31 March 2022</b> | -    | -         | -                   | -     |
| <b>Balance as at 31 March 2023</b> | -    | -         | -                   | -     |

a) Refer to Note 12 for information on property, plant and equipment pledged as security by the company.

b) The Company has elected to use cost as per previous GAAP of all items of property, plant and equipment and capital work-in-progress on the date of transition and designate the same as deemed cost.

**JAGJANANI TEXTILES LIMITED**

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

|  | As at         | As at         |
|--|---------------|---------------|
|  | 31 March 2023 | 31 March 2022 |
| Contribution to provident fund and other funds (refer note xx)   |               |               |
| <b>4 Non-current financial assets -</b><br><i>(Unsecured and considered good)</i>  |               |               |
| Investment   | 39            | 39            |
| Security deposits  | 2,025         | 2,025         |
|  | <u>2,064</u>  | <u>2,025</u>  |
|  |               |               |
|  | As at         | As at         |
|  | 31 March 2023 | 31 March 2022 |
| <b>5 Current financial assets - Trade receivables</b><br><i>(Unsecured and considered good)</i>                                    |               |               |
| Trade receivables  | -             | -             |
|  | <u>-</u>      | <u>-</u>      |
| a) The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 24. |               |               |
| Secured, considered good   | -             | -             |
|  | <u>-</u>      | <u>-</u>      |
| <b>6 Current financial assets - Cash and cash equivalents</b>  |               |               |
| Balances with banks  |               |               |
| -on current accounts   | 50            | 54            |
| Cash on hand   | 4             | 4             |
|  | <u>54</u>     | <u>58</u>     |
| <b>7 Current financial assets - Other bank balances</b>  |               |               |
| Bank deposits (due to mature within 12 months from the reporting date)*  | -             | -             |
|  | <u>-</u>      | <u>-</u>      |
| * Investment in FDR  |               |               |
| <b>8 Income tax assets (net)</b>   |               |               |
| Advance income-tax / TDS (net of provision for taxation)   | 543           | 543           |
|  | <u>543</u>    | <u>543</u>    |
| <b>9 Other current assets</b>  |               |               |
| Advances recoverable in cash or kind   | -             | -             |
|  | <u>-</u>      | <u>-</u>      |

**JAGJANANI TEXTILES LIMITED**

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

|   | As at 31 March 2023 |                | As at 31 March 2022 |                |
|---|---------------------|----------------|---------------------|----------------|
|   | Number              | Amount         | Number              | Amount         |
| <b>10 Share capital</b>                     |                     |                |                     |                |
| <b>Authorised share capital</b>             |                     |                |                     |                |
| Equity Shares of INR10 each                 | 18,000,000          | 180,000        | 18,000,000          | 180,000        |
|   | <u>18,000,000</u>   | <u>180,000</u> | <u>18,000,000</u>   | <u>180,000</u> |
| <b>Issued, subscribed and fully paid up</b> |                     |                |                     |                |
| Equity Shares of INR10 each                 | 15,600,000          | 156,000        | 15,600,000          | 156,000        |
|   | <u>15,600,000</u>   | <u>156,000</u> | <u>15,600,000</u>   | <u>156,000</u> |

**a) Reconciliation of the equity shares outstanding at the beginning and at the end of reporting year**

|                                       | For the year ended 31 March 2023 |                | For the year ended 31 March 2022 |                |
|---------------------------------------|----------------------------------|----------------|----------------------------------|----------------|
|                                       | Number                           | Amount         | Number                           | Amount         |
| <b>(i) Equity shares</b>              |                                  |                |                                  |                |
| At the beginning of the year          | 15,600,000                       | 156,000        | 15,600,000                       | 156,000        |
| Add : Issued during the year          | -                                | -              | -                                | -              |
| <b>Balance at the end of the year</b> | <u>15,600,000</u>                | <u>156,000</u> | <u>15,600,000</u>                | <u>156,000</u> |

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

The Company has only one class of equity shares having the par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The equity shares are entitled to receive dividend as and when declared. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**c) Details of shareholders holding more than 5% shares**

| Name of shareholder             | As at 31 March 2023 |              | As at 31 March 2022 |              |
|---------------------------------|---------------------|--------------|---------------------|--------------|
|                                 | Number              | % of holding | Number              | % of holding |
| <b>Equity shares</b>            |                     |              |                     |              |
| Shree Ganesh Projects Pvt. Ltd. | 2,237,366           | 14%          | 2,237,366           | 14%          |
| BSA Holdings Pvt. Ltd.          | 1,030,030           | 7%           | 1,030,030           | 7%           |
| S K Singhal                     | 2,654,000           | 17%          | 2,654,000           | 17%          |
| Shri Gopal Vyas                 | 1,064,370           | 7%           | 1,064,370           | 7%           |

**11 Reserve and Surplus**

|                    | As at 31 March 2023 | As at 31 March 2022 |
|--------------------|---------------------|---------------------|
| Securities premium | 102,313.00          | 102,313.00          |
| Retained earnings  | - 295,902.00        | - 295,817.00        |
|                    | <u>- 193,589.00</u> | <u>- 193,504.00</u> |

**a) Securities premium**

|                                      | As at 31 March 2023 | As at 31 March 2022 |
|--------------------------------------|---------------------|---------------------|
| Balance at the beginning of the year | 102,313.00          | 102,313.00          |
| Add : Additions made during the year | -                   | -                   |
|                                      | <u>102,313.00</u>   | <u>102,313.00</u>   |

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act 2013.

**b) Retained earnings**

|   | As at 31 March 2023 | As at 31 March 2022 |
|---|---------------------|---------------------|
| Balance at the beginning of the year        | - 295,817.00        | - 295,856.00        |
| Profit/ (Loss) for the year                 | - 85.00             | 39.00               |
| Transferred from other comprehensive income | -                   | -                   |
|   | <u>- 295,902.00</u> | <u>- 295,817.00</u> |

**c) Capital Reserve**

|   | As at 31 March 2023 | As at 31 March 2022 |
|---|---------------------|---------------------|
| Balance at the beginning of the year        | -                   | -                   |
| Add : Additions made during the year        | -                   | -                   |
| Transferred from other comprehensive income | -                   | -                   |
|   | <u>-</u>            | <u>-</u>            |

**d) Capital Redemption Reserve**

|   | As at 31 March 2023 | As at 31 March 2022 |
|---|---------------------|---------------------|
| Balance at the beginning of the year        | -                   | -                   |
| Add : Additions made during the year        | -                   | -                   |
| Transferred from other comprehensive income | -                   | -                   |
|   | <u>-</u>            | <u>-</u>            |

**JAGJANANI TEXTILES LIMITED**

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

|   | As at<br>31 March 2023 | As at<br>31 March 2022 |
|---|------------------------|------------------------|
| <b>12 Non-current financial liabilities - Borrowings</b>  |                        |                        |
| <b>Term loans</b>   |                        |                        |
| Term loan from bank (Secured)   | -                      | -                      |
| Unsecured loans:  |                        |                        |
| from others   | -                      | -                      |
| from Directors  | 38,693                 | 37,596                 |
|   | <u>38,693</u>          | <u>37,596</u>          |
|   | As at<br>31 March 2023 | As at<br>31 March 2022 |
| <b>13 Current financial liabilities - Borrowings</b>  |                        |                        |
| Term loans (Secured)  |                        |                        |
| UVARCL  | -                      | -                      |
| ASREC INDIA LTD.  | -                      | -                      |
| Term loans from U V Asset Reconstruction Company Limited, and ASREC (India) Limited are secured by way of equitable mortgage of Land & Buildings at E-228, RIICO Industrial Area, Bagru Extension, Bagru and hypothecation, of all the movable assets of the Company. The mortgage referred to above rank pari-passu. The term loans are further personally guaranteed by two Directors of the Company. |                        |                        |
|   | <u>-</u>               | <u>-</u>               |
| <b>14 Current financial liabilities - Trade payables</b>  |                        |                        |
| Total outstanding dues to micro and small enterprises (refer note xx)   | -                      | -                      |
| Trade payables  | 236                    | 286                    |
|   | <u>236</u>             | <u>286</u>             |
| a) Refer Note 25 for Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)  |                        |                        |
| b) Refer Note 27 for dues to related parties  |                        |                        |
| b) The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 24.  |                        |                        |
| <b>15 Current financial liabilities - Others</b>  |                        |                        |
| Payable for capital assets  | -                      | -                      |
|   | <u>-</u>               | <u>-</u>               |
| <b>16 Other current liabilities</b>   |                        |                        |
| Payable to related parties (Refer note 38)  |                        |                        |
| Statutory dues payable  | 3                      | 229                    |
| Liability for Leave Encashment  | -                      | -                      |
| Others  | 1,317                  | 2,058                  |
|   | <u>1,320</u>           | <u>2,287</u>           |

# JAGJANANI TEXTILES LIMITED

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

## Notes to the financial statements for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

|  | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| <b>17 Revenue from operations</b>        |                                     |                                     |
| Sale of products                         |                                     |                                     |
| Finished goods                           | -                                   | -                                   |
|  | <u>-</u>                            | <u>-</u>                            |
| <b>18 Other income</b>                   |                                     |                                     |
| Interest income on                       |                                     |                                     |
| Bank deposits                            |                                     |                                     |
| Others                                   | -                                   | -                                   |
| Expense/Liability written back           | 1,171                               | 1,381                               |
| Other Misc Income and Rent               | -                                   | -                                   |
| Interest received on Income Tax Refund   | 0                                   | 3                                   |
| Discount & Rebate Received               | -                                   | -                                   |
| Short Term Capital Gain                  | -                                   | -                                   |
|  | <u>1,171</u>                        | <u>1,383</u>                        |
| <b>19 Direct expenses</b>                |                                     |                                     |
| Consumption of Raw Material              | -                                   | -                                   |
| Consumption of stores and spares         | -                                   | -                                   |
| Job Work- Weaving charges                | -                                   | -                                   |
| Freight and forwarding charges           | -                                   | -                                   |
| Repairs and maintenance -General         | -                                   | -                                   |
|  | <u>-</u>                            | <u>-</u>                            |
| <b>20 Employee benefits expense</b>      |                                     |                                     |
| Salaries,wages and bonus                 | 252                                 | 252                                 |
| Contribution to provident and other fund | -                                   | -                                   |
| Staff welfare expenses                   | -                                   | -                                   |
|  | <u>252</u>                          | <u>252</u>                          |
| <b>21 Finance costs</b>                  |                                     |                                     |
| Interest on TDS                          | 0.93                                | 3                                   |
| Interest -Others                         | 0                                   | 0.19                                |
| Interest on secured loans                | -                                   | -                                   |
| Bank & Financing charges                 | 1.28                                | 0                                   |
|  | <u>2</u>                            | <u>3</u>                            |

# JAGJANANI TEXTILES LIMITED

CIN : L17124RJ1997PLC013498

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## Notes to the financial statements for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

|  | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
|--|-------------------------------------|-------------------------------------|
| <b>22 Other expenses</b>                             |                                     |                                     |
| Rent   | 74                                  | 74                                  |
| Insurance  | 6                                   | 6                                   |
| Legal and professional fees                          | 231                                 | 246                                 |
| Payment to auditor(refer details below)              | 66                                  | 117                                 |
| Miscellaneous expenses                               | 0                                   | -                                   |
| Business Communication                               | 5                                   | 5                                   |
| Membership & other Fees                              | 480                                 | 474                                 |
| Printing & Stationery                                | 9                                   | 5                                   |
| Statutory Ad Expenses                                | 112                                 | 103                                 |
| Telephone Expenses                                   | 17                                  | 18                                  |
| expense Pertaining to earlier period                 | -                                   | 40                                  |
|  | <b>1,001</b>                        | <b>1,089 -</b>                      |
| <b>Payment to auditors</b>                           |                                     |                                     |
| <b>As auditor:</b>                                   |                                     |                                     |
| Statutory Audit Fee                                  | 24                                  | 24                                  |
| Secretarial Audit Fee                                | 42                                  | 63                                  |
| <b>In other capacity</b>                             |                                     |                                     |
| Taxation matters                                     | -                                   | -                                   |
| Reimbursement of expenses                            | -                                   | -                                   |
|  | <b>66</b>                           | <b>87</b>                           |
| <b>23 Earning per share (EPS)</b>                    |                                     |                                     |
|  | For the year ended<br>31 March 2023 | For the year ended<br>31 March 2022 |
| Net profit/loss available to equity shareholders     | (85)                                | 39                                  |
| Weighted average number of equity shares for calcula | 15,600,000                          | 15,600,000                          |
| Weighted average number of equity shares for calcula | 15,600,000                          | 15,600,000                          |
| Nominal value of equity share (INR)                  | 10                                  | 10                                  |
| Basic earnings per share (INR)                       | (0.0055)                            | 0.00                                |
| Diluted earnings per share (INR)                     | (0.0055)                            | 0.00                                |

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CIN : L17124RJ1997PLC013498

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## Notes to the financial statements for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

### 24 Financial instruments – Fair values and risk management

#### A) Financial instruments by category and fair value

The below table summarizes the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

| Particulars                        | 31 March 2023                              |  |                                 |
|------------------------------------|--|--|---------------------------------|
|                                    | Fair Value Through Profit and Loss (FVTPL) | Fair Value Through Other Comprehensive Income (FVTOCI) | Amortised Cost/ Carrying amount |
| <b>Financial assets</b>            |  |  |                                 |
| <b>Non-current</b>                 |  |  |                                 |
| Investments                        | -  | -  | 39                              |
| Loans                              | -  | -  | 2,025                           |
| Others                             | -  | -  | -                               |
| <b>Current</b>                     |  |  |                                 |
| Investments                        | -  | -  | -                               |
| Trade receivables                  | -  | -  | -                               |
| Cash and cash equivalents          | -  | -  | 54                              |
| Other bank balances                | -  | -  | -                               |
| Others                             | -  | -  | 543                             |
| <b>Total financial assets</b>      | -  | -  | <b>2,118</b>                    |
| <b>Financial liabilities</b>       |  |  |                                 |
| <b>Non-current</b>                 |  |  |                                 |
| Borrowings                         | -  | -  | 38,693                          |
| <b>Current</b>                     |  |  |                                 |
| Borrowings                         | -  | -  | -                               |
| Trade payables                     | -  | -  | 236                             |
| <b>Total financial liabilities</b> | -  | -  | <b>38,929</b>                   |

| Particulars                   | 31 March 2022                              |  |                                 |
|-------------------------------|--|--|---------------------------------|
|                               | Fair Value Through Profit and Loss (FVTPL) | Fair Value Through Other Comprehensive Income (FVTOCI) | Amortised Cost/ Carrying amount |
| <b>Financial assets</b>       |  |  |                                 |
| <b>Non-current</b>            |  |  |                                 |
| Investments                   | -  | -  | 39                              |
| Loans                         | -  | -  | 2,025                           |
| Others                        | -  | -  | -                               |
| <b>Current</b>                |  |  |                                 |
| Investments                   | -  | -  | -                               |
| Trade receivables             | -  | -  | -                               |
| Cash and cash equivalents     | -  | -  | 58                              |
| Other bank balances           | -  | -  | -                               |
| Others                        | -  | -  | 543                             |
| <b>Total financial assets</b> | -  | -  | <b>2,665</b>                    |



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## Notes to the financial statements for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

| <b>Financial liabilities</b>       |   |   |               |
|------------------------------------|---|---|---------------|
| <b>HB</b>                          |   |   |               |
| Borrowings                         | - | - | 37,596        |
| <b>Current</b>                     |   |   |               |
| Borrowings                         | - | - | -             |
| Trade payables                     | - | - | 286           |
| <b>Total financial liabilities</b> | - | - | <b>37,882</b> |

The fair value of trade receivables, cash and cash equivalents, other bank balances, current borrowings, trade payables and other current financial liabilities approximate their carrying amounts, due to their short-term nature.

The company has not disclosed the fair values of non-current borrowings and non-current loans because their carrying amounts are a reasonable approximation of fair values.

### B) Measurement of fair values

The different levels of fair value have been defined below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

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

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

There have been no transfers in either direction for the years ended 31 March 2023 and 31 March 2022.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

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## Notes to the financial statements for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

### 24. Financial instruments – Fair values and risk management (continued)

#### C. Financial risk management

##### Risk management framework

The Company's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The Company's Managing Director under the directions of the board of directors implements financial risk management policies across the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, to monitor risks and adherence to limits in order to minimize the financial impact of such risks. The risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework which includes identification, monitoring and measurement of financial risks. The board of directors have established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments.

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact of hedge accounting in the financial statements.

| <b>Risk</b>                    | <b>Exposure arising from</b>  | <b>Measurement</b>                            | <b>Management</b>   |
|--------------------------------|---|---|---|
| Credit Risk                    | Cash and Cash Equivalents, trade receivables, financial assets measured at amortized cost.                          | Aging analysis<br>Credit ratings              | Diversification of bank deposits, credit limits and letters of credit |
| Liquidity Risk                 | Borrowings and Other Liabilities  | Rolling cash flow forecasts                   | Availability of committed credit lines and borrowing facilities       |
| Market Risk - Interest Rate    | Long-Term borrowings at variable rates  | Sensitivity analysis                          | Interest rate swaps   |
| Market Risk - Foreign Exchange | Future commercial transactions<br>Recognized financial assets and liabilities not denominated in Indian Rupee (INR) | Cash flow forecasting<br>Sensitivity analysis | Forward foreign exchange contracts                                    |
| Market Risk - net asset value  | Investment in mutual funds  | Sensitivity analysis                          | Portfolio diversification   |

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## Notes to the financial statements for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

### i. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The carrying amount of financial assets represent the maximum credit risk exposure. The Company has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis.

To cater to the credit risk for balances with banks/financial institutions, only high rated banks/institutions and mutual funds are accepted.

The Company has given security deposits to Government departments. The Company does not expect any default from these parties and accordingly the risk of default is negligible or nil.

In respect of credit exposures from trade receivables, the Company has policies in place to ensure that sales on credit without collateral are made principally to corporate companies with an appropriate credit history.

The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or legal entity, their geographical location, industry and existence of previous financial difficulties, if any.

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**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**24. Financial instruments – Fair values and risk management (continued)****ii. Liquidity risk**

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

The Company's liquidity risk management includes maintaining sufficient cash and marketable securities, ensuring the availability of funds through committed/undrawn credit facilities and cash flow from operating activities.

Consequently, the Company believes its revenue, along with proceeds from financing activities will continue to provide the necessary funds to cover its short term and long term liquidity needs.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

| 31 March 2023   | Carrying amount | Contractual cash flows |            |            |              |                   |
|---|-----------------|------------------------|------------|------------|--------------|-------------------|
|   |                 | Total                  | 0-1 year   | 1-2 years  | 2-5 years    | More than 5 years |
| <b>Non-derivative financial liabilities</b>   |                 |                        |            |            |              |                   |
| Non-current borrowings  | 38,693          | 38,693                 | -          | -          | -            | 38,693            |
| Current borrowings  | -               | -                      | -          | -          | -            | -                 |
| Trade payables  | 236             | -                      | -          | -          | -            | -                 |
| (a) Total outstanding dues of micro enterprises and small enterprises; and                  |                 | -                      | -          | -          | -            | -                 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises. |                 | 236                    | 228        | 8          | -            | -                 |
| Other current financial liabilities   | 1,320           | 1,320                  | 83         | 484        | 754          | -                 |
| <b>Total</b>  | <b>40,249</b>   | <b>40,249</b>          | <b>311</b> | <b>492</b> | <b>754</b>   | <b>38,693</b>     |
| <b>31 March 2022</b>  |                 |                        |            |            |              |                   |
| 31 March 2022   | Carrying amount | Contractual cash flows |            |            |              |                   |
|   |                 | Total                  | 0-1 year   | 1-2 years  | 2-5 years    | More than 5 years |
| <b>Non-derivative financial liabilities</b>   |                 |                        |            |            |              |                   |
| Non-current borrowings  | 37,596          | 37,596                 | -          | -          | -            | 37,596            |
| Current borrowings  | -               | -                      | -          | -          | -            | -                 |
| Trade payables  | 286             | -                      | -          | -          | -            | -                 |
| (a) Total outstanding dues of micro enterprises and small enterprises; and                  |                 | 289                    | 244        | 45         | -            | -                 |
| (b) Total outstanding dues of creditors other than micro enterprises and small enterprises. |                 |                        |            |            |              |                   |
| Other current financial liabilities   | 2,287           | 2,284                  | -          | -          | 2,284        | -                 |
| <b>Total</b>  | <b>40,169</b>   | <b>40,169</b>          | <b>244</b> | <b>45</b>  | <b>2,284</b> | <b>37,596</b>     |

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**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**24. Financial instruments – Fair values and risk management (continued)****iii. Market risk**

The Company is exposed to market risk primarily relating to the risk of changes in market prices, such as foreign exchange rates and interest rates, that will affect the Company's expense or the value of its holdings of financial instruments.

**Currency risk**

The Company does not have any foreign currency transactions during the year ended 31 March 2021 and 31 March 2020 and hence is not exposed to currency risk.

**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 borrowings obligations with floating interest rates.

**Exposure to interest rate risk**

The interest rate profile of the Company's interest-bearing financial instruments is as follows:

|                                  | Nominal amount |               |
|----------------------------------|----------------|---------------|
|                                  | 31 March 2023  | 31 March 2022 |
| <b>Fixed-rate instruments</b>    |                |               |
| Financial assets - Bank deposits | 0              | 0             |
| Financial liabilities            | 0              | 0             |

**Fair value sensitivity analysis for fixed-rate instruments**

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss and therefore, a change in interest rates at the reporting date would not affect profit or loss.

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(All amounts are in Indian Rupees ('000), unless otherwise stated)

**25 Disclosures under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)**

|  | As at<br>31 March 2023 | As at<br>31 March 2022 |
|--|------------------------|------------------------|
|--|------------------------|------------------------|

**Dues to micro and small suppliers**

The amounts remaining unpaid to micro and small suppliers as at the end of the year:

Principal  
Interest

-

The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.

-

The amount of interest paid under the act beyond the appointed day during the year

-

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.

-

The amount of interest accrued and remaining unpaid at the end of each accounting year.

-

The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the Act

-

The management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31st March 2023 and 31 March 2022 has been made in the financial statements based on information received and available with the Company.

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**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**26 Transition to Ind AS:**

These are the Company's third financial statements prepared in accordance with Ind AS. The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended 31 March 2023, the comparative information presented in these financial statements for the year ended 31 March 2022.

In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act ('previous GAAP' or 'Indian GAAP').

An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

**A. Exemptions and exceptions availed**

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

**a) Ind AS optional exemptions:****(i) Deemed cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

**b) Ind AS mandatory exceptions****(i) Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for Investment in instruments carried at fair value through profit and loss (FVTPL) and impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

**(ii) De-recognition of financial assets and liabilities**

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

**(ii) Classification and measurement of financial assets**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

**B. Reconciliations between previous GAAP and Ind AS**

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

**1. Reconciliation of total equity as at 31 March 2023 and 1 April 2022**

| Notes  | As at<br>31 March 2023 | As at<br>1 April 2022 |
|--|------------------------|-----------------------|
| <b>Total equity (shareholder's funds) as per previous GAAP</b>                       | <b>(37,589)</b>        | <b>(37,504)</b>       |
| <b>Adjustments:</b>  | -                      | -                     |
| Fair valuation of Property, Plant and Equipment (net of depreciation)                | -                      | -                     |
| Recognition of government grants   | -                      | -                     |
| Measurement of investment in mutual funds at fair value                              | -                      | -                     |
| Measurement of borrowings at amortised cost  | -                      | -                     |
| Recognition of equity component of interest free loans received from Holding Company | -                      | -                     |
| Interest expense on liability component of loan from holding company                 | -                      | -                     |
| Loss on early repayment of loans from holding company                                | -                      | -                     |
| Deferred tax adjustment  | -                      | -                     |
| <b>Total adjustments</b>   | <b>-</b>               | <b>-</b>              |
| <b>Total equity as per Ind AS</b>  | <b>(37,589)</b>        | <b>(37,504)</b>       |

**JAGJANANI TEXTILES LIMITED**

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**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**2. Reconciliation of total comprehensive income for the year ended 31 March 2022**

|  | Notes | For the year<br>31 March 2022 |
|--|-------|-------------------------------|
| <b>Profit/(loss) after tax as per previous GAAP</b>                        |       | <b>(85)</b>                   |
| <b>Adjustments:</b>  |       |                               |
| Depreciation impact due to fair valuation of Property, Plant and Equipment |       | -                             |
| Recognition of government grants   |       | -                             |
| Measurement of investment in mutual funds at fair value                    |       | -                             |
| Measurement of borrowings at amortised cost                                |       | -                             |
| Interest expense on liability component of loan from holding company       |       | -                             |
| Loss on early repayment of loans from holding company                      |       | -                             |
| Cash flow hedging reserve  |       | -                             |
| Deferred tax adjustment  |       | -                             |
| <b>Total adjustments</b>   |       | <b>-</b>                      |
| <b>Total comprehensive income/(loss) for the year</b>                      |       | <b>(85)</b>                   |

**3. Impact of Ind AS adoption on the cash flows for the year ended 31 March 2023**

|   | IGAAP      | Adjustments | Ind AS     |
|---|------------|-------------|------------|
| Net cash flow from operating activities                     | (1,100)    | -           | (1,100)    |
| Net cash flow from investing activities                     | 0          | -           | 0          |
| Net cash flow from financing activities                     | 1,095      | -           | 1,095      |
| <b>Net increase/(decrease) in cash and cash equivalents</b> | <b>(5)</b> | <b>-</b>    | <b>(5)</b> |

For A.O. Mittal & Associates  
Chartered Accountants  
ICAI Firm Registration No.: 014640C

For and on behalf of Board of Directors of  
Jagjanani Textiles Limited

(Arpit Mittal)  
Partner  
Membership No.: 404415

(S.G. Vyas)  
Managing Director  
DIN: 01905310

(S.K. Singhal)  
Director  
DIN: 00075934

Place: Jaipur  
Date: 29-05-2023  
UDIN: 23404415BGQMPW1761

Place: Jaipur  
Date: 29-05-2023

Place: Jaipur  
Date: 29-05-2023



# JAGJANANI TEXTILES LIMITED

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## Notes to the financial statements for the year ended 31 March 2023

(All amounts are in Indian Rupees ('000), unless otherwise stated)

### Significant Accounting Policies And Notes To Accounts

#### Note-1: Significant Accounting Policies

##### (1) Basis Of Accounting

Financial statements are prepared under the historical cost convention, in accordance with the Generally accepted accounting standards applicable in India and the provisions of Companies Act, 2013. The company follows the mercantile system of accounting and recognises income and expenditure on accrual basis except in case of significant uncertainties relating to Income.

##### (2) Revenue Recognition

Sales are recognised on completion of sale of goods and recorded gross of tax but net of trade discounts & rebate.

Company has old unclaimed liability for trade creditors and unsecured loans, which was recognise as income in the year.

##### (3) Fixed Assets

Fixed assets are stated that cost less accumulated depreciation. The company capitalises all costs relating to the acquisitions and installations of Fixed Assets. Direct financing cost, if any, incurred during construction period in respect of major products in is also capitalised.

##### (4) Depreciation

Depreciation on all fixed assets is provided based on the useful life of the assets in a Manner prescribed in schedule II of Companies Act, 2013. In respect of assets acquired during the financial year, depreciation is provided on Pro-rata basis with reference to the period each assets was put to use during financial year. During the year depreciation has been changed on the basis of single shift in view of the plant operations.

##### (5) Investment

Investment are value that cost.

##### (6) Inventories

(I) All inventories are valued at cost or market value whichever is lower.

(II) For arriving cost of Finished Goods and stock in process all production expenses and depreciation except financial cost and marketing cost are considered.

(III) In respect of raw materials, stores and spares cost is computed on weighted average basis.

(IV) Fixed overhead are allocated for inclusion in cost of conversion on the basis of normal level of production capacity. Conversion cost is apportioned to the finished goods in process on the basis of estimated value and proportions arrived at by the cost sheet of the last month of financial period in which production had taken place.

##### (7) Foreign Currency Transactions

There were no foreign currency transactions during the year.

##### (8) Retirement Benefit

Liabilities in respect of Gratuity and leave encashment and are provided on the basis of actual calculations.

##### (9) Related Party Transaction as per AS-18

The Related Party Transactions are disclosed as per the Accounting Standards laid and are disclosed in detail under Annexure-1

##### (10) Bank Reconciliation

|  |     |        |
|--|-----|--------|
| Bank Balance as on 31.03.2023 as per Books           | (A) | 49.61  |
| Bank Balance as on 31.03.2023 as per Bank Statements | (B) | 59.61  |
| Difference (A-B)*                                    |     | -10.00 |

\* Difference is due to Cheque Issued but not presented in Bank.

**JAGJANANI TEXTILES LIMITED**

CIN : L17124RJ1997PLC013498

Registered Address: SCOs 33 and 34, RIICO Shopping Complex, Bagru Ext. I, Jaipur, Rajasthan-303007

**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**Significant Accounting Policies And Notes To Accounts****Note-2****A. Notes**

- (1) Investment of Rupees 39000/- in form of National Saving Certificates have been pledged with sales tax authorities.  
(2) Certain balances of sundry debtors, Sundry creditors and trade advances are subject to the confirmation.  
(3) There was no amount due to such of the units registered under SSI and declared to us as on 31st March 2023 and further there was no claim from suppliers under the "interest on delayed payments under Small Scale Undertaking Act, 1993."

Further there was no claim or interest liability pending under MSMED Act, 2006.

- (4) Previous year's figures have been regrouped wherever necessary to conform to the current year's classification since the presentation has been made as per revised Schedule III, in the current year.  
(5) In view of losses and consequence erosions of networth, the company is a case of reference to BIFR.  
(6) Company has not been gone into any construction contract .

**B. Additional Regulatory Information****Following Ratios to be Disclosed:**

| Ratios                                | Figures as at<br>the end of<br>current<br>reporting<br>period | Figures as at<br>the end of<br>previous<br>reporting<br>period |
|---------------------------------------|---|--|
| <b>A. Current Ratio</b>               |   |  |
| Current Assets                        | 597   | 601.43   |
| Current Liabilities                   | 1,556   | 2,573.33   |
|                                       | <b>0.38</b>   | <b>0.23</b>  |
| <b>B. Debt Equity Ratio</b>           |   |  |
| Debt                                  | 38,693.18   | 37,595.83  |
| Equity                                | 156,000.00  | 156,000.00   |
|                                       | <b>0.25</b>   | <b>0.24</b>  |
| <b>C. Debt Service Coverage Ratio</b> |   |  |
| Net Operating Income                  | 85.07   | 39.28  |
| Debt                                  | 38,693.18   | 37,595.83  |
|                                       | - <b>0.00</b>   | - <b>0.00</b>  |
| <b>D. Return of Equity Ratio</b>      |   |  |
| Net Revenue                           | 1,170.58  | 1,383.30   |
| Net Equity Fund                       | - 37,589  | - 37,504   |
|                                       | - <b>0.03</b>   | - <b>0.04</b>  |
| <b>E. Net Profit Ratio</b>            |   |  |
| Net Profit                            | -85   | 39.28  |
| Net Revenue                           | 1,170.58  | 1,383.30   |
|                                       | - 0.07  | 0.03   |

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**Notes to the financial statements for the year ended 31 March 2023**

(All amounts are in Indian Rupees ('000), unless otherwise stated)

**Annexure-1****(A) Key Managerial Person**

| Sr. No. | Name of Person    | Relation          | Transaction Amount | Nature of Transaction |
|---------|-------------------|-------------------|--------------------|-----------------------|
| 1       | Nikhil Sharma     | Company Secretary | 216                | Salary                |
| 2       | Manish Kumar Jain | CFO               | 36                 | Salary                |
| 3       | S.G. Vyas         | Managing Director | 573                | Loan from Director    |
| 4       | S.K. Singhal      | Director          | 524                | Loan from Director    |

**(B) Related Party Disclosure**

| Sr. No. | Name of Person | Relation          | Transaction Amount | Nature of Transaction |
|---------|----------------|-------------------|--------------------|-----------------------|
| 1       | S.G. Vyas      | Managing Director | 573                | Loan from Director    |
| 2       | S.K. Singhal   | Director          | 524                | Loan from Director    |

The notes from Note 1 to Note 14 form an integral part of these financial statements.

As per our report of even date attached

**For A.O. Mittal & Associates**

Chartered Accountants

ICAI Firm Registration No.: 014640C

**For and on behalf of Board of Directors of****Jagjanani Textiles Limited****(Arpit Mittal)**

Partner

Membership No.: 404415

**S.G. Vyas**

Managing Director

DIN: 01905310

**S.K. Singhal**

Director

DIN: 00075934

Place: Jaipur

Date: 29-05-2023

UDIN: 23404415BGQMPW1761

Place: Jaipur

Date: 29-05-2023

Place: Jaipur

Date: 29-05-2023



**JAGJANANI TEXTILES LIMITED**

JAGJANANI TEXTILES LIMITED  
CIN: L17124RJ1997PLC013498

Registered Office: SCOS 33 AND 34, RIICO SHOPPING COMPLEX, BAGRU EXTN.-I, BAGRU, JAIPUR 303007. Phone: 01414104745,  
[E-mail:compliance@jagjanani.com](mailto:compliance@jagjanani.com) Website: www.jagjanani.com

**ATTENDANCE SLIP**  
(To be presented at the entrance)

Folio No. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

Name of the Member \_\_\_\_\_ Signature \_\_\_\_\_

Name of the Proxyholder \_\_\_\_\_ Signature \_\_\_\_\_

- 1. Only Member/Proxy holder can attend the Meeting. 2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the members of the Company being held on Wednesday the 27<sup>th</sup> September 2023 at 10.00 a.m.at SCOs 33 - 34, RIICO Shopping Complex, Bagru Extn-I, Bagru, Jaipur-303007 (Rajasthan),

**JAGJANANI TEXTILES LIMITED**

CIN: L17124RJ1997PLC013498

Registered Office: SCOS 33- 34, RIICO SHOPPING COMPLEX, BAGRU EXTN.-I, BAGRU, JAIPUR RJ 303007 IN  
Phone: 01414104745, E-mail:compliance@jagjanani.com  
Website: www.jagjanani.com

**PROXY FORM**

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

Name of the Member(s): .....

Registered address: .....

E-mail Id: .....

Folio No. / Client ID No. : ..... DP ID No.....

I / We, being the member(s) holding ..... Shares of a Jagjanani Textiles Limited, hereby appoint

1. Name: ..... E-mail Id: .....

Address: ..... Signature:

Or failing him

2. Name: ..... E-mail Id: .....

Address: .....

.....Signature: .....

or failing him

3. Name: ..... E-mail Id: .....

Address: ..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Wednesday the 27<sup>th</sup> September 2023 at 10.00 a.m. at SCOs 33 and 34, RIICO Shopping Complex, Bagru Extn.-I, Bagru, Jaipur-303007 and at any adjournment thereof in respect of resolutions mentioned in the Notice of AGM to Shareholders.

Signed this ..... Day of..... 2023.

Signature of shareholder.....Signature of Proxy holder(s).....

NOTES: 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company SCOS 33 AND 34, RIICO SHOPPING COMPLEX, BAGRU EXTN.-I, BAGRU, JAIPUR RJ 303007, not less than 48 hours before the commencement of the Meeting.

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.